



**South East Water Corporation
Safety, Wellbeing, People and Remuneration
Committee Charter**

1. Purpose

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

The 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 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 Committee will:

- (i) Contribute to, monitor the development, progress and effectiveness of, and approve the Safety, People and Wellbeing Strategy, which includes key strategies aimed at aligning workforce skills, capability and culture with strategic priorities and achieving a positive employer brand and reputation
- (ii) Review and monitor the effectiveness and measurable objectives of the annual Diversity and Inclusion Operational Plan on diversity and inclusion matters
- (iii) Ensure compliance with government policy as governed by the Victorian Public Sector Commission in relation to employment practices and reporting
- (iv) Review the annual employee engagement survey results and action plan
- (v) Provide strategic input into other key people matters
- (vi) Review succession and development plans for the managing director, the managing director's executive team and other critical senior employees
- (vii) Review and make recommendations to the board on board approved policies concerning people matters including South East Water's Code of Conduct
- (viii) Review, monitor and ensure plans are in place to mitigate any specific risks associated with people matters (or as requested by the Finance Assurance and Risk Management Committee) and to report on the key risks to the Finance Assurance and Risk Management Committee as required.

(b) Remuneration

The Committee will:

- (i) Ensure the Corporation complies with government policy specific to the Public Entity Executive Remuneration Survey
- (ii) Determine, compare, monitor for compliance and approve the Corporation's policy and / or 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 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 (noting the Iota GM performance plan is approved by the Iota board and Executive performance plans are approved by the Committee)
- (v) Recommend for board approval all other decisions associated with the managing director employment including performance assessment, performance goals and remuneration
- (vi) Review, monitor and ensure plans are in place to mitigate any specific risks associated with remuneration matters, as requested by the Finance Assurance and Risk Management Committee.

(c) Safety and Wellbeing

The Committee will:

- (i) Contribute to, monitor the development, progress and effectiveness of, and approve the Safety, People and Wellbeing Strategy
- (ii) Review, monitor and ensure relevant policies, plans and systems are in place to mitigate any specific risks associated with safety and wellbeing, including those requested by the Finance Assurance and Risk Management Committee.

(d) Other Responsibilities as delegated by the Board

The Committee may also exercise any powers or perform any function, authority or discretion delegated to it by the Board in accordance with the Water Act 1989 (Vic) and as prescribed in the South East Water Instrument of Delegation.

3. Membership

Membership of and attendance at meetings of the Committee:

- (a) The Board of Directors will appoint the committee members and the secretary of the committee. The secretary will be the corporate secretary;
- (b) A minimum membership will be two (2) independent non-executive directors and the Board Chair
- (c) 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
- (d) The composition of the Committee will be reviewed at least every two (2) years or such period determined by the board
- (e) The Chair of the Committee will be appointed by Board Chair and be other than the Board Chair or another Committee Chair
- (f) Attendees at the committee meetings will be subject to the discretion of the Committee and comprise the managing director, general manager of people and safety and the corporate secretary.

4. Authority

The Board authorises the 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 chair of the board
- (c) Ensure the attendance of the Corporation's officers at meetings as appropriate.

5. Independence

The 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 unless specified otherwise in Section 2 Responsibilities and the South East Water Instrument of Delegation

6. Meetings

- (d) A quorum of the Committee will be two (2) committee members who are non-executive directors
- (e) Should the Committee Chair be absent from the meeting, the Chair or members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting

- (f) 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
- (g) A minimum of four (4) meetings shall be held annually on pre-arranged dates;
- (h) Members must declare any conflicts of interest at the start of each of meeting or before discussion of the relevant agenda item or topic. Details of any conflicts of interest should be appropriately documented and resolved to the satisfaction of the Chair (or the Corporate Secretary)
- (i) A copy of the committee papers and minutes of each meeting will be made available to all Directors and be reported on by the Committee Chair at the next Board meeting
- (j) For a circular resolution to be passed it must be signed by a majority of members that would have been eligible to receive a notice of meeting if it were held. The circular resolution becomes effective at the time when the majority of eligible directors have signed the circular resolution. A copy of any passed resolution will be provided to all members as soon as practicable. The circular resolution may be signed in counterpart.

7. Review cycle

- (a) The Committee charter will be reviewed annually; and
- (b) Any changes to the charter must be approved by the Board.

8. Review of committee performance

The Committee will periodically 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.