



# PEOPLE AND CULTURE COMMITTEE CHARTER



## Committee name

The committee shall be known as the People and Culture Committee (the 'Committee').

## 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 relation to the strategic approach to managing the safety, health and wellbeing of our people.

## Objectives

In fulfilling its purpose, the Committee's objectives are to promote an organisational culture consistent with Hunter Water's values and 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) inclusion & diversity outcomes, including discrimination, harassment, gender equity and Reconciliation Action Plans
- c) safety, health & wellbeing
- d) employee relations issues including enterprise bargaining and dispute resolution
- e) capability & learning, leadership development and succession
- f) strategies, policies and practices in connection with the above.

## Authority

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

In carrying out its duties the Committee shall have the authority to discuss directly with management, internal auditors or consultants any issue within its remit and to request reports, explanations and information on any of the activities, practices or procedures of the Corporation.

The Committee is authorised by the Board to obtain independent legal or other professional advice, if it considers necessary or appropriate, at the cost of the Corporation.

## Duties and responsibilities

The Committee assists the Board to:

- 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 monitoring the progress of management actions taken in response to those surveys.
- c) review progress on inclusion & 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.

## 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 members, the Chair and the term of appointment of each member shall 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.

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

## Chair

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

## Secretary

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

The Secretary, in conjunction with the Chair and/or the Managing Director, will be responsible for determining the agenda and distributing the business papers to the Committee members at least five full business days prior to each meeting. The Secretary will also be responsible for keeping the minutes of the Committee and circulating these to Committee members within in one month of the meeting. The Secretary may be supported in these duties by other management personnel.

## Meetings

The Committee will hold at least four regular meetings annually and additional meetings as the Chair may determine necessary in order to fulfil its duties.

The Chair of the Committee will report to the Board following each committee meeting.

## Conflict of interest

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

## Quorum

A quorum will consist of two Committee members.

Meetings can be held in person, by telephone, by video conference or by any combination of these media.

## Assessment

The Committee will review its performance against the Charter on an annual basis and report to the full Board.

## Review of Committee Charter

The Committee will review this Charter on an annual basis and at such other times as it considers a review to be necessary or appropriate.

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