

PEOPLE, CULTURE AND GOVERNANCE COMMITTEE

GOVERNANCE CHARTER

Revision approved by the Board February 2018

1. Purpose and Appointment by the CEHL Board:

In the context of this Committee the Board is responsible for the oversight of effective arrangements regarding:

- Strategic staffing matters;
- Sustaining a positive and high performance organisational culture;
- Governance succession, performance review and development;
- Managing Director recruitment, development and performance review.

The Board has established the CEHL People, Culture and Governance Committee (the Committee) to assist it to discharge this responsibility.

This Governance Charter sets out the roles, responsibility and operational requirements of the Committee as delegated by the CEHL Board.

Proposals, policies and reports are the core documents for monitoring and review by the Committee.

2. Authority

The Board authorises the Committee, through the Committee Chair, to:

- Seek any information it requires from employees of CEHL; and
- Commission independent HR, governance, legal or other consultants to advise the Committee or assist the Committee in the conduct of its duties.

3. Role of the Committee

To review people, culture and governance matters, make recommendations to the Board and to assist the Board to engage with such matters in a strategic, timely and relevant manner.

4. Duties and Responsibilities

The Committee will advise the Board in relation to key people, culture and governance and other matters. In fulfilling these functions, the Committee will perform the oversight and review functions as outlined in *Attachment A: Guidance areas for the Committee's oversight & review*

5. Membership, Quorum & Decision Making

The Committee is a formally approved subcommittee of the Board and will comprise at least three Committee Members each holding one Committee Voting Right:

- Not less than two Non-Executive Directors of the Board (one whom will be Chair of the Committee);
- CEHL's Managing Director; and
- CEHL's Corporate Director or Company Secretary;

The Committee can also appoint a CEHL Member or external individual who is experienced in corporate governance or organisational culture matters;

A quorum of the Committee shall be at least three Committee Members, two of who must be a Non-Executive Director of the Board.

CEHL's Board Chair is an ex-officio member of the Committee and is entitled to attend any or all Committee meetings. Any CEHL Director not a member of the Committee shall be entitled to attend meetings as an observer.

The Committee will meet at least four times per year and more often as considered necessary.

Membership of the Committee will be reviewed on an annual basis at the CEHL Board Meeting following the AGM.

Each member of the Committee shall have one vote. Resolutions will be decided by majority voting. Equal votes shall mean the resolution is lost. Dissenting member/s may upon request have their views recorded in the Minutes.

Recommendations to the CEHL Board will be considered at the next Board meeting following the Committee meeting or via out of session or circular resolution.

6. Invitees

The Committee may at its discretion decide to meet without CEHL management present.

The Committee may at its discretion request other employees and/or consultants attend the Committee Meeting.

7. Administration, Meeting & Review

Agenda: Each Member has the right to place items on the Agenda. The Agenda will be finalised by the Chair. The required papers will be circulated with the Agenda not less than 3 days prior to the meeting.

Minutes: Minutes will be taken and circulated to Committee Members within 1 week of the meeting. Once approved by the Committee Chair key recommendations will be circulated for Board consideration. The Committee Chair shall report to the Board.

Conflicts: Members will be invited to disclose any conflicts of interest at the commencement of each Committee meeting. Where Members are deemed to have a real or perceived Conflict of Interest they are required to excuse themselves from participation in discussion and recommendations on the matter.

Review: The Committee will review its performance annually and should include identification of opportunities for improvement and identify additional training and education that may be of assistance to Directors. The Chair will co-ordinate the review and table it at the Board.

CEHL PEOPLE, CULTURE AND GOVERNANCE COMMITTEE CHARTER

ATTACHMENT A

Guidance areas for the Committee's oversight and review

People

1. Contribute to and monitor CEHL's People Strategy.
2. Ensure that a range of HR policies and systems are in place which ensure quality service delivery and promote a positive, supportive, consultative and inclusive staff culture.
3. Managing Director recruitment, development, review, succession planning and termination.
4. Set parameters for executive remuneration
5. Ensure staff are remunerated according to sector benchmarks, that an Enterprise Agreement is in place.
6. Monitor key workplace health and safety indicators.
7. Monitor compliance with legal IR requirements.

Culture

1. Monitor employee satisfaction and workplace culture indicators.
2. Monitor the cultural impact of significant organisational change.

Governance

1. Board Performance Evaluation, Director Development And Succession Planning
2. Developing and reviewing a Board Induction program.
3. Dealing with issues of ethics in behaviour of Board members or Managing Director.
4. Developing and Reviewing Board Policies.
5. Review and make recommendations regarding Director fees.

Board

1. Provide high-level advice and guidance to the Board on CEHL's approach to governance.
2. Make recommendations to the Board on people, culture and governance risks.
3. Encourage the professional development of Directors around people, culture and governance matters to support them in discharging their governance responsibilities.
4. Annually review and make recommendations to the Board in respect to CEHL's Delegated and Reserved Powers Policy.