



Australian Government
Coal Mining Industry
(Long Service Leave Funding) Corporation



People and Culture Committee

Terms of Reference

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1. Introduction

The Board of Directors (**the Board**) of the Coal Mining Industry (Long Service Leave Funding) Corporation (CLSL) has constituted the People and Culture Committee (**PACC**) to discharge its functions in accordance with these Terms of Reference.

2. Objectives of the People and Culture Committee

The PACC is a committee of the Board that provides Directors with a forum to:

- Oversee the effective management of people strategies, including the Workforce Strategy,
- Oversee and provide assurance to the Board on people and organisational capability including workforce attraction and retention, staff performance and development, talent management and succession planning,
- Oversee compliance with legal and regulatory obligations related to people,
- Ensure and provide assurance to the Board that people risks are managed effectively by management in accordance with the Board set risk appetite,
- Oversee and steward organisational culture, ensuring alignment with CLSL's purpose, strategy, values and risk appetite,
- Oversee the frameworks and related policies for remuneration, conditions of appointment, succession, work health and safety, and other people related matters,
- Discuss the appointment and review of non-directors serving as members or Chairs of subcommittees of the Board, and
- other such matters as directed by the Board.

3. Powers of the People and Culture Committee

- The Board authorises the PACC to seek any information it requires within the scope of its duties and responsibilities.
- The PACC shall have unlimited access to relevant management and employees.
- The PACC may obtain independent professional advice where it considers this is necessary to carry out its duties.
- The PACC may, where the PACC considers it appropriate, refer to the Board any documents it considers to require review or approval.

4. Duties and responsibilities of the PACC

The functions of the PACC are to meet to receive reports, review matters and make recommendations to the Board relating to the following areas of responsibility, and other such matters as directed by the Board. In undertaking its duties, the PACC is required to align with CLSL's risk management framework.

4.1 People and Culture

- Review and recommend to the Board for approval new or material changes to people policies,
- Approve minor changes to existing people policies,
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- Oversee the adequacy, implementation and internal capabilities to give effect to people policies and monitor compliance with approved policies,
- Stay informed on people related legislative change and discuss its impact on CLSL policies and processes,
- Appoint expert advisers and/or commission or review reports to benchmark CEO, Executive and staff remuneration,
- Monitor and discuss people related metrics and insights including compliance and risk,
- Oversee CLSL's compliance with WGEA reporting and discuss outcomes,
- Review and assess organisational culture and ensure it aligns with the strategic priorities, and
- Oversee engagement and culture surveys, discuss results and monitor subsequent actions.

4.2 Capability

- Endorse people strategies and outcomes, including the Workforce Strategy,
- Oversee the implementation of people strategies and approve any material deviations from agreed outcomes, and
- Oversee the adequacy of succession planning for Executive positions.

4.3 Work Health and Safety (WHS)

- Exercise due diligence to ensure CLSL complies with its obligations under WHS legislation,
- Oversee the adequacy of the WHS Policy and Framework,
- Review proposed amendments to the WHS Policy and recommend them to the Board for approval,
- Review the management of WHS risks including psychosocial risks, and
- Discuss CLSL's safety survey results and monitor recommended actions.

4.4 Chief Executive Officer (CEO)

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- Facilitate the annual performance review of the CEO,
- Perform CEO salary reviews and recommend any amendments to the Board for approval, and
- Recommend the appointment of successive CEO, where appropriate, and termination of the CEO to the Board for approval.

4.5 Board and committees

- Oversee search, due diligence and appointment related activities in respect of the appointment of non-directors to Board Committees,
- Agree and recommend the appointment, termination and remuneration of non-directors serving as members or Chairs of Committees of the Board, and
- Facilitate the performance assessment of the Board, Directors, Board Committees and Committee members.

5. Composition of the People and Culture Committee

5.1 Members of the Committee

The PACC shall consist of at least three (3) members, two (2) of whom must be Directors of the Board. All PACC members are to collectively have the appropriate qualifications, knowledge, skills and experience to perform the PACC's functions. All PACC members are appointed to the PACC by the Board.

Committee members are required to demonstrate an understanding and ability to apply specific skills as identified in the CLSL Competency framework.

5.2 Quorum

Two Directors of the PACC must be present at the meeting to form a quorum. Quorum must be maintained throughout the entirety of the meeting.

5.3 Chair of the PACC

A PACC Chair shall be appointed by the Board for an agreed term. If the PACC Chair is unable to attend a meeting, the meeting shall be presided over by a temporary Meeting Chair selected by members in attendance.

The skills and experience of the PACC Chair will be in line with the Director's Competency Framework.

The PACC Chair regularly evaluates the PACC's performance.

5.4 Minute secretary

A nominated representative (generally the Minute Secretary) is to attend all meetings and record proceedings.

5.5 Term of appointment

The term of appointment of any permanent member of the PACC shall be as determined by the Board from time to time.

5.6 Authority to attend Board meetings

Where the PACC Chairperson is not a Board Director, the PACC Chairperson is authorised, but not required, to attend Board meetings to present a report on PACC meetings and to address matters referred to the Board by the PACC.

6. People and Culture Committee Meetings

6.1. Frequency of meetings

The PACC shall hold a minimum of three (3) meetings per year. Special meetings may be convened as required.

6.2. Decisions by the PACC

The findings and recommendations reported to the Board by the PACC shall be determined by consensus.

Decisions of committees shall be made by a majority of the PACC members in attendance at the meeting who are entitled to vote on the matter. Where support for any matter is not unanimous among PACC members entitled to vote, the reasons why an PACC member does not support the recommendations and particulars of any numbers for and against any recommendation shall be indicated in the report to the Board containing such recommendations.

Only an PACC member may vote in any deliberations of the PACC.

The PACC is empowered to make decisions via circular resolution and can conduct meetings by teleconference or videoconference should the need arise.

Decisions via circular resolution must be 100% in favour to be approved.

6.3. Minutes to be kept

The proceedings of all meetings shall be minuted as soon as practicable after the meeting has been held and provided to the next meeting of the Committee for approval.

6.4. Observers and invitees

The CEO is entitled to attend PACC meetings in an ex-officio capacity. The PACC may invite other persons including CLSL Executives to observe meetings of the PACC and provide information to the PACC. Such persons may include other members of the Board of Directors, CLSL staff, consultants or advisers of CLSL.

7. Reporting

The PACC is to report on the progress of the designated matters to regular meetings of the Board of Directors.

The minutes, agenda and supporting papers of each PACC meeting are to be made available to any Director via the Diligent Board portal.

8. Management of Code of Conduct

CLSL's Code of Conduct always applies in respect of the operations of this committee.

9. Terms of Reference review

The Terms of Reference for the PACC shall be reviewed at least every two (2) years. All amendments must be approved by the Board.

10. References and related documents

- Public Governance, Performance and Accountability Act 2013 (PGPA Act) and the Public Governance, Performance and Accountability Rule 2014 (PGPA Rule)
- Public Sector Workplace Relations Policy 2023
- CLSL Board Charter
- CLSL Competency framework
- CLSL Code of Conduct

11. Version history

Ver.	Date	Changed/ Approved by	Changes Made
1	Jan 2017	Board	Original.
2-6	2018–2023	Board	Annual reviews.
7	Mar 2024	Board	Annual review.
8	Mar 2026	Board	Annual review including updates for clarity.