

# TERMS OF REFERENCE

## NOMINATION, REMUNERATION AND PEOPLE COMMITTEE

### Composition

Composition		Appointment Status
At least four members comprised of:		
A	Chair (the Board Chair will Chair the Committee)	Ex officio
B	At least one other Board director	Appointed by the Board
C	At least one and up to two Independent Members	Independent with relevant specialist experience

Committee membership notes:

- The Board Chair chairs the Committee to ensure its work relating to succession and composition aligns with the EMPHN's overall strategy, and the Committee's recommendations are effectively communicated to the Board.
- The appointment of Independent Members will be approved by the Board. The appointment will be for a three-year term (unless specified otherwise). Independent Members are eligible for reappointment. Terms cannot exceed 9 years in total (whether consecutive or not).
- The Chair and membership of the Committee will be reviewed and approved by the Board annually.
- In the absence of the Chair, the member at Category B will Chair the meeting.
- Members who are eligible for re-appointment at the next Annual General Meeting of the Company will not participate in discussion of or voting on matters relating to Board appointments.
  - In these circumstances, a Sub-Committee of the Committee retains oversight of the appointment process until the end of the next Annual General Meeting. Where the member who is eligible for re-appointment is the Board Chair, that member is permitted to participate in the re-appointment process relating to members other than themselves if the Board so approves. The Sub-Committee shall comprise one member who is a director of the Board, with the option of co-opting a second Board member, and the independent members.
- The Board Chair shall not Chair the Committee on matters of succession to the Chair.
- Three members constitute a quorum.

### Role

The Committee is established to oversee the appointment, remuneration, performance evaluation, induction and development of directors and the CEO, and the human resource strategy, and to monitor the values and culture of EMPHN and associated health, safety and wellbeing risks.

### Authority

Pursuant to clause 17.6 of the Constitution of Eastern Melbourne Healthcare Network Ltd (trading as Eastern Melbourne PHN – EMPHN) a committee of the Board will be known as the Nomination, Remuneration and People Committee. The Committee is authorised by the Board to undertake the responsibilities of the Board as set out in the Board Charter as described in these Terms of Reference.

### Responsibilities

#### Nominations

- Recommend candidates for Board vacancies to the Board to ensure the Board has an effective balance of relevant skills, experience and knowledge.
- Recommend to Board a person to be appointed or re-appointed as Chair and Deputy Chair.
- Recommend to the Board the appointment or re-appointment of the CEO, including remuneration and terms of employment.
- Monitor Board members terms to ensure succession planning maintains an appropriate mix of skills, experience, and diversity.

#### Performance and development

- Monitor and assess the CEO's performance and key performance indicators.
- Monitor and review EMPHN's remuneration and incentive policies, practices and performance indicators and ensure they are aligned to EMPHN's vision, values and overall business objectives.
- Approve the creation of newly created executive positions which are direct reports to the CEO.
- Approve the executive remuneration framework and monitor the application of the framework by the CEO [the CEO approves executive appointments to which the framework applies in accordance with EMPHN's Delegations Policy].
- Review and make recommendations to the Board about Board member remuneration.

- Review the performance evaluation, induction and development of directors and the CEO.

#### HR Strategy

- Monitor progress and execution of EMPHN's HR Strategy, particularly with respect to attracting and retaining the best staff, monitoring organisational structure and capability, staff engagement, and succession planning for key senior roles.
- Review and monitor EMPHN's Enterprise Agreement negotiations.
- Monitor the health, safety and wellbeing strategy.
- Monitor the culture and values of EMPHN.

#### Process

<i>Agendas</i>	To be distributed 5 working days before meetings
<i>Minutes</i>	To be distributed within 10 working days of meetings
<i>In camera items</i>	At the discretion of the Chair
<i>Terms of Reference review</i>	Annual, to be approved by the Board
<i>Committee evaluation</i>	Annual, for submission to the Board
<i>Reporting to Board</i>	Minutes of meetings to be submitted to the Board
<i>Meeting frequency</i>	At least four times a year
<i>Policy</i>	Approve significant policies relating to the Committee's responsibilities
<i>Committee support</i>	Board Secretariat

Amendment History			
Version	Details of change	Approved by	Date
4	Substantive review	Board	12 December 2025
3.2	Update to Committee Chair and membership – annual Board review	Board	15 March 2024
3.1	Update to Membership to clarify that where the member who is eligible for re-appointment is the Board Chair, that member is permitted to participate in the re-appointment process relating to members other than themselves if the Board so approves	Board	15 July 2022
3	Update to reflect new Committee structure @1 Jan 2020 with split of Committee responsibilities into 'nomination & remuneration' and 'People, Culture and Values'	Board	11-Sept 2020
2	• Amendment of meeting schedule Responsibilities amended to ensure consistency of language with the Strategic Plan and to include where relevant reference to people and culture matters	Board	7 Jun 2019
1	Inaugural TOR – Final Draft	Board	4 May 2018