



Sugar Research  
Australia®

# PEOPLE, PERFORMANCE AND REMUNERATION COMMITTEE CHARTER

## Control

<b>Policy Name:</b>	People, Performance and Remuneration Committee Charter		
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<b>Policy Owner</b>	Company Secretary	<b>Next Review:</b>	July 2022

### 1. Context

- 1.1 SRA acknowledges that our staff are a critical core asset. The risks and benefits involved with the attraction, retention and empowerment of high performing and innovative research and support staff, who are aligned to SRA's values and culture are recognised.
- 1.2 The People, Performance and Remuneration Committee ("**Committee**" or "**PPRC**") is a committee of the Board of Sugar Research Australia Limited established pursuant to SRA's Constitution.

### 2. Role and Responsibilities

- 2.1 The Committee's role and responsibilities are as follows:

(a) **Remuneration of Directors & Committee members**

Review and make recommendations to the Board on remuneration for the Directors and members of Board committees including members of the Research Funding Panel.

(b) **Remuneration - CEO**

Review and make recommendations to the Board regarding remuneration for the Chief Executive Officer on an annual basis.

(c) **Performance Payments - CEO**

Review and make recommendations to the Board regarding the CEO's performance and key performance indicators in order to determine any annual bonus payments.

(d) **Performance Payments – SRA staff**

Review and approve the framework for SRA staff performance payments annually to ensure they are effectively designed to reward the achievement of key performance indicators and behavioural objectives and are aligned to the Board's vision, values and business objectives.

Review the CEO's recommendations in relation to setting performance targets, and the payment of performance incentives, to the Executive team.

(e) **Remuneration and Incentives - SRA staff**

Review the CEO's recommendations regarding staff remuneration on an annual basis. and make recommendations to the Board, on SRA staff remuneration and incentives that ensures SRA staff's remuneration is competitive and enables the attraction and retention of appropriately skilled staff.

(f) **People Strategy including Transformation**

Review of SRA's people strategy to ensure that it is consistent with the overall business strategy and supports SRA's values and culture.

Review and approve SRA's approach to transformational change and change management generally to ensure that change risks are minimised.

(g) **Performance Management, Succession Planning, Development and Retention**

Review SRA's policies and practices in relation to recruitment, development, engagement, reward and recognition, performance management and succession planning to ensure that talented and appropriately qualified people are available to deliver SRA's strategy and objectives.

(h) **Equal opportunity and Diversity**

Review SRA's strategies and progress towards diversity objectives, ensuring that SRA's people strategy establishes measurable objectives for achieving diversity and details initiatives for achieving these objectives.

Review and report to the Board on the proportion of women who occupy roles within SRA across all levels and annually review the remuneration of women to ensure SRA does not have a gender pay gap.

(i) **People and Compliance**

Assist the Board in its oversight of SRA's compliance with applicable legal, regulatory and accounting requirements as they relate to the responsibilities of the Committee including ensuring that policies of SRA meet compliance obligations.

(j) **Annual Report**

Review and recommend to the Board, the remuneration content for the SRA Annual Report.

(k) **Other matters referred to the Committee by the Board**

Consider any other matters referred to the Committee by the Board.

### 3. Delegation and Authority

- 3.1 The Committee may examine any matter in relation to its role, functions and accountabilities, either on its own initiative or at the request of the Board.
- 3.2 Unless expressly delegated by the Board, the Committee does not have any decision making powers and performs an advisory role only, making recommendations to the Board.
- 3.3 In fulfilling its role and discharging its functions and accountabilities, the Committee has the authority to:
  - (a) require the Chief Executive Officer, members of SRA's Executive team or other SRA staff to attend meetings and provide information or advice;
  - (b) request or authorise investigations and access information, records and personnel for that purpose; and
  - (c) seek advice from independent external consultants, subject to the Board's approval and appropriate budgetary provision.
- 3.4 The Committee is subject to the direction of the Board.

### 4. Membership

- 4.1 The Committee comprises a minimum of 2 and a maximum of 4 members, including the Committee Chair.
- 4.2 Committee members must be Directors of SRA.
- 4.3 The Committee Chair and members are appointed by the Board, for the term and on the conditions determined by the Board.
- 4.4 The Board must appoint Committee members on the basis of their skills and experience, so that collectively the Committee has the appropriate skills and experience to fulfil its role, functions and accountabilities.
- 4.5 The Committee Chair must also possess strong leadership and communication skills.

## 5. Meetings

### Frequency

- 5.1 The Committee must meet at least 4 times per year which may be in person or via video-conference. The Committee may meet additionally, as the Committee considers necessary.
- 5.2 The Committee Chair and Company Secretary will endeavour to schedule meetings to coincide with other Board responsibilities.

### Chair

- 5.3 If the Committee Chair is absent or unable or unwilling to chair a Committee meeting, the Committee members present may appoint a chair for that meeting.

### Quorum

- 5.4 A quorum for a Committee meeting is 2 members.

### Invitees

- 5.5 All Directors have a right to attend Committee meetings.
- 5.6 The Committee may invite other people to attend its meetings as it sees fit.

### Voting

- 5.7 Any matters requiring decision by the Committee may be decided by consensus, with no need for formal voting.
- 5.8 However, if a consensus is not achievable, a matter may be decided by a majority of votes of Committee members present.
- 5.9 Invitees to Committee meetings have no right to participate in consensus decisions or to vote.

## 6. Secretariat

- 6.1 The Company Secretary, in consultation with the Committee Chair, will assist the Committee with the administration of its meetings and reporting duties, including, as required:
  - (a) preparing and sending notices of meetings and agenda to Committee members;
  - (b) preparing and distributing Committee papers; and
  - (c) preparing minutes of Committee meetings and including them in the Board papers.

## 7. Planning

- 7.1 The Committee must prepare an annual plan and calendar outlining the meetings, activities and events the Committee plans to undertake during each quarter in each year.
- 7.2 The Committee must provide its annual plan and calendar to the Board for approval.

## 8. Reporting

### Reporting to Board

- 8.1 The Committee must provide minutes of each Committee meeting to the Board at the next Board meeting following the Committee meeting.
- 8.2 In addition, the Committee Chair may provide a verbal report on the Committee's activities to the Board if required.

### Reporting to Members

- 8.3 Rule 22.6 of the Constitution requires the Board to include in the annual report for each financial year a report on the operations of the Committee.

## 9. Review

- 9.1 The Committee will review the Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 9.2 Any amendments to the Charter recommended by the Committee must be approved by the Board before taking effect.