AUSTRALIAN
DENTAL COUNCIL

People and Culture (P&C) Committee Charter

1. Purpose

The purpose of charter is to outline the terms of reference for the People and Culture Committee of the Australian Dental Council.

2. Overview

The People and Culture Committee ('the Committee') is a standing Committee of the Australian Dental Council (ADC) that makes recommendations and advises the ADC Board of Directors ('the Board') on matters within the scope of its terms of reference.

The role of the Committee is to advise the Board on fulfilling its corporate governance responsibilities relating to people and culture.

The Committee provides governance, oversight and advice regarding:

- matters relating to the composition, structure, evaluation and succession planning of the Board and directors;
- matters relating to the composition, structure, evaluation and succession planning of Committees of the Board; and
- matters relating to the selection, appointment and evaluation of the Chief Executive Officer (CEO).

The Committee provides advice and support to the CEO for:

- succession planning for management positions, including the Senior Leadership Team (SLT);
- people and culture strategies, policies and processes to support the Strategic Plan; and compliance with all relevant legal requirements and best practice.

The Committee is responsible for reporting to the Board on all relevant matters relating to this Charter to enable the Board to make decisions and take any necessary actions. The Committee may also be required to advise the Board on specific matters that the Board has referred to it for consideration and advice.

The Committee is committed to embedding cultural safety and advancing a health system free from racism in decision-making. Recognising the impact that cultural safety has on the wellbeing of individuals and communities, the Committee is dedicated to actively contributing to an inclusive and culturally safe environment where every individual feels respected, valued and supported.

3. Scope

This Charter applies to all staff and members of the Board of Directors.

4. Objectives

The objectives of the Committee are to:

- assist the ADC to discharge its responsibility in relation to:
    - succession and composition of the Board and its Committees and the executive team,
    - people and culture strategies practices,
    - compliance with applicable laws, regulations, standards and best practice guidelines;
- improve the quality of people and culture related information;
- provide advice to the Board; and
- foster a culturally safe environment, ensuring that every individual feels respected, valued and supported.

5. Terms of Reference

Membership

The Committee will comprise a maximum of five members. The Committee will include:

- Up to four members who hold directorship of the ADC including:
    - The Board Chair
    - The Chair of the Assessment Committee
    - The Chair of the Accreditation Committee
    - The Chair of the Finance, Audit and Risk Monitoring Committee
    - At least one member who is a non-dental practitioner
- One independent member with relevant skills and experience in recruitment of non-executive director and committee roles.

The Board will appoint members to the Committee. However, membership is subject to change by resolution of the Board to manage conflict of interest in relation to matters relating to the Board and in response to the required Committee composition.

The Chair of the Committee will be approved by the Board. Where discussion involves consideration of reappointment of the Chair as a director, or where a conflict of interest is identified, the Committee will appoint a Chair from its membership for these items. Members of management, including the Chief Executive Officer (CEO), the Director, People and Culture and the Manager, HR will not be Committee members, but will be required to attend Committee meetings.

Appointments

All appointments and the process for appointment will be made and approved by the Board.

Meetings

- The Committee will meet at least two times per year or as required, face-to-face or virtually.
- The quorum of the Committee is a majority of the members.
- There is a standing invitation for other Board Directors to attend the Committee meetings.
- The Committee Chair may devote time in any agenda for the purpose of confidential open discussion with members of the Committee.
- The CEO, Director, People and Culture and Manager, HR shall attend by standing invitation and the Manager, HR will fulfil the role of secretary.
- Via correspondence, the minutes should be checked and endorsed by the Committee, and confirmed by the Chair as an accurate record of the meeting.

Reporting requirements

The Committee reports to the Board of Directors. The minutes of and any relevant documentation from the Committee meetings are to be included in the agenda of the next scheduled Board meeting.

Authority

The Committee will conduct its business under the Charter, policies and guidelines approved by the ADC and the ADC Constitution.

