

People and Governance Committee

Roles and Responsibilities

The role of the People and Governance Committee is to assist and advise the board of directors in fulfilling its responsibilities to the members and other stakeholders of the company and in fulfilling the objects of the company in relation to governance, work, health and safety, people, culture and brand at Bridge Housing Limited.

Except where expressly delegated by the board, the people and governance committee is not a decision making body but assists the board by implementing board policy and making recommendations which require board approval.

The objective of the committee is to assist the board in fulfilling its responsibilities by reviewing, advising and making recommendations to the board on the matters listed below and on any other matters as may be required from time to time.

The committee is responsible for oversight of governance of the business, culture, people and brand and advocacy of the organisation.

Governance

Governance objectives

The committee will consider whether management processes support a well-governed business that assist the business in achieving its aims and intended outcomes, taking into account:

- Board composition, size and time commitments expected of directors;
- A skills/competencies matrix for the board which contains both an assessment of the skills and competencies required on the board and the skill and competency set of current directors;
- Strategies on cultural competency, equity, inclusion and diversity for the board;
- Identification and recommendation of suitable candidates for appointment to the board;
- Board succession plans to maintain the required mix of skills, diversity and experience;
- Any nominations received from individuals who wish to be appointed to the board in accordance with the criteria and guidelines set out below;
- Developing and implementing procedures for the board's periodic evaluation of its performance and the endorsement of retiring directors seeking re-election; and
- Board induction and re-election process and the provision of appropriate training and development opportunities for directors as required.

Nomination and Director objectives

When reviewing a nomination for the position of director, or the ongoing suitability of a director for a role on the Bridge Housing board, the committee may take into account:

- The nominee's qualification under the constitution of the company;
- The relevance and seniority of previous positions held;
- Current and previous directorial experience and availability to devote the necessary time to the role
- The level of education achieved by the nominee;
- The standing of a nominee in the community;
- Whether the skill set of the nominee compliments the skill set of the board;
- Whether the nominee brings diversity or cultural competency to the board;
- Any declared or apparent conflict of interest or disclosure relating to reputation or behaviour
- Any other qualifications, skills or other attributes which may benefit the company.

Workplace, Health & Safety objectives

The committee will consider the business frameworks and processes, diligence, reporting and compliance with workplace health and safety requirements for the safety of all workers, sub-contractors and customers at or connected with Bridge Housing.

People

Chief Executive Officer (CEO) and senior executive objectives

The committee will consider the CEO and senior executive succession plans evaluation of the performance of the CEO, to be undertaken by the board chair; and when required, overseeing recruitment for the CEO and senior executives and recommending preferred candidates to the board.

Staff objectives

The committee will consider management strategies for the recruitment, development and retention of staff and the business processes, diligence, reporting and compliance with the Fair Work Act and relevant awards.

Brand & Advocacy

Brand objectives

The committee will consider the business frameworks and processes, diligence, reporting and compliance of the business in ethical and diligent public relations and marketing.

The committee delivery of advocacy efforts in line with the approved advocacy strategy.

Culture

Culture objectives

The committee will consider the business frameworks and processes, diligence, reporting and compliance of the business and management strategies relating to cultural competency, equity, inclusion and diversity for the board.

Composition and term

- The people and governance committee is a committee of the board of Bridge Housing Limited and any subsidiaries, if requested by the Board.
- All appointments to the committee and the appointment of the committee chair are non-executive directors who have been approved by the board.
- The committee will comprise at least three non-executive directors the majority of whom the board considers to be independent.
- The committee chair may not be the chair of the board.
- Appointment to the committee will be for consecutive terms of three years or as determined by the board (including to facilitate director rotations).

Meetings

- The committee will hold meetings at least once a quarter and additionally as it considers necessary.
- A quorum will be two non executive directors.
- Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.
- If the chair is absent, members who are present will select a chair for that particular meeting. Meetings of the committee may be held face to face or using any technology (or a combination of those) which enables members to participate in a discussion.
- The notice and agenda of meetings will include relevant supporting papers. The committee may invite other people to attend as it sees fit and consult with other people or seek any information which will help it to fulfil its responsibilities.
- Voting matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from those non executive directors present.
- The chair will communicate the decisions of the committee to the board after each meeting within a reasonable period.
- Proceedings of all meetings will be minuted by a company secretary, ratified by members in attendance and signed by the committee chair.

Review

The committee should review this charter at least every three years to provide assurance that it remains consistent with the board's objectives and responsibilities and continues to reflect current processes and appropriate corporate governance principles. The board must approve any amendments made to the charter as a result of any review.

The chair will initiate a review of the performance of the committee at least once every three years.