Housing Australia

# People and Culture Committee Charter

May 2025
Chief Legal Officer and Company Secretary
Internal / External

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# 1. Overview

1.1 This Charter governs the operations of the Housing Australia People and Culture Committee (**Committee**), an advisory committee established to assist the Board of Housing Australia (**Board**).

1.2 The purpose of the Committee is to consider and make recommendations to the Board regarding the strategic direction and oversight of people and culture matters at Housing Australia.

# 2. Roles and Responsibilities

**Board**

2.1 Make recommendations to the Board regarding Board size and composition;

2.2 Review the Board skills matrix to identify Board member competencies and current and future Board skills and experience requirements, for consideration by the Board;

2.3 Oversee the ongoing improvement of a suitable induction procedure for new Board members;

2.4 Provide guidance on professional development for Board members; and

2.5 Recommend to the Board a process for Board and Board member performance evaluation and oversee its implementation.

**CEO Role**

2.6 Review and recommend to the Board the criteria for recruitment and manage the CEO recruitment process;

2.7 Recommend to the Board terms of employment and appointment;

2.8 Review and recommend to the Board performance measures and criteria aligned with the Housing Australia Corporate Plan and government expectations;

2.9 Facilitate review by the Board of the CEO's performance; and

2.10 Develop and review CEO succession plans, for consideration by the Board;

**Remuneration**

2.11 Review and recommend to the Board any changes to the remuneration framework;

2.12 Oversee the establishment and regular review of remuneration policies (within the overall policy framework) and strategies with regard to the use of consultants and contractors, and make recommendations to the Board as to any changes; and

2.13 Review organisational structure following any significant changes to the scope and scale of the organisation.

**Talent Management:**

2.14 Review potential direct reports to the CEO (**Executives**) prior to their appointment (including as to remuneration and terms of employment) and provide feedback to the CEO;

2.15 Review the performance of the Executives against relevant performance metrics.

2.16 Monitor and review Executive succession planning to ensure continuity of leadership and an appropriate balance of skills, experience and expertise.

**Governance**

2.17 Review and make recommendations to the Board on key people related policies, including:

(a) Code of Conduct (Staff and Board);

(b) Bullying and Harassment;

(c) Parental Leave;

(d) Diversity and Inclusion;

(e) Remuneration and Benefits;

(f) Health and Safety Management Arrangements; and

(g) other people-related policies if required.

2.18 In relation to work, health and safety, monitor Housing Australia's:

(a) risk management programs relating to work, health and safety;

(b) compliance with obligations under relevant work, health and safety laws;

(c) compliance with policies and controls approved by the Board;

(d) changes of significance in relation to relevant work, health and safety laws and regulations.

**People and Culture Strategy and Engagement**

2.19 Review Housing Australia's key people and organisational culture strategies for alignment with Housing Australia's overall strategy and vision; and

2.20 Monitor annual engagement and culture survey results and related initiatives.

**Board Referrals**

2.21 Following consultation with the Committee Chair, the Board may refer matters to the Committee for review.

# 3. Membership

3.1 The Committee will consist of at least three members each of whom are members of the Board.

3.2 Members shall be appointed by the Board.

3.3 The Chair of the Committee will be appointed by the Board.

3.4 Member terms will be for three years, renewable once, and will be staggered to the extent practicable for continuity purposes;

3.5 The Chair may invite management personnel to attend Committee meetings to assist with deliberations but invitees may not exercise a vote;

3.6 Other Board members may attend the Committee meetings as observers upon first notifying the Chair or Committee Secretary but are not entitled to participate in any Committee decisions or recommendations;

3.7 Members must have appropriate qualifications, knowledge, skills and experience; and

3.8 The Secretary of the Committee shall be the Board Secretary or such other person as nominated by the Committee Chair.

# 4. Meeting arrangements

4.1 The Committee will meet before Board meetings at least three times each year and at any other time considered necessary by the Committee Chair;

4.2 A quorum for the Committee shall consist of two members;

4.3 The Chair presides over Committee meetings and shall endeavour to ensure that:

(a) the members have the opportunity to explore ideas, air differences and generate the collective insights necessary for the effective operation of the Committee;

(b) meetings are conducted competently and ethically.

4.4 If the Chair is absent or unable to attend, the members shall elect another person to act as chair for that meeting; and

4.5 Meetings of the Committee may be held either in person or via digital technology. Members are encouraged to attend in person where possible;

4.6 The Chair will approve the agenda for the Committee's meetings, and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practicable (and at least 5 Business Days in advance); and

4.7 Minutes of each meeting shall be prepared and circulated by the Committee Secretary to all Committee members and approved at the next meeting; and

4.8 The Chair may, subject to this charter, regulate proceedings at meetings as the Chair considers appropriate.

# 5. Circular Resolutions

5.1 The Committee may make decisions without meeting by way of circular resolution provided that:

(a) the Chair has first given approval to the Committee Secretary to issue a circular resolution;

(b) all Committee members receive notice of the proposed decision including relevant information, or reasonable efforts were made to provide such notice and information to all Board members; and

(c) a simple majority of Committee members indicate agreement with the decision either in writing (including by email), by voting in any electronic system normally used for Committee materials or by telephone to the Chair and/or Committee Secretary, who will promptly record such agreement in writing, including details of the time and date of the telephone call.

5.2 A Committee member will not be entitled to vote on a decision by way of circular resolution if that Committee member would not have been entitled to vote had that decision been considered in a meeting.

5.3 The Committee must keep a record of decisions made without a meeting.

# 6. Reporting

6.1 The Committee will report on its findings, recommendations and oversight functions to the Board after each Committee meeting;

6.2 Committee papers will be made available to all Board members; and

6.3 The minutes of all Committee meetings shall be provided in draft to the Committee Chair within 3 business days and to all Committee members within ten (10) days;

6.4 Committee minutes will be circulated to Board members and be on the agenda of the next Board meeting.

# 7. Charter Review

7.1 The Committee will evaluate its own performance in meeting the obligations in this Charter annually or as often as it or the Board considers appropriate. The Chair shall report the outcomes of the self-assessment to the Board; and

7.2 This Charter shall be reviewed every two years and any major amendments will be recommended to the Board for approval. The Committee may approve administrative amendments.