



People and Culture Committee Charter

POL-00100

Revision no.	Approved for issue
5	Board Approved – 29 August 2019

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1. Function, Role, Delegated Authority and Duties

1.1 Function and Role

The People and Culture Committee is a committee of the Seqwater Board and is directly responsible to the Seqwater Board.

The Committee does not replace or replicate established management responsibilities and delegations.

The role of the Committee is to review decisions and recommendations relating to Seqwater's people and culture initiatives, policies and programs.

The primary function of the Committee is to ensure that Seqwater meets its strategic and corporate obligations, while understanding and managing the associated business risks. In broad terms the Committee is responsible for ensuring Seqwater addresses:

- organisational culture
- safety leadership and culture
- leadership and talent development
- attraction and retention
- diversity and inclusion
- remuneration and performance incentives
- recruitment, performance and succession planning for senior executives.

The Committee is directly responsible and accountable to the Seqwater Board for the exercise of its duties and responsibilities. In carrying out its duties and responsibilities, the Committee must at all times recognise that primary responsibility for management of Seqwater rests with the Seqwater Board.

More specifically the Committee will

- Act as a Committee of the Board to assist in discharging the Board's responsibilities as they relate to Seqwater's enterprise bargaining commitments, common law contract and senior executive remuneration and performance incentive processes, internal controls and relevant external regulations and codes of conduct
- Monitor the development of key strategies aimed at improving the organisation's culture, executive development, succession and talent management practices
- Monitor Seqwater's direction to ensure it applies contemporary practices and approaches to ensure the efficient and effective delivery of strategic and operational human resource functions
- Monitor Seqwater's direction on diversity and inclusion practices
- Ensure Seqwater has appropriate employee wellbeing strategies
- Review and monitor other strategic initiatives associated with people and culture

- Provide a line of communication between the Board and executive management on relevant matters
- Comply with all relevant aspects of the Seqwater Compliance Guide, in particular, reference to the values and obligations set out in the Seqwater Code of Conduct.

The Committee may undertake other activities at the Board's discretion.

The Committee is entitled to independent professional advice as considered necessary to fulfil its relevant duties and responsibilities, with the prior approval of the Board Chairman. The Committee should share relevant information and advice received with the other Board members where appropriate.

1.2 Delegated Authority

Delegations and authorisations from the Board to the Committee are granted and recorded in the Delegations and Authorisations Manual.

1.3 Duties

The Committee will:

- Circulate minutes of the Committee meetings to Seqwater Board, Committee members and invited guests as appropriate
- Prepare an annual report to the Seqwater Board summarising the performance and achievements for the previous year, including Committee members attendance at the meetings. An interim program of the planned activities for the coming year is also to be provided.
- Submit a summary of its activities for inclusion in Seqwater's Annual Report.

2. Membership and Meetings

2.1 Membership

All members of the Committee shall be independent non-executive directors. The Company Secretary shall act as the Secretary of the Committee.

The members of the Committee should:

- have no financial interest in the Committee's decisions
- have a good knowledge of the organisation and its senior executives, a keen interest in its progress and a full understanding of the Government's interests and directions for the organisation
- have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the areas of the Committee business.

Committee members will, at all times, exercise honesty, objectivity and probity. Members will refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties.

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Minutes of meetings will be distributed to Committee members as soon as possible after each meeting and confirmed as an accurate record at the next meeting of the Committee.

The Committee shall be made up of at least two members appointed by the Board. The term of appointment is for three years. Members may be reappointed subject to the composition and skill requirements of the Committee.

Any member may appoint another Seqwater Board member as an alternate member for a specific Committee meeting which the member is unable to attend. A Board member who is an alternate member may be counted for the purpose of determining whether a quorum is present. An alternate member is not entitled to receive any remuneration for serving as an alternate.

2.2 Chair

- The Chair of the Committee will be a person having the appropriate experience and who is approved by the Chairman of the Seqwater Board.
- The Chair will possess sound communication and strong leadership skills.

2.3 Secretary

- A secretary/secretariat function will be appointed by the Seqwater Board to facilitate the Committee's meetings and reporting duties
- The secretary, in consultation with the Chair, will prepare and send notices of meetings and agendas and accurately transcribe all decisions of the Committee
- The secretary will table all correspondence, reports and other information relevant to the Committee's activities and operations.

2.4 Ethical Practices

Members are required to declare any interests that could constitute a real, potential or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated as necessary.

2.5 Meetings and Attendance

- Meetings must be held at least two times per year. A meeting agenda will be prepared and distributed to all Committee members prior to a meeting.
- Two members of the Committee must be present at a meeting to provide a quorum.
- The Committee Chairperson may request any employee or a specialist consultant to attend all or part of any meeting or present and comment on appropriate agenda items.
- All Board members whom are not members of the Committee may receive papers and have a standing invitation to attend.
- The Committee may hold meetings, or allow members to take part in its meetings, by using any technology that reasonably allows members to hear and take part in discussions as they happen. A member who takes part in a meeting by using such technology is taken to be present at the meeting.

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2.6 Consideration of matters without a meeting - circulating resolutions

The Committee may consider matters without a meeting via the following procedure:

- notice of the proposed resolution will be circulated by the secretary
- a circulating resolution will be validly passed, if the majority of the eligible Committee members give written agreement to the resolution.

2.7 Meeting Agenda

- The committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats
- The agenda and relevant papers will be distributed to members at least seven days prior to the meetings.

2.8 Audit and Risk Committee

The People and Culture Committee will liaise with the Audit and Risk Committee as required to ensure:

- That Seqwater's statutory and operational responsibilities are met
- That there is no material overlap between the functions and duties of the committees
- Frank and meaningful interchange of information.

3. Evaluation of Committee Activities

- The Committee will once each year undertake a self-assessment of its performance for the previous 12 months
- The Committee will provide a report of the annual review outcomes to the Seqwater Board
- The Chair will provide each individual member with feedback on that person's contribution to the Committee's activities at least once during each member's term of office. This assessment will include a review of any training needs of the member.

4. Review of the Charter

- The Charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities
- Any amendments to the Charter must be approved by the Seqwater Board.

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