



right by your side

## People and Culture Committee Charter

Brighter Super Trustee

ABN 94 085 088 484

RSE Licence No. L0000178

as trustee for

Brighter Super ABN 23 053 121 564

RSE Registration No. R1000160

SPSL Pooled Superannuation Trust

ABN 14 099 548 418

RSE Registration No. R1056679

SPSL Limited

ABN 61 063 427 958

RSE Licence No. L0002059

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## 1. INTRODUCTION

- 1.1 The Charter outlines the roles, responsibilities and composition of the Brighter Super People and Culture Committee (Committee) and the manner in which it discharges its responsibilities for the Brighter Super Group.

## 2. PURPOSE

- 2.1 The primary purpose of the Committee is to provide an objective review and oversight of Brighter Super's people and remuneration related policies, frameworks, and practices to ensure:
- alignment with Brighter Super's strategic goals.
  - compliance with external regulations and legal requirements.
  - compliance with Brighter Super's Risk and People management frameworks; and
  - consideration of Brighter Super's member benefits.
- 2.2 The Committee has been established to assist Brighter Super's Trustee Board in discharging its respective statutory, fiduciary, governance and regulatory responsibilities associated with the Brighter Super Group's people management activity.
- 2.3 The Committee fulfils its purpose through the performance of its roles and responsibilities outlined within this Charter.

## 3. AUTHORITY

- 3.1 The Committee derives its authority to act from each of the following:
- Brighter Super's *Trust Deed*.
  - the Board Charter; and
  - any other Board delegations, resolutions and approvals granted to it from time to time.

## 4. COMPOSITION

- 4.1 The Board determines the Committee's composition, which includes at least three Trustee Directors and the Board Chair.
- 4.2 The Board must ensure that members of the Committee collectively have the skills and experience needed to carry out the Committee's functions. If required, the Committee is empowered to hire Specialist Advisers to assist and advise it to carry out its duties.
- 4.3 The Committee Chair is appointed by the Board. Independent Directors are permitted to be Committee members. The Chair of the Board must not be the Committee Chair.
- 4.4 Should the Committee Chair be absent for all or part of a meeting, or be unwilling to act, the Committee members present will elect one of their number in attendance to chair the meeting.

## **5. MEETINGS**

- 5.1 The Committee must meet four times per annum, or as required. All Committee members are expected to attend each meeting.
- 5.2 The Chief Executive Officer (CEO), Chief People Officer (CPO) and Company Secretary (CS) attend all meetings, unless unavailable or requested by the Committee Chair to be absent.
- 5.3 All Brighter Super Trustee Directors will have access to Committee Papers, subject to no conflict of interest.
- 5.4 Service providers, specialist advisers, and other members of the People and Culture Team will be invited on an 'as needs' basis.
- 5.5 With consent of the Committee Chair, the Committee may meet without the presence of Management at any time either prior to, or during, any meeting.

## **6. ROLE OF THE COMMITTEE**

- 6.1 This Committee has been established as a sub-Committee of the Board to have oversight on the following matters across the Brighter Super Group:

### *Board of Brighter Super Trustee*

- Board and Board Committee composition including succession planning.
- Appointment, re-appointment, nomination, and removal of Directors.
- Director induction programs and ongoing development.
- Director independence assessments.
- Remuneration arrangements and performance review processes for the Board, Board Committees and Individual Directors.
- Diversity of the Board and Board Committees.
- Succession planning for and performance of the CEO and the Executive Leadership team.

### *Brighter Super Management Frameworks*

- The application of remuneration structures, strategies and policies across the organisation including the Chief Executive Officer, the Executive Leadership Team, and Responsible Managers.
- Organisational conduct including consequence management frameworks, and workplace values.
- The application of Workplace Health and Safety systems and reporting frameworks.
- Systems and processes surrounding the management of organisational capability, target setting and industrial relations; and
- Workforce culture and engagement including reward and recognition programs and workforce change.

## **7. RESPONSIBILITIES OF THE COMMITTEE**

- 7.1 The Committee is responsible for:

### *Board and Committee composition*

- reviewing and recommending to the Board for approval of the appropriate size, and membership of the Board and its Committees (including the Chairs).

- considering Board and Committee succession plans to ensure an appropriate mix of skills, experience, knowledge, independence, expertise, and diversity is maintained, having regard to the tenure of the Directors of the Fund; and
- assessing and recommending to the Board for approval the appropriate mix of skills, experience, knowledge, independence, expertise, and diversity required on the Board and each Board Committee and assessing the extent to which they are represented on the Board or relevant Board Committee (through, among other things, a Board skills matrix) at least annually.

