

HR Committee Charter

Terms of Reference

The primary objectives of the Human Resources Committee are to assist the Board in fulfilling its responsibilities by:

- providing strategic direction for Human Resources management, planning and development within the Corporation; and
- ensuring that it meets its obligations and responsibilities in relation to safety and quality matters.

1. DUTIES AND RESPONSIBILITIES

The Human Resources Committee is delegated the following duties and responsibilities.

1.1 General

The Board has ultimate responsibility for providing a safe workplace and ensuring the Corporation's compliance with Health and Safety laws, regulations and ethics.

The Board has appointed the Human Resources Committee to ensure the fulfilment of these responsibilities, and to monitor compliance with the Corporation's Health and Safety and Quality Policies.

Senior Management, through the Chief Executive Officer is responsible for implementing and ensuring compliance with these policies.

1.2 Human Resources

- (a) Discuss with management the Corporation's controls, procedures and records that are required to be in place when dealing with Human Resources management, planning and development issues.
- (b) Discuss with management policies concerning Human Resources and Industrial Relations issues, including a policy detailing a centralised procedure for the engagement of all external resources.
- (c) Within the scope of the above, review the adequacy of the management systems to ensure compliance with the various regulatory requirements (including due diligence aspects) and the Corporation's policies and procedures.

- (d) Discuss with management, and any relevant external advisers, recent and prospective pronouncements and developments on regulatory matters and any changes to relevant Acts, and review the potential impact of such pronouncements and developments on the Corporation's Human Resources policies.

1.3 Health, Safety and Quality

Review with Management on a periodical basis:

- (a) compliance with Health and Safety legislation;
- (b) important and relevant Health and Safety case law;
- (c) the Corporation's workplace injury performance and management;
- (d) the Corporation's Hazard Analysis and Accident Prevention systems;
- (e) compliance with Health and Safety legislation and regulations by contractors;
- (f) compliance with Health and Safety legislation and regulations by management of joint ventures, subsidiary or associate companies involving the Corporation;
- (g) implementation of new systems and procedures to enable activities to be carried out in a safe way; and
- (h) management of the Corporation's strategic objectives for Occupational Health and Safety under AS 4801 and quality assurance under ISO 9001:2000.

2. ACTION

The Board authorises the Committee to act in a non-executive role to take action to:

- (a) advise and assist the Board in fulfilling its responsibilities relating to the obligations of the Corporation in so far as Human Resources management, planning and development are concerned;
- (b) ensure the Board is fulfilling its responsibilities relating to the obligations of the Corporation in so far as health and safety issues are concerned;
- (c) assign to the Secretary of the Committee such duties and responsibilities as the Committee may deem appropriate; and
- (d) take other actions as necessary or prudent to fulfill the responsibilities of the Committee.

3. MEMBERSHIP

The membership of the Committee should be reviewed annually by the Board and should comprise at least two non-executive members of the Board.

4. COMMITTEE CHAIRMAN

The Chairman of the Board shall appoint the Chairman of the Committee. The Chairman of the Committee shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and shall report to the Board the actions and recommendations of the Committee.

5. SECRETARY

The Corporation's Board Secretary or such other person as the Board may appoint shall be designated the Secretary to facilitate the administrative functions of the Committee.

The responsibilities of the Secretary include preparing and sending notices of meetings and agendas, recording the minutes of meetings of the Committee, and performing any other administrative duties deemed necessary by the Committee.

6. MEETINGS

The Committee shall establish a timetable for regular meetings during the year.

A quorum of the Committee shall consist of two Directors. In circumstances where one of the regular Directors is not available, then an alternate Director, as nominated by the Chairman of the Board, may attend.

Managers and other employees of the Corporation, and external consultants engaged on relevant tasks, may be invited to attend committee meetings as appropriate.

Any member of the Board is at liberty to attend any of the meetings of the Committee. Copies of agendas and minutes for each meeting shall be sent to all Board Members.

The Committee's deliberations shall be reported to the full Board as soon as practically possible following the meeting of the Committee.

The Committee should consider the following matters:

- (a) review and approval of the minutes of previous meetings;
- (b) review the major issues relating to Human Resource management, planning and development to include, but not to be restricted to, issues such as the following:

- Salary incentive payments
 - Succession planning
 - Industrial Relations (including enterprise bargaining)
 - Organisational culture
 - Training
 - Equal Employment Opportunity and anti-discrimination;
- (a) prepare reports and recommendations to the Board;
- (b) review of reports on the results of current due diligence health, safety and quality audits, the responses of management of the Corporation, and any corrective actions taken by management, as deemed appropriate;
- (c) review with management information contained in relevant reports where considered appropriate; and
- (d) perform such other functions and consider such other matters deemed necessary by the Committee to fulfil its responsibilities.

7. PERIODIC PERFORMANCE REVIEW

The performance of the Committee should be regularly reviewed to ensure that the Committee is fulfilling the functions as set out in this charter. This review should be conducted in conjunction with any performance reviews undertaken for the Board.