



Gladstone Ports Corporation Limited

Human Resources Committee Charter

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1. Terms of Reference

- 1.1 The primary objective of the Human Resources Committee is to assist the Board in fulfilling its responsibilities in relation to the oversight of human resources, safety, environment and security management.

2. Role and responsibilities

- 2.1 The Human Resources, Safety, and Environment Committee is delegated the following role and responsibilities:

2.1.1 Human Resources

- Oversee the remuneration strategies adopted by GPC;
- Oversee the application of approved remuneration policies to senior executives (other than the Chief Executive whose performance evaluation and remuneration will be set by the Board) including the review and approval of performance payments;
- Observe the requirements of the *“Remuneration Guidelines for Directors and Senior Executives in Government Owned Corporations”* issued by the Queensland government;
- Recommend to the Board the adoption of the Employment and Industrial Relations Plan for inclusion in the Statement of Corporate Intent;
- Review at least annually policies related to remuneration arrangements and industrial agreements applicable to GPC management and staff;
- Ensure regular updates are received from management on changes or emerging issues and consider the impact on current remuneration practices and industrial agreements;
- Review the effective operation of the human resource management system including, but not limited to recruitment, performance management, induction and separation, training and development;

- Review processes in place to ensure compliance with relevant regulatory requirements, government guidelines and GPC policies and procedures;
- Inform the Board of significant human resources related issues and make recommendations to the Board as appropriate.

3. Relationship with the Board and Management

- 3.1 The Board has ultimate responsibility for maintaining a safe workplace and ensuring GPC observes relevant human resources legislative requirements and follows Government policy.
- 3.2 The Board has appointed the Human Resources Committee to ensure the fulfillment of these responsibilities.
- 3.3 The Human Resources Committee will:
- Advise and assist the Board in fulfilling its responsibilities relating to oversight of human resources matters.
 - Inform the Board of significant human resources related issues and make recommendations to the Board as appropriate.
 - Ensure the Board is aware of matters which may significantly impact on the affairs of GPC generally.
 - Liaise as necessary with the Audit and Compliance Committee, and other Committees established from time to time by the Board, as appropriate.
 - Do other things and take other actions as are necessary or prudent to fulfil the responsibilities of the Committee, provided that no action will be taken without approval of the Board.
 - Assign to the administrative officer assisting the Committee or relevant staff members such duties and responsibilities as the Committee may deem appropriate.
- 3.4 The CEO and management are responsible for the day-to-day management of the systems, processes and practices associated with human resources.

- 3.5 The CEO and management will provide reports, briefings and presentations on relevant matters to the Human Resources Committee on a regular basis, throughout the year.
- 3.6 Following review by the Chair, a copy of the Human Resources Committee meeting minutes are to be included in the papers at the next Board meeting.

4. Membership

- 4.1 The Board appoints the Human Resources Committee members and its Chair.
- 4.2 The membership of the Committee should be reviewed annually by the Board and should comprise at least three non-executive members of the Board.

5. Confidentiality

- 5.1 All proceedings of the Committee, including papers submitted and presentations made to the Committee shall be kept confidential and will not be disclosed or released to any person other than either Committee members or members of the Board, except as required by law or as agreed by the Committee or Board.

6. Meetings

- 6.1 Meetings and proceedings of the Human Resources Committee are governed by the same provisions regulating meetings and proceedings of the Board.
- 6.2 **Timing** The Chair shall convene meetings at such times as may be necessary. In any event, the Committee shall not meet on less than four occasions each year.
- 6.3 **Quorum**
 - 6.3.1 A minimum of two directors will attend the Committee Meetings. In circumstances where one of the Directors is not available, then an alternate Director (who must be a current Director of the Board), as nominated by the Chair, may attend.
 - 6.3.2 In the absence of the Committee Chair, the members will elect one of their number as chair of the meeting.
- 6.4 **Use of Technology.** A Human Resources Committee meeting may be called or held using any technology consented by each member. The consent may be standing.

