

### Purpose

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This HR Committee Charter sets out the roles, responsibilities, structure and processes of the Board of Director's HR Committee of Opera Queensland (OQ).

### Role

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The role of the HR Committee ('the committee') is to assist and advise the board of Opera Queensland Limited ('the board') in fulfilling its responsibilities by providing an objective non-executive review of the remuneration staff and of all policies relevant to remuneration and HR matters.

### Authority

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The Committee is authorised by the Board to investigate any activity within its charter and obtain all information necessary for the performance of its functions. The Committee will have access to management and has the right to seek explanations and additional information.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's charter.

### Responsibilities

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The responsibilities of the Remuneration and HR Committee include:

HR matters:

- Assisting the Board to fulfil its duties as the governing body of a responsible employer;
- Reviewing recommendations from the CEO/Artistic Director and the Executive Director with respect to all policies relating to diversity, workplace behaviour, conflict resolution, wellness and social media use, and other employment related matters;
- Monitoring Culture and Staff Engagement
- Ensure OQ plans for key personnel succession, including emergency succession;
- Reviewing from time to time and in conjunction with the CEO/Artistic Director the organisational structure and reporting any recommendations to the Board;
- Reviewing performance employment metrics and recommending strategies to address issues or identified weaknesses;
- Receiving and managing complaints against the CEO/Artistic Director
- Ensuring that whistle-blower and other grievance procedures are appropriately handled in accordance with legislative requirements and are resolved in a timely manner.

Remuneration:

- Assisting the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration policies including incentive policies (if applicable);
- Reviewing recommendations from the CEO/Artistic Director relating to proposed annual cost of living increases for staff;
- Reviewing the salary levels of senior executives on an annual basis and make recommendations to the Board on any proposed increases including assessing the market on a periodic basis to ensure that senior executives are being rewarded commensurate with their responsibilities and experience;
- Reviewing annually, in conjunction with the Chair of the Board, the CEO/Artistic Director's performance, including reviewing progress in achieving key performance indicators. This review will be reported to and confirmed by the full Board

## **Composition and Term**

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The committee is a committee of the board.

All appointments to the committee and the appointment of the chair of the committee will be made by the board.

The committee will comprise, at least, four members, being three selected from the membership of the board together with the Board Chair.

The Board will appoint a Chair of the Committee. The Chair of the Board will not chair the Committee.

Appointment to the committee will be for two years, or as determined otherwise by the board.

## **Meetings**

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The committee will hold meetings at least twice each year, and additionally as it considers necessary.

A quorum will be two members.

In the chair's absence from a meeting, the members of the committee present at the meeting will select a chair for that particular meeting.

Meetings of the committee may be held in person or through any technological means by which members can participate in a discussion.

Meetings will be guided by an agenda and supporting papers, and reasonable notice of meetings will be given by the secretariat to members.

All members of the board have a standing invitation to attend all committee meetings. The committee may invite other people to attend as it sees fit and consult with other people or seek any information it considers necessary to fulfil its responsibilities. The CEO/Artistic Director and the Executive Director will be invited to attend Committee meetings

## **Secretariat**

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The company secretary or another delegated person will undertake the duties of secretariat.

Proceedings of all meetings will be minuted, ratified by members in attendance, and signed as a correct record by the committee chair. Minutes of meetings will be provided to the board as soon as practicable along with any recommendations of the Committee.

## **Review of Charters**

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The committee will review this charter annually to provide assurance that it remains consistent with the board's objectives and responsibilities.

## **Governance**

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Adopted by the Board of Opera Queensland at a meeting held on 21 April 2020.