#### *Appointment, re-appointment, nomination, and removal of Brighter Super Trustee Directors*

- establishing and approving policies and processes for the selection and nomination of suitable candidates for appointment to the Board, including the setting of criteria by which Directors are appointed and re-appointed.
- establishing and approving policies in respect of the tenure of Directors.
- identifying, assessing, and recommending to the Board for approval the appointment/re-appointment, and terms of appointment/re-appointment of suitable Director candidates, who meet the Board's criteria for appointment/re-appointment and the fit and proper and suitability criteria to be a Responsible Person; and
- reviewing the continuing fitness and propriety and suitability of the Responsible Persons of the Fund.

#### *Director induction and development*

- overseeing the Director induction program and ensuring there are appropriate continuing education opportunities for directors to develop and maintain the skills and knowledge required to perform their role at Brighter Super effectively; and
- monitoring ongoing professional development, collectively and for individual Directors, including overseeing agreed Director training plans and whether there is a need for existing Directors to undertake additional professional development.

#### *Director independence*

- assessing and reporting to the Board, where required on the independence of Directors against the Board's independence criteria.

#### *CEO performance and succession*

- monitoring the performance of the CEO at least annually, evaluating the performance of the CEO against agreed key performance indicators and reporting the evaluation to the Committee and the Board: and
- overseeing and reviewing the succession plans for the role of CEO and reviewing the selection of suitable candidates for appointment as CEO.

#### *Board diversity and governance*

- establishing and monitoring strategies on diversity for the Directors as they relate to the Brighter Super Trustee Directors and the relevant Board Committees.
- overseeing the nomination, appointment, reappointment, and removal processes for the Board, including tracking Director terms, and identifying desirable skills and attributes for prospective Directors and recommending priorities for future candidates to possess.
- recommending candidates for appointment or reappointment to the Board.

#### *Remuneration*

- reviewing the Brighter Super Group's remuneration strategy, framework, and policy to ensure alignment between the organisation's strategic objectives, risk appetite and culture that encourages prudent risk-taking and the achievement of balanced outcomes.

- ensuring the Brighter Super Group's Remuneration policies and practices align with SPS 510 – *Governance* and CPS 511 – *Remuneration* and consider the link between remuneration outcomes and risk management.
- reviewing the remuneration and benefits structures for the Chief Executive Officer, the Executive Leadership Team, and Responsible Managers.
- undertaking an annual assessment of the *Remuneration Policy (Directors and Specialist Advisers)*, the *Remuneration Policy (Employees)* and the Brighter Super Short Term Incentive Plan to ensure they promote behaviours that support the organisation's strategic intent, protect the interests of members, ensure financial soundness of the Organisation, and are informed by market trends. In doing so, the Committee will consult with the Board Risk and Compliance Committee and Chief Risk Officer to enable risk outcomes to be appropriately reflected in remuneration outcomes for persons in specified roles<sup>1</sup>.
- on an annual basis report to the Board on compliance with the organisation's remuneration policies following assurance from management.
- assessing, and ensuring mitigation of, conflicts of interest in the design of Brighter Super's remuneration arrangements, including conflicts that may arise from service contracts.
- monitoring the organisation's compliance with all regulatory and legislative obligations and make recommendations as required.
- assessing reports on gender pay equity, wage compliance and associated action plans to address any deficiencies.
- reviewing the construct and operation of the Short-Term Incentive Plan to ensure alignment between the organisation's strategic objectives and the creation of a strong risk culture.

#### *Workplace Conduct*

- reviewing and recommending to the Board for approval the Code of Conduct.
- reviewing reports on employment relations matters resulting from breaches under the *Code of Conduct Policy*.
- reviewing and considering reports from the People and Culture department relating to key People metrics and developments.
- Reviewing and considering matters raised under the *Consequence Management Framework* and the appropriateness of any remedial action implemented.

#### *Workplace Health and Safety*

- reviewing and recommending to the Board for approval the *Workplace Health and Safety Policy*.
- reviewing and monitoring the organisation's compliance with workplace health and safety legislation, regulations, and codes of practice.
- reviewing and considering reports from the People and Culture department relating to key workplace health and safety metrics and remedial action undertaken to ensure a safe working environment.
- overseeing the investigation of significant health and safety incidents.

#### *Workplace Capability*

- reviewing and monitoring the organisation's talent and attraction strategy its effectiveness in securing the skills and experience required to deliver the strategic objectives.

