



People Performance and Culture Committee Charter

Brief description

This Charter sets out the structure, roles and responsibilities of the People Performance and Culture Committee.

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Custodian	Chairperson

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If you require any further information, please contact the Custodian.

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The current version of this Charter is available on GPC's Intranet.

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1 Terms and definitions

Terms that are capitalised and not otherwise defined in this Charter are defined in the GPC Corporate Glossary Instruction (as listed in Appendix 1 – Related documents).

2 Introduction

The People Performance and Culture Committee was established to assist the Board in fulfilling its corporate governance responsibilities by monitoring and reviewing GPC's governance systems and fulfilling its responsibilities in relation to human resources functions.

The Committee is directly responsible to the Board. The Committee does not replace or replicate established management responsibilities and delegations, the responsibilities of EMT members or the reporting lines and responsibilities of either internal audit or external audit functions. The Committee is only authorised to make recommendations to the Board and does not have power to make decisions in its own right.

The Committee:

- (a) has the power to conduct or authorise investigations into any matter within its terms of reference as set out below or as requested by the Board;
- (b) is entitled to reasonable access to the EMT and Records where such access is necessary for the members to undertake their duties as members of the Committee. Access will be facilitated by the CEO or Company Secretary; and
- (c) is empowered to retain independent advice, advisors or other professionals to assist in discharging its responsibilities. GPC will pay the reasonable costs incurred by the Committee in doing so (provided that these costs are first agreed to by the Board) and reimburse directors for reasonable travel, accommodation and ancillary costs incurred in carrying out their duties and other prior-approved direct expenses.

3 Terms of reference

The role of the Committee is to support the Board in providing effective governance over GPC's affairs and matters relating to people and culture to ensure the interests of GPC and its shareholding Ministers are protected, while also showing due regard for GPC's other Stakeholders, such as customers, Employees, suppliers and the local community.

In performing the Committee's role, its responsibilities include, but are not limited to the matters listed below.

3.1 Governance

The Committee will:

- (a) review and provide input on GPC's organisational design;
- (b) authorise and oversee special projects or investigations into any matter within the Committee's charter or as may be requested from time to time by the Board;
- (c) review GPC's sustainability and corporate social responsibility frameworks and related processes; and
- (d) monitor adherence to corporate Policies and initiate investigations into alleged Policy breaches.

3.2 People risk

The Committee will:

- (a) identify areas of risk in managing and rewarding employees and assure itself that the EMT are effectively controlling these risks;
- (b) inform the Board of human resources or remuneration matters that may have a significant influence upon the financial condition or affairs of GPC;
- (c) satisfy itself of the existence, currency and adequacy of human resources policies in meeting the strategic goals of GPC; and
- (d) monitor compliance with employment legislation, relevant government policy and Enterprise Agreement (“EA”) obligations.

3.3 Remuneration and performance

The Committee will:

- (a) oversee the EMT’s establishment and maintenance of effective human resources, performance management and remuneration systems;
- (b) review and assess the alignment of executive remuneration and benefits to GPC’s business objectives;
- (c) review annually and more often if required, the KPIs of the CEO and the CEO’s performance with respect to governance as outlined in the Corporate Governance Framework Standard;
- (d) review and make recommendations to the Board on the remuneration and benefit strategies for the CEO and their direct reports, ensuring fairness, appropriateness for the position, that it reflects contribution, is conducive to a culture that supports accountability and a zero tolerance environment for unethical conduct; and
- (e) review and monitor the methodology used in any performance pay mechanisms for the CEO and their direct reports;
- (f) review the effectiveness of remuneration and reward practices for other employees to ensure that they support approved objectives, strategies, values and GPC’s Code of Conduct;
- (g) positively integrate new employees through a supportive and informative on boarding experience;
- (h) attract employees who have the right skills and behaviours in line with GPC’s future focus, based on merit;
- (i) monitor action to ensure that no gender or other inappropriate bias exists within remuneration structures; and
- (j) engage and develop Aboriginal and Torres Strait Islander peoples to reflect GPC’s commitment to its Reconciliation Action Plan.

