

## People & Culture Committee Charter

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1. The role of the People & Culture Committee (Committee) is documented in this Board approved Charter.
2. The primary role of the Committee is to oversee
  - implementation of GMHBA's People and Culture Strategy including performance and development;
  - GMHBA's Remuneration Framework including the Remuneration Policy; and
  - the nominations function including Board composition and succession planning, director selection and appointment, and Board performance.

### Scope

3. The scope of the Committee covers GMHBA Limited, including all private health insurance businesses, health related businesses and wholly controlled entities.

### Objectives

4. The objectives of the Committee are to assist the Board in fulfilling its responsibilities for:
  - supporting the development of an inclusive, engaging and high performing culture.
  - providing a framework that allows a capable, agile, aligned and empowered workforce.
  - facilitating operational excellence.
  - determining and reviewing compensation arrangements for directors and executives.
  - Board succession planning that results in the identification, evaluation and appointment of high calibre directors in order to maintain the appropriate balance of skill, experience and expertise.
  - executive succession planning that results in the identification, evaluation and appointment of outstanding candidates for the Chief Executive Officer and executive management.
  - recommending the appointment and removal of directors and the Chief Executive Officer.

### Composition

5. The Committee will comprise the Board Chair and at least two and not more than three other directors, all of whom will be non-executive directors and free from any relationship which might in the opinion of the Board be construed as a conflict of interest.
6. Committee members may elect one of their number as the Chairman of the Committee. The Chief Executive Officer, the executive(s) responsible for people, culture and remuneration (currently the Chief, People & Culture) and the Company Secretary have a standing invitation to Committee meetings.

### Duties and Responsibilities – Capability and Culture

7. The duties and responsibilities of the Committee are to:
  - 7.1. CEO and Executive Capability
    - manage the process of the annual performance review of the Chief Executive Officer against agreed KPIs including progress to the Business Plan.
    - ensure that other executives undertake a robust performance assessment and review.
    - annually review executive succession plans.
    - periodically review learning and development objectives and initiatives with a focus on leadership development.
  - 7.2. Organisational culture
    - annually review results of Employee Alignment and Engagement Surveys, giving particular attention to employee mental health and wellbeing indicators and initiatives and measures of success.
    - regularly reflect on organisational values and seek evidence that the organisation remains true to them.
    - annually review workforce composition and diversity.

## People & Culture Committee Charter

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- set context and strategy around the Enterprise Bargaining Agreement process.
- monitor the environment and process by which performance management takes place across the organisation.
- monitor compliance with the GMHBA Group Code of Conduct Policy

### Duties and Responsibilities - Remuneration

8. The duties and responsibilities of the Committee are to:
- undertake an annual review of the Remuneration Policy and make an assessment of its effectiveness.
  - ensure that remuneration practices reflect the organisation's values, needs and aspirations and meet all legislative obligations.
  - annually review and make recommendations to the Board on the remuneration arrangements for the Chief Executive Officer and executives.
  - annually receive a summary of performance review outcomes from across the organisation.
  - at least every two years review the remuneration arrangements for directors.
  - periodically review the effectiveness of the company's default fund superannuation arrangements.
  - receive a post implementation review of the Enterprise Bargaining Agreement negotiations (every three years).

### Duties and Responsibilities – Board Composition and Performance

9. The duties and responsibilities of the Committee are to:
- annually consider the size and mix of the Board and recommend changes.
  - make recommendations to the Board as required on the necessary and desirable competencies of directors including the development of criteria for directorship.
  - manage the development of a director succession plan for annual review.
  - manage the process of director recruitment.
  - oversee the process of new director orientation.
  - at least every two years review Board, Committee and individual director performance review procedures and make recommendations on those procedures to the Board.
  - manage the process of annual Board performance review.
  - consider and make recommendations relating to the professional development of directors.

These duties and responsibilities are accounted for by the processes outlined in the Board Renewal Policy and Board Assessment Policy.

### Governance

10. The duties and responsibilities of the Committee are to:
- develop an annual work plan.
  - review the Committee Charter every two years.
  - annually evaluate the performance of the Committee.

### Duties and Responsibilities - General

11. The general duties and responsibilities of the Committee are to:
- maintain an awareness of developments in the area of corporate governance and recommend changes to the size, roles and members of the Board and Committees.
  - act as instructed by the Board from time to time.

## People & Culture Committee Charter

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### Meetings

12. The Committee will hold at least four meetings a year and such additional meetings as the Committee Chair shall require in order to fulfil its duties.
13. The Committee Chair is required to call a meeting of the Committee if requested to do so by any Committee member, Chief Executive Officer or the Board.
14. The Company Secretary will act as Committee Secretary and will be responsible, in conjunction with the Committee Chairman and relevant executives for preparing and circulating the agenda and meeting materials to Committee members at least four working days prior to the meeting.
15. The Company Secretary will prepare minutes of each Committee meeting together with any major reports considered at those meetings, as well as a summary to be submitted to the next Board meeting for information, taking into account the confidential nature of some matters. Any matters deemed confidential can be dealt with by the Board in absence of management.
16. A quorum shall consist of two members of the Committee.

### Access

17. The Committee shall have direct and unfettered access to executives, and executives shall have direct access to the Committee via the Committee Chairman.
18. The Committee may consult or retain independent experts where they consider it necessary to carry out their duties in accordance with whatever arrangements are approved by the Board from time to time.

### Other Matters

19. Where able to do so, Committee members will:
  - assist with bringing to the Committee information they may come across as to best practice in nomination, remuneration and organisation culture and leadership practices and procedures; and
  - alert the Committee to any relevant emerging risks or changes to environment in which the Company operates that may affect remuneration or capability decisions.

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