

People and Remuneration Committee Charter

October 2023

1. Introduction

- 1.1 This charter has been adopted by the Ahpra Board (the Board) to set out the role of the People and Remuneration Committee (the Committee).
- 1.2 The Committee's purpose is to assist the Board to effectively discharge its functions by providing governance oversight of strategy and performance in relation to people, capability and culture within the National Registration and Accreditation Scheme.
- 1.3 Key focus areas include:
 - a. capability and culture
 - b. diversity and inclusion
 - c. health, safety and wellbeing (HSW)
 - d. strategic workforce planning, and
 - e. remuneration and performance management framework for the CEO and senior managers on individual contracts.
- 1.4 The Committee has no formal delegated power from the Board. The Board may, from time to time, authorise a committee to undertake certain functions on behalf of, and in the name of, the Board if the power or function is of an administrative necessity and is routine in nature. Any authorisation must be made in writing by the Board. The Board cannot delegate to a committee a power or function that is stated in the National Law to be a power or function of the Board.
- 1.5 This Charter has effect from the date nominated by the Board until it is subsequently reviewed, amended and approved by the Board.

2. Purpose

- 2.1 The Committee will provide oversight, advice and recommendations consistent with the values expressed in the NRAS Strategy 2020-2025 and the values and behaviours expressed in the Health Professions Agreement. The remit includes Ahpra employees, Board and Committee members. Specific areas of focus include:
 - a. strategic workplace planning and workforce capability and culture initiatives, including implementation of the Ahpra People plan
 - b. board member induction and development
 - c. oversight of HSW matters affecting Ahpra workers including employees, board members, contractors and visitors
 - d. strategies and initiatives to support a positive culture and diversity
 - e. the Aboriginal and Torres Strait Islander Employment Strategy
 - f. the remuneration policy and principles for the CEO and senior managers having regard to performance and financial sustainability
 - g. review and make recommendations on the application of the framework for the payment of sitting fees and/or stipends to members of National Boards as determined by Ministerial Council
 - h. endorsing the parameters of the Enterprise bargaining agreement and associated work on employee relations
 - i. other duties as identified and referred by the Board.

2.2 The Committee must follow a lawful direction given to it by the Board, and those directions override all provisions of this Charter.

2.3 To ensure that it provides effective and timely advice to the Board, the Committee will:

Capability and culture

- a. report to the Board on the implementation of the Ahpra People plan
- b. review reports and survey data on organisational culture and make recommendations on actions to support the desired organisational culture
- c. monitor strategies and initiatives to support a positive workplace culture
- d. monitor effectiveness of Ahpra's capability framework
- e. monitor and advise on effectiveness of strategies for Board member induction and development
- f. monitor the effectiveness of reform and organisational change initiatives.

Diversity and inclusion

- a. monitor implementation of diversity and inclusion initiatives and strategies
- b. monitor progress on the Aboriginal and Torres Strait Islander Peoples employment strategy

Health, safety and wellbeing (HSW)

- a. report to the board on any HSW legislative breaches or risks under the relevant WHS/OHS/OSH legislation
- b. review quarterly HSW reports and advise the board on the effectiveness of Ahpra's HSW performance
- c. oversee HSW and report back to the Ahpra Board, including:
 - exercise due diligence to ensure Ahpra complies with its HSW obligations under the relevant legislation in each Australian state and territory
 - provide advice to the Ahpra Board in relation to strategic objectives and targets for Ahpra's HSW performance and legislative compliance.
 - oversee the promotion of a safe working environment and HSW culture at Ahpra
 - acquire and keep up to date knowledge of HSW matters at Ahpra including maintenance of knowledge of external factors, situations relevant legislation, case law or codes of practice that may impact on HSW deliverables at Ahpra
 - understand the nature of the work conducted by Ahpra, and its associated hazards, risks and HSW impacts to implement appropriate controls or improvement initiatives
 - review and monitor Ahpra's HSW strategy and compliance with its HSW obligations
 - review Ahpra's HSW performance through proactive assurance reporting mechanisms
 - recommend and support HSW audits and performance improvement strategies as appropriate and identified
 - monitor and provide advice to ensure that Ahpra continues to implement appropriately resourced processes to comply with relevant legislation to achieve positive HSW outcomes at an organisational and staffing level
 - ensure that Ahpra has appropriate methods for collecting, analysing, and addressing incidents, hazards, injuries, and near-hit incidences to prevent and minimise future risks
 - ensure effective consultative structures and frameworks exist to allow for effective workplace consultation on HSW matters with all staff.
 - ensure there is a suitable and compliant injury management and return to work program.

