



BOARD POLICY

Remuneration and People Committee Charter

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1 FUNCTION, ROLE AND DUTIES

The Remuneration and People Committee (Committee) is a committee of the Board and is directly responsible to the Board.

The Committee does not replace or replicate established management responsibilities and delegations.

The role of the Committee is categorised under three areas:

Executive Remuneration

Review LinkWater's Executive Remuneration Policy and practices, including incentive payments, and recommend changes as appropriate.

Recommend to the Board individual remuneration packages for its executive staff.

Review and recommend to the Board the incentive schemes set for the forthcoming year for Executive Employees.

Confirm and recommend the payments proposed to be made to Executive employees as an outcome of the previously approved incentive schemes.

Consider annually, at appropriate intervals, the issues of succession for the CEO and Executive employees.

Staff Remuneration

Recommend to the Board LinkWater's policy and practice for staff remuneration.

Recommend to the Board parameters for negotiation of Industrial Agreements which may apply to employees employed under such Agreements.

Recommend to the Board policies and practices relating to employment conditions.

General

Ensure that LinkWater's remuneration policies and practices reflect the highest standards of corporate governance as specified in the State Water Authorities Governance Framework.

Ensure that LinkWater's remuneration policies and practices meet the requirements of applicable legislation and other Government requirements as varied from time to time.

Ensure that appropriate and required disclosure occurs.

Recommend the Human Resources Plan to the Board.

2 RELATED LEGISLATION

Compliance with all aspects of the Compliance Guide.

3 AUTHORITY

The Board authorises the Committee, within the scope of its responsibilities, to:

- examine any matter in relation to its objectives as it sees fit or as requested by the Board;
- engage external resources if necessary to obtain independent advice; and
- have access to all levels of Management and seek information from any employee in order to carry out the Committee's responsibilities.

4 MEMBERSHIP

The Committee shall be made up of at least three members appointed by the Board. All members of the Committee shall be independent non-executive directors. The Chairperson of the Board shall not be Chairperson of the Committee. The Assistant Company Secretary shall act as the Secretary of the Committee.

The members of the Committee should:

- have no financial interest in the Committee's decisions;
- have a good knowledge of the organisation and its senior executives, a keen interest in its progress and a full understanding of the Government's interests and directions for the organisation; and
- have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the areas of the Committee business.

5 ETHICAL PRACTICES

Committee members will at all times exercise honesty, objectivity and probity. Members will refrain from entering into any activity that may prejudice their ability to carry out their

duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties.

6 COMMITTEE MEETINGS

Meetings must be held at least four times each year. A meeting agenda will be prepared and distributed to all Committee members prior to a meeting.

Minutes of meetings will be distributed to Committee members as soon as possible after each meeting and confirmed as an accurate record at the next meeting of the Committee.

Two members of the Committee must be present at a meeting to provide a quorum.

Only members of the Committee have the right to attend Committee meetings. The Committee Chairperson may request any employee or a specialist consultant to attend all or part of any meeting or present and comment on appropriate agenda items.

All Board members whom are not members of the Committee have a standing invitation to attend.

The Committee may hold meetings, or allow members to take part in its meetings, by using any technology that reasonably allows members to hear and take part in discussions as they happen. A member who takes part in a meeting by using such technology is taken to be present at the meeting.

7 COMMITTEE REPORTS

Minutes of Committee meetings will be furnished to the Board within one month of the date of the Committee meeting. As far as practicable, a decision of the Committee shall be regarded as its collective decision. Where there is material dissension, a minority view may be placed before the Board and will be recorded in the minutes of the meeting.

In conjunction, the Committee will prepare reports to the Board outlining matters that require specific attention by the Board. The Committee Chairperson will also prepare an annual report to the Board summarising the performance of the Committee.

A summary of the role and findings of the Committee shall be included in the annual report of LinkWater together with a statement that the Committee has observed the terms of its charter.

The Committee must review the Charter once every three years and recommend any changes to the Board.

8 COOPERATION WITH COMMITTEE

Each employee must provide full, frank and meaningful advice on any issue raised by the Committee within a reasonable time of receiving a request and shall cooperate fully with the activities of the Committee in all other respects.