

Group People and Culture Committee

1. INTRODUCTION

The Board of St George Community Housing Limited (including its controlled entities) (together “the Boards” for collectively “the Group”) have established a People and Culture Committee (“Committee”) to assist the Board in fulfilling its statutory, corporate governance and oversight responsibilities in relation to the people, remuneration and culture of SGCH. The People and Culture Committee recognise the importance of our people and their commitment to delivering a high level of service to our customers.

The purpose, members, responsibilities and powers of the Committee are set out in this Charter.

2. PURPOSE

The Committee is convened to provide oversight, strategic advice and guidance to the Board regarding:

- the development and implementation of people and culture strategies ensuring appropriate resources, policies and procedures are in place
- appropriate remuneration, performance and development and succession planning that attracts, motivates and retains high quality people with the capability to deliver on the strategy
- compliance with legislative requirements related to people
- promoting and supporting a diverse workplace and culture
- monitoring of culture and engagement
- appointment, induction and continuing professional development for directors
- provision of advice related to good governance practices

The Committee will work in conjunction with other Board committees to assist the Board to fulfil its responsibility to Members, Customers, the Communities in which we work, employees and other stakeholders to ensure the Group has and maintains appropriate corporate governance procedures.

3. COMMITTEE ROLE AND RESPONSIBILITIES

The Committee assists the Board in its oversight of people and culture policies, strategies, structures and practices. The key role and responsibilities of the Committee includes:

People and Culture

- Review people and culture strategy and oversee the alignment of people and culture strategy with the overall business strategy
- Monitor culture, engagement and retention
- Monitor the content of and compliance with the organisation's people and culture systems and processes in the areas of:
 - Attraction, development and retention
 - Executive succession planning and talent management
 - Performance management
 - Learning and organisation development
- Review key Human Resources policies to ensure their currency and relevance to the organisation's overall purpose and objectives
- Evaluate and provide advice on the organisation's approach to industrial relations and monitor activity
- Review and approve the organisation's remuneration strategies and frameworks, ensuring they are competitive, equitable and will attract and retain highly competent people

Directors

In relation to the Board of Directors:

- Develop and implement a process to lead the search for individuals qualified to become members of the Board of Directors
- Develop and recommend to the Board of Directors for its approval, qualifications for director candidates and periodically review these qualifications with the Board
- Make recommendations for the appointment and removal of Directors
- Review the Board of Directors' Committee structure and recommend to the Board for its approval Directors to serve as members of each Committee
- Review Director compensation and benefits and recommend changes to the Board as necessary
- Manage induction of newly appointed Directors and the professional development of all Directors, and examine ways to improve Board performance
- Provide oversight of governance and Director performance reviews in consultation with the Group Chairman

Chief Executive Officer (CEO)

In relation to the CEO:

- Oversee the development and maintenance of succession planning for the CEO
- Where required, commission and oversee the evaluation of candidates for the CEO role and make recommendations to the Board on appointment and terms of engagement
- Advise the Board on annual performance targets for the CEO
- Advise the Board on evaluation of the CEO's performance against these targets
- Recommend to the Board any change to the CEO's remuneration including fixed reward, short term incentive and long term incentive

Senior Executives

In relation to the Executive Management team (EMT) who report directly to the CEO:

- Consider and if appropriate, approve recommendations from the CEO on the appointment and terms of engagement of members of the EMT
- Review and approve on an annual basis the evaluation process, remuneration increase (if any) and compensation structure for the EMT
- Review the development and maintenance of succession plans for members of the EMT

4. MEMBERSHIP

- All Committee members must be non-executive Directors. The Chair should be the Chair of the Board unless the Board determines otherwise. The Committee will comprise a minimum of three members.
- The Board will appoint the Committee members (including the Chair) and may remove or replace the Chair and Committee members by resolution.
- The CEO shall have a standing invitation to attend the Committee meetings as a non-voting ex-officio member.
- All Directors of the Board have a standing invitation to attend Committee meetings and should inform the Chair of their intention to attend.
- Members of management and external consultants may attend Committee meetings at the invitation of the Committee Chair.
- The Committee is entitled to have access to and meet with advisors including legal advisors without executives or management of the Group being present.
- It is intended that all members of the Committee should be familiar with employment legislation, people and culture practices and good risk management.

5. MEETINGS

- The Committee will meet at least three times per year, or more frequently as necessary.
- A quorum for any Committee meeting will be two members.

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- All Directors of the Board are entitled to receive copies of Committee papers.
 - The Secretary of the Committee will be the Group Company Secretary or their appointed delegate.
 - The Committee agenda and papers will be circulated to the Committee members within a reasonable period in advance of each Committee meeting.
 - The Committee may pass a resolution without a Committee meeting being held.
 - If the Committee Chairman is not present within 15 minutes after the time appointed for holding a Committee meeting, the Committee members will choose one of their number as Chairman of the meeting.
 - The Group Company Secretary or their nominee will be responsible for keeping minutes of Committee meetings. Minutes shall be distributed for approval to all Committee members and signed by the Chairman within one month.

6. REPORTING

- The Committee will make recommendations to the Board and the Chair of the Committee will provide regular updates to the Board about the Committee's activities.
- Minutes of each Committee meeting will be tabled at the next Board meeting.

7. ACCESS TO INDEPENDENT ADVICE

- The Committee collectively, and each Committee member individually, has the right to seek independent professional advice as they consider necessary to fulfil their responsibilities and permit independent judgment in decision making, subject to the approval of the Chair of the Committee at the Group's expense.
- A Committee member will consult the Chair or the CEO before obtaining advice and the policy of the Board is that external advice will be made available to all Directors unless the Chair agrees otherwise.

8. SPECIFIC DELEGATIONS FROM THE BOARD

The Committee is delegated the following powers:

- Recommend to the Board for approval the CEO's remuneration including Short and Long Term Incentives
- Recommend to the Board for approval annual performance targets for the CEO
- In consultation with the Board evaluate the CEO's performance against these targets

Other than the above, the Committee is convened to provide advice to the Board and does not have a standing delegated authority. From time to time the Board may refer a specific initiative or employment related matter to the Committee for review. Such a referral will include specific delegation of authority to the Committee for financial commitment, approval and other parameters as required.



9. REVIEW

This Charter will be reviewed every two years or more frequently as required.

10. APPROVAL

This Charter was approved and adopted by the Board on 28 February 2020