

People and Culture Committee

Document number: POL-00100

This document is the property of Seqwater. It must not be copied or reproduced in any way whatsoever without the authority of Seqwater. This document is uncontrolled when printed. An electronic database manages and stores the controlled version.

Ver No.	Description	Document Owner		Document Approver		
		Position	Approval	Position	Approval	Approval Date
10	Amended Version	Company Secretary & General Counsel	Refer to supporting Info in Rex	Seqwater Board	Refer to supporting Info in Rex	27/07/2023

Contents

- 1. Function, Role, Delegated Authority and Duties 3**
 - 1.1 Function and Role 3
 - 1.2 Authority and Independence 3
 - 1.3 Duties and Responsibilities 3
 - 1.4 Board Reporting 4
- 2. Membership and Meetings..... 4**
 - 2.1 Membership 4
 - 2.2 Chairperson 4
 - 2.3 Secretary 5
 - 2.4 Ethical Practices 5
 - 2.5 Meetings and Attendance 5
 - 2.6 Circulating Resolutions 5
 - 2.7 Meeting Agenda 5
 - 2.8 Relationship with other Board Committees 6
 - 2.9 Evaluation of Committee Activities 6
 - 2.10 Review of the Charter 6
 - 2.11 Other Committees 6
- 3. Evaluation of Committee Activities..... 6**
- 4. Review of the Charter 7**

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	2 of 7

1. Function, Role, Delegated Authority and Duties

1.1 Function and Role

The People and Culture Committee (Committee) is a committee of the Seqwater Board (Board) and is directly responsible to the Board.

The Committee does not replace or replicate established management responsibilities and delegations.

The role of the Committee is to monitor and review decisions and recommendations relating to Seqwater’s people and culture initiatives, policies, and programs.

The primary function of the Committee is to oversee Seqwater’s actions to meet its strategic and corporate obligations, while understanding and ensuring the appropriate management of the associated business risks, as they relate to people and culture matters.

1.2 Authority and Independence

Delegations and authorisations from the Board to the Committee are granted and recorded in the Delegations and Authorisations Manual.

The Committee is entitled to independent professional advice as considered necessary to fulfil its relevant duties and responsibilities, with the prior approval of the Board Chairperson. The Committee should share relevant information and advice received with the other Board members where appropriate.

1.3 Duties and Responsibilities

The Committee is directly responsible and accountable to the Board for the exercise of its duties and responsibilities. In carrying out its duties and responsibilities, the Committee must at all times recognise that primary responsibility for management of Seqwater rests with the Board.

More specifically the Committee will:

- Act as a Committee of the Board to assist in discharging the Board’s responsibilities as they relate to Seqwater’s Health Safety and Wellbeing program and the associated risk management. The Committee will consider strategic matters and program updates in the main, with performance reporting continuing to be provided where necessary to meet the Committee and Board’s due diligence obligations.
- Act as a Committee of the Board to assist in discharging the Board’s responsibilities as they relate to the establishment of key performance indicators (KPIs) to drive Seqwater’s organisational performance. The Committee will undertake the initial review of the KPIs proposed by Management, for recommendation to the Board.
- Act as a Committee of the Board to assist in discharging the Board’s responsibilities as they relate to Seqwater’s enterprise bargaining commitments, common law contract and senior executive remuneration and performance incentive processes, internal controls and relevant external regulations and codes of conduct.

Further, in relation to the Board’s oversight of matters pertaining to the employment of the Chief Executive Officer (CEO), Company Secretary and General Counsel and other ELT members, and as authorised by the Board – the Committee Chairperson will conduct exit interviews with Executives and Senior Leaders.

- Monitor the development of key strategies aimed at improving the organisation’s culture, executive development, succession, and talent management practices.

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	3 of 7

- Monitor Seqwater’s direction to ensure it applies contemporary practices and approaches to ensure the efficient and effective delivery of strategic and operational human resource functions.
- Monitor Seqwater’s direction on diversity and inclusion practices.
- Monitor that Seqwater has appropriate employee health, safety, and wellbeing strategies.
- Review and monitor other strategic initiatives associated with people and culture.
- Provide a line of communication between the Board and the executive management on relevant matters.
- Comply with all relevant aspects of the Seqwater Corporate Governance Framework, in particular with reference to the values and obligations set out in the Seqwater Code of Conduct.

The Committee may undertake other activities at the Board’s discretion.

1.4 Board Reporting

The Committee will:

- Circulate minutes of the Committee meetings to Seqwater Board, Committee members and invited guests as appropriate.
- Prepare an annual report to the Seqwater Board summarising the performance and achievements for the previous year, including Committee members attendance at the meetings. An interim program of the planned activities for the coming year is also to be provided.
- Submit a summary of its activities for inclusion in Seqwater’s Annual Report.

2. Membership and Meetings

2.1 Membership

- Members, including the Committee Chairperson, are appointed by the Seqwater Board.
- Memberships of the Committee will consist of a minimum of three (unless otherwise determined by the Seqwater Board).
- The term of appointment is for three years. Members may be reappointed subject to the composition and skill requirements of the Committee.
- Members are appointed on the basis of personal qualities and skills.

The Board Chairperson may appoint another Seqwater Board members as an alternate member for a specific Committee meeting which a standing Committee member is unable to attend. A Board member who is an alternate member may be counted for the purpose of determining whether a quorum is present. An alternate member is not entitled to receive any remuneration for serving as an alternate.

2.2 Chairperson

- The Committee Chairperson will be a person having the appropriate experience and who is approved by the Seqwater Board.
- The Committee Chairperson will possess sound communication and strong leadership skills.

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	4 of 7

2.3 Secretary

- A secretary/secretariat function will be appointed by the Seqwater Board to facilitate the Committee’s meetings and reporting duties.
- The secretary, in consultation with the Committee Chairperson, will prepare and send notices of meetings and agendas and accurately transcribe all decisions of the Committee.
- The secretary will table all correspondence, reports, and other information relevant to the Committee’s activities and operations.

2.4 Ethical Practices

Members are required to declare any interests that could constitute a real, potential, or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated, as necessary.

2.5 Meetings and Attendance

- Meetings must be held at least two times per year. A meeting agenda will be prepared and distributed to all Committee members prior to a meeting.
- A quorum will be represented by a majority of standing members.
- The Committee Chairperson may request any employee or a specialist consultant to attend all or part of any meeting or present and comment on appropriate agenda items.
- All Board members who are not members of the Committee may receive papers and have a standing invitation to attend.
- The Committee may hold meetings, or allow members to take part in its meetings, by using any technology that reasonably allows members to head and take part in discussions as they happen. A member who takes part in a meeting by using such technology is taken to be present at the meeting.

2.6 Circulating Resolutions

- The CEO or Company Secretary will obtain the Committee Chairperson’s approval to issue a circulating resolution regarding a matter
- Notice of the proposed resolution will be circulated by the secretary
- A circulating resolution will be validly passed if the majority of the eligible Committee members give written agreement to the resolution.

2.7 Meeting Agenda

- The Committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats.
- It is the responsibility of the Company Secretary and General Counsel in consultation with the Committee Chairperson and CEO, to manage the agenda and prepare and present Committee papers. Consultation may also occur with the General Manager People Culture and Safety.
- The agenda and relevant papers will be distributed to members at least seven days prior to the meetings.

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	5 of 7

2.8 Relationship with other Board Committees

The People and Culture Committee will liaise with the Audit and Risk Committee and Investment and Procurement Committee as required to ensure:

- That Seqwater’s statutory and operational responsibilities are met.
- That there is no material overlap between the functions and duties of the committees.
- Frank and meaningful interchange of information.

2.9 Evaluation of Committee Activities

- The Committee will once each year undertake a self-assessment of its performance for the previous 12 months.
- The Committee will provide a report of the annual review outcomes to the Seqwater Board.
- The Committee Chairperson will provide each individual member with feedback on that person’s contribution to the Committee’s activities annually during each member’s term of office. This assessment will include a review of any training needs of the member.

2.10 Review of the Charter

- The Charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee’s authority, objectives, and responsibilities.
- Any amendments to the Charter must be approved by the Seqwater Board.

2.11 Other Committees

The Audit and Risk Committee shall liaise with the Investment and Procurement Committee and the People and Culture Committee as required to ensure:

- that its statutory and operational responsibilities are met
- that there is no material overlap between the functions and duties of the committees
- frank and meaningful interchange of information.

3. Evaluation of Committee Activities

- The Committee will once each year undertake a self-assessment of its performance for the previous 12 months.
- The Committee will provide a report of the annual review outcomes to the Board.
- The Committee Chairperson will provide each individual member with feedback on that person’s contribution to the Committee’s as part of the annual Committee Performance evaluation. This assessment will include a review of any training needs of the member.

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	6 of 7

4. Review of the Charter

- The charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee’s authority, objectives, and responsibilities.
- Any amendments to the charter must be approved by the Board.

Version No.	Document No.	Document Owner:	Approval Date:	Document Approver:	Page:
10	POL-00100	Company Secretary & General Counsel	27/07/2023	Seqwater Board	7 of 7

This document is the property of Seqwater. It must not be copied or reproduced in any way whatsoever without the authority of Seqwater. This document is uncontrolled when printed.

An electronic database manages and stores the controlled version.