

YWCA Australia B030 People, Culture and Governance Committee Charter

This Charter (Schedule A) governs the composition, meetings and proceedings of the Committee and must be read in conjunction with the Committee Standard Terms (Schedule B).

| SCHEDULE A: SPECIFIC COMMITTEE ITEMS | |
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| Item 1: Committee | <p>People Culture and Governance (PCG) Committee (the Committee) Effective Date: 30 August 2019 Entity/s included:</p> <ul style="list-style-type: none"> - YWCA Australia - YWCA Australia subsidiaries: YWCA Housing and YWCA National Housing |
| Item 2: Membership | <p>Up to 9 members with at least 3 members to be women under the age of 30:</p> <ul style="list-style-type: none"> - Minimum 1 Director of YWCA Australia - Minimum 1 Director of YWCA Housing/YWCA National Housing - 1 x External Member as Committee Chair - 2 x External Members - 1 x President of YWCA Australia <p>Any director including the Chair of the YWCA Housing/YWCA National Housing Board can attend the committee meeting by invitation but will not have the right to vote. Committees may co-opt another individual, with a particular speciality, to assist on a time limited basis.</p> |
| Item 3: Purpose | <p>The Committee assists the Board of YWCA Australia (and its subsidiary board/s) to discharge duties of the Board/s in relation to:</p> <ul style="list-style-type: none"> - Recruiting, retaining and developing a strong executive leadership team and staff who share YWCA values and are capable of achieving YWCA objectives - Remuneration policy and its specific application to the CEO and executives reporting to the CEO - Establishing and maintaining a governance framework for the group - Corporate standards of behaviour of YWCA and its subsidiary entities |
| Item 4: Responsibilities | <p>Without derogation of the Boards' primary responsibilities for these matters, the Committee is delegated the following specific duties and responsibilities:</p> <p>CEO Remuneration</p> <ul style="list-style-type: none"> - Compliance with legal and regulatory requirements associated with remuneration matters. - Determination of levels of reward to the CEO and approval of reward to the CEO's direct reports. - Recommend to the Board for its approval, KPIs for the CEO for the year in prospect and at the end of each Financial Year, recommend to the Board for its approval the CEO's remuneration based on performance against those KPIs - Review any termination payments for the CEO and the CEO's direct reports to ensure they are consistent with contractual obligations, the rules of any incentive schemes and policies, and that any payments made are fair to the individual and YWCA. Any termination payments to the CEO's direct reports should be reported to the Committee at its next meeting. |

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| | <p>People & Culture</p> <ul style="list-style-type: none"> - Review and monitor key organisational human resource activities including succession planning, legal and WHS obligations and employee attitudes and opinions - Provide guidance to the Boards and management on compliance with legislative and legal obligations in relation to staff and staff management - Provide advice to the Boards regarding P&C strategies and initiatives making appropriate progress against agreed measures - Provide advice to the Boards whether YWCA is achieving best practice with its P&C strategies and initiatives - Assist the Boards in setting diversity strategy and targets <p>Governance</p> <ul style="list-style-type: none"> - Review Board Charter/Corporate Governance Framework to ensure it is appropriate for the good governance of YWCA and to meet organisational objectives - Assist the Boards to adopt the most appropriate governance policies while meeting applicable corporate governance requirements including those arising under the Corporations Act, ACNC and other relevant legislation - Determine the independence of directors and consider questions of possible conflict of interest arising for directors, review existing behaviour and ethical guidelines for directors, and recommend any changes to the Boards for approval - Provide relevant advice and recommendations to the Boards on the Constitution. - Keep abreast of developments in the corporate governance field and annually review/assess the corporate governance practices of the Boards, recommending any proposed changes to the Boards for approval <p>General:</p> <ul style="list-style-type: none"> - Perform and undertake, any other task as delegated by the Boards from time to time. |
| Item 5: Authority | The Committee is authorised to make recommendations to the Board (and where relevant subsidiary board/s). The Board (and where relevant subsidiary board/s) may accept or decline such recommendations, which shall not be binding on the Company unless the recommendations are approved by the Board (and where relevant subsidiary board/s) |
| Item 6: Meetings | At least once in six months Additional meetings can be convened as per the standard committee terms (schedule B) |
| Item 7: YWCA Australia Senior Management (meeting attendance) | Lead: CEO (DP&C for CEO remuneration review matter) Required: CFO and Director of People & Culture CEO can invite other members of management as necessary |
| Item 8: Review Date | Annually in May |
| Approved by Board | 24 June 2019 |