

Board People and Culture Committee policy



Authorised by board on: 12 December 2018

Managing Director's authorisation:

Patrick W Dae

Effective date: 13 December 2018

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1. PURPOSE

The purpose of this policy is to document the composition, objectives, responsibilities, and administration of the FRDC board's *People and Culture Committee*.

2. RESPONSIBILITY

Responsibility for this policy resides with the Company Secretary.

3. DEFINITIONS AND ACRONYMS

Definitions - follow link to [Definitions](#)

Acronyms – follow link to [Acronyms and Abbreviations](#)

4. RISK TYPE

Compliance	Financial	Governance	ICT	People	Research
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

5. RELEVANT DOCUMENTATION

This section contains links to internally and externally facing documents – access to internally facing documents is restricted to FRDC employees.

Relevant documentation	Document location or web address
Internal	
Board meeting administration procedure	NEMO-29-1071
External	
Board governance policy	FRDC website
Finance, Audit and Risk Management Committee policy	FRDC website
Public Governance, Performance and Accountability (PGPA) Act 2013	PGPA Act

6. PUBLICATION

This policy is to be made available on the FRDC website.

7. OBJECTIVES

The FRDC recognises that good corporate governance is vitally important to the fulfilment of its outcome, and consequently maintains a board *People and Culture Committee*. The *People and Culture Committee* will assist the board in regards to organisational culture,

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and effective human resources policies and practices and discharging the board's responsibilities relative to succession planning.

The objectives of the *People and Culture Committee* are to assist the board to discharge its corporate governance responsibilities to exercise due care and diligence and skill in relation to:

1. oversight of the culture of the organisation
2. promote and support continuous improvement in the workplace
3. oversight of human resources practices to foster quality management practices
4. oversight of compliance with applicable laws and regulations
5. the setting of key performance indicators for the Managing Director and the regular review of the Managing Director's performance
6. oversight of the Managing Director's remuneration to recognise his/her contribution to the business, and to reward these appropriately

8. RESPONSIBILITIES

The *People and Culture Committee* will examine any matters that it considers necessary in order to fulfil its objectives, and make recommendations to the board. The *People and Culture Committee* will also examine any other matters referred to it by the board.

The main duties and responsibilities of the Committee are to:

- a) oversee FRDC management's establishment and maintenance of effective human resources, performance management, and remuneration systems
- b) review and assess the alignment of the Managing Director's remuneration to the organisation's business objectives
- c) review bi-annually, and more often if required, the Key Performance Indicators of the Managing Director
- d) review and make recommendations to the board on the remuneration for the Managing Director
- e) identify areas of risk in managing and remunerating the Managing Director, and assuring itself that the risks are effectively controlled
- f) inform the board of human resources or remuneration matters that may have a significant influence upon the financial condition or affairs of the FRDC
- g) identify developments in, and changes to, the rules and regulations for human resources management and remuneration
- h) satisfy itself of the existence, currency and adequacy of human resources policies, including in relation to diversity and a code of conduct, and their effectiveness in meeting the strategic goals of the business;

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- i) review and assist with the talent management and succession planning strategies for all key staff members
- j) review and assess the capability needs and the proposed training and development priorities to support the attainment of the strategic goals of the business
- k) review and assess the cultural strategy and its alignment and success in meeting the strategic goals of the business
- l) monitor and review the extent to which the board is meeting its obligations on remuneration and human resources matters
- m) develop a board skills matrix.

The Committee will also examine any other matters referred to it by the board. If the policy of another committee of the board contains duties and responsibilities in relation to a human resources matter, the Committee will not be responsible for that matter unless the matter is specifically mentioned in this policy.

9. COMPOSITION AND MEETINGS

9.1 Membership and attendance at meetings

- a) The Committee will comprise at least three board members as appointed by the board as follows:
 - (i) the Chair of the Committee
 - (ii) at least two other members
 - (iii) the Managing Director (who will absent himself/herself for the review of the Managing Director's performance and remuneration)
- b) A quorum of the Committee is any two members of the Committee.
- c) If the Chair of the Committee is unable to attend the meeting, the chair will appoint a deputy chair who will act as Chair for the purposes of that committee meeting, unless otherwise specified.
- d) All directors may attend meetings of the Committee. Notice of committee meetings will also be provided to the Managing Director. Other members of management and advisors may be invited to attend meetings as the Chair sees fit. The Committee may invite other people to attend committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisors at its meetings.
- e) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair.

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9.2 Meetings

- a) Meetings of the *People and Culture Committee* will be held not less than two (2) times a year. Special meetings may be convened as required to fulfil the *People and Culture Committee's* responsibilities. (Refer Attachment 1)
- b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media. The *People and Culture Committee* may give its approval by circular resolution given by all members.
- c) The Company Secretary, or other person nominated by the Chair, will take the minutes of the proceedings of all *People and Culture Committee* meetings

10. AUTHORITY

The board delegates authority to the *People and Culture Committee*, within the scope of its responsibilities, to obtain such outside information and advice as it needs (including market surveys and reports; and independent professional advice). The *People and Culture Committee* will not have the authority to make a decision on the board's behalf, and will make recommendations to the board on all matters requiring a decision.

11. BOARD REPORTING

The *People and Culture Committee* will report to the board after each meeting, and circulate the minutes to the board as soon as practical.

12. REVIEW OF POLICY AND COMPOSITION OF THE COMMITTEE

- (a) The Committee will review this policy annually, and recommend any changes to the board. The Committee can review its policy at other times deemed necessary by the Committee or the board
- (b) The board will periodically review the composition of the Committee and review the *People and Culture Committee* policy upon the recommendation of the Committee.

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Attachment 1 – Annual cycle

Month	Meeting type	Purpose(s)
April/May	Meeting (teleconference)	Plan Request data required for the June meeting
June	Meeting (face-to-face)	Make a recommendation to the board on the Managing Director's remuneration.
August	Meeting (face-to-face)	Finalise the Managing Director's key performance indicators
November	Meeting (face-to-face)	Review the Managing Director's performance against his/her key performance indicators