6.5 Attendance

6.5.1 The Chief Executive Officer, the Commercial General Manager, Corporate Relations General Manager, and Board Secretary shall have standing invitations to attend all Committee meetings.

6.5.3 Managers and other employees of the Ports Corporation, and external consultants engaged on relevant tasks, may be invited to attend committee meetings as appropriate.

6.5.4 Other Board members may attend meetings of the Committee in an unofficial capacity.

6.6 Agenda Items

6.6.1 The agenda for a Human Resources Committee meeting is determined by its Chair.

6.6.2 The Committee, as appropriate, may consider the following matters and minute them accordingly:

- Review and approval of the minutes of previous meetings;
- Review the major issues relating to human resource management ;
- Prepare reports and recommendations to the Board;
- Review of reports on the results of audits conducted relating to human resources and also any corrective actions taken by management, as deemed appropriate;
- Perform such other functions and consider such other matters deemed necessary by the Committee to fulfill its responsibilities;
- Review with management information contained in relevant reports where considered appropriate; and
- Perform such other functions and consider such other matters deemed necessary by the Committee to fulfill its responsibilities.

6.6.3 The agenda and committee papers are to be delivered to the Human Resources Committee members at least three days in advance of each meeting. Later papers may be accepted with the approval of the Committee Chair.

6.6.4 Reports and other papers of the Human Resources Committee are available to all directors.

6.7 Minutes

6.7.1 Minutes are to be prepared for each Human Resources Committee meeting.

6.7.2 The draft minutes for each Human Resources Committee are to be reviewed by the Chair and circulated to all committee members as soon as practicable but no later than five (5) days after the meeting.

6.7.3 Minutes of the meeting are to be confirmed at the next meeting of the Human Resources Committee.

6.7.4 Following review by the Chair, a copy of minutes of the Human Resources Committee are to be included in the papers of the next Board meeting.

7. Access

7.1 The Human Resources Committee shall have the power to conduct or authorise investigations into any matter within its objectives or as requested by the Board.

7.2 The Committee shall be entitled to have unrestricted access to management, employees, records and information it considers relevant to its function.

8. Independent Advice

8.1 The Committee shall be empowered to retain independent legal advice, advisers or other professionals to assist in discharging its responsibilities.

8.2 The Ports Corporation will pay the reasonable costs incurred by the Committee in doing so, as well as all administrative costs incurred in carrying out its duties.

9. Continuing Education

9.1 Committee members are encouraged to participate in professional development and keep up to date on relevant topical issues. Committee members may, at the Ports

Corporation's expense, undertake professional development courses that relate to the role and function of the Committee member.

10. Committee Performance

- 10.1 To ensure the Human Resources Committee is fulfilling its duties to the Ports Corporation and its shareholding Ministers, the Committee will:
 - 9.1.1 undertake an annual assessment of its performance against the requirements of the Committee Charter and provide that information to the Board
 - 9.1.2 provide any information the Board may request to facilitate its review of the Committee's performance and its members
 - 9.1.3 obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.
- 10.2 These activities may be conducted in accordance with the annual Board performance review.

11. Review of Human Resources, Safety and Environment Committee Charter

- 11.1 The Human Resources, Safety and Environment Committee will review and assess the adequacy of its Charter annually, discuss any required changes with the Board and ensure any revisions to the Charter are approved by the Board.

12. Position descriptions

- 12.1 Role of the Committee Chair
 - 12.1.2 The Board shall appoint the Chair of the Committee. The Chair of the Committee shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and shall report to the Board the actions and recommendations of the Committee.
- 12.2 Role of the Administrative officer assisting the Committee.
 - 12.2.1 The officer assigned by the CEO to assist the Committee in administrative matters is generally responsible for carrying out the administrative requirements of the Committee. In particular:

- Ensuring that the Committee agenda is developed in a timely and effective manner for review and approval;
- Ensuring that the Committee papers are developed in a timely and effective manner;
- Coordinating, organizing and attending committee meetings and ensuring that correct procedures are followed:
- Drafting and maintaining minutes of the Committee meetings; and
- Carrying out the instructions of the Committee.