



People & Sustainability Committee

Charter

Committee of the Board of the Australian Broadcasting Corporation

Approved: 22 February 2022

1. Introduction

The People & Sustainability Committee (Committee) has been established by the Board.

2. Purpose

The purpose of the Committee is to assist the Board to fulfil its duties by providing an objective, independent non-executive review of the Corporation's:

- a. Overarching people strategy and approach to culture and engagement;
- b. Remuneration strategies and structures including any incentive arrangements;
- c. Succession planning and talent development;
- d. Diversity and inclusion policies and practices;
- e. Work health and safety;
- f. Industrial relations strategy, plans and action;
- g. Modern slavery policy and implementation;
- h. Environmental sustainability policies, plans and actions;
- i. Policies relevant to the Responsibilities; and
- j. Reputational matters relevant to the Responsibilities.

3. Responsibilities

The Committee has no executive powers unless specifically delegated to it by the Board. Delegations as at the date of this Charter are set out below.

3.1 The responsibilities of the Committee are as follows:

People strategy, culture and engagement

- 3.2 Reviewing and making recommendations to the Board regarding overall KPIs for the Corporation.
- 3.3 Providing guidance regarding the development and implementation of strategies relating to creation of an organisation culture aligned with delivery of the Five-Year Plan and priority to 'invest in the workforce of the future'.
- 3.4 Reviewing and making recommendations to the Board on the conduct and results of a Staff Engagement Survey (which will be performed at least annually).



- 3.5 Reviewing and making recommendations to the Board regarding any changes to the ABC Values, ABC Principles and ABC Code of Conduct.
- 3.6 Reviewing updates from management regarding significant breaches or trends in non-compliance with the ABC Code of Conduct, Discrimination, Harassment & Bullying Policy, Conflicts of Interest Policy, Fraud & Corruption Policy, Guidelines for Personal Use of Social Media and Child Protection Policy or any other people-related policies.

Remuneration structures

- 3.7 Reviewing annually and making recommendations to the Board regarding:
 - a) remuneration of the Managing Director, noting that any changes may require Ministerial / Remuneration Tribunal approval;
 - b) recommendations from the Managing Director in relation to remuneration structures and incentive plans for Key Management Personnel, including any changes to those structures or plans; and
 - c) the executive remuneration report required to be included in the Annual Report by the PGPA Rule.

Succession planning and talent development

- 3.8 Assisting the Managing Director to ensure that there is an appropriate succession planning process and succession plan for the Leadership Team.
- 3.9 Assisting the Managing Director to ensure that there are appropriate talent development plans for the Leadership Team and that these plans are implemented effectively.

Diversity & inclusion

- 3.10 Reviewing and making recommendations to the Board on the Corporation's:
 - a) Diversity & Inclusion Plan;
 - b) Reconciliation Action Plan;
 - c) Gender Pay Equity review (conducted annually) and plans;and the Corporation's progress and reporting against agreed objectives and targets as set out in these plans.

Work, health & safety

- 3.11 Reviewing and making recommendations to the Board regarding the Corporation's Health, Safety and Wellbeing Plan and the Corporation's progress against agreed objectives and targets.
- 3.12 Assisting the Board and directors in meeting their obligations and duties under Work, Health and Safety legislation.



Industrial relations strategy

- 3.13 Providing guidance in relation to the Corporation's industrial relations strategy, approach to enterprise bargaining and obligation under section 33 of the ABC Act to achieve and maintain high standards as an employer.

Modern slavery

- 3.14 Reviewing and making recommendations to the Board regarding the Corporation's annual Modern Slavery Statement required under the *Modern Slavery Act 2018* (Cth).
- 3.15 Providing guidance on the Corporation's initiatives to strengthen supply chain transparency and traceability to reduce the risk of modern slavery.

Environmental sustainability

- 3.16 Reviewing and making recommendations to the Board regarding targets, policies and initiatives designed to ensure environmental sustainability and minimisation of the Corporation's impact on the environment.
- 3.17 Monitoring progress and reporting against these targets.

Policies

- 3.18 Reviewing and making recommendations to the Board regarding policies relevant to the Committee's areas of responsibility that require Board approval.

Reputation

- 3.19 Monitor the external environment and consider issues that could significantly impact the Corporation's reputation in relation to the Committee's areas of responsibility, and report issues to the Board.

