



People and Culture Committee Charter

Purpose

The People and Culture Committee is a committee of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (SPCA) Board whose purpose is to:

- Provide oversight of the People Strategy of the SPCA including organisation structure, performance, succession planning, development and remuneration policies;
- Lead the selection process of the Chief Executive Officer and provide recommendations to the Board
- Set performance goals for the Chief Executive Officer, review performance and make recommendations to the Board regarding the Chief Executive Officer's performance and remuneration;
- Participate in annual succession planning reviews for the Chief Executive Officer and the Chief Executive Officer's direct reports' positions.
- Assist the Board and its operation in respect to the evaluation and monitoring of Board composition, succession planning, conflicts of interest and evaluation of Board (and individual director) performance.

1. Structure

1.1 Appointment, size, quorum, voting,

The People and Culture Committee shall be appointed by the Board and shall consist of not more than four members. A quorum shall be two members. The Chairperson of the Board will be an ex officio, voting, member of the People and Culture Committee. The Chief Executive Officer and General Manager People & Safety attends each meeting of the Committee in an ex officio capacity.

The Chairperson of the People and Culture Committee shall be appointed by the Board and shall not be the Chairperson of the Board.

All members of the Board are entitled to attend meetings.

1.2 Reporting responsibility of Committee Chair

The Chair of the Committee shall report to the Board after each Committee meeting on the findings and recommendations of the Committee.

2. Function and Responsibilities

The responsibilities of the Committee are as follows:

2.1 People

Review annually the People Strategy for SPCA including:

- The organisation structure;
- Terms and conditions of employment;
- The performance management system and processes;
- The succession planning process and the capability development strategy.

Review and approve annually the Remuneration Strategy for SPCA.



People and Culture Committee Charter

2.2 CEO

- Set annual performance goals for the Chief Executive Officer, review performance six monthly and make recommendations to the Board regarding the Chief Executive Officer's* performance and any recommended adjustment to the Chief Executive Officer's* remuneration annually;
- Review succession plan of the Chief Executive Officer and the Chief Executive Officer's direct reports annually and provide an update to the Board;
- Lead any selection process required from time to time for the role of Chief Executive Officer providing recommendations to the Board and assist in any selection process as required from time to time for the Chief Executive Officer's direct reports' roles.

(Chief Executive Officer excluded from Committee for this purpose)*

2.3 Board

- To review and to recommend to the Board, annually, the overall composition and structure of the Board and its committee memberships and, if appropriate, the removal of a director from the Board and/or its committees.
- Establish and implement a programme to regularly assess Board performance.
- To make recommendations to the Board for the remuneration (if any) of directors.
- To provide assistance to the Chairman of the Board in respect of evaluating the performance of the Board and individual directors;
- To monitor the succession and rotation of Board and committee members;
- To review the Board's succession planning;
- To ensure there is an appropriate induction programme in place for all new directors

3. Committee and Meetings

3.1 Authority

The Committee is authorised by the Board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from any employee and all employees shall be directed to cooperate with any request made by the Committee.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

The Committee shall have only those executive powers as set out under "Responsibilities" above.

3.2 Meetings and Secretarial

The Committee shall meet formally at least once a year and at other times it considers necessary. The Chair of the Committee shall also call a meeting if so requested by any Committee member or the Chief Executive Officer.



People and Culture Committee Charter

Any Board member may request, through the Board Chair, that the Committee convene to address any matter and such member may attend and speak, but will not have a vote.

The Chair of the Committee shall also call a meeting of the People and Culture Committee if so requested by any Audit & Risk Committee member

The Board Secretary shall act as Secretary of the People and Culture Committee

The CEO, in conjunction with the Chair, shall draw up the Agenda.

The Agenda and Committee papers shall be distributed to members at least one week prior to each meeting.

A resolution in writing, signed or assented to by at least two members of the People and Culture Committee (at least one of whom shall be the Chairman of the Board), is as valid and effective as if it had been passed at a meeting of the People and Culture Committee duly convened and held. Any such resolution may consist of several documents (including e-mail or other similar means of written communication) in like form, each signed or assented to by one or more members of the Committee.

The Minutes of all Committee meetings, signed by the Chair, shall be circulated to all directors, the Chief Executive Officer and to other parties as the Board directs.

The Chair of the Committee shall make a report to the Board after each Committee meeting on the findings and recommendations of the Committee.

3.3 Review of objectives and Charter

The Committee shall undertake an annual review of its objectives and activities once every year.

The objectives and activities of the Committee shall also be reviewed by the Board, the Chief Executive Officer and by other parties the Board deems appropriate