

# People and Organisation Committee Charter

## 1. Purpose

- 1.1 The People and Organisation Committee (the **Committee**) is a committee of the Queensland Rail Limited Board (the **Board**) created to assist the Board in the effective discharge of its responsibilities for:
  - a. the appointment and review of performance of the Chief Executive Officer (**CEO**); and
  - b. the system of remuneration and benefits for the CEO and his/her direct reports.
- 1.2 This Charter sets out the role and responsibilities delegated by the Board to the Committee and the Committee's membership and structure.

## 2. Key Responsibilities

- 2.1 The Committee shall review and provide recommendations to the Board in regards to:
  - a. the appointment and termination of the CEO and his/her direct reports;
  - b. the annual remuneration review for the CEO and his/her direct reports;
  - c. the performance measures for the CEO and his/her direct reports;
  - d. annual performance payments to the CEO and his/her direct reports;
  - e. succession planning for the CEO and his/her direct reports;
  - f. remuneration and other human resources policies;
  - g. collective agreements with Unions ; and
  - h. the professional development of Directors, the CEO and direct reports to CEO.

## 3. Membership

- 3.1 The Committee will consist of a minimum of three members, one of whom will be the Chairman of the Committee.

## 4. Meetings

- 4.1 Committee meetings will be held twice yearly or more frequently if required. In addition, the Chairman of the Committee may call such additional meetings as may be necessary to address any matters referred to the Committee by the Board or the CEO, or in respect of matters that the Committee wishes to pursue.
- 4.2 The Company Secretary or his/her delegate will be the Secretary of the Committee.
- 4.3 The Company Secretary or his/her delegate will be responsible for the preparation and circulation of the meeting agenda and accurately minuting all decisions of the Committee in consultation with the Chairman. The Company Secretary will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Committee's activities and operations.

- 4.4 Minutes and Actions are prepared within three business days of each Committee meeting. Following review by the Chairman the Minutes are circulated to Directors for approval and inclusion in the Minute book within one month of the Committee meeting and the Actions are issued to Management for follow up.
- 4.5 The Chief Executive Officer, Chief Human Resources Officer and other managers and employees may be required to attend Committee meetings (in whole or in part) on a regular basis or as requested from time to time by the Committee.

## 5. Scope, Access and Authority

- 5.1 The Committee is authorised to investigate any matter within the scope of its responsibilities and make appropriate recommendations to the Board.
- 5.2 The Committee has the authority to seek any information it requires to carry out its duties from any officer or employee of Queensland Rail.
- 5.3 The Committee has the authority to consult any independent professional advisers it considers appropriate to assist in meeting its responsibilities.

## 6. Reporting

- 6.1 The Chair of the Committee reports to the Board at the earliest possible Board meeting after each Committee meeting.
- 6.2 The Committee will prepare and submit to the Board any additional reports as appropriate.
- 6.3 Through the above mechanisms all matters relevant to the Committee's role and responsibilities will be reported to the Board.

## 7. Charter

- 7.1 The Charter will be reviewed at least annually by the Committee to ensure that the Charter remains consistent with the Committee's authority, objectives and responsibilities.
- 7.2 Any changes to the Charter recommended by the Committee must be approved by the Board.

## 8. Publication of Charter

- 8.1 A copy of the People and Organisation Committee Charter is available at [www.queenslandrail.com.au](http://www.queenslandrail.com.au).

Adopted by the Board on 29 August 2011.