

Remuneration and Nomination Committee Charter



1. Purpose of the Committee

The purpose of the Remuneration and Nomination Committee (RNC) is to assist the Trustee to fulfil its statutory and governance responsibilities. The RNC will:

- a) Recommend for Trustee approval, remuneration for the Chief Executive Officers (CEO), relevant staff (in accordance with the Prudential Standards, in compliance with the Enterprise Agreement and the Remuneration Policy), and Directors;
- b) Assess and recommend appointment of Directors, CEO and other Responsible Persons to allow the Trustee to have the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities in accordance with the Trustee's Fit and Proper Policy and Constitution;
- c) Implement appropriate processes and governance frameworks to address Trustee and Committee succession planning and board governance issues.
- d) Review and recommend for Trustee approval relevant Policies pertaining to the business of the Committee.

2. Composition of the Committee

- a) The Committee will be comprised of five directors. The Committee may select its own Chair who must not be Chair of the Fund;
- b) All Directors are invited to attend Committee meetings and an Observing Director and may participate but would not be involved in deciding resolutions made by the Committee;
- c) The Chief Executive Officer (CEO) (or an approved nominee) will attend Committee meetings for those parts of the meeting that relate to the assessment and remuneration of relevant staff but will not attend those parts of the meeting that relate to the CEO's assessment and remuneration.
- d) The Trustee's Company Secretary (or an approved nominee) may attend and assist the Committee with the business of the Committee and matters outlined in this Charter.

3. Proceedings of the Committee

- a) The quorum for the Committee is three members.
- b) Committee members must observe the Trustee's governance policies and conflicts management framework and declare any conflict of interest or duty that arises in the course of the Committee's business and deal with the conflict in accordance with the Trustee's approved conflicts management arrangements.
- c) Committee meetings must be held at least three times a year or as often as the business of the Committee requires and as otherwise directed by the Trustee.
- d) Meetings may also be convened at agreed venues or via teleconference or other mediums and at the request of the Committee Chair.
- e) Decisions of the Committee must be determined by not less than three quarters of the total number of Committee members present and voting and circular resolutions may also be passed when required and signed by all Committee members entitled to vote on the resolution.
- f) The Committee Chair will cause minutes to be kept of Committee meetings and circulated to Committee members and for copies of the performance appraisals of the CEO, the Trustee and the Directors and any other sensitive material to be retained.

4. Powers of the Committee

(a) The Committee has delegated power to review:

CEO and relevant staff remuneration

- (i) to establish parameters for annual reviews, assess performance of the CEO and recommend the CEO's Total Employment Costs (TEC) package for Trustee approval in accordance with the Remuneration Policy, STI Policy and the CEO's employment agreement;
- (ii) to recommend the TEC package for relevant employees (as outlined in the relevant Prudential Standards, in compliance with the Enterprise Agreement, the Remuneration Policy and the STI Policy).

Trustee Remuneration

- (iii) annually review and make recommendations to the Board for Trustee remuneration, taking into consideration relevant market movements for the superannuation industry, including independent relevant benchmark reports, and the Trustee's performance as a whole.

Board Governance

- (iv) review and recommend for approval relevant policies in relation to the business of the Committee including this Charter, the Remuneration Policy, the STI Policy and the Fit and Proper Policy;
- (v) review and assess the desired mix of skills, experience and expertise for the Trustee and Committees including identifying any desirable new skills, knowledge and qualities for Directors;
- (vi) assess fitness and propriety of new and existing Directors and identify and recommend to the Trustee renewal and appointment of individual Directors in accordance with the Trustee's Constitution, Fit and Proper and Governance policies;
- (vii) review and assess the Trustee & Responsible Persons Skills Matrix annually (in consultation with Committee Chairs where appropriate) to determine Committee Composition and make recommendations for changes where required;
- (viii) monitor and assess succession planning for the Trustee and its Committees to make appropriate recommendations to the Trustee as required;
- (ix) facilitate (by engaging external providers where required) and implement annual and triennial Trustee and Committee Assessments/Evaluation and report findings to the Trustee and monitor and follow up recommendations and actions accepted by the Trustee.

Appointment of CEO and Trustee Chair

- (x) manage the process for the selection and (after Trustee approval) subsequent appointment of the Chief Executive Officer;
- (xi) manage the process for the selection and (after Trustee approval) subsequent appointment of a new Chair to the Trustee;
- (xii) perform such other functions as the Trustee may from time to time request the Committee to undertake.

5. Committee Resources

- a) The Committee will be supported by the Chief Executive Officer (or an approved nominee), who will provide the necessary resources for the Committee's work as outlined in its Workplan.
- b) Subject to the expenditure limits (if any) imposed by the Trustee from time to time the Committee is authorised to engage:
 - i. an independent consultant or obtain any other independent advice or counsel as and when required; and
 - ii. such of the Fund's service providers as may be required to assist the Committee in the execution of its powers and duties and the performance of its functions.

6. Committee Reporting

- a) The Committee Chair or a delegated representative shall report to the Trustee on the business of the Committee at each quarterly Board meeting (and on such other occasions as the Trustee may require).
- b) The Board will receive the recommendations of the Committee for actioning as it sees fit.

7. Interaction between Committees

- a) It is expected that other Committees may refer matters to the Committee for its consideration and for this Committee to refer relevant matters to the Finance Audit and Compliance Committee or Risk Committee when appropriate and that all Committees will liaise and cooperate to ensure that each committee deals efficiently with matters within its expertise and that any duplication of work and effort is minimised.