# Vision Australia Limited

# People & Culture Committee Charter

## Purpose

The purpose of the People & Culture Committee (“the Committee”) is to provide governance oversight of the human resource 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;
  2. Remuneration policies and practices and succession planning which enables the attraction and retention of executive leaders; and
  3. Induction and continuing professional development for directors.

## Committee Functions & Responsibilities

The Committee will:

1. Monitor the culture of the organisation and management strategies to develop a culture consistent with the mission of the organisation;
2. Review Vision Australia 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 important 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, through the Board Chair:
6. recommend to the Board the appointment and the terms of engagement of a Chief Executive Officer;
7. set annual performance targets for the CEO, evaluate the CEO’s performance against these targets and report results to the Board; and
8. recommend to the Board any change to the CEO’s remuneration;
9. With regard to the senior executive who report directly to the Chief Executive Officer:
10. consider and if appropriate approve recommendations from the Chief Executive Officer on the appointment and terms of engagement;
11. review performance against targets set by the CEO, consider, and if appropriate approve changes in remuneration based on CEO recommendation; and
12. provide oversight of any disciplinary action including dismissal, and any restructuring leading to senior executive redundancy.
13. Manage induction of newly appointed Directors and the professional development of all Directors and examine ways to improve Board performance; and
14. Report to the Vision Australia Board on items 3 a – g 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, Chief Executive Officer (CEO) and Board Secretary are ex-officio members of the Committee.
  2. The Chair of the Committee is appointed by the Board from the directors participating on the Committee.
  3. The Committee may in accordance with Clause 8.12 of the Constitution co-opt persons to the Committee who are not members of the Board. To fulfil its role effectively, the Committee will at times require specialist expertise and will co-opt members as required.
  4. A majority of the Committee members at any time will be Vision Australia Limited directors.
  5. Other Vision Australia Limited directors who are not Committee members may attend meetings of the Committee and receive copies of the papers. Members of management may attend meetings of the Committee by invitation.

## Management Support for the Committee

1. The General Manager People & Culture will attend meetings of the Committee and provide reports as requested by the Committee.
2. Secretariat for the Committee will be provided by the Board Secretary. 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 required to procure independent expert advice.

## Meeting and Procedural Matters

1. The Committee will meet four times a year, or as required. A Committee calendar will be maintained to ensure that all material areas of Committee responsibility are addressed in a timely way. The Committee may in accordance with clause 8.17 of the Constitution conduct meetings without all Committee members being involved in the meetings in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.
2. The quorum for the Committee will be two members who are directors. A quorum will not be achieved 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. Following review of the minutes by Committee members, and approval of the Committee Chair, these minutes will be made available to the Board at the earliest practical opportunity (usually as part of the next set of board papers).
5. The 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 of members of the Committee.
6. At the discretion of the Chair and members of the Committee, any matters deemed to be of major importance should be referred to the Board for its attention.

## Conflict of Interest

Vision Australia has a duty to take reasonable steps to ensure that Directors and co-opted members comply with their duties in relation to disclosure of interests and conflicts of interest. Vision Australia acknowledges that its reputation and brand will be protected best where the highest standards are applied to ensuring that all Directors’ and co-opted members’ interests are disclosed and where a procedure is adopted to ensure that Directors and co-opted members do not act when an actual or perceived conflict of interest exists. Vision Australia has agreed a policy for identifying and recording Directors’ and co-opted members’ interests and for managing conflicts of interest. Compliance with this policy at all times is considered to be best practice and in the best interests of Vision Australia.

## Committee Review

1. Annually, the Committee will review its Charter and may if deemed necessary, recommend amendments to the Charter for Board approval.
2. Annually, the Committee will undertake an evaluation of its performance against its Charter. The results of this review are to be reported to the Board.
3. Annually, the Board will review the composition of the Committee and will make such changes as are necessary to ensure the Committee is able to fulfil its purpose.