

# People Committee Charter

10 February 2023

## 1. Purpose of the Committee

The role of the People Committee is to assist the Board to fulfil its responsibilities in relation to:

- a) Contact's people, policies and strategies;
- b) Contact's remuneration policies;
- c) Contact's inclusion and diversity policy; and
- d) the appointment and performance of the Chief Executive Officer and Leadership Team.

## 2. Responsibilities

The responsibilities of the People Committee are:

### 2.1 People Policies and Strategies

- Overseeing and providing advice to the Board on Contact's people policies.
- Provide advice to the Board on Contact's people strategy and how it enables Contact's business performance.
- Reviewing Contact's effectiveness in identifying, attracting and retaining the people capability needed to achieve its business strategies and plans.
- Reviewing the effectiveness of policies and guidelines in place to facilitate management performance assessment and development.
- Overseeing succession planning and associated executive development plans for critical senior and executive roles.
- Reviewing the health of inclusion and diversity, along with engagement and culture within Contact.
- Reviewing Contact's key people risks including compliance with employment law and regulations.
- Any other matters referred to it by the Board.
- The People Committee's responsibilities will generally not include health, safety and wellbeing matters, which are covered by the Health, Safety and Environment Committee.

### 2.2 Remuneration

- Providing advice to the Board in respect of the remuneration policy (including making recommendations to the Board for changes to the policy as may be required from time to time).
- Reviewing and recommending to the Board the remuneration for the Chief Executive Officer and members of the Leadership Team, being those executives reporting to the Chief Executive Officer.

- Advising the Board in respect of performance-based (at risk) components of remuneration and targets for Contact's financial performance as they relate to incentive plans.
- Recommending for approval allocations made under all equity-based remuneration plans.
- Recommending for approval the remuneration of Directors within the aggregate fee pool approved by shareholders.
- Overseeing corporate governance processes relating to remuneration.
- Evaluating Contact's risks that relate to remuneration including reviewing controls and treatment plans to reduce risk.

The Committee will carry out its functions with a view to ensuring that Directors and employees are appropriately and equitably compensated for their services and motivated to perform to the best of their abilities in the interests of shareholders.

The Committee has the authority to approve parameters used in determining salary scales and aggregate annual movements for all employees whose remuneration is not determined through collective employment agreements.

### **2.3 Inclusion and Diversity**

- Overseeing and providing advice to the Board in respect of Contact's inclusion and diversity policy.
- Making recommendations to the Board in respect of measurable objectives for achieving inclusion and diversity.
- Review of inclusion and diversity strategy, and monitoring progress towards achieving the measurable objectives.
- Ensuring progress towards achieving the measurable objectives is reported in Contact's annual report.

The Committee will carry out its functions with a view to ensuring that Contact creates an inclusive and diverse workplace in which differences in gender, age, ethnicity, religion, sexual orientation, gender identity, background and experience are valued.

### **2.4 Chief Executive Officer appointment and performance**

The Committee will provide advice and make recommendations to the Board on the following matters:

- Determining the recruitment, retention and termination policies and procedures for the CEO.
- Setting and reviewing short and long-term performance objectives for the CEO.
- Evaluating (including seeking the Board's input) the CEO's contribution and effectiveness against the short and long-term performance objectives.
- Determining and recommending to the Board the level of entitlement of the CEO to any short and long-term incentives in accordance with the rules and principles of any incentive plans.

The Committee will carry out its functions with a view to ensuring that the CEO appointee is appropriate to discharge his/her responsibilities and duties having regard to the law and the highest standards of leadership.

## 2.5 Leadership Team appointment and performance

In relation to direct reports of the CEO (except for support staff of the CEO) the Committee is responsible for:

- reviewing appointments to positions that report to the CEO and making recommendations to the Board on those appointments.
- providing oversight of the CEO's performance management of his/her direct reports.

## 3. Composition

- The People Committee has a minimum of three members and a majority of independent directors.
- The Chair and members of the Committee are appointed by the Board.
- The Chair of the Board may be the Chair of the Committee.
- The term of each member will be determined by the Board through annual review.

## 4. Meetings

- The Committee shall meet at least four times a year, and as required to undertake its role effectively.
- A quorum shall comprise two members.
- Meetings will be attended by the Chief Executive Officer, Chief People Experience Officer, and others at the discretion and invitation of the Committee.
- Executives will not participate in that portion of the meeting at which their own remuneration and its structure are under discussion.
- The Chief People Experience Officer acts as secretary of the People Committee and attends all meetings of the Committee as required. This role is accountable to the People Committee through the People Committee Chair on all corporate governance matters and all matters to do with the proper functioning of the People Committee.
- The People Committee Chair will provide an update to the Board following each meeting of the People Committee at the next Board meeting following the People Committee meeting.

## 5. Access to Independent Advice and Resources

- The Committee, and any individual Committee member may, with the approval of the Chair, obtain external independent legal or other professional advice at Contact's expense where the Committee or director considers it necessary to carry out its or his or her functions.
- The Committee has direct access to any resources and information of Contact as it may reasonably require.

## 6. Conflicts of Interest

- Committee members will be invited to disclose conflicts of interest at the start of each meeting. Where members or invitees are deemed to have a real or perceived

conflict of interest, they will be excused from committee discussions about the issue where the conflict exists.

## 7. Approval and Review

- The Committee Charter shall be approved by the full Board. The Committee shall regularly review the charter to ensure its relevance and the effectiveness of the Committee and make recommendations for any amendments to the Board.
- The performance of the People Committee against this charter will be reviewed every two years.
- To the extent of any inconsistency between this Charter and the Constitution, the Constitution will prevail.