

Charter

People & Culture Committee

6 December 2024

Issued for: Landcom

Issue date: 6 December 2024

Distribution only: Internal Only

Issued and authorised by: Board of Directors

Contents

Charter	3
Introduction	3
Defined terms.....	3
Role of the Committee.....	3
Authority of the Committee	3
Responsibilities.....	3
Committee composition.....	4
Committee meetings.....	5
Forward Agenda.....	5
Committee Secretary	6
Independent advice.....	6
Access to Management and information	6
Document Control.....	7

Charter

This Charter sets out the People & Culture Committee's role, responsibilities, authority and operation.

Introduction

The Board has established the People & Culture Committee.

Defined terms

Term	Definition
Board	means the board of Landcom
CEO	means the Chief Executive Officer
Chair	means Chair of the Committee
Committee	means the People & Culture Committee of the Board
Director	means a director of Landcom
Management	collectively means Staff employed to assist the CEO with the day to day management of Landcom
Meeting	means a meeting of the Committee
Staff	collectively means the CEO, all permanent and temporary employees and contingent workers engaged by Landcom.

Role of the Committee

The Committee assists the Board in discharging its functions in relation to:

1. People and culture matters; and
2. Board composition, performance and Director development.

Authority of the Committee

The Committee is accountable to, and acts as an advisory body for, the Board. The Committee has the authority outlined in this Charter and delegated to it from time to time by the Board.

Responsibilities

The Committee's main responsibilities in relation to People & Culture are to oversee the development and implementation of initiatives, policies and programs, and advise the Board on:

1. Organisational culture;
2. Staff wellbeing and satisfaction;
3. Significant people and culture risks, including material staff concerns relating to grievances, harassment, bullying and discrimination;
4. Significant people and culture policies; and

5. CEO performance and succession planning.

The Committee is to review and approve the remuneration framework, and oversee:

1. Workforce planning and organisational design;
2. Training and talent development;
3. Award arrangements;
4. Organisational Key Performance Indicators and the performance management framework;
5. CEO Recruitment; and
6. Any other matters requested from time to time by the Board.

The Committee's main responsibilities in relation to Board composition, performance and Director development responsibilities are to:

1. Develop and maintain a Board Plan which identifies the optimal composition of the Board and includes a Board Skills Matrix;
2. Assist the Shareholder Ministers, through the Board Chair, in identifying and recruiting new Directors in accordance with the Board Plan;
3. Oversee induction for new Directors;
4. Conduct periodic reviews of Board Performance; and
5. Support ongoing training and development for Directors.

In carrying out its Board composition responsibilities generally, the Committee will apply best practice corporate governance processes including, as relevant, having regard to and/or using applicable elements of each of the following, as may be amended or updated from time to time:

- The Board Charter;
- The NSW Public Service Commission's Appointment Standards: Boards and Committees in the NSW Public Sector (July 2013);
- The Department of Premier and Cabinet's NSW Government Boards and Committees Guidelines (M2013-06);
- The NSW Treasury Commercial Policy Framework: Board Appointments for State Owned Corporations and Other Commercial Government Businesses (TPG23-06); and
- The NSW Treasury Commercial Policy Framework: Guidelines for Governing Boards of Government Businesses (TPP17-10).

Committee composition

The Committee will have at least three members with the Chair and a majority being independent non-executive Directors of Landcom. The Chair and members will be appointed by the Board. The Chair shall not be the Chair of the Board.

A non-executive Director, not serving as a member of the Committee, may be appointed by the Chair as an alternate for any member of the Committee in the event a quorum is not achieved.

In accordance with the Board Charter, members shall declare any conflicts that would make them ineligible for membership. If a conflict arises in respect of an agenda item or topic, members

should declare this at the start of a meeting with details minuted. If members are deemed to have a real, potential or perceived conflict they will be excused from deliberations on the topic.

Committee meetings

The Committee holds regular scheduled meetings approximately three times a year and may hold additional meetings as appropriate to discharge its duties and responsibilities. Meetings may be attended in person, by phone or video conference.

The Committee may address matters that require a decision between meetings by circular resolution as it sees fit.

The quorum for a meeting is a majority of members each of whom is entitled to vote on an item of business.

All Directors have access to relevant meeting materials (including minutes or written resolutions of the Committee which Directors may inspect at any time) and may attend Committee meetings, having regard to the Handling of Conflicts of Interest Policy.

The CEO, the Secretary and the senior executive with primary responsibility for People & Culture may attend each meeting by standing invitation, unless otherwise requested by the Chair, and may be asked to leave at any time. Other members of Management may be invited as requested by or agreed with the Chair and the CEO.

Unless expressly invited by the Chair, members of Management should not be present during discussions or decisions in relation Director nominations, or where discussions relate directly to their own remuneration or performance.

New Committee members are to receive induction briefings and any other relevant information on appointment to enable them to carry out their duties.

The Secretary, in conjunction with the Chair and the CEO, shall prepare an agenda for each meeting. This agenda, together with meeting papers and supporting documentation, shall be circulated to Committee members within a reasonable period in advance of the meeting, usually at least one week prior to each meeting.

Draft minutes of each meeting will be prepared by the Secretary and reviewed by the Chair. The draft minutes shall then be circulated to all Committee members and tabled at the next meeting for review and approval, and at a subsequent Board meeting for noting.

The Chair will report at the next possible Board meeting on material issues discussed at a meeting.

Forward Agenda

The Secretary will maintain a forward agenda which sets out the scheduled matters to be addressed by the Committee over a 12-month period. The forward agenda will be used to

distribute the business of the Committee across the year and to assist the Committee in determining the extent to which it has met its responsibilities under this Charter.

Committee Secretary

The Company Secretary or an appointed delegate will serve as the Secretary of the Committee.

Independent advice

The Committee may obtain independent professional advice as to any matters pertaining to the responsibilities of the Board or this Committee.

Individual Members may obtain independent advice to assist them in discharging their duties subject to obtaining prior written approval from the Chair of the Board.

Expenses incurred to obtain this advice are the responsibility of Landcom.

Access to Management and information

The Committee has access to Management and to any information of Landcom, as required, having regard to the protocols as outlined in the Board Charter.

Document Control

Document information	
Document approver	Board of Directors
Document owner name	People & Culture Committee
Document delegate name/s	Company Secretary
Document version number	8.0
Document version date	6 December 2024
Document review cycle	Annually
Next Document review date	December 2025
Document location	Internal use only Landcom Board
Document level	1 = Board approved document

Linked Artefacts	
Linked documents	Board Charter Code of Conduct NSW Treasury Commercial Policy Framework
Linked legislation	Landcom Corporation Act 2001 State Owned Corporations Act 1989
Linked risks	Reputational Operational Work Health & Safety Financial

Version	Approval date	Author	Description
8.0	06/12/2024	Company Secretary	Annual update with minor drafting amendments.
7.0	31/08/2023	Company Secretary	Annual update to Charter with minor amendments.
6.0	26/08/2022	Company Secretary	Annual update to Charter with minor amendments.
5.0	24/09/2021	Company Secretary	Update Charter with minor amendments.
4.0	03/08/2020	Company Secretary	Amended the Committee's name (and references thereto) to more accurately reflect the Committee's function. Updated Charter to provide greater clarity on the Committee's Responsibilities.