

# People, Culture & Remuneration Subcommittee Charter

## 1. Role

The People, Culture and Remuneration Subcommittee (the Subcommittee) is a committee of the Alpine Resorts Victoria (ARV) Board established pursuant to section 34 of the Alpine Resorts (Management) Act 1997 (the Act) to provide advice and make recommendations to the Board on oversight and corporate governance in relation to executive remuneration and performance management, the organisation's workplace agreements, people and culture policy and planning, employment arrangements and performance appraisals.

This charter articulates the Subcommittee's role and responsibilities, composition, structure, membership requirements and authority as approved by the Board.

The Board has authorised the Subcommittee, within the scope of their duties and responsibilities set out in this charter, to:

- make decisions and perform the activities required to address its delegated responsibilities;
- make recommendations to the Board on matters that sit outside of the committee's scope of authority;
- require attendance by specified personnel at meetings as appropriate; and
- have access to management, employees and information it considers relevant to its responsibilities under this charter.

## 2. Context

ARV is committed to providing a sector-wide focus and strategic leadership to the management of Victoria's six alpine resorts, through one organisation, building the economic resilience of the sector, streamlining operations across the resorts where possible and coordinating their response to challenges.

## 3. Objectives and scope

The Subcommittee is responsible for:

- Overseeing and contributing to building a positive organisational culture built on strong leadership, diversity, collaboration, innovation and developing people
- Overseeing and governing the remuneration of the Chief Executive Officer (CEO) aligned with the Public Entity Executive Remuneration (PEER) policy
- Negotiating the appointment and contractual terms of the CEO
- Monitoring and reviewing the CEO's performance and key performance indicators
- Ensuring compliance with all relevant legislation and public-sector policy, including Public Entity Executive Classification Framework (PEECF), PEER policy and reporting requirements
- Meeting with the Victorian Independent Remunerations Tribunal (VIRT) representatives if and when required
- Working with the CEO, to review and make recommendations on strategic workforce matters including change management, succession management and talent development plans, strategic planning for the organisation's overall capability needs and the capability of critical senior management roles
- Working with the CEO on organisational culture, including an annual review of staff satisfaction
- Monitoring staff health and safety and promote staff wellbeing
- Promoting workforce diversity
- Seeking assurance that ARV offers fair and equitable employment and career opportunities
- Seeking assurance that ARV provides a culturally safe workplace for First Nations Peoples, where there is space for culture to live and for spiritual and belief systems to exist
- On behalf of the Board, reviewing and approving policies relating to ARV's human resource function.

## 4. Membership

Members of the Subcommittee will be appointed by the Board, with membership to be reviewed at least every three years.

The Chair of the Subcommittee will be appointed by the Board.

The Subcommittee shall comprise a minimum three Board members, one of whom will be the Chair. Subcommittee members must be identified in the Board's annual report.

All members must have and maintain:

- I. reasonable knowledge of ARV's people, culture and workplace matters
- II. integrity, objectivity, accountability, honesty and openness
- III. a commitment to attending Subcommittee meetings and undertaking associated tasks
- IV. relevant industry knowledge
- V. business experience in the public or private sector

New members will receive relevant information and briefings on their appointment to assist them to meet their Subcommittee responsibilities.

The Subcommittee may invite relevant staff in a non-voting capacity as required and may supplement its knowledge and expertise through use of independent experts.

The Chair of the Alpine Resorts Victoria Board will attend as required to oversee matters associated with CEO employment.

ARV Board directors who are not a member of the Subcommittee may attend and observe the subcommittee meeting in a non-voting capacity.

## 5. Quorum

A quorum for meetings shall be a majority of members, which is over 50% of Committee representatives.

## 6. Reporting

Minutes of each Subcommittee meeting shall be circulated to Board Members with the next Board papers. These will be accompanied by a report from the Subcommittee Chair, thereby ensuring appropriate Board oversight of the activities and decisions of the Subcommittee.

## 7. Meetings and minutes

The Subcommittee should meet every two months or as required to meet the Subcommittee's objectives and to discharge its role and responsibilities effectively.

In accordance with the endorsed calendar of Board meetings, each of the Board Subcommittee meetings will be staggered with two occurring one month, and two on the alternate month.

Subcommittee meetings will be scheduled at least several weeks prior to Board meetings to enable Subcommittee content and recommendations to be considered for Board endorsement.

ARV will provide appropriate administrative support to the Subcommittee including the recording of the minutes.

Subject to this Charter and any directions by the Board, the Subcommittee may regulate its meetings and proceedings as the Subcommittee Members see fit.

Where possible, Subcommittee meetings will be held online via Teams or through other approved means such as teleconferencing or video conferencing.

The Subcommittee may elect to hold in camera meetings as required (without management present).

The Subcommittee may undertake its work out of session by email.

## 8. Governance

The Subcommittee will regularly review its performance and undertake an annual self-assessment to be reported to the Board.

## 9. Authority

Pursuant to section 34 of the Act, the Subcommittee is an advisory subcommittee and makes recommendations to the Board.

Pursuant to section 35(1)(a) and 35(2)(b) of the Act, ARV, by instrument, may delegate any of its functions or powers to a committee appointed under section 34. If delegations applying to this Subcommittee are in place, the nature and limits of the delegation will be expressly communicated to the Subcommittee.

In discussion with the Chairperson of the ARV Board, the Subcommittee has the authority to request information it requires from the Board or any ARV employee.

The Subcommittee is authorised to seek independent, professional advice as it considers necessary.

Subcommittee members are responsible for ensuring the efficient and effective operation of the Subcommittee, for taking appropriate steps to ensure they have the requisite knowledge and training to undertake their role.

The Subcommittee will encourage the development of the highest standards of probity and ethical behaviour in everything ARV does.

## 10. Conflicts of Interest

Subcommittee members will disclose conflicts of interest at the commencement of each meeting. Where members or invitees are deemed to have an actual, potential or perceived conflict of interest, they will be excused from the Subcommittee in a manner consistent with ARV's Conflict of Interest policy.

## 11. Key related policies and other documents

- Relevant policies from the Alpine Resorts Victoria Policy Manual.
- Public Entity Executive Classification Framework (PEECF) - <https://vpssc.vic.gov.au/resources/public-ntity-executive-hr-tools/>
- Public Entity Executive Remuneration (PEER) policy - <https://www.vic.gov.au/public-entity-executive-remuneration-policy>
- Victorian Independent Remunerations Tribunal (VIRT)- <https://www.vic.gov.au/victorian-independent-remuneration-tribunal>

## 12. Contact for further info

Individuals who are unsure about the Subcommittee Charter, should ask the Chairperson of the Subcommittee for advice.

## 13. Regular review of this charter

The ARV Board will review this charter every two years or earlier, if required, to ensure that its work remains consistent with the Board's strategic objectives and responsibilities, keeps up to date with changes to laws, government policy and guidelines.

## 14. Authorisation and documents parameters

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<b>Comments:</b>	This policy replaces all People, Culture & Remuneration Subcommittee Charter within all Victorian Alpine Resorts from the date of approval.		