



**POWERLINK QUEENSLAND
PEOPLE AND SAFETY COMMITTEE**

TERMS OF REFERENCE

December 2023

1. OBJECTIVES

The People and Safety Committee is a Committee of the Board of Directors established to assist the Powerlink Queensland Board, by providing governance of key strategic organisational, people, culture and remuneration matters to support Powerlink's strategic direction and oversight of the Health, Safety and Environmental Management (HSE) system and performance. The Committee will also consider issues related to Powerlink's subsidiary entities.

This is to be achieved by reviewing and reporting to the Board on organisational policy and its application relating to HSE, organisational design, organisational culture and frameworks relating to employee remuneration and performance and employee relations.

2. DUTIES AND RESPONSIBILITIES

- 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 and retention payments and remuneration increases for contract staff and the chief and senior executives;
- 2.3 Review and recommend to the Board, remuneration policies and remuneration 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 key business 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 Review and monitor current and emerging health, safety and environmental risks, systems and performance; and
- 2.9 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.

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 and Safety Committee and elect the Chair of the Committee.

At least every two years, the People and Safety 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 four 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 shall provide an update to the Board following each meeting and make available the minutes of all Committee meetings to Board members.

The Committee will conduct a regular process of self-assessment, including a review of the Committee's Terms of Reference at least every two years. The self-assessment will include matters listed in Appendix A and a review of the Activity Matrix (Appendix B).

The Committee's performance, including the self-assessment, will be reviewed as part of the annual Board performance review.

APPENDIX A

ANNUAL SUMMARY OF THE ACTIVITIES OF PEOPLE AND SAFETY COMMITTEE

The Committee will consider the items below as part of its annual self assessment;

- ❖ Composition of the Committee.
- ❖ Number of meetings held and number attended by each committee member.
- ❖ A summary of the main objectives and responsibilities of the Committee, confirmation that the Committee adheres to the objectives and principles of the Terms of Reference, and that they have been met.
- ❖ Significant issues addressed and their resolution in relation to matters of:
 - Health safety and environment;
 - Workplace culture and engagement;
 - Remuneration.

APPENDIX B

ACTIVITY MATRIX TO MONITOR PROGRESS AGAINST ACHIEVEMENT OF FUNCTIONS OF THE PEOPLE AND SAFETY COMMITTEE

| FUNCTIONS | Meeting Feb | Meeting April | Meeting July | Meeting Aug | Meeting Oct |
|--|--------------------|----------------------|---------------------|------------------------------------|--------------------|
| PERFORMANCE MANAGEMENT AND REMUNERATION | | | | | |
| • Performance management framework including for the chief and senior executives | | X ¹ | | | |
| • Remuneration framework including for the chief and senior executives | | X ¹ | | | |
| • Incentive payments including performance pay and gainsharing recommendations | | | X ¹ | X ¹ (teleconference) | |
| • Annual contract review recommendations including for the chief and senior executives | | X ¹ | | X ¹ (teleconference) | |
| ORGANISATION AND STAFF | | | | | |
| • Executive level organisational structure and business resource requirements | X ¹ | | | | |
| • Talent management and succession planning at Powerlink | X | | | | |
| • Staff engagement levels and culture | X Qtr 2 report | X Qtr 3 report | X Qtr 4 report | | X Qtr 1 report |
| • Learning and development practices | | | X | | |
| • Organisational level demographic information including diversity | | | | | X |
| • Industrial Disputes and Code of Conduct Related Matters | X | | X | | |
| HEALTH, SAFETY AND ENVIRONMENT | | | | | |
| • Health, Safety and Environment performance reporting | X Qtr 2 report | X Qtr 3 report | X Qtr 4 report | | X Qtr 1 report |
| • High potential/serious incident review (if required) | X | X | X | | X |
| • Health, Safety and Environment management system and process including critical risks and controls | | | | X | |
| • Health, Safety and Environment strategies and initiatives | | | X | | |
| ENTERPRISE AGREEMENT | | | | | |
| • Enterprise Agreement conditions and recommendations | As required | As required | As required | As required | As required |
| REPORTING | | | | | |
| • Bi-annual review of People and Safety Committee membership (2023) | Not req'd 2024 | | | | |
| • Bi-annual review of People and Safety Committee Terms of Reference (2022) | | | | | |

¹ Memorandum to be submitted to Board meeting following People and Safety Committee (if required)