3.4 People capability and culture

The Committee will:

- (a) review and assess the strategic workforce framework including the talent management and succession planning strategies for the CEO and their direct reports;
- (b) formulate and review GPC's people Policies and Practices to ensure that they are fit for purpose, performance oriented, and enable GPC to attract, develop, retain and motivate employees;
- (c) provide a harmonious workplace where employees can express constructive feedback about work-related matters;
- (d) maintain appropriate values and behaviours to ensure GPC acts with the highest ethical standards and integrity in accordance with best practice;
- (e) monitor and review GPC's commitment to create an inclusive and diverse workplace culture that builds respect, fosters inclusiveness and promotes diversity;
- (f) encourage a culture of consultation, initiative and responsibility;
- (g) monitor and ensure GPC's values are current and meaningful; and
- (h) preserve a positive culture free from discrimination, bullying and harassment.

3.5 Other matters

- (a) The Committee may also examine other matters referred to it by the Board.

4 Membership

4.1 Composition

- (a) The Board appoints the members and Committee Chairperson. The Committee Chairperson must not be the Chairperson of the Board.
- (b) The membership of the Committee will be reviewed annually by the Board and must comprise of at least three non-executive members of the Board.
- (c) All Committee members will be versed in governance principles and standards.
- (d) At least one member will have relevant governance skills and expertise, as determined by the Board.
- (e) At least one member must have human resources or related expertise, as determined by the Board.
- (f) At least one member must have expertise in the industry in which GPC operates.
- (g) Members are appointed on the basis of personal qualities and skills and proxies are not permitted if the member is unable to attend meetings.

4.2 Roles and responsibilities

Role	Responsibilities
Committee Chairperson	The Chairperson's responsibilities include:

Role	Responsibilities
	<ul style="list-style-type: none"> • leadership of the Committee, ensuring its effectiveness on all aspects of its role and setting its agenda; • presiding over Committee meetings, facilitating the flow of information and discussion and directing Committee discussions to effectively use the time available to address the critical issues facing GPC; • ensuring Committee minutes properly reflect meeting discussions and outcomes; and • ensuring reporting responsibilities as set out in this Charter are met.
Officer assisting the Committee	<p>The Company Secretary is the officer assigned by the Board to assist the Committee in governance and administrative matters and is generally responsible for carrying out the administrative requirements of the Committee. In particular, the Company Secretary must:</p> <ul style="list-style-type: none"> • ensure that the Committee agenda is developed in a timely and effective manner for review and approval; • ensure that the Committee papers are developed in a timely and effective manner; • coordinate, organise and attend (where invited by the Committee) Committee meetings and ensure that correct procedures are followed; • draft and maintain minutes of the Committee meetings; and • carry out the instructions of the Committee.
Executive General Manager People and Community	<p>The Executive General Manager People and Community is accountable and responsible for, and will report to the Committee on the following matters:</p> <ul style="list-style-type: none"> • recommending appropriate people and cultural programs and targets for GPC for both the short and medium terms and advise the CEO and the Committee on appropriate strategies and timeframes to achieve these targets; and • providing human resources and cultural focus and advice to the CEO and the Committee on likely financial outcomes from alternate strategic choices. • Providing updates at each meeting on items 3.1 to 3.4 above

4.3 Committee performance

The Committee's performance will be evaluated as part of the Board's evaluation processes, which occur at least every two years.

4.4 Continuing education

Committee members are encouraged to participate in professional development and keep up to date on relevant topical issues. Committee members may, at GPC's prior approved expense, undertake professional development courses that relate to the role and function of the Committee member.

5 Conflicts of interest

Committee members are required to disclose conflicts of interest including a Material Personal Interest (as that term is defined in the Constitution) at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once they have been formally disclosed to the Committee and the Board in a formal Conflict of Interest Declaration Form.

If any matter is to be discussed at a meeting which would involve one or more members having a conflict of interest, it is the responsibility of the members to immediately disclose that matter (if not already disclosed) and leave the meeting for the duration of discussions that concern the conflict of interest.

6 Confidentiality

All proceedings of the Committee, including papers submitted and presentations made to the Committee, must be kept confidential and will not be disclosed or released to any person other than members of the Board, except as required by law or as agreed by the Committee or Board.

7 Meetings

7.1 Proceedings

The Chairperson shall convene meetings as often as deemed necessary by the members to fulfil their duties and responsibilities. In any event, the Committee shall meet at least four times each year.

Meetings and proceedings of the Committee are governed by the same provisions regulating meetings and proceedings of the Board, unless otherwise set out in this Charter or agreed by the Board.

