

## **NSW BUSINESS CHAMBER HUMAN RESOURCES & SUCCESSION COMMITTEE OF THE BOARD CHARTER**

This Charter sets out the basis on which the NSW Business Chamber (“NSWBC”) Board of Directors (the “Board”) has established a Human Resources & Succession Committee (the “Committee”) pursuant to the Constitution.

### **PURPOSE**

The purpose of the Committee is to assist the Board to independently ensure that the NSWBC and its related entities (the “Group”) establish appropriate Human Resource strategies and policies consistent with best practices and business requirements and adopts and complies with remuneration policies that:

- (a) attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance of the NSWBC and the Group;
- (b) are consistent with the human resource needs of the NSWBC and the Group;
- (c) motivate management to pursue the long-term growth and success of the NSWBC and the Group within an appropriate control framework; and
- (d) demonstrate a clear relationship between executive performance and remuneration.

The operation of the Committee will be governed by this Charter which sets out the role, composition, authority, responsibilities and operations of the Committee. The Charter will be made available to members of the NSWBC via the NSWBC website.

### **MEMBERSHIP**

#### **Structure**

The Committee will be comprised of at least 3 non-executive members of the Board if the composition of the Board and expertise of the directors make this practicable to do so.

The President will nominate, and recommend to the Board for approval, the Chairman of the Committee. The Chairman of the Committee will be a Director who is not the President of the NSWBC.

The Chairman of the Committee will be appointed by the Board for a period of 2 years or until the election of a new President of the NSWBC, whichever is sooner. The Board has the power to revoke the appointment of the Chairman at any time.

The Chairman of the Committee to nominate, and recommend to the Board for approval, the members of the Committee.

Members of the Committee will be appointed by the Board for a period of 2 years or until the election of a new President of the NSWBC, whichever is sooner. The Board has the power to revoke the appointment of a member of the Committee at any time.

The Company Secretary will be appointed Secretary of the Committee, unless otherwise determined by the Board.

A member of the Committee may retire from the Committee by giving written notice to the Chairman or Secretary of the Committee.

The Board will review the membership of the Committee on a biannual basis. It will be the responsibility of the Chairman to advise the Board of the time for the review of Committee membership. Membership of the Committee shall be published in the annual report.

The Committee may from time to time, co-opt external experts if the Committee believes they need specific skills or expertise which are not available among existing members.

### **Expertise**

All members of the Committee should have sufficient skills and experience to undertake their responsibilities.

## **MEETINGS**

### **Frequency**

Meetings will be held at least two times a year. A schedule of meetings will be agreed by the Committee in advance. Special meetings will be called if circumstances require.

### **Notice**

The Secretary, in conjunction with the Chairman and Director, Finance (or equivalent), will draw up an agenda, which will be circulated at least five business days prior to each meeting, to the members of the Committee and invitees.

### **Quorum**

A quorum shall consist of at least two members of the Committee.

### **Chair**

In the absence of the Chairman at a meeting, those present shall elect a Chairman for that meeting. The Chairman does not have a casting vote.

### **Attendance**

Only members of the Committee and the President of NSWBC) have the right to attend, and vote at, a Committee meeting.

All other members of the Board have the right to attend Committee meetings.

Unless otherwise directed by the Committee, the CEO, Company Secretary and Director, Finance (or equivalent) have standing invitations to attend Committee meetings.

The Committee may also have in attendance such other members of management or others as it may deem necessary to provide appropriate information or assistance to the Committee.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall consider any matters relating to Human Resource strategies and policies of the NSWBC and the Group. In addition, the Committee shall examine any other matters referred to it by the Board.

To meet its objectives, the Committee is, without limiting the extent of its responsibilities, specifically expected to perform the following duties:

1. Determine policy guidelines for the Human Resources function within the Group.
2. Review and determine the CEO's employment contract, terms and conditions.
3. Review the CEO's performance annually.
4. Review and determine the remuneration packages of executives reporting directly to the CEO.
5. Determine the parameters for remuneration reviews for staff of the NSWBC.
6. Review and select surveys to be used in determination of remuneration packages.
7. Determine an appropriate succession plan for the NSWBC.
8. Establish an effective performance review process.
9. Establish an effective management development program.
10. Ensure that all remuneration policies comply with relevant awards and legislation.
11. Ensure that the WHS Policy is current and is being implemented throughout the Group.
12. Consider HR, WHS and succession risks arising from the businesses, activities, transactions (including M&A transactions) and affairs of the Group.
13. To advise the CEO on any HR issue that has the potential to affect the operation of the NSWBC.
14. Ensure the Workplace Equality Policy is current and is being implemented throughout the organisation.
15. As part of the annual remuneration review process, review and propose remuneration to the Board, for Board members, and Board and Committee Chairpersons.

#### **AUTHORITY**

The Committee makes recommendations to the Board for resolution and otherwise has no executive powers of its own with regard to its recommendations.

The Minutes of all Committee meetings shall be circulated to members of the Board and shall contain all findings and recommendations of the Committee.

#### **Access**

The Committee is authorised to seek any information it requires from any officer or employee of the NSWBC that is necessary to allow the Committee to fulfil its duties and responsibilities.

#### **Independent Advice**

The Committee may take such independent professional advice, as it considers necessary, subject to the prior notification to and approval from the President of the NSWBC. The Committee must comply with any policy or procedure set down by the Board in respect of seeking such advice.

**Review of this Charter**

The Committee shall on an annual basis, review its Charter to determine its adequacy for current circumstances and to ensure that it remains consistent with the Committee's authority, objectives and responsibilities. When it is deemed necessary to do so, changes will be recommended to the Board for the formal adoption of a revised Charter for the future operations of the Committee.