



CHARTER

PEOPLE AND CULTURE

COMMITTEE

1. Introduction

The People and Culture Committee (the Committee) is a committee of the board of directors (Board) of Hunter Water Corporation (Hunter Water). This charter sets out the functions delegated by the Board to the Committee and the Committee's objectives, authority and operation.

2. Purpose

The Committee assists the Board on matters in relation to remuneration, evaluation of executive and senior management performance, organisational culture and capability

The Committee also assists the Board in developing, evaluating and overseeing the strategic approach to managing the safety, health and wellbeing of our people and the digital transformation of our organisation.

3. Objectives

In fulfilling its purpose, the Committee's objectives are to review, provide guidance and make recommendations to the Board in relation to:

- a. the remuneration, reward, recognition and management of performance of employees
- b. promoting a culture consistent with Hunter Water's values
- c. inclusion and diversity outcomes, including discrimination, harassment, gender equity and Reconciliation Action Plans
- d. safety, health and wellbeing
- e. employee relations issues including enterprise bargaining and dispute resolution
- f. capacity and learning, including leadership development
- g. organisational succession planning
- h. achieving Hunter Water's digital ambition
- i. strategies, policies and practices in connection with the above

4. Authority

The Committee is a sub-committee of the Board and has no executive powers.

The Committee has the authority to directly engage with management, internal auditors, or consultants (including probity advisors), and request reports and information on any relevant Hunter Water activities. It can also obtain independent legal or professional advice, if deemed necessary, at Hunter Water's cost.



5. Duties and responsibilities

To fulfil its objectives, the Committee will:

- a. review and provide advice and recommendations in relation to the key strategies and policies in relation to culture, development, succession and performance evaluation
- b. review the results of culture and engagement surveys and monitor the progress of management actions taken in response to those surveys
- c. review progress on inclusion and diversity strategies, plans and targets, including the Reconciliation Action Plan and actions to redress the gender pay gap assessments on an annual basis
- d. review performance outcomes for the Executive Management Team on an annual basis
- e. monitor and evaluate long term trends relating to safety, health and wellbeing
- f. review and as required make recommendations to the Board in relation to the organisation's safety, health and wellbeing strategy and performance
- g. prepare and maintain a succession plan for Hunter Water's people
- h. review progress, performance and change management of relevant strategies (including the Values, Safety, Health and Wellbeing and Digital Strategies); as well as related strategic programs of work to ensure they are consistent with Hunter Water's good governance and our vision and the expectations of relevant stakeholders

6. Membership, appointment and term

The Committee will consist of at least three non-executive directors. The Managing Director will not be a member of the Committee.

The term of appointment of each member will be recommended by the Nominations and Governance Committee. Membership will be re-assessed as required taking into consideration the requirements of all Board Committees and the experience and skills of Board members.

The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.

7. Chair

The Nominations and Governance Committee will appoint a non-executive director to the Chair of the Committee.

8. Secretary

A senior manager, nominated by the Managing Director and approved by the Chair of the Committee, will be the Committee Coordinator.

The Committee Coordinator, together with the Chair and/or the Managing Director, will set the agenda, distribute the business papers at least five days before each meeting, keep the meeting minutes and circulate these within one month of the meeting. Other management personnel may assist the Committee Coordinator in these tasks.

9. Meetings

The Committee will meet at least four times each year and as the Chair deems necessary in order to fulfil its duties. The Chair of the Committee will report to the Board following each committee meeting.



10. Conflict of Interest

Committee members must declare their interest, whether perceived, financial or otherwise, in the exercise or their duties under Schedule 10 of the *State Owned Corporations Act 1989* (NSW).

11. Quorum

A quorum requires two Committee members. Meetings can be held in person, by telephone, video conference or a combination of these methods.

12. Assessment

The Committee will review its performance and effectiveness as required, and report to the Board.

13. Review of Committee Charter

The Committee will review this Charter annually, and as needed, recommending any changes to the Board.



DOCUMENT INFORMATION

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3	Laura Hails	Periodic and external review	Board of Directors	29/02/24

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