

Human Resources and Compensation Committee Charter

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February 2019

This charter sets out the governance requirements for the Halberg Foundation (the Foundation) Human Resources and Compensation Committee including the roles and responsibilities, procedures, and members' powers.

Role

The Human Resources and Compensation Committee ("the Committee") has the role of recommending Human Resources policy for approval by the Board and acting in an advisory capacity to the CE as required.

Composition

The Committee shall have a minimum of two members and a quorum of two. A majority of members of the Committee must be independent in accordance with the independence criteria set out in the Board Charter and no member shall be an executive of the Foundation

The Board shall appoint the Chairperson of the Committee who shall not be the Chair of the Board.

The appointment and removal of Committee members shall be the responsibility of the Board.

Procedure

The Committee shall meet approximately two times per year and on such other occasions as the Chairperson considers necessary.

The Committee may have in attendance such members of management and other persons as it may deem necessary to provide appropriate information and explanations.

From time-to-time the Chairperson of the Committee shall be entitled to request that the Committee meet without the presence of a particular member.

From time-to-time the Chairperson of the Committee shall be entitled to call informal meetings to discuss draft proposals and/or discuss senior executive issues.

The Committee may ask any party to withdraw from any part of any meeting where his or her performance is being discussed.

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The agenda and Committee papers will be prepared and circulated to all Directors of the Board including the members of the Committee prior to the meetings.

The Chairperson of the Committee will report back to the full Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

Responsibilities and Duties

The Committee does not take action or make decisions on behalf of the Board unless specifically mandated.

The Board has delegated certain of its functions to the Committee which is responsible for:

- reviewing the current remuneration and human resources strategy, structure and policy for the Foundation;
- advising the CE as required in matters concerning the Foundation's recruitment, retention and termination policies and procedures for senior management;
- making recommendations (including proposing amendments) to the Board with respect to senior executive incentive remuneration plans, and other employee benefits (including superannuation);
- Overseeing the provisions of the Diversity and Inclusion Policy with regard to the appointment of trustees, Board members and employees;
- Acting in an advisory capacity to management for succession planning for key roles in the Foundation.

In relation to the Chief Executive:

- reviewing candidates to be appointed to the position of Chief Executive;
- setting key performance indicators in conjunction with the CE for approval by the Board;
- recommending a professional development plan for the CE and appropriate budget for approval by the Board;
- reviewing and evaluating the CE's performance against key performance objectives;
- reviewing the key performance objectives relevant to the CE's performance and remuneration for the following year;
- reviewing the CE's current remuneration and considering proposed changes to the remuneration and any other variation of the CE's conditions and terms of employment.

And reporting the Committee's recommendations to the Board:

- ensuring that this Committee Charter appears on the Foundation's website.

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Members' Powers and Authority

The Committee may delegate any of its responsibilities to the Chairperson of the Committee from time-to-time and on such conditions as the Committee considers appropriate.

The Committee is authorised by the Board to investigate any activity covered by its roles.

The Committee members may communicate with any Foundation employee to seek any information they require in order for the Committee to carry out its role.

The Committee and each member of the Committee shall have the authority of the Board to:

- retain, terminate and consult with outside or other independent external advisers and experts (including legal and remuneration consultants) at the Foundation's expenses; and
- secure the attendance at meetings of outsiders with relevant experience and expertise;

where the Committee or a Committee member deems it necessary to carry out the functions of the Committee.

Committee members are entitled to rely on Foundation executives, in relation to matters within their responsibility and on external professionals in relation to matters within their area of expertise and may assume the accuracy of information provided by such persons, so long as the Committee member is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

Accountability to the Board

The Board reviews annually the Committee's performance against this Charter.

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