

Subject:	Board Charter	Doc No.:	CORP CH001	Version:	7
Category:	Compliance & Procurement	Owner:	Company Secretary	Authoriser:	Board

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1	N/A	March 2018	Company Secretary	Company Secretary	Board 1 June 2018
2	10/21	October 2021	Company Secretary	Company Secretary	Board 15 Oct 2021
3	May 2022	Update	Company Secretary	Company Secretary	Board 17 Mar 2023
4	April 2022	Update	Company Secretary	NRC	Board 19 May 2023

## 1 Purpose

The Nomination and Remuneration committee’s (Committee) purpose is to provide independent advice and recommendations to the Board and where required, the members of NQPHN’s in relation to the appointment of directors, external committee membership and board performance and remuneration.


## 2 Membership of the Committee

- 2.1 At least one Board Directors appointed by the Board.
- 2.2 An independent Chair endorsed by the Members .
- 2.3 A Members representative appointed by the Members
- 2.4 The Company Secretary must attend all Committee meetings.

## 3 Key Responsibilities

- 3.1 **Board appointments, re-elections, performance** - The Committee shall:
  - a) Review the performance of the Board and the level of skills on the Board annually.
  - b) Make recommendations to the Board on:
    - (i) A suitable skills matrix that outlines the mix of skills and diversity that the Board requires at any given time in its directorship;
    - (ii) board composition
    - (iii) Remuneration of the Board Directors to be approved by Members after an appropriate benchmarking and job description review;
    - (iv) Recommend a development and training plan for the maintenance and ongoing enhancement of director competencies.
- 3.2 **Selection, appointment and re-election of directors and succession planning** - The Committee shall:
  - a) Make recommendations to the Board of suitable people to be directors or external committee members (including the Independent Chairs of the Clinical Council and Community Advisory Group) in accordance with the requirements of the Constitution, such recommendations to be supported by an appropriate selection process which:
    - (i) Considers the appropriate composition of the Board and Director skill sets in accordance with the Board Skills Matrix.
    - (ii) The level of diversity on the board in terms of ethnicity, gender, and cognitive diversity



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- b) Make recommendations to the Board on the development of appropriate succession plans for the Board. Succession plans shall at minimum take account of market conditions, the risk of losing key directors and the ability of the Company to recruit key replacements.

3.3 **Induction and continuing professional development** - The Committee shall:

- a) Make recommendations to the Board on the professional development every two years.  
b) Monitor the suitability of Company's continuing professional development program.  
c) Monitor the effectiveness of the Director Induction Program in ensuring new directors are fully informed of Corporate Governance Framework and their duties and obligations.

3.4 **Remuneration** - The Committee shall undertake a review of remuneration for Directors and make recommendations the Board and Members for consideration every two years.

## 4 Compliance

The Committee Shall:

- a) Review the Committee Charter and recommend to the Board any changes.  
b) Review the performance of the committee.

## 5 Committee process

5.1 **Quorum** - A quorum shall be two members, should a quorum be lost during the course of the meeting, the remaining business shall be held over to the next meeting.

5.2 **Meetings** - The Committee should meet a minimum of 4 times per annum. Additional meetings shall be scheduled, at the discretion of the Chair, or upon request for a Committee member to the Company Secretary.

5.3 **Reporting to the board** –

- a) The Committee will provide a brief written report as to any material matters arising out of the Committee meeting.  
b) The minutes of the Committee meetings are to be included in the Board papers for the next Board meeting following a committee meeting.  
c) Recommendations from the Committee to the Board shall be included in the Board papers and be accompanied by information supporting the recommendations in sufficient detail to enable Directors to make an informed decision.

5.4 **Delegated Authority** – All delegations to the Committee are in accordance with the Delegation Matrix.

## 6 Related Documents

- Corporate Governance Framework
- Conflicts of Interest Policy