Review

- 3.20 Reviewing the Committee Charter biennially and recommending any proposed changes to the Board for approval.
- 3.21 Conducting an annual review of the extent to which the Committee has performed its obligations under the Charter and providing this information to the Board.
- 3.22 Providing any information the Board may request to facilitate review of the Committee's performance and its members.



4. Administration

Membership

- 4.1 The Committee must have at least three members, all of whom must be independent non-executives. Committee members must have appropriate qualifications, knowledge, skills or experience to assist the Committee to perform its functions.

Term

- 4.2 Committee members will be appointed for an initial term of three years, unless determined otherwise by the Board. At the expiry of the initial term, it is at the discretion of the Board that the Committee member be reappointed for another two years. No Committee member can be a member of the Committee for more than five years.
- 4.3 The re-appointment of Committee members may incorporate a formal review of their performance. The Chair of the Committee will provide advice to the Board on a member's performance where an extension of the member's tenure is being considered.
- 4.4 The Committee Chair will periodically, or at the request of the Board, assess and make recommendations to the Board regarding the Committee's membership to ensure that there is an appropriate mix of qualifications, knowledge, skills and experience. Due consideration will be given to rotating Committee members to ensure ongoing independence having regard to:
- a) the Committee composition which will best serve the interests of the Corporation;
 - b) the need to ensure that the Committee does not lose the continuity of experience and knowledge gained by existing Committee members;
 - c) the period of service of a Director as a member of the Committee; and
 - d) the skill profile of the Board from which Committee members are drawn.

Committee Chair

- 4.5 The Committee Chair will be appointed by the Board and must be an independent non-executive director of the Board.
- 4.6 The Committee Chair is responsible for overseeing the effective functioning of the Committee and effective and transparent communications between the Committee, management and the Board.

Secretary

- 4.7 The Company Secretary (or delegate) will be the secretary of the Committee.



5. Meetings

Frequency

- 5.1 The Committee will meet three times each calendar year. Additional meetings may be held if the Committee Chair decides necessary for the Committee to fulfill its responsibilities effectively.

Attendance

- 5.2 Directors who are not members of the Committee may attend Committee meetings, as observers.
- 5.3 The following persons have a standing invitation to attend Committee meetings:
- ABC Chair
 - Managing Director
 - Chief People Officer.

Quorum

- 5.4 A quorum will be two ABC independent non-executive directors.
- 5.5 Members of the Committee may participate in meetings by telephone or video. Any such participation is counted as attendance for the purposes of establishing a quorum.
- 5.6 All decisions of the Committee will be decided by a majority vote of independent non-executive members present.

Conflicts of interest

- 5.7 Members of the Committee must comply with the ABC Board Charter and Corporate Governance Statement in respect of conflict of interest matters.
- 5.8 Committee members must declare any conflicts of interest at the commencement of each meeting or before discussion of the relevant agenda item or topic.
- 5.9 Details of any conflicts of interest must be minuted.
- 5.10 Members of the Committee with noted conflicts may be required to leave the meeting for the discussion of the relevant agenda item or topic.
- 5.11 Any executive attendee may be requested to leave the meeting for discussions on topics that may be considered a conflict by the Committee Chair.

6. Access

- 6.1 The Committee may invite members of the senior executive team and external advisors to present at Committee meetings on issues relevant to the Committee's duties and responsibilities.



- 6.2 The Committee may seek independent legal or other professional advice, as reasonably required to meet its responsibilities, at the Corporation's expense, subject to the approval of the Chair of the Board.

7. Reporting

- 7.1 The Chair of the Committee must report to the Board on the work performed by the Committee following each meeting.

8. Definitions

In this document:

"ABC Act" means the *Australian Broadcasting Corporation Act 1983* (Cth).

"ABC Values and ABC Principles" means the values and principles applying to the Corporation's employees as approved by the Board (as amended from time to time) and available in the Diligent Resource Centre.

"ABC Code of Conduct" means the required values, behaviours and standards that all ABC workers must demonstrate as approved by the Board (as amended from time to time) and available in the Diligent Resource Centre.

"Board" means the board of directors of the Corporation.

"Corporation" means the Australian Broadcasting Corporation, as established pursuant to the ABC Act.

"Key Management Personnel" has the meaning given to it in the PGPA Rule.

"PGPA Rule" means the Public Governance, Performance and Accountability Rule (Cth) 2014.

"Responsibilities" means the items set out in section 3 of this Charter.