

Standards Australia Limited
Remuneration & Nominations Committee
Charter

1. Objectives

The primary objectives of the Committee are to assist the Board in fulfilling its responsibilities in relation to:

- Remuneration policy and strategy
- CEO, Director and Committee Member remuneration
- Succession planning and nomination of new directors and other officers
- Applications for new Standards Australia membership
- Nomination of Honorary Councillors
- Board and Board Committee performance

2. Duties and Responsibilities

The duties and responsibilities of the Committee shall be to:

a) Remuneration

- i) Receive and review the Board Chairman's report and recommendations following his detailed performance and remuneration-related discussions with the CEO. Review and recommend any changes to the Chief Executive Officer's remuneration package, including the setting of performance objectives and assessment of performance against those objectives, and related performance bonus payments.
- ii) Review and recommend adjustments to Directors' remuneration.
- iii) Maintain oversight of Executive remuneration.
- iv) Review the annual corporate level budget recommendations of management for employee remuneration adjustments, with the objective of ensuring that remuneration is both adequate and reasonable in comparison with industry and other measures.
- v) Monitor any changes to Sitting Fees or other remuneration for external participants on Board or other Committees, including the Standards Development and Accreditation Committee (SDAC).
- vi) Review remuneration policy and strategy ensuring it reflects the needs of all stakeholders and the principles of good corporate governance.

b) Nominations and Succession Planning

- i) Review and recommend nominations for new Directors, Deputy Chairman, Chairman and other Members of Board Committees, and oversee the annual elections for Directors.
- ii) Consider and where appropriate develop contingency plans for succession planning for the Board (including Chairman and Deputy Chairman), Board Committees and the Chief Executive Officer.
- iii) Review nominations for Honorary Councillors, including Honorary Life Councillors, for further consideration by the Board.
- iv) Review applications for new Standards Australia Members for further consideration by the Board.

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c) Other

- i) Review the results of staff and stakeholder feedback surveys.
- ii) Ensure there are adequate and appropriate Human Resources policies in place.
- iii) Ensure appropriate processes are in place for Board and Board Committee performance evaluation.
- iv) Oversee an appropriate annual Board performance evaluation process.
- v) Undertake an annual Committee self-evaluation process with outcomes reported to the Board.
- vi) Review and update the Committee's Charter at least every two years, for approval by the Board.
- vii) Ensure compliance with relevant legal and contractual obligations.
- viii) Consider other matters requested by the Board.

3. Membership and Attendance

- a) The Committee shall consist of not less than two non-executive Directors appointed by the Board. The Board may appoint Committee Members or Observers that are not Directors however the Committee must always comprise a majority of non-executive Directors.
- b) Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member or Observer who is a Director will cease to be a Committee Member or Observer upon ceasing to be a Director.
- c) The Board shall appoint a Director as Committee Chairman, who shall not be Chairman of the Board. The Board shall review its appointment of the Committee Chairman from time to time.
- d) The Chief Executive Officer shall nominate a Committee Secretary acceptable to the Committee.
- e) An invitation may be extended to the Chief Executive Officer or any other person the Committee sees fit to be in attendance for part or all of its meetings.

4. Meetings

- a) A meeting quorum shall be two Committee Members.
- b) If at any meeting the Committee Chairman is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chairman of the meeting until the Committee Chairman is present.
- c) Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chairman shall have a second or casting vote.
- d) Meetings shall, unless varied by the Board, be held not less than four times each calendar year.

5. Authority

- a) The Committee has no executive powers or decision-making authority in relation to remuneration unless specifically approved by the Board.
- b) The Committee shall have the power to authorise or incur expenditure only as delegated by the Board as necessary to discharge its duties.

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- c) The Committee is authorised by the Board to commission external professional advice if it considers this necessary. The Committee shall notify the Board in advance if such advice is to be commissioned.

6. Reporting Procedures

- a) The Committee Secretary is responsible for:
 - i) preparing and circulating the agenda and meeting papers.
 - ii) drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes.
 - iii) in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee and giving practical effect to the Committee's decisions.
 - iv) ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- b) The Committee Chairman shall report to the Board on all significant matters considered by the Committee and report annually to Council.

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