



# People, Culture and Nomination Committee Charter

**The Sax Institute**  
ACN 095 542 886

A public company limited by guarantee

**1 December 2021**

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## The Sax Institute

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People, Culture and Nomination Committee Charter,  
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# 1 Introduction

- a) The People, Culture and Nomination (PCN) Committee is a committee of the Board of The Sax Institute.
- b) This Charter sets out the role, responsibilities, composition and operation of the Committee.
- c) A term or expression starting with a capital letter has the meaning given to it in the Board Charter.

## 2 Role and Responsibilities

### 2.1 Role of the Committee

- a) To assist and advise the Board in fulfilling its responsibilities with:
  - i. ensuring Director nominations, appointment and tenure processes have regard to the law, bring in skills, experience and expertise that support the Company's vision and strategy, and help to position it for future success.
  - ii. the appointment of the Chief Executive Officer, and monitoring Executive team appointments, development, and succession planning.
  - iii. the remuneration of the Chief Executive Officer and the remuneration and benefits policy for the Company.
  - iv. the formulation and review of relevant policies and practices that are fit for purpose and enable the Company to attract and develop staff.
  - v. developing a culture within the Company that aligns with the vision and mission and promotes and enforces behaviour that drives long-term growth and success.

### 2.2 Responsibilities of the Committee

- a) For Director nominations and appointments, the Committee shall:
  - i. engage with stakeholders to assist the Board in identifying suitable candidates for the position of Independent Chair and/or Non-Executive Independent Directors, to the Board;

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- ii. provide recommendations to the Board on all director appointments and re-appointments consistent with the Constitution and the Board Charter, including Board policies in relation to skill, knowledge and diversity.
    - i. assist the Board in maintaining an awareness of all Board tenures and to support Board succession planning requirements;
    - ii. assist the Board in any internal or external reviews of the Board, to enhance the necessary and desirable competencies of the Chair, directors and the collective Board, to enable an appropriate balance of skills, diversity, experience and expertise;
  - b) Assist in the search and recommendation to the Board of prospective candidates for the appointment of the CEO;
  - c) To benchmark and recommend to the Board, from time to time, the remuneration package of the CEO
  - d) To review in consultation with the CEO, and make recommendations to the Board, on the overall Remuneration and Benefits Policy of the Institute so it is aligned with market trends and there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.
  - e) To review and make recommendations to the Board in respect of the Institute's values and Code of Conduct policy.
  - f) To review and make recommendations to the Board on the relevant policies that require Board approval (as set out in Part A of the Delegations Policy).
  - g) To review regular reporting on
    - i. achievement of objectives set in our people and culture strategies and plans, including but not limited to diversity and inclusion, learning and development, and performance management;
    - ii. staff wellbeing and engagement; and
    - iii. key workplace relations matters and employment law, as required.

## 3 Composition and Meetings

### 3.1 Appointments and Composition

- a) The Committee shall be constituted of not less than three (3) members including at least two (2) Directors, assisted by the Chief Executive Officer and the Company Secretary.
- b) The Board shall appoint both the Chair, who shall be an independent director but not the chair of the Board, and the members of the Committee. The Board may by way of resolution remove or appoint Committee members at any time.

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- c) The Board shall ensure the Committee remains of sufficient size, independence and technical expertise to discharge its mandate effectively.
  - d) Each member of the Committee must abide by the Company's Code of Conduct Policy and be free of any relationship that may interfere with the exercise of independent judgement.
  - e) The Committee has direct access to the Institute's officers and advisers, both external and internal, and has the authority to seek external independent, professional or other advice it requires to assist with meeting its responsibilities.

## 3.2 Meetings

- a) Meetings of the Committee will be held at a minimum of two times per annum or as requested by the Board.
- b) A quorum shall be a minimum of three Committee members.
- c) Meetings of the committee may be held face to face or using any technology which enables members to participate in a discussion.
- d) All Directors are to be advised of scheduled meeting dates for the Committee. Any Board member who is not a member of the Committee may attend meetings of the Committee.
- e) Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.
- f) The CEO, Company Secretary and Head, Business Services Transformation shall be invited to attend the Committee but must not be present during discussion on any matters that the Committee deem not to be appropriate.

## 4 Review

- a) The Committee shall review this Charter at least every two years to provide assurance that it remains consistent with the Board's objectives and responsibilities
- b) The Board must approve any amendments made to the charter as a result of any review.

## 5 Reporting to the Board

- a) The Committee Chair or delegate will report the outcome of deliberations to the Board following each meeting.



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