# People & Culture Committee Charter

## Purpose

The purpose of the People & Culture Committee (“the Committee”) is to provide governance oversight of the human resource (HR) management and culture of Vision Australia, acting on delegation from the Vision Australia Board.

## Role & Objectives

The role of the Committee is to provide governance, oversight of and advice and guidance to management regarding:

* 1. Human resources strategy, policies and practices to:
     1. make the best use of the volunteer and staff resources employed;
     2. promote an inclusive workplace and organisational culture that is consistent with the organisation’s mission to “support people who are blind or have low vision to live the life they choose”;
     3. enable clients, volunteers, staff, contractors and members of the general public to be safe in all workplaces; and
     4. comply with all relevant legal requirements; and
  2. Remuneration policies and practices and succession planning that attract and retain executive leaders.

## Committee Functions & Responsibilities

The Committee will:

1. Monitor the culture of the organisation and management strategies to ensure consistency with the mission of the organisation;
2. Review HR policies on a rolling cyclical basis to ensure their currency and relevance to the organisation’s overall mission and objectives;
3. Evaluate and provide advice on the organisation’s strategy for industrial relations and monitor its implementation;
4. Monitor the content of and compliance with the organisation’s people and culture systems and processes in the areas of:
   * 1. workplace health and safety;
     2. employment diversity;
     3. executive succession planning and talent management;
     4. remuneration policy;
     5. paid and volunteer workforce planning and management;
5. With regard to the CEO, establish a sub-committee comprising the Committee and Vision Australia Board Chair to evaluate the CEO’s performance, report results to the Board and recommend any change to the CEO’s remuneration.
6. With regard to the senior executives (“C” level and General Manager positions) who report directly to the Chief Executive Officer:
7. consider and, if appropriate, approve recommendations from the Chief Executive Officer on the appointment and terms of engagement;
8. review performance against targets set by the CEO, and, if appropriate, approve changes in remuneration based on CEO recommendation; and
9. provide oversight of any disciplinary action including dismissal, and any restructuring leading to senior executive redundancy; and
10. Report to the Vision Australia Board on items 3 a-f above.

## Membership of the Committee

* 1. Unless otherwise determined by the Board, the Committee will comprise a minimum of three directors. The Chair of the Board and Chief Executive Officer (CEO) are ex-officio members of the Committee.
  2. The Board appoints the Chair of the Committee from the directors participating on the Committee.
  3. The Chair of the Board is not eligible to act as Chair of the Committee.
  4. The Committee may at times require specialist expertise and may co-opt persons who are not members of the Board.
  5. A majority of the Committee members at any time will be Vision Australia Limited directors.
  6. Other Vision Australia Limited directors who are not Committee members may attend meetings of the Committee and receive copies of the papers.

## Management Support for the Committee

1. The Chief People Officer will attend meetings of the Committee and provide reports as requested by the Committee.
2. The Board Secretary will fulfil the secretariat duties for the Committee.
3. Prior to each meeting, the Board Secretary will consult with the Chair regarding the agenda and papers required for the conduct of the Committee’s business. The Board Secretary will be responsible for the preparation of information to support the Committee’s business and will ensure these papers are available to Committee members seven days in advance of each meeting.

## Independent Expert Advice

The Committee may at any time seek independent advice and may appoint and terminate advisors as required. Before engaging external advice, the Chair of the Committee will consult with the Vision Australia Chair and CEO to obtain the funding and other resources necessary to procure independent expert advice.

## Meeting and Procedural Matters

1. The Committee will meet four times a year. A calendar will be maintained to ensure that all material areas of Committee responsibility are addressed. A Committee meeting may be held using any technology consented to by each Committee member. The consent may be of a standing nature. A Committee member may only withdraw consent a reasonable time before the meeting.
2. The quorum for the Committee will be two members who are directors. The Committee will be inquorate if Directors are not the majority of members present.
3. Directors and co-opted members are eligible to vote.
4. Minutes of Committee meetings will be recorded, reviewed by Committee members, and signed by the Committee Chair. The minutes of each meeting will be made available to the Board.
5. The Committee Chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information from members of the Committee.

## Conflict of Interest

Committee members will adhere to the Vision Australia policy for identifying, recording and managing conflicts of interest held by Directors’ and co-opted members’ interests.

## Committee Review

1. The Committee will review its Charter biennially or more frequently by agreement, with amendments recommended for Vision Australia Board approval.
2. The Committee will undertake an evaluation of its performance against its Charter biennially or more frequently by agreement, with the results reported to the Vision Australia Board.
3. Annually, the Board will review the composition of the Committee to ensure the Committee can fulfil its purpose.