

Board People and Culture Committee policy



Authorised by Board on: 18 August 2021

Managing Director's authorisation: *Patrick W Dore*

Effective date: 18 August 2021

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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 AND ACRONYMS

Follow links to FRDC [Definitions](#), [Acronyms and Abbreviations](#)

4. RISK TYPE

Strategic	Reputational	Financial	Service Delivery (RD&E, Marketing, Trade)	Operational	People	Governance
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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
Internal
Board meeting administration procedure
Board Finance Audit and Risk Management Committee policy
Board Governance policy
External
Public Governance, Performance and Accountability (PGPA) Act 2013

6. PUBLICATION

FRDC Website	Yes	Directors' website	Yes
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7. 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 the Board in regard to organisational culture, effective human resources policies and practices and discharging the Board's responsibilities relative to 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:

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1. oversight of the culture of the organisation
2. promotion and support of continuous improvement in the workplace
3. oversight of human resources practices to foster quality management practices
4. oversight of compliance with applicable HR laws and regulations
5. the setting of key performance indicators for the Managing Director and the regular review of the Managing Director's performance; and
6. oversight of the Managing Director's remuneration to recognise his/her contribution to the business, and to reward this appropriately

8. 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) oversee FRDC management's establishment and maintenance of effective human resources, performance management, and remuneration systems;
- b) review and assess the alignment of the Managing Director's remuneration to the organisation's business objectives;
- c) review bi-annually, and more often if required, the Key Performance Indicators of the Managing Director;
- d) review and make recommendations to the Board on the remuneration for the Managing Director;
- e) identify areas of risk in managing and remunerating the Managing Director, and assuring itself that the risks are effectively controlled;
- f) inform the Board of human resources or remuneration matters that may have a significant influence upon the financial condition, culture or operational competence of the FRDC;
- g) identify developments in, and changes to, any legislation relevant to human resources management and remuneration;
- h) satisfy itself of the existence, currency and adequacy of human resources policies, including in relation to diversity and a code of conduct, and their effectiveness in meeting the strategic goals of the business;
- i) oversee the talent management and succession planning strategies for all key staff members;
- j) oversee the capability needs and the proposed training and development priorities to support the attainment of the strategic goals of the business;
- k) review and assess the cultural strategy and its alignment and success in meeting

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the strategic goals of the business;

- l) monitor and review the extent to which the Board is meeting its obligations on remuneration and human resources matters; and
- m) develop a Board skills matrix.

9. COMPOSITION AND MEETINGS

9.1 Membership and attendance at meetings

- a) The Committee will comprise at least three Directors as appointed by the Board as follows:
 - (i) the Chair of the Committee
 - (ii) at least two other members including
 - the Managing Director (who will absent himself/herself for the review of the Managing Director's performance and remuneration)
- b) A quorum of the Committee is any two members of the Committee.
- c) If the Chair of the 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.
- d) All directors may attend meetings of the Committee. Notice of committee meetings will also be provided to the Managing Director. . The 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.
- e) The recommended appointment term will align with the current Board term
- f) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair.

9.2 Meetings

- a) Meetings of the *People and Culture Committee* will be held not less than two (2) 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*

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Committee may give its approval by circular resolution given 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

10. 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.

11. BOARD REPORTING

The *People and Culture Committee* will report to the Board after each meeting, and circulate the minutes to the Board as soon as practical.

12. REVIEW OF POLICY AND COMPOSITION OF THE COMMITTEE

- (a) The Committee will review this policy annually, and recommend any changes to the Board. The Committee can review its policy at other times deemed necessary by the Committee or the Board
- (b) The Board will periodically review the composition of the Committee and review the *People and Culture Committee* policy upon the recommendation of the Committee.

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Attachment 1 – Indicative annual cycle

Month	Meeting type	Purpose(s)
April/May	Meeting (teleconference)	Plan Review Mercer MD remuneration report Review the Managing Director’s performance against his/her key performance indicators Review People and Culture Policy as per Board Policy schedule Request data required for the June meeting
June	Meeting (teleconference)	Managing Director Performance report Make a recommendation to the Board on the Managing Director’s remuneration.
August	Meeting (face-to-face)	Finalise the Managing Director’s key performance indicators
November	Meeting (face-to-face)	Review the Managing Director’s performance against his/her key performance indicators

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Final Audit Report

2021-08-19

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