

People and Remuneration Committee Charter

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1 Basis

The Board of Directors (the **Board**) of Tasmanian Networks Pty Ltd (**TasNetworks**) has established a People and Remuneration Committee (the **Committee**) under clause 30 of the TasNetworks' Constitution.

This Charter sets out the role, responsibilities, composition and operation of the People and Remuneration Committee.

2 Committee Responsibilities

2.1 The Board

The Committee assists the Board:

- to carry out its responsibilities in relation to the director recruitment and succession planning processes, including forming and coordinating the Director Selection Advisory Panel for director recruitment, comprising the addition of an independent member and executive search agent by reference to the *Guidelines for Tasmanian Government Businesses – Board Appointments* and related processes;
- in the development of a Board skills assessment matrix, director role statements and criteria, identifying potential director candidates and supporting ongoing development of the Board via review of Continuing Professional Education annually; and
- to determine the process for evaluating the performance of the Board, Committees and individual directors.

2.2 Chief Executive Officer

In assisting the Board, the Committee will:

- oversee recruitment searches for the CEO and recommend preferred candidates to the Board;
- review and recommend the employment contract for the CEO, in line with applicable Tasmanian Government Guidelines;
- review and recommend the remuneration of the CEO, within the terms of the employment contract and Tasmanian Government Guidelines, annually to the Board;
- assist to develop key performance indicators for the CEO;
- determine the process for evaluating the performance of the CEO;
- assist the Chairman of the Board to monitor and review the CEO's performance against the key performance indicators; and
- review succession planning for the CEO.

2.3 Member of the Executive Team (ET)

The Committee will:

- review and endorse the CEO's recommendations regarding remuneration for the Executive Team;
- review and endorse the CEO's recommendations regarding the appointment, removal or any material change to the role or position classification of any ET member;

- review and endorse the employment contract for ET members, in line with applicable Tasmanian Government Guidelines; and
- review succession planning for the ET.

2.4 Members of the Executive Team and other Leaders

The Committee will endorse the annual adjustment to the salary ranges prior to the remuneration review occurring.

2.5 TasNetworks Remuneration Structure

The Committee will:

- review TasNetworks' remuneration framework, policies, practices and performance indicators to align them to the Company's vision, values and overall business objectives and consider their effectiveness in:
 - being equity-based;
 - promoting ethical behaviours in relation to all stakeholders;
 - motivating TasNetworks' team members and the CEO to pursue the long term sustainability of TasNetworks; and
 - demonstrating a clear relationship between the achievement of TasNetworks' objectives and the CEO's and team members' performance remuneration;
- consider Tasmanian market trends when determining team members' remuneration and conditions of employment;
- review and endorse any significant changes to the organisation's structures, remuneration frameworks and employment conditions; and
- address any gender or other inappropriate bias in the remuneration of senior executives and other employees.

2.6 Enterprise Agreement Strategy

The Committee will:

- review and endorse the Enterprise Agreement strategy for subsequent Board approval; and
- oversee progress of the Enterprise Agreement strategy implementation and provide guidance to Management as required.

2.7 People

The Committee will:

- monitor employee metrics;
- monitor work health & wellbeing metrics;
- monitor TasNetworks culture & engagement results and action plans;
- monitor and oversee relevant employment related policies and processes, including:
 - Diversity & Inclusion
 - Code of Conduct

- Whistleblower; and
- review, monitor and oversee People Risks:
 - In discharging this, the Committee will communicate with the Audit & Compliance Committee to share the Risk Register for People related risks on a biannual basis

2.8 Shareholder Expectations

The Committee will assist the Board to:

- meet Shareholder expectations on team members' remuneration and director and executive remuneration disclosure where appropriate;
- report to Shareholders annually on Committee composition, responsibilities and how they were discharged and any other required information.

In discharging their responsibilities, the Committee members have a duty to act in the best interests of TasNetworks as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

3 Composition and Term

- The Committee is a committee of the Board.
- The Committee consist of a minimum of two non-executive members of the Board and such other non-Board members as the Board determines from time to time.
- Members and the Committee Chair will be appointed by the Board for a term of one year commencing on 1 July. In the event of a casual vacancy on the Committee, the Board may appoint a replacement member to hold office until the following 30 June.
- The duties and responsibilities of a member of the Committee will be in addition to those duties set out for a director of the Board.
- Remuneration of Committee members is determined by Shareholders.