Meetings of the Committee shall be convened by the Company Secretary at the request of any of its members or at the request of the Board or CEO if considered necessary.

7.2 Quorum

The presence of half of the members of the Committee (not including directors suspended or on an Approved Leave of Absence (as that term is defined in the Constitution)) (rounded upwards if not a whole number) will constitute a quorum.

In the absence of the Committee Chairperson, the members will elect one of the present members to act as Committee Chairperson of the meeting.

7.3 Attendance

The CEO, CFO, and Company Secretary and People have standing invitations to attend all Committee meetings. However, the Committee Chairperson may ask them to leave the meeting at any time. The General Manager accountable for Human Resources may attend by invitation only, as recommended by the CEO.

The EMT, Employees and external consultants engaged on relevant tasks may be invited to attend all or part of any meeting as and when deemed appropriate and necessary by the Board, the Committee or the CEO.

Directors have a standing invitation to attend each Committee meeting in an unofficial capacity, subject to exclusion as deemed appropriate by the Chairperson from time to time.

7.4 Agenda items

The agenda for a meeting is determined by the Committee Chairperson in conjunction with the CEO, CFO and Company Secretary.

The agenda and committee papers are to be delivered to members at least five business days in advance of each meeting. Late papers may be accepted with the approval of the Committee Chairperson.

All directors will have access to committee papers.

7.5 Minutes

Minutes are to be prepared for each meeting by the Company Secretary.

The draft minutes for each meeting are to be circulated and reviewed by all Committee members as soon as practicable and no later than two weeks after the meeting.

Minutes of the meeting are to be ratified at the next meeting of the Committee. The Committee Chairperson must sign the minutes as soon as possible once ratified.

Previous Committee meeting minutes may be circulated to invited guests that attended that relevant meeting, as deemed appropriate by the Chairperson.

8 Appendices

8.1 Appendix 1 – Related documents

(a) Gladstone Ports Corporation documents

The following documents relate to this Charter:

Type	Document number and title
Tier 1: Policy	#1439735 People Policy
	#1507461 Code of Conduct Policy
	#174070 Conflicts of Interest Policy
	#1810371 – Directors' Conflicts of Interest Policy
	#1449414 Executive Management Team Remuneration Policy

Type	Document number and title
	#1473669 Sustainability Policy
Tier 2: Standard/Strategy	#722669 Recruitment Standard #87582 Equity, Diversity, Harassment and Discrimination Standard #1633685 Aboriginal and Torres Strait Islander and Australian South Sea Islander Engagement and Employment Standard #1321812 Salaried Officer Arrangements Standard #1498087 Corporate Governance Framework Standard
Tier 3: Specification/ Procedure/Plan	#1668203- Code of Conduct Procedure #1447372 Conflicts of Interest Procedure #1405454 Employee Care Procedure #1441897 Employee Commencement and Cessation Management Procedure #1686639 Grievance Resolution Management Specification #960456 Managing Discipline Specification #1271289 Managing Leave Procedure #1463859 Managing Unsatisfactory Performance Specification #945900 Performance Planning and Review Specification #1142742 Position Description and Evaluation Specification #1326873 Relocation Assistance Specification #1397228 Remuneration and Benefits Procedure
Tier 4: Instruction/Form/ Template/Checklist	#1621179 GPC Corporate Glossary Instruction #1435549 Conflict of Interest Declaration Form
Other	#212207 GPC Constitution #1466099 Committee Calendar #1781916 GOC Chief and Senior Executive Employment Arrangements

Type	Document number and title
	#159390 – Board Charter

8.2 Appendix 2 – Revision history

Revision date	Revision description	Author	Endorsed by	Approved by
27/02/19	General review.	Sohana Maharaj, Chief Governance Officer	Craig Walker, Acting Chief Executive Officer	Board
08/09/20	General legal review to ensure compliance with GPC's constitution and Board Charter.	Rufus Gandhi, General Counsel and Company Secretary	Craig Walker, Acting Chief Executive Officer	Board
16/12/20	Updated to reflect changes to Board Committee structure	Rufus Gandhi, General Counsel and Company Secretary	Craig Walker, Acting Chief Executive Officer	Board
09/5/22	v22 General internal review to reflect changes to Board Committee structure and Committee terms of reference	Mariette Lansdell, Acting Company Secretary	Craig Haymes, Chief Executive Officer	Board