


## Board People and Culture Committee

### Managing Director's Authorisation

### Effective Date

Patrick Hone



25 June 2024

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## 1. PURPOSE

The purpose of this policy is to document the composition, objectives, responsibilities, and administration of the People and Culture Committee of the Fisheries Research and Development Corporation (FRDC) Board.

## 2. RESPONSIBILITY

Responsibility for this policy resides with the Company Secretary.

## 3. DEFINITIONS, ACRONYMS AND ABBREVIATIONS

Definitions link [Definitions](#)

Acronyms Link [Acronyms and Abbreviations](#)

## 4. RISK CATEGORY

This policy covers the following risk categories.

Strategic	Governance	Service Delivery	Reputational	Financial	Operational	People
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

## 5. RELEVANT DOCUMENTATION

This section contains links to internally and externally facing documents – access to internally facing documents is restricted to FRDC employees.

Relevant documentation
<b>Internal</b>
<a href="#">Board Meeting Administration Procedure</a>
<a href="#">Board Finance and Audit Committee policy</a>
<a href="#">Board Governance Policy</a>

## 6. TRAINING

The updated policy will be communicated via staff meetings.

## 7. DOCUMENT MANAGEMENT

If any material resulting from this policy is to be filed to Nemo, please complete the table below (*delete this section if not applicable, see [Nemo Scenarios](#) or General Manager if unsure which metadata to use*):

Document Type/s	Finance and Audit Committee meeting papers
Functional Group	Board Administration
Action Date	Finance and Audit Committee meeting date
Function type	Meetings
Organisation	FRDC
Prime activity	N/A
Secondary activity	N/A
Document type	Correspondence, papers draft, papers final, presentation reports

## 8. PUBLICATION

This policy is to be made available on the FRDC website.

This policy is to be made available on the directors' site.

## 9. OBJECTIVES

The FRDC recognises that good corporate governance is vitally important to the fulfilment of its outcome, and consequently maintains a Board People and Culture Committee. The People and Culture Committee will assist and advise the Board on matters relating to People and Culture issues of the Managing Director and staff and, discharge the Board's responsibilities in succession planning.

The objectives of the People and Culture Committee are to assist the Board to discharge its corporate governance responsibilities to exercise due care, diligence and skill in relation to:

1. the setting of key performance indicators for the Managing Director and the regular review of the Managing Director's performance and oversight of key senior management and their development; and
2. oversight of the Managing Director's remuneration to recognise his/her contribution to the business, and to reward this appropriately;
3. Ensuring that FRDC meets its statutory obligations in relation to human resource management and the Board's obligations in relation to oversight and support of corporate culture.

## 10. RESPONSIBILITIES

The People and Culture Committee will examine any matters that it considers necessary in order to fulfil its objectives and make recommendations to the Board. The People and Culture Committee will also examine any other matters referred to it by the Board.

The main duties and responsibilities of the Committee are to:

- a) Review at least annually the Managing Director Position Description and Key Performance Indicators and recommend changes to the Board;
- b) review and assess the alignment of the Managing Director's remuneration to the organisation's business objectives;
- c) review and report to the Board on the performance of the Managing Director against his/her Position Description and Key Performance Indicators
- d) feedback to the Managing Director on performance should be conducted jointly by the Chair of the Committee and the Chair of the Board
- e) identify developments in, and changes to, the rules and regulations for human resources management and remuneration and ensure FRDC's compliance with these;
- f) satisfy itself of the existence, currency and adequacy of human resources policies, including in relation to diversity and conduct, and their effectiveness in meeting the strategic goals of the business,
- g) Develop and review annually the Managing Director Succession Plan
- h) Oversee the culture of the organisation and report to the Board annually.
- i) Any other people and culture matters as directed by the Board including but not limited to managing the recruitment of the Managing Director and/or Company Secretary, as required.

