



**POWERLINK QUEENSLAND
PEOPLE AND SAFETY COMMITTEE**

TERMS OF REFERENCE

OCTOBER 2020

1) Role

The People and Safety Committee is a Committee of the Board of Directors established to assist the Powerlink Queensland Board in fulfilling its governance responsibilities and due diligence in relation to people, health and safety (which includes both personal and process safety) and the environment. This is to be achieved by reviewing and reporting to the Board on the People policy and Health, Safety and Environment policy and its application relating to organisational strategies, obligations, performance and culture.

2) Functions

- 2.1 Review and recommend to the Board changes to the performance management framework for Agreement employees, contract staff and the chief and senior executives;
- 2.2 Review and recommend to the Board annual performance review outcomes, including annual consideration of incentive payments for Agreement staff, and incentive payments and remuneration increases for contract staff and the chief and senior executives;
- 2.3 Review and recommend to the Board remuneration policies, frameworks and arrangements for contract employees and the chief and senior executives;
- 2.4 Monitor executive level organisational structure and business resource requirements;
- 2.5 Monitor staff engagement levels, learning and development practices and organisational culture;
- 2.6 Review and monitor succession planning at executive level and business critical roles;
- 2.7 Monitor organisational level demographic information and trends, including diversity related trends and recommend to the Board any initiatives or objectives to be implemented;
- 2.8 Endorse and recommend to the Board the parameters to be used by management in negotiation of Enterprise Agreements and consider and make recommendations to the Board regarding any proposed Enterprise Agreements;
- 2.9 Monitor the development and delivery of Powerlink's health, safety and environment strategies and initiatives, including those relating to health and wellbeing, safety culture and safety system and process improvements;
- 2.10 Review and monitor current and emerging health, safety and environmental risks and associated critical control performance;
- 2.11 Ensure the organisation has appropriate and effective health, safety and environment management systems and processes in place;
- 2.12 Monitor health, safety and environment performance through leading and lagging indicators; and
- 2.13 Review high potential and other serious incident investigations selected by the committee.

In order to fulfil its duties, the Committee may ask management, and/or engage external parties, to undertake research and provide submissions in relation to its functions.

3) Membership and Meetings

3.1 Appointment

The Committee will comprise at least three members of the Board. A quorum will be a minimum of two Committee members for meeting and decision making purposes.

The Board of Directors will appoint and remove members of the People, Culture and Remuneration Committee and elect the Chair of the Committee.

At least every two years, the People, Culture and Remuneration Committee will review its membership, and having considered the length of service of the members, the development of Director skills and any other relevant considerations, recommend to the Board the preferred ongoing membership of the Committee.

3.2 Secretarial

The Powerlink Company Secretary (or delegate) shall be the Committee Secretary and circulate the agenda supported by explanatory documents to the Committee members prior to each meeting.

The Secretary will also be responsible for recording and keeping the minutes of meetings of the Committee, and circulating them to Committee members, with those minutes to be tabled and confirmed at the next Committee meeting.

3.3 Attendance

The Chief Executive (or nominee) and the Executive General Manager People and Corporate Services (or delegate) shall have standing invitations to attend all Committee meetings. Others may be requested to attend Committee meetings to discuss or report on particular agenda items.

The Committee may determine from time to time, that it is appropriate to conduct meetings privately. The Committee may decide to exclude some or all non-committee members from any meeting or part of a meeting.

3.4 Frequency

The Committee shall meet at least three times each year, and may meet more frequently as necessary.

In addition, the Chair is required to call a meeting of the Committee if requested to do so by any Committee member, the Chief Executive, the Executive General Manager People and Corporate Services or the Company Secretary.

4) Reporting and Self-Assessment

The Committee is accountable to the Board and shall:

- Report to the Board of directors following each meeting and the minutes of all Committee meetings will be circulated to Board members; and
- Submit to the Board:
 - a summary of its activities in relation to the functions of the Committee (Refer Appendix A), meetings held and attendance at meetings by Committee members; and
 - an annual report from the Committee on matters noted and decided.
- Review the Committee's Terms of Reference at least every two years.

MATRIX TO MONITOR PROGRESS AGAINST ACHIEVEMENT OF FUNCTIONS OF THE PEOPLE, CULTURE AND REMUNERATION COMMITTEE

FUNCTIONS	Meeting Feb	Meeting Apr	Meeting July	Meeting Sept	Meeting Oct
PERFORMANCE MANAGEMENT AND REMUNERATION					
<ul style="list-style-type: none"> Performance management framework including for the chief and senior executives 		X ¹			
<ul style="list-style-type: none"> Remuneration framework including for the chief and senior executives 		X ¹			
<ul style="list-style-type: none"> Incentive payments including performance pay and gainsharing recommendations 			X ¹ (teleconference)	X ¹	
<ul style="list-style-type: none"> Annual contract review recommendations including for the chief and senior executives 			X ¹ (teleconference)	X ¹	
ORGANISATION AND STAFF					
<ul style="list-style-type: none"> Executive level organisational structure and business resource requirements 	X ¹				
<ul style="list-style-type: none"> Talent management and succession planning at Powerlink 	X				
<ul style="list-style-type: none"> Staff engagement levels and culture 	X Qtr 2 report	X Qtr 3 report	X Qtr 4 report		X Qtr 1 report
<ul style="list-style-type: none"> Learning and development practices 			X		
<ul style="list-style-type: none"> Organisational level demographic information including diversity 				X ¹	
HEALTH, SAFETY AND ENVIRONMENT					
<ul style="list-style-type: none"> Health, Safety and Environment performance reporting 	X Qtr 2 report	X Qtr 3 report	X Qtr 4 report		X Qtr 1 report
<ul style="list-style-type: none"> High potential/serious incident review 	X		X		

<ul style="list-style-type: none"> Health, Safety and Environment management system and process including critical risks and controls 				X	
<ul style="list-style-type: none"> Health, Safety and Environment strategies and initiatives 			X		
<p>ENTERPRISE AGREEMENT</p> <ul style="list-style-type: none"> Enterprise Agreement conditions and recommendations 	Not required 2021				
<p>REPORTING</p> <ul style="list-style-type: none"> People, Culture and Remuneration Committee Membership 	Not required 2021				
<ul style="list-style-type: none"> Annual report to Board on Activities including Self Assessment of Committee 					X ¹
<ul style="list-style-type: none"> Review of Terms of Reference 					X ¹

¹ Memorandum to be submitted to Board meeting following PC & Rem Committee (if required)