



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

1. Purpose

The South East Water Corporation Board (the **Board**) has established the Safety, Wellbeing, People and Remuneration Committee (the **Committee**) to assist the Board in driving sustainable business performance by ensuring the South East Water Corporation (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 the Corporation'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 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 Corporation'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 and monitor the development, progress and effectiveness of 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

- (a) The Board will appoint the Committee members (the '**Member(s)**') from the Board's non-executive Directors.
- (b) Where the Board Chair is not appointed as a Member, the Board Chair may participate in the Committee *ex officio*.
- (c) The secretary of the Committee will be the Corporate Secretary.
- (d) A minimum membership will be three (3) non-executive directors.
- (e) The term of appointment of Members will be for a period of two (2) years or such period determined by the Board. Members are eligible for re-appointment subject to the composition and skill requirements for the Committee.
- (f) The composition of the Committee will be reviewed by the Board as required and no less than every two (2) years.

- (g) The Chair of the Committee (the Committee Chair) will be appointed by the Board Chair and must be a Member of the Committee other than the Board Chair or the chair of another committee of the Board.

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 Board Chair
- (c) Request 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, except to the extent specified otherwise in this Charter and the South East Water Instrument of Delegation. It functions in an oversight and review role on behalf of the board and will make recommendations for board decision.

6. Meetings

- (a) Meetings of the Committee may be attended in-person or remotely by electronic means.
- (b) The quorum for a meeting of the Committee is a majority of Members.
- (c) Should the Committee Chair be absent from a meeting, subject to the meeting being quorate, the Members of the Committee present at the meeting must, by simple majority, choose one of their number to chair the meeting.
- (d) 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.
- (e) Attendees at Committee meetings will, subject to the discretion of the Committee, ordinarily comprise the Managing Director, General Manager of People, Safety & Governance and the Corporate Secretary.
- (f) Members may not appoint an alternate to attend meetings on their behalf.
- (g) Any question arising at a meeting of the Committee will be decided by a majority of the votes of Members present and voting on the question. The Chair of the meeting has a deliberative vote and, in the event of an equality of votes on any question, a second or casting vote.
- (h) A minimum of four (4) meetings shall be held annually. Special meetings may be convened by the Committee Chair, if required.
- (i) Attendees 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 Committee Chair in accordance with the Board Conflict of Interest Policy.
- (j) The Committee Chair must liaise with the Corporate Secretary to ensure that minutes are kept of each meeting of the Committee. Minutes must include the names of all Members and invitees present, declared conflicts of interest and how they were managed, recommendations to the Board and key elements of discussion, outcomes, reasons and actions for each agenda item.

- (k) A copy of the committee papers and minutes of each meeting will be made available to all Directors and the Committee Chair will make a report to the next Board meeting.
- (l) 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 Members have signed the circular resolution. A copy of any passed resolution will be provided to all Members as soon as practicable, included on the agenda for the next meeting of the Committee and noted in the minutes of that meeting. The circular resolution may be signed in counterpart.

7. Review cycle

- (a) The Committee Charter will be reviewed every two years.
- (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.