South East Water Corporation
People Remuneration Safety & Wellbeing
Committee Charter
1. Purpose

The South East Water Corporation Board’s People Remuneration Safety and Wellbeing Committee (the **PRS&W Committee**) will assist the board to drive sustainable business performance by ensuring the Corporation provides a safe, constructive and rewarding employment environment.

The PRS&W Committee will review, monitor and recommend to the board for approval relevant policies and strategies particularly in relation to the Corporation’s executive remuneration, employer brand and reputation, strategic workforce planning, wellbeing and safety and delivery of the Corporation’s organisational cultural objectives.

The PRS&W Committee is also responsible for monitoring, at a strategic level, the identification of safety and wellbeing risks, including consideration of these risks with respect to South East Water’s strategic priorities.

2. Responsibilities

(a) **People**

The PRS&W Committee will:

(i) Contribute to, and monitor the development, progress and effectiveness of, the People Strategy 2021, which includes key strategies aimed at aligning workforce skills, capability and culture with strategic priorities and achieving a positive employer brand and reputation;

(ii) Reviewing and monitoring the effectiveness of the Diversity and Inclusion Framework and progress on diversity matters;

(iii) Ensure compliance with government policy as governed by the Victorian Public Sector Commission (formerly the State Services Authority) in relation to employment practices and reporting;

(iv) Provide strategic input into other key people matters;

(v) Review succession and development plans for the managing director, the managing director’s direct reports and other critical senior employees as identified from time to time;

(vi) Review and make recommendations to the board on board approved policies concerning people matters including South East Water’s Code of Conduct; and
(vii) Review, monitor and ensure plans are in place to mitigate any specific risks associated with people matters, as delegated by the Finance Assurance and Risk Management Committee.

(b) Remuneration

The PRS&W Committee will:

(i) Ensure the Corporation complies with government policy specific to the Government Sector Executive Remuneration Panel;

(ii) Determine, compare and monitor for compliance the Corporation’s policy and practice for executive remuneration and individual remuneration packages for its executives;

(iii) Ensure executive packages attract, retain and motivate senior executives and are reviewed and benchmarked appropriately;

(iv) Recommend for board approval the managing director and executive team performance goals and ensure associated targets and measures are in alignment with the organisation’s performance management cycle (12 monthly) and linked to the corporate plan and strategic priorities; and

(v) Recommend for board approval all other decisions associated with the managing director and executive team employment including performance assessment, performance goals, bonus incentive payments and remuneration; and

(vi) Review, monitor and ensure plans are in place to mitigate any specific risks associated with remuneration matters, as delegated by the Finance Assurance and Risk Management Committee.

(c) Safety and wellbeing

The PRS&W Committee will:

(i) Contribute to, and monitor the development, progress and effectiveness of, the Safety and Wellbeing Strategic Plan; and

(ii) Review, monitor and ensure plans are in place to mitigate any specific risks associated with safety and wellbeing, as delegated by the Finance Assurance and Risk Management Committee.
3. **Membership**

   Membership of and attendance at meetings of the PRS&W Committee:
   
   (a) A minimum membership will be two (2) independent non-executive directors and the board chair;
   
   (b) The term of appointment of the independent non-executive directors will be for a period of two (2) years or such period determined by the board and these directors are eligible for re-appointment subject to the composition and skill requirements for the committee;
   
   (c) The composition of the committee will be reviewed at least every two (2) years or such period determined by the board;
   
   (d) The Board of Directors will be responsible for the appointment of the committee members and the secretary of the committee. Unless the board resolves otherwise, the secretary will be the corporate secretary;
   
   (e) The chair of the committee will be appointed by, the chair of the board and be other than, the chair of the board or another committee chair.
   
   (f) Other attendees at the committee meetings will be subject to the discretion of the committee and initially will comprise the managing director, general manager of people and safety, and the corporate secretary.

4. **Authority**

   The Board authorises the PRS&W Committee, within the scope of its responsibilities, to:
   
   (a) Obtain any information it requires from management and employees or external parties;
   
   (b) Obtain expert advice where necessary following consultation with the chairman of the board; and
   
   (c) Ensure the attendance of the Corporation’s officers at meetings as appropriate.
5. Independence

The PRS&W Committee has no executive powers in relation to its approval of the operations of the Corporation. It functions in an oversight and review role on behalf of the board and will make recommendations for board decision/approval when required.

6. Conflicts of interest

Committee members are subject to processes put in place by South East Water to deal with conflicts of interest as documented in South East Water’s board policies and board charter.

In summary, these processes:

- Require members to make a full disclosure of the conflict of interest at board meetings (and committee meetings if applicable);
- Require the disclosure to be recorded in the minutes of the board or committee meeting; and
- Require the board or committee to determine whether that conflict of interest is material.

7. Meetings

(a) A quorum for any meeting of the committee will be two (2) committee members who are non-executive directors;

(b) Should the committee chair be absent from the meeting, the members of the committee present at the meeting have the authority to choose one of the other non-executive director members to chair that particular meeting;

(c) The committee may invite such other persons to its meetings as it deems necessary, including persons to provide expert advice considered necessary by the committee. Committee members may not appoint an alternate to attend on their behalf;

(d) Meetings shall be held not less than four (4) times a year. Additional meetings may be convened as required; and

(e) A copy of the committee papers and minutes of each meeting shall be reported on by the committee chair at the next board meeting and made available to all directors. All matters endorsed by the committee will be transmitted to a subsequent board meeting for approval.
8. **Review cycle**

The committee charter will be reviewed annually and, if changes are proposed, these are to be approved by the board.

9. **Review of committee performance**

The committee will annually evaluate its performance against the responsibilities as set out in the charter. An external evaluation of the committee’s performance will occur no less than every two years as part of a broader review of board performance.