

Remuneration, People & Culture Committee Charter

1. Constitution

The Board of Southern Cross Medical Care Society (“the Society”) has established the Remuneration, People & Culture Committee (“the Committee”) which is governed by this charter.

2. Purpose

The purpose of the Committee is to advise and assist the Board in discharging its responsibilities with respect to the overall People & Culture Strategy for the Society and the employment of the Society’s Chief Executive Officer (“CEO”) and direct reports.

3. Role

The role of the Committee is to maintain oversight of the People & Culture Strategy including performance, development, succession & talent management, strategic workforce plan, remuneration strategy, and relevant operational policies (level 1 Board approved) as defined in the Southern Cross Medical Care Society Delegated Authorities Policy.

4. Responsibilities

Responsibilities of the Committee include:

- Setting and reviewing the performance standards and development plan for the CEO and making recommendations to the Board regarding performance, remuneration (including any incentive schemes) and employment conditions
- Approving performance review ratings, development plans and remuneration recommendations for the CEO’s direct reports
- Maintain a watch and review any updates on any incentive plans for the Society
- Participate in annual succession planning reviews for the CEO and the CEO direct report roles and participate, as required from time to time, in the selection process for the CEO direct reports’ roles
- Annually review diversity, inclusion, equal employment opportunities and wellbeing practices
- Annually review the People & Culture Strategy
- Annually review the workplan of the Committee, ensuring it is fit for discharging the Committee’s responsibilities under this charter
- Undertake any other matters referred to the Committee by the Board.

5. Membership

Membership of the Committee shall comprise members of the Board appointed by the Board.

- The number of members of the Committee shall be not less than three (3), one of whom shall be the Chairperson of the Board.

- The Committee Chair shall be appointed by the Board and will be an independent director of the Society Board.

6. Meetings of the Committee

Quorum

A quorum of the Committee shall be not less than two members.

The Committee may choose to meet simultaneously with the Remuneration and Human Resources Committee of the Southern Cross Health Trust (Trust Committee), if/when matters of common interest are being considered.

If the Committee meets simultaneously with the Trust Committee, only Board Members explicitly appointed by the Society Board will have voting rights and constitute a quorum of the Society Committee in matters that relate to the Society.

Secretary

The Secretary to the Committee shall be appointed by the Committee.

Meetings

The Committee will meet at least three (3) times a year.

In addition to its regular meetings the Committee may opt to consider items by circulation and any member of the Committee or CEO can request a meeting at any time if they consider it necessary.

Written notice of Committee meeting dates, times and locations will be agreed by the Chair.

The Committee will establish an annual work programme to ensure that the Committee reviews, assesses or reports on each of the areas for which it is responsible under this Charter.

Attendees

All Board Members are entitled to attend meetings of the Committee.

The CEO and Chief People & Strategy Officer shall attend meetings as required by the Committee.

Advisors and other members of the senior executive may attend from time to time, at the Committee Chair's invitation.

Attendees may be requested to withdraw from the meeting at any time by the Committee Chair.

Records

The secretary shall ensure minutes, resolutions, papers and other records of all Committee meetings are retained.

Minutes shall be confirmed at subsequent Committee meetings and signed as correct by the Committee Chair.

Approved meeting agendas and minutes will be distributed to all Board members regardless of whether they are members of the Committee.

All discussions, papers and records of Committee meetings will remain confidential to the Society unless there is a specific direction from the Committee or the Board or disclosure is required by law.

7. Authority

Except as expressly provided for in this Charter, the Committee will make recommendations to the Board on all matters requiring a decision and does not have the power or authority to make a decision in the Board's name or on its behalf.

The Committee may consult with independent and/or suitably qualified advisors and other independent sources of information as it considers necessary to carry out its responsibilities.

8. Reporting to the Board

After each Committee meeting, the Committee Chair shall report the Committee's findings and recommendations to the Board.

The Chairperson of the Board will maintain a direct line of communication with the CEO on behalf of the Committee/Board regarding the CEO's employment and related matters.

9. Review of the Committee

The Committee will undertake a self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged at least every two (2) years. Such objectives and responsibilities and their attainment will also be reviewed periodically by the Board and any other person the Board considers appropriate.

The Committee will review this charter at least every two (2) years to ensure it meets best practice standards and meets the needs of the Society and the Committee.