4 Meetings

- Proceedings and meetings of the Committee will be governed by the provisions of TasNetworks' Constitution for regulating meetings and proceedings of the Board in so far as they are applicable and not inconsistent with this Charter.
- The Committee will meet at least four times a year, and additionally as the Committee considers necessary.
- The notice and agenda of meetings will include relevant supporting papers, as appropriate, and will be provided one week prior to each meeting. Subject to approval of the Committee Chair, the Committee Secretary may also provide documents by email for meetings or agenda items provided at short notice.
- Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion.
- A quorum will be two members (who are also non-executive members of the Board). In circumstances where a quorum is unavailable the Chair of the Board may attend the meeting to constitute a quorum.

- In the absence of the Committee Chair the members must elect one of their number as chair of the meeting.
- Any matters requiring a decision will be decided by a majority of votes of members present.
- Circular resolutions: As provided under the Constitution, resolutions of the Committee may be passed without a meeting. The Committee prefers that this option is a last resort and used only when an alternative form of meeting is not possible. While the outcome of a circulating resolution will be advised to all Directors as soon as it is finalised, it will also be recorded in the minutes at the next Committee meeting.
- Any director who is not a Committee member is also invited to attend Committee meetings. Committee papers are available to non-Committee members via the Committee Secretary.
- The Committee may invite any such other persons to attend as it sees fit, and consult with other persons or seek any information it considers necessary, to fulfil its responsibilities.
- The following positions have a standing invitation to attend meetings:
 - the Chief Executive Officer;
 - the Executive, People; and
 - any director who is not a Committee member.

5 Access to Advice

- The Committee is authorised to obtain outside independent professional advice as necessary, including the attendance of consultants with relevant experience and expertise at Committee meetings.
- The Committee may meet with external advisers without management present.
- The CEO and Executive, People (or equivalent) have direct access to the Committee Chairperson to report matters of immediate concern within their respective areas of responsibility.
- The Committee can authorise the Executive, People (or equivalent) or Committee Secretary to undertake tasks in order to assist the Committee to carry out its functions.

6 Secretariat Duties

- The Company Secretary (or delegate) will act as secretary to the Committee, and must retain minutes of proceedings and resolutions of Committee meetings and include them in subsequent Board meeting papers.
- The Committee Chair will communicate the decisions and discussions to the Board after each meeting within a reasonable time.
- The minutes will be ratified by members in attendance/discussion and signed by the Committee Chair.

7 Annual Performance Review

The Committee will undertake an annual review of its performance and report the results of the review to the Board.

8 Review of the Charter

- The Committee Charter will be reviewed every two years and revised as required to maintain consistency with the Board’s objectives and responsibilities.
- The Board approves or further reviews the charter.

9 Publication

This Charter will be published on the TasNetworks website.

10References

- Remunerations Committees: Good Practice Guide, Australian Institute of Company Directors (2004)
- Director Tools: Organisation – Remuneration Committee Charter (www.aicd.com.au)
- Guidelines for Tasmanian Government Businesses – Board Appointments and Director and Executive Remuneration Guidelines (www.treasury.tas.gov.au)

11Definitions

Term	Definition
ET	Executive Leadership Team.
Constitution	Memorandum of Association and Articles of Association

12Contact for Enquiries

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13Administration of this Policy

This Policy is administered by the Executive, Governance and will be reviewed on a biennial basis and updated where applicable.

Authorisation		
Action	Name	Date
Prepared by (Reviewer)	Sarah Strugnell, Head of People Experience	February 2023
Reviewed by (Owner)	Renee Anderson, Executive People and Acting Executive Governance Remuneration Committee	March 2023
Authorised by	Board	31 March 2023

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15 August 2014	2.0	For endorsement	GM, People and Performance	Remuneration Committee
25 September 2014	3.0	For approval	GM, People and Performance	Board
26 May 2016	3.1	For endorsement	Company Secretary & General Counsel	Remuneration Committee
23 June 2016	4.0	For approval	Company Secretary & General Counsel	Board
16 December 2016	5.0	For approval	Company Secretary & General Counsel	Board
22 March 2018	5.1	For endorsement	Company Secretary & General Counsel	Remuneration Committee
26 April 2018	6.0	For Approval	Company Secretary & General Counsel	Board
29 May 2019	6.1	For Review – inclusion of EA Strategy in Committee responsibilities	Company Secretary & General Counsel	Remuneration Committee
30 May 2019	7.0	For Approval	Company Secretary & General Counsel	Board
27 May 2021	7.1	For Review – major revision	Company Secretary & General Counsel	Remuneration Committee
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26 May 2022	8.1		Executive, Governance	Remuneration Committee
23 June 2022	9.0	For Review – minor revision	Executive, Governance	Board
20 March 2023	9.1	Revision including change of Committee name	Head of People Experience / Executive People	Remuneration Committee

31 March 2023

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For Approval

Head of People
Experience /
Executive People

Board
