

Purpose

The purpose of the People and Performance Committee is to assist the Port of Brisbane Pty Ltd (PBPL) Board in fulfilling its responsibilities in relation to:

- remuneration strategies and practices
- performance and incentive frameworks
- policies and programs to optimise the contributions of PBPL's employees to support and further corporate objectives including succession and development planning
- diversity and inclusion, and
- organisational culture and employee engagement.

Responsibilities of the Committee

The duties and responsibilities of the People and Performance Committee to fulfil the purpose are:

- monitor, review and make recommendations to the Board regarding the overall remuneration framework, strategies and policies of Port of Brisbane and monitor its effectiveness in achieving objectives
- monitor, review and make recommendations to the Board regarding setting of key performance targets to promote high performance and accountability for the Chief Executive Officer (CEO) and Senior Executives
- review and recommend to the Board the proposed annual individual contract remuneration increase
- review and make recommendations to the Board on the remuneration and other key employment arrangements for the CEO and other Senior Executives, including annual remuneration increase, annual performance and incentive payments.
- review and make recommendations to the Board regarding the Short and Long-Term Incentive Plan payments
- review, annually, the Short and Long-Term Incentive Plans and recommend any proposed amendments for Board consideration and approval
- review and endorse proposed EBA negotiation strategies and settlements for Board consideration and approval as required
- review and endorse CEO and Senior Executive appointments and terminations, including entitlements on termination of CEO and Senior Executives
- review, annually, the succession plan for CEO and Senior Executives and critical roles, including the implementation of the associated talent development plans
- oversee initiatives to observe organisational culture trends and metrics, review reports and surveys conducted by the company in relation to the culture of the organisation and other culture matters identified from time to time or as requested by the Board, and recommend to the Board appropriate action plans.
- review the strategy framework, policies and approach for the creation of a diverse and inclusive workplace, review and make recommendations to the Board regarding setting measurable objectives for achieving diversity in PBPL's workforce and monitor progress to achieving those objectives.
- review all significant HR compliance breaches
- monitor compliance with legislative and regulatory compliance and training programs

Membership

The membership of the Committee should be reviewed annually by the Board and comprise of at least three members. Any Directors, alternate or observer, may attend the Committee from time to time. Additional attendees will be at the discretion of the Chair and will act as an observer in an unofficial capacity.

A quorum of the Committee will consist of two members. In circumstances where one of the regular members is not available, then an alternate member, as nominated by the regular member, may attend.

Members are required to declare any Conflicts of Interest and/or Duty that could constitute a real, potential or apparent conflict with respect to participation on the Committee. The disclosure must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting.

The Chairman of the Board shall have a standing invitation to all People and Performance Committee meetings.

Committee Chair

The Chair of the Committee will be appointed by the Board and reviewed biennially. The Chair shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and report to the Board the recommendations of the Committee. Should the Chair be absent from any meeting, the members of the Committee present must appoint one of those to be Chair of that meeting.

The duties and responsibilities of members of the Committee are in addition to those set out in the Board Charter for a member of the Board of Directors.

Secretary

The company's Company Secretary, or other person as the Board may appoint, will 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.

Meetings

The Committee will establish a timetable for meetings during the year, with meetings to be held no less than six-monthly.

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

The Chief Executive Officer of PBPL will normally be invited to attend Committee meetings, but will have no voting rights and must not be present during discussion of the terms of his own employment, or at other times as requested by the Committee Chair.

Copies of agendas and minutes for each meeting will be sent to all Directors within a reasonable period in advance of the meeting.

The Committee's deliberations will be reported to the full Board at the next Board Meeting following the meeting of the Committee. The Chair of the Committee will report to the Board on any matters under consideration by it within this Charter. At the discretion of the Chair and members of the Committee, any matters deemed of major importance shall be referred to the Board for its attention.

Meeting Agenda

The following matters should be considered by the Committee at each of the regularly scheduled meetings:

- review and approval of the minutes of previous meetings
- review delegated actions as requested by the Board
- formulate reports and recommendations to the Board
- perform other functions and consider other matters deemed necessary by the Committee to fulfil its responsibilities.

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.

Review of the Charter

This Charter will be reviewed annually by the People and Performance Committee to reflect any changes to the Committee's responsibilities, and all amendments will be endorsed by the Committee prior to approval by the Board.