

People and Culture Committee Charter

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1. About the Committee

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

2. Preamble

- 2.1 The role of the Committee is to advise the Board on fulfilling its corporate governance responsibilities relating to people and culture.
- 2.1.1 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).
- 2.1.2 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.

3. Terms of reference

- 3.1 The Committee's terms of reference are outlined below.
- 3.1.1 In respect of matters relating to the Board, the Committee will:
- a) Provide assurance that the Board has the appropriate composition, size, skills and commitment to discharge its responsibilities;
 - b) Conduct searches for new Board members and recommend preferred candidates to the Board;
 - c) Ensure Board succession plans are in place to maintain required mix of skills and experience as determined by the Board;
 - d) Develop and monitor a process for evaluating the performance of the Board.

- 3.1.2 In respect of matters relating to Committees of the Board, the Committee will:
- a) Provide assurance that Board Committees have the appropriate composition, size, skills and commitment to undertake the matters within their respective terms of reference;
 - b) Conduct searches for new committee members and recommend preferred candidates to the Board;
 - c) 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;
 - d) 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;
 - e) Develop and monitor a process for evaluating the performance of Board Committees.
- 3.1.3 In respect of matters relating to the Chief Executive Officer, the Committee will:
- a) Develop and execute an executive search process for the CEO position and recommend preferred candidates to the Board;
 - b) Ensure succession plans are in place;
- 3.1.4 In respect of senior executives who report directly to the CEO, the Committee will:
- a) Consider and, if appropriate, approve recommendations from the CEO on the appointment and terms of engagement; and
 - b) Ensure that the CEO has succession plans in place to retain business knowledge, skills and experience.
- 3.1.5 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.
- 3.1.6 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;
- 3.1.7 The Committee will review ADC's policies related to the Committee objectives and make recommendations to the Board.
- 3.1.8 The Committee may obtain reasonable independent advice to assist in the proper exercise of its powers and responsibilities.
- 3.1.9 The Committee will undertake any other task referred to it by the Board.

4. Membership

- 4.1 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 ADC Chair (subject to paragraphs 4.3 and 4.4 below)
 - The Chair of the Assessment Committee
 - The Chair of the Accreditation Committee
 - At least one member who is a dental practitioner
 - 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.
- 4.2 The ADC 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 item 3.1.1 and in response to the required Committee composition outlined in 4.1.
- 4.3 The Chair of the Committee will normally be the ADC Chair. 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.

5. Appointments process

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

6. Meetings

- 6.1 The Committee will meet at least two times per year or as required, face-to-face or by video or teleconference.
- 6.2 The quorum of the Committee is a majority of the members.

7. Authority and responsibilities

- 7.1 The Committee will conduct its business under the Charter, policies and guidelines approved by the ADC and the ADC Constitution.
- 7.2 The Committee reports to the Board of Directors.

8. Review

- 8.1 The Charter will be reviewed by the Board at least every two years or as required.
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