

## UNICEF Australia Governance, Remuneration and Ethics Committee Charter

# Governance, Remuneration and Ethics Committee Charter

## 1. Establishment

The Governance, Remuneration and Ethics Committee (**Committee**) is established by the board of UNICEF Australia under rule 12.14 of the constitution.

## 2. Purpose

The purpose of the Committee is to assist the board in fulfilling its governance responsibilities by:

- (a) reviewing board composition, size, diversity and skills by reference to the UNICEF Australia Board Composition Policy;
- (b) making recommendations for the recruitment, nomination, appointment, re-election and removal of directors to the board;
- (c) reviewing board succession plans;
- (d) evaluating the board's performance, skill gaps, training needs and culture;
- (e) ensuring that compensation policies and practices for the board, committees and the CEO are fully disclosed and consistent with UNICEF Australia's culture;
- (f) making recommendations to the board on:
  1. UNICEF Australia key remuneration principles and policies;
  2. CEO remuneration and performance management;
  3. CEO succession and contingency planning;
  4. endorsing the CEO's evaluation of remuneration and performance of executive management team;
  5. workplace culture and environment, ensuring it reflects UNICEF Australia's organisational values and promotes the wellbeing of UNICEF Australia's staff;
- (g) making recommendations to the board regarding the adoption of policies with respect to child safeguarding and protection from sexual exploitation and abuse, and overseeing the implementation of those policies;
- (h) making recommendations to the board on key ethical matters that may arise from time to time;
- (i) overseeing that an ethical environment and appropriate culture exists aligned to UNICEF Australia's organisational values.

## 3. Referral of Issues

- (a) The Committee may determine matters delegated by the UNICEF Australia board to it for decision.
- (b) The UNICEF Australia CEO and Director of People and Technology (or person acting in such position) may refer any matter as they see fit for consideration by the Committee.

## 4. Membership

- (a) The Committee will be appointed by the board and comprise:
  - a chair who is one of the board members;
  - at least two other people who are non-executive, independent members of the board.;
- (b) The secretary of the Committee will be determined by the chair of the Committee in consultation with the CEO.

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- (c) The effect of ceasing to be a member of the board is the automatic termination of appointment as a member of the Committee.

### 5. Meetings

- (a) The Committee will meet as often as the chair of the Committee determines necessary and must meet at least twice a year.
- (b) The chair of the Committee will call a meeting of the Committee if so requested by any member of the Committee or by the chair of the board of UNICEF Australia.
- (c) The quorum for meetings is at least two Committee members.
- (d) If the chair of the Committee is absent from a meeting, the members of the Committee present at the meeting have the authority to choose a Committee member to chair that particular meeting.
- (e) Attendance by members at Committee meetings will be disclosed in the annual report.
- (f) Proceedings of all meetings will be minuted by the Committee secretary, approved by the Committee and signed by the chair of the Committee meeting. Minutes of meetings will be available to the UNICEF Australia board.
- (g) Decisions will be made by a majority vote of those Committee members present in person or by electronic means.
- (h) In the case of equality of votes, the chair of the Committee meeting, in addition to their deliberative vote, has a casting vote.

### 6. Committee members' interests

A member of the Committee is not entitled to be present when their own salary or fee is discussed at a meeting or when their performance is being evaluated

### 7. Reporting

- (a) The Committee reports to the board of UNICEF Australia.
- (b) All recommendations of the Committee will be referred to the board for approval unless delegated otherwise by the full board.

### 8. Access to information and advice

- (a) The Committee will have unrestricted access to all staff and advisers of UNICEF Australia.
- (b) The Committee may invite UNICEF Australia's management team to attend and present at meetings of the Committee. The CEO will be informed in advance of any such invitations
- (c) The Committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of UNICEF Australia, in carrying out its functions. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee may request such information, advice or assistance via the chair of the Committee.

### 9. Review and publication of charter

- (a) The Board will review, at least every three years, the membership and this Committee charter to ensure it remains consistent with the Board's objectives, responsibilities and circumstances.
- (b) The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.