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<sup>1</sup> As defined in CPS511

- reviewing and approving the Industrial Relations Strategy underpinning the contractual engagement of the workforce.
- overseeing and reviewing the succession plans for the CEO and Executive Leadership Team to ensure a continuation of leadership.
- monitoring ongoing professional development, collectively and for individual Executive leaders including overseeing agreed Executive training plans and whether there is a need to undertake additional professional development.
- overseeing and reviewing compliance training records for those authorized to provide comprehensive financial advice.

#### *Culture, Engagement and Performance*

- reviewing the results of the Annual workforce health index survey and the subsequent development of action plans designed to address matters reinforcing the strategic objectives of the organisation.
- monitoring the systems and frameworks that support the development of culture including reward and recognition activities, engagement plans, workforce communications and change management initiatives.
- receiving reports relating to recurring themes raised in exit interviews that concern employee departures.

#### *Company Secretariat Function*

- overseeing the Company Secretariat function, including in their responsibility of:
  - providing governance advice to the Board.
  - ensuring delivery and quality of Board and Committee agendas, papers and minutes.
  - maintaining Board / Committee charters, policies and procedures, including the conflicts management policy and delegation of roles and responsibilities (accountabilities).
  - assisting all established Board Committees to achieve their purpose.
  - overseeing and ensuring the robust conduct of Director, Board and Committee performance reviews.

## **8. VOTING AND QUORUM**

- 8.1 The Committee is expected to make decisions on a consensus basis. However, where a consensus cannot be reached, a vote will be undertaken.
- 8.2 A quorum of the Committee is two thirds of Directors who are Committee members (i.e., at least three members).
- 8.3 Two-thirds majority of members is required for all resolutions (three votes – based on minimum quorum).
- 8.4 Directors who are not Committee members may attend meetings but do not have a right to vote.

## **9. CONFLICTS OF INTEREST**

- 9.1 All Committee members must have the ability to recognise and disclose actual, perceived, and potential material conflicts and ensure they are appropriately managed or avoided to ensure that decisions are made in the best financial interests of members.
- 9.2 Where there is a conflict, the Committee must give priority to the duties to and interests of beneficiaries over the duties to and interests of other persons and ensure

that the duties to the beneficiaries are met despite the conflict and that the interests of the beneficiaries are not adversely affected by the conflict.

- 9.3 Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair reminds members at the beginning of every meeting of their obligation to disclose any conflict or potential conflict regarding any agenda item for consideration at that meeting.
- 9.4 The Committee Chair also invites all other meeting attendees to disclose any actual or potential conflicts of interest, which could reasonably be foreseen to impact any agenda item.
- 9.5 Any identified conflicts are recorded, as well as the action taken to avoid or manage the conflict, in accordance with Brighter Super's *Conflicts Management Framework & Policy*.

## **10. AUDITOR ACCESS**

- 10.1 Each trustee's external and internal auditors have full and unfettered access to the Committee Chair and to the Committee (collectively).

## **11. AGENDAS AND PAPERS**

- 11.1 An agenda will be prepared by the CPO and the CEO and approved by the Committee Chair, prior to each meeting.
- 11.2 Agendas and papers will clearly identify whether a decision is to be made at a Board level, or whether the information / decision is specific to the Committee.
- 11.3 The agenda and supporting papers for each meeting will be distributed to Committee members and other attendees in enough time to enable Committee members to read the material and prepare for the meeting.

## **12. REPORTING**

- 12.1 The Company Secretary or their delegate will be responsible for taking, writing, and presenting formal and accurate minutes of all Committee meetings.
- 12.2 The minutes of all Committee meetings are to be distributed to the Committee Chair for review, within a reasonable time. The minutes will thereafter be submitted to all Committee members for their review, with the final version to be approved and signed at the next meeting (or as otherwise determined by the Committee) by the Committee Chair or other person chairing the next meeting.
- 12.3 The Committee via its Chair will report to the Board on a regular basis.

## **13. COMMITTEE PERFORMANCE AND CHARTER REVIEW**

- 13.1 On an annual basis, the Committee should review the appropriateness and / or effectiveness of its composition and performance. Subsequently, the Committee Chair should provide a verbal report on the outcomes of the review to the Board including feedback to Committee members on the strength of their contribution to the Committee's work over the year.
- 13.2 The Charter will be reviewed at least every two years for ongoing relevance and effectiveness.

## 14. APPROVAL AND REVIEW DETAILS

Approval and Review	Details
<b>Policy Version Number</b>	2.9
<b>Approval Authority</b>	Board of Directors
<b>Review Authority</b> If applicable, which committee recommends to the Board.	People & Culture Committee
<b>Administrator</b> Title of position/s with overall responsibility for compliance, monitoring and review.	Chief People Officer
<b>Approval Date</b>	4 March 2025
<b>Next Review Date</b>	Every two years (Next review: 4 March 2027)