Strategic workforce planning

- a. Monitor organisational initiatives designed to support Ahpra's strategic objectives.
- b. Oversee succession planning for key senior management roles within Ahpra and initiatives to build leadership, learning and change capability.
- c. Monitor organisational and leadership capability initiatives, designed to support strategic objectives.

Remuneration and performance management

- a. Review and make recommendations on remuneration policies and principles and the performance management framework for Ahpra senior managers in order to ensure:
 - they are aligned to the NRAS Strategy

- demonstrate a clear relationship between the achievement of objectives, CEO and senior manager performance, and remuneration
 - remuneration is aligned with market trends.
- b. Monitor remuneration strategies to ensure there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.
 - c. Review and make recommendations on the annual objectives, performance measures, performance and remuneration of the CEO.
 - d. Ensure that effective arrangements are in place for setting of annual objectives and appraisal across Ahpra.
 - e. Ensure that there is an appropriate succession planning framework for the CEO and other key Ahpra senior management positions.
 - f. Review and make recommendations on the application of the framework for the payment of sitting fees and/or stipends to members of National Boards as determined by Ministerial Council.

2.4 The Committee Chair will meet with the Chair of the Finance Audit and Risk Management Committee (FARMC) annually to discuss any emerging issues in relation to staff safety health and wellbeing through visibility of lead HSW indicators; develop a shared understanding of any planned audits including HSW audits, the findings of any relevant HSW internal audits; capability or remuneration programs and enable feedback to be provided on any systemic issues arising from issues considered by the People and Remuneration Committee. The Committee will also have an opportunity to comment on any terms of reference for proposed HSW internal audits, capability or remuneration programs.

3. Members of the Committee

3.1 Members of the Committee are appointed by the Board for a term not exceeding three years. Members may be re-appointed for two additional terms.

3.2 The Committee will comprise up to eight members including:

- a. the Chair of the Board
- b. up to three other members of the Board
- c. up to three National Board members
- d. an independent member.

3.3 The Chair of the Board is the Chair of the People and Remuneration Committee.

3.4 An independent committee member/s will provide an external perspective and expertise on matters considered by the committee.

3.5 The Board will consider the range and mix of skills necessary to enable the Committee to fulfil its function. The Board recognises the following skills as important for the success of the Committee and will look to make sure the Committee's membership reflects these competencies:

- a. a sound understanding National Registration and Accreditation Scheme strategy and governance and the core functions of Ahpra and the National Boards
- b. corporate governance experience
- c. experience in reviewing and monitoring strategic workforce initiatives
- d. experience in reviewing and/or providing advice on people, capability and culture initiatives
- e. a sound understanding of strategies and initiatives to support health, safety and wellbeing in the workplace.

3.6 Secretariat and professional support will be provided by Ahpra.

3.7 The Board can fill a casual vacancy in the Committee and must ensure that the Committee has a Chair at all times

4. Meetings of the Committee

4.1 The Committee will hold three to four scheduled meetings per calendar year, subject to need.

4.2 In addition to the scheduled meetings, a meeting of the committee must be held if requested by either:

- a. the Board, or
- b. the CEO of Ahpra

4.3 Three members of the Committee are required for a quorum, at least two of whom must be Board members.

4.4 The Ahpra CEO shall normally be in attendance, except when the Committee is considering the remuneration or any aspect of the contract or performance of the Ahpra CEO.

4.5 The Committee, acting through the Ahpra CEO, may request the provision of:

- a. information from Ahpra relevant to its operational requirements
- b. independent professional advice and/or
- c. the attendance of any relevant member of Ahpra staff

at any of its meetings.

5. Reporting to the Board

5.1 The Committee must submit the minutes of each meeting to the next possible meeting of the Board and the Chair will provide a verbal update after each meeting.

The Committee will produce a report annually of its activities for consideration by the Board and circulation to National Boards.

5.2 The Committee must also provide any other reports requested of it by the Board.

6. Accountability and review

6.1 The Board will review this charter annually.

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