In discharging its responsibilities under this Charter, the Committee has the authority to:

a) Seek through the CEO and/or Director, People and Culture any information it requires from any staff member all of whom are directed to co-operate with the Committee's reasonable requests; and

b) Obtain external legal or other professional advice it considers appropriate or necessary in order for it to properly carry out its functions subject to obtaining the prior approval of the Board or the Chair of the Board.

Upon receipt of a recommendation or advice from the Committee, the Board may request that the Committee gives further consideration to any relevant matters or takes further action, as the Board specifies.

Evaluating effectiveness

The Committee will:

- Evaluate its performance on an annual basis; and
- Review this Charter every three years and discuss any required changes with the Board and ensure that the Charter is approved or re-approved by the Board

Conflict of interest

All Committee members will declare any conflicts of interest when they join the Committee. The Register of Interests for Committees form will be completed and submitted to the secretariat. Any changes will be reported to the secretariat. Conflicts of interest are reported at each Committee meeting.

At the commencement of each meeting the Chair will invite Committee members present to declare any conflict of interest within the agenda.

The absence or declaration of a conflict will be recorded in the minutes of the meeting.

Should a conflict of interest be declared by a Committee member, the Chair will ascertain the nature of the conflict and propose to the meeting that one of the following be carried out when that item is reached on the agenda:

a) The member will contribute in full to discussion of the item and participate in any vote that may arise;

b) The member will contribute in full to discussion of the item but refrain from any vote that may arise;

c) The member will refrain from discussion of the item and from any vote that may arise; or

d) The member will leave the room for the duration of the agenda item.

Should the other Committee members accept a recommendation from the Chair that a Committee member with a material personal interest be able to vote and be present for the discussion, then a resolution must be made to that effect.

The Chair has final approval of the action to be undertaken and this will be recorded in the minutes of the meeting.

6. Roles and responsibilities

The Committee's terms of reference are detailed below.

Matters relating to the Board and Committees

In respect of matters relating to the Board, the Committee will:

- Provide assurance that the Board has the appropriate composition, size, skills and commitment to discharge its responsibilities;
- Conduct searches for new Board members and recommend preferred candidates to the Board;
- Ensure Board succession plans are in place to maintain required mix of skills and experience as determined by the Board; and
- Develop and monitor a process for evaluating the performance of the Board.

In respect of matters relating to Committees of the Board, the Committee will:

- Provide assurance that Board Committees have the appropriate composition, size, skills and commitment to undertake the matters within their respective terms of reference;
- Review and make recommendation for the Committees Chairs and members for Board approval;
- Conduct searches for new Committee members and recommend preferred candidates to the Board;
- In consultation with the CEO and Chair of each Board Committee, ensure succession plans are in place to maintain required mix of skills and experience;
- In consultation with the CEO and the membership of each Board committee, identify and make recommendations to the Board for appointment of a suitable individual for the role of Committee Chair; and
- Develop and monitor a process for evaluating the performance of Board Committees.

Matters relating to the CEO and Senior Executives

In respect of matters relating to the Chief Executive Officer, the Committee will:

- Develop and execute an executive search process for the CEO position and recommend preferred candidates to the Board; and
- Ensure succession plans are in place.

In respect of senior executives who report directly to the CEO, the Committee will:

- Consider and, if appropriate, approve recommendations from the CEO on the appointment and terms of engagement; and
- Ensure that the CEO has succession plans in place to retain business knowledge, skills and experience.

People and culture strategies and compliance

The Committee will satisfy itself that the organisational culture is aligned with the organisation's vision and values, supports risk mitigation and assists the achievement of strategic objectives.

The Committee will monitor compliance with people and culture strategies, policies and processes, including the important areas of:

- workplace health and safety;
- employment diversity;
- Aboriginal and Torres Strait Islander Strategy; and
- the Reconciliation Action Plan:

The Committee will review policies related to the Committee's objectives and make recommendations to the Board.

The Committee will undertake any other task referred to it by the Board.

7. Document information

Policy Owner:	CEO
Approved by:	Board of Directors
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*unless otherwise indicated, this policy will continue to apply beyond the review date