
PEOPLE, ENGAGEMENT AND CULTURE COMMITTEE TERMS OF REFERENCE

Approved by the Board on 22 February 2022

1. INTRODUCTION

The purpose of this Terms of Reference is to document the objectives, responsibilities, composition and administration of the People, Engagement and Culture Committee ('PECC' or 'Committee') of the Western Queensland Primary Health Network ('WQPHN').

2. OBJECTIVES

The primary objective of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to matters involving (a) engagement with all WQPHN Members and key stakeholders and (b) the people, remuneration and culture of WQPHN.

3. RESPONSIBILITIES:

Without limiting the general role or powers of the Board, the Committee is responsible for providing the Board with advice and guidance on the following:

- a. Provide advice to the Board on member-related engagement strategies.
- b. Advise on and maximise the effectiveness of communications with Members and other key stakeholders.
- c. Ensure to the extent possible that the external reputation of WQPHN is reasonably protected and enhanced.
- d. Satisfy itself that the culture is aligned with the organisation's purpose, values and acting lawfully, ethically and responsibly and that the culture supports relevant risk mitigation assisting the achievement of strategic objectives.
- e. Oversee management in its implementation of the organisation's culture and related objectives including:
 - The determination of appropriate and meaningful benchmarking
 - Key performance indicators
- f. Review WQPHN's human resources policies on an annual basis to ensure their currency and relevance to the organisation's strategic and business plans and that the policies are operating effectively.
- g. Monitor the content of and compliance with the organisation's people and culture systems and processes including in the areas of:
 - Workplace health and safety
 - Diversity and inclusion
 - The Reconciliation Action Plan
 - Executive succession planning and talent management
 - Paid and volunteer workforce planning and management
- h. Review WQPHN's remuneration framework and associated policies.

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- i. Review the development and maintenance of succession plans for the CEO and senior executives reporting to the CEO.
- j. Provide oversight of any disciplinary action including dismissal, and any restructuring leading to senior executive redundancy
- k. Contribute to the induction of newly appointed Directors
- l. Identify opportunities for Director professional development

4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- a) The Committee shall comprise at least three (3) members and up to five (5) members, including:
 - a. at least two (2) current Board Directors;
 - b. the Chair of the Committee appointed by the Board, who must be a current non-executive Director of the Board; and
 - c. Up to two (2) other parties nominated by the Board with relevant expertise or experience.
- b) A quorum of the Committee is any three (3) members of the Committee.
- c) The CEO may attend the Committee by invitation.
- d) The Chair may request any employee or a specialist consultant to attend all or part of any meeting or present and comment on appropriate agenda items.
- e) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair.

4.2 Meetings

The Committee will meet at least three (3) times per year and will regulate itself consistently with the procedures set out in the Constitution and Board Charter as amended from time to time.

5. AUTHORITY

- a) The Committee is directly accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the Committee must always recognise that primary responsibility for governance of the WQPHN rests with the Board.
- b) The Committee has no executive powers, except those that may be expressly provided by the Board to the Committee.
- c) The Committee may task WQPHN staff through the CEO.
- d) The Committee may, in its discretion, delegate some or all of its objectives and responsibilities to the Chair.

6. REPORTING

The Chair of the Committee shall report the findings and recommendations of the Committee to the Board after each meeting. The papers and minutes of all Committee meetings shall be made available to the Board.

7. REVIEW OF TERMS OF REFERENCE AND COMPOSITION

The Committee is to review its composition and Terms of Reference annually and recommend any changes to the Board at the first meeting after the Annual General Meeting. The Committee may review its Terms of Reference at other times deemed necessary by the Committee or the Board.