

Human Resources Committee

Charter

1. Introduction

The Board of Directors of FNQPC resolved to establish a Human Resources Committee (HRC) reflecting the Board's view that the development of FNQPC's Human Resource Management Systems requires additional oversight.

2. Purpose

2.1 The HRC is established by the Board of Directors. The purpose of the HRC is to assist the Board to:

- Review and approve employee/industrial relations strategies, including the enterprise bargaining agreement
- Guide the planning and implementation of organisational development and change programs including training and development
- Review and approve remuneration strategy, policies and practices
- Review and approve senior executive recruitment and appointments
- Liaise with State Government departments and agencies, as necessary, or refer matters to the Board of FNQPC as appropriate
- Consider any other human resource, or industrial relation matter that may be referred to the Committee by the Board
- Conduct an annual performance and development review of the Chief Executive Officer
- Manage the Board and Committee Evaluation process
- Review and make recommendations to the Board on Directors training and skills development
- Consider and approve Succession Planning for Senior Executives
- Provide advice to the Chairman during new Directors nomination

2.2 The Committee will also assist the Board by reviewing and approving policies in the Delegation Register.

3. Powers of the Human Resources Committee

3.1 The Committee has the power to deal with all matters falling within the scope of its purpose and duties as set out in this Charter and all other matters that may be delegated by the Board to the committee from time to time as recorded in the Delegation Register forming part of this Charter, including power to:

- review and make recommendations to the Board, where appropriate, in respect of industrial relations strategies, enterprise bargaining agreements and remuneration structures for senior executives and others specifically covered by the Remuneration Policy;
- review and make recommendations to the Board, where appropriate, for amending Remuneration Policy and practices;
- consider and approve appointments for all senior executives and make recommendations to the Board on such matters relating to the Chief Executive Officer.

- obtain external advice, either independently or via management, as appropriate, on remuneration, risk and any other related matter to supplement members' knowledge and expertise; and
- obtain all information necessary to enable the Committee to perform its function.

4. Duties of the Human Resources Committee

4.1 CEO remuneration and performance

The Committee will:

- consider and recommend to the Board the terms and conditions of the CEO's employment contract, including fixed annual remuneration, short-term and long-term incentives, benefits, pensions, superannuation, retirement and termination compensation;
- review the CEO's remuneration arrangements with due consideration to law and corporate governance principles;
- review and recommend to the Board, at least annually, remuneration arrangements for the CEO;
- following annual review, consider and recommend to the Board robust performance measures and targets that encourage superior performance and ethical behaviour;
- review, at least annually and recommend to the Board, the performance of the CEO against individual and company targets;
- consider and approve the policy for authorising claims for expenses from the CEO; and
- ensure that any new or varied contracts with the CEO are disclosed in accordance with any governance, accounting and legal requirements

4.2 Executive and employee remuneration

The Committee will:

- Review and make recommendations to the Board, where appropriate, in respect of FNQPC's executive remuneration strategy, policies and practices in line with:
 - FNQPC corporate objectives;
 - current corporate governance principles;
 - competitive practice;
- Review and make recommendations to the Board, as appropriate, on the remuneration structure for all senior executives;
- establish and maintain a process to set robust performance measures and targets that encourage superior executive performance and ethical behaviour;
- review, at least annually, performance against individual and overall company objectives;
- oversee the process for the measurement and assessment of performance;
- oversee the recruitment and retention policies for executives; and
- review and approve the design of all other executive remuneration plans.

5. Meetings

- No individual executive will be permitted to be present when his/her individual remuneration is being discussed.
- A minimum of four meetings shall be held annually on prearranged dates and should be scheduled to correspond with FNQPC's remuneration and financial reporting cycle.
- Special meetings may be convened as required or requested by a Director.

- Members will be available to meet with relevant regulators on request
- The attendance of two members of the Human Resources Committee shall constitute a quorum
- In the absence of the Chair of the HRC, the members in attendance shall elect a member, other than the Chair of the Board, to Chair the meeting.
- Any member of the HRC who wishes to have the HRC convene shall contact the Chair of the HRC.
- The agenda for HRC meetings is determined by the HRC Chair and CEO. The agenda and supporting reports for HRC meetings shall be circulated to the HRC no later than five calendar days prior to the meeting. Meetings are attended by the CEO and the General Manager Corporate Services, who support the HRC but are not members of the Committee.
- No later than two business days after a HRC meeting, the General Manager Corporate Services shall provide draft meeting Minutes to the HRC Chair and CEO for approval after which time they will be circulated to the Committee. Once approved, the draft Minutes of each HRC meeting are included in the papers for the next meeting of the Board of Directors for information. All HRC meeting reports are available on request. The General Manager Corporate Services provides a copy of all HRC meeting papers and Minutes to the Company Secretary and the Company Secretary will keep the documents for perusal by Directors.

6. Review of HRC Effectiveness and Charter

The HRC Charter is reviewed every 2 years or as required by the Board as part of the annual review of the Board Charter.

Soon after the end of each Financial Year, the Chair of the HRC and the CEO will submit a report to the Board which overviews the operations of the HRC and results of the company, having regard to the Committee's Charter. This report will be used by the Board as the basis for its annual assessment of HRC effectiveness.

Human Resources Committee

Delegation Register

Matter Delegated	Delegation Instrument
Motor Vehicle Policy	Board resolution 28 May 2010
Alcohol and Other Drugs Policy	Board resolution 28 May 2010
Workplace Harassment Policy	Board resolution 28 May 2010
Workplace Rehabilitation Policy	Board resolution 28 May 2010
Code of Employee Conduct	Board resolution 28 May 2010
Equal Employment Opportunity Policy	Board resolution 28 May 2010
Recruitment and Selection Policy	Board resolution 28 May 2010
Study Assistance Policy	Board resolution 28 May 2010
Organisation and individual performance scorecards and performance based remuneration payments	Board resolution 27 October 2011