## 11. COMPOSITION AND MEETINGS

### 11.1 Membership and attendance at meetings

- a) The People and Culture Committee is selected during the first Board meeting of the new Board term (generally every three years in September in connection with the new Board induction)
- b) The People and Culture Committee will comprise at least two Directors as appointed by the Board as follows:
  - (i) the Chair of the Committee should be a Non-Executive Director with the most skills in HR a minimum of two other Non-Executive Directors
- c) A quorum of the People and Culture Committee is any two members of the People and Culture Committee.
- d) If the Chair of the People and Culture Committee is unable to attend the meeting, the Chair will appoint a Deputy Chair who will act as Chair for the purposes of that committee meeting, unless otherwise specified. For the avoidance of doubt, the replacement Chair need not already be a member of the Committee
- e) All Non-Executive Directors may attend meetings of the People and Culture Committee as observers. Notice of committee meetings will also be provided to the Managing Director.
- f) The People and Culture Committee may invite other people to attend committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisors at its meetings. It is expected that the Managing Director will attend to present on most items on the Committee agenda.
- g) The recommended appointment term of each Director to the Committee will align with their current Board term.
- h) The Secretary of the People and Culture Committee is the Company Secretary, or another person nominated by the Chair.

### 11.2 Meetings

- a) Meetings of the People and Culture Committee will be held not less than three (3) times a year. Special meetings may be convened as required to fulfil the People and Culture Committee's responsibilities. (Refer Attachment 1)
- b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media. The People and Culture Committee may give its approval to decisions at times outside formal meeting by way of circular resolution approved by all members.
- c) The Company Secretary or other person nominated by the Chair, will take the minutes of the proceedings of all People and Culture Committee meetings.
- d) Where the Committee meets in camera, the Chair will appoint another Committee member to take in *camera* minutes of discussions and any decisions.

## 12. AUTHORITY

The Board delegates authority to the People and Culture Committee, within the scope of its responsibilities and budget limitations, to obtain such outside information and advice as it needs (including market surveys and reports; and independent professional advice). The People and Culture Committee will not have the authority to make a decision on the Board's behalf and will make recommendations to the Board on all matters requiring a decision, other than as approved by the Board (e.g., if the Committee is designated to manage a recruitment process).

### **13. BOARD REPORTING**

The Chair of the People and Culture Committee will report to the Board after each meeting and will circulate the minutes to the Board as soon as practicable.

### **14. REVIEW OF POLICY AND COMPOSITION OF THE PEOPLE AND CULTURE COMMITTEE**

- a) The People and Culture Committee will review this policy at least every two year and will recommend any changes to the Board.
- b) The Board will review the composition of the People and Culture Committee where required, and no less than every three years upon the new Board appointments
- c) The Board and will review the People and Culture Committee policy upon the recommendation of the People and Culture Committee.

### **ATTACHMENTS**

#	Description
1	Indicative annual cycle

## Attachment 1 – Indicative annual cycle

A plan for periodic review of organisation HR policies will be developed and included in meeting agendas throughout the year.

Month	Meeting type	Purpose(s)
May	Meeting (face to face)	<p>Agree on the information required in the annual external MD's remuneration report.</p> <p>Review People and Culture Committee Policy as per Board Policy schedule.</p> <p>Discuss the content to be covered in the MD's performance report required for the June Board meeting.</p> <p>A summary of the staff and pulse surveys.</p>
May/June	Meeting (teleconference)	<p>Review the performance of the Managing Director using the MD Appraisal against Job Description Microsoft Excel spreadsheet.</p> <p>Make a recommendation to the Board on the Managing Director's performance, and remuneration for the next financial year.</p> <p>Advise on the intent for further contract arrangements.</p> <p>Review the MD Succession Plan and make a recommendation to the Board on any changes.</p> <p>Review the MD Job Description and make recommendations to the Board on any changes.</p>
November	Meeting (teleconference)	<p>Mid year discussion on performance of the Managing Director.</p> <p>Assess and discuss any changes to the rules and best practice of human resource management, with reference to organisational policies and procedures.</p> <p>Review the FRDC's current code of conduct and diversity inclusion policies.</p> <p>Consider the FRDC Internal Culture Survey and report to the Board on its findings and any changes necessary.</p>






# Board People and Culture Committee Policy

Final Audit Report

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