

1. INTRODUCTION

The purpose of this Charter is to document the objectives, responsibilities and administration of the People & Remuneration Committee (**the Committee**) which is delegated to the Committee by Basketball Victoria (**BV**) Board (**the Board**).

2. OBJECTIVES

The objectives of the Committee are to assist the Board to discharge its responsibilities to exercise due care, diligence and skill in relation to oversight of:

- (a) Reviewing and overseeing BV's key people and culture strategies, including employee engagement, values and behaviours;
- (b) Reviewing BV's remuneration framework and specifically remuneration and performance of the CEO;
- (c) Reviewing and monitoring the effectiveness of BV's strategies for executive succession planning, talent management, industrial relations and diversity & inclusion; and
- (d) Overseeing BV's Health, Safety and Wellbeing strategy and performance.

3. DUTIES AND RESPONSIBILITIES

3.1 People and Culture Strategies:

The Committee is responsible for reviewing, monitoring and making recommendations to the Board regarding:

- (a) BV's remuneration, recruitment, retention and termination policies for the CEO;
- (b) BV's executive management succession plan, including professional and career development for key executives;
- (c) BV's training, education and development programs and policies; and
- (d) BV's culture and engagement matters with a view to promoting a culture of respect, equity and diligence in accordance with the objectives (clause 2) of the BV Constitution, across and within all facets of BV operation.

3.2 Remuneration – Senior Executives:

- (a) The Committee is responsible for reviewing and making recommendations to the Board for approval regarding:
 - (i) the total remuneration package for the Chief Executive Officer at the time of their appointment and on an annual basis, having regard to their performance;
 - (ii) annual performance objectives and measures for the CEO.
- (b) In fulfilling these responsibilities, the Committee will ensure that:
 - (i) remuneration is set at a level which:
 - a. is competitive, equitable and designed to attract and retain high quality talent;
 - b. promotes diversity, equal opportunity, and ethical behaviour;
 - c. establishes a clear relationship between executives' performance and their remuneration;
 - (ii) the Committee provides the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations.

3.3 Diversity. The Committee is responsible for:

- (a) making recommendations to the Board regarding the objectives for diversity, including gender diversity, across BV;
- (b) reviewing and monitoring the effectiveness of the Diversity and Inclusion Policy, and BV's progress on diversity matters;
- (c) overseeing the implementation of the diversity initiatives set out in the Diversity and Inclusion Policy.

3.4 Health Safety and Wellbeing. The Committee is responsible for:

- (a) reviewing and monitoring BV's health and safety performance reports in relation to management of identified health and safety risks; analysis of trends; and progress towards agreed key performance measures and business targets;
- (b) assessing and reviewing the annual Health, Safety and Wellbeing strategy, and providing recommendations (where required) to Board for endorsement;
- (c) providing assurance to the Board (as designated "Officers") that relevant applicable regulatory compliance requirements for workplace health and safety are being met;
- (d) monitoring BV's workers compensation, and injury/illness management and rehabilitation programs.

3.5 Other responsibilities:

- (a) The Committee is also responsible for monitoring and providing input to the Board regarding:
 - (i) legislative, regulatory or market developments likely to have a significant impact on BV in respect of remuneration and employment issues;
 - (ii) industrial relations strategies including if applicable, awards and enterprise bargaining agreements.

4. ADMINISTRATION

4.1. Membership of the Committee:

- (a) The Committee will comprise at least three (3) members.
- (b) All members and the Chair of this committee are to be appointed by the Board;
- (c) Each member shall have sufficient skills and experience to carry out the responsibilities as a member of the Committee;
- (d) The Chair will commonly invite BV's CEO and the People & Culture Manager to attend Committee meetings;
- (e) From time-to-time, the Chair may invite other people to attend Committee meetings.

4.2. Meetings of the Committee:

- (a) A quorum of the Committee is any two (2) members of the Committee, and must include the Chair;
- (b) Meetings of the Committee are to be held not less than four times a year;
- (c) Special meetings may be convened as required to fulfill the Committee's responsibilities;
- (d) The Committee shall meet with the chair of the Audit Risk and Compliance Committee and/or BV's CFO as it considers necessary;
- (e) The Committee also meets at the request of the Board, any Committee member, any other non-Committee Board member, or BV's CEO;
- (f) Meetings may be held in person, by telephone or by video conference, or a combination of these;
- (g) A minimum of seven (7) days notice is required for each meeting unless otherwise agreed by all Committee members; and

- (h) The Secretary, or other person nominated by the Chair, takes minutes of the proceedings of all meetings of the Committee, and these minutes will be promptly distributed to all Committee members following review by the Chair.

4.3. Authority:

- (a) The Committee has no executive power over its findings and recommendations;
- (b) The Board authorises the Committee, within the scope of this Charter, to:
 - (i) Obtain any information it requires from any employee or external party, including interviewing management;
 - (ii) Obtain outside legal or other independent professional advice (acting reasonably); and
 - (iii) Ensure the attendance of external parties with relevant experience and expertise.

4.4. Board reporting:

- (a) The Chair reports to the Board after each meeting of the Committee. The report should cover the findings and recommendations of the Committee; and
- (b) The report may be written or verbal, or combination, at the discretion of the Chair.

4.5. Review of composition, performance and charter:

- (a) The Board will review this Charter and the performance of this committee every two years.

(Approved by BV Board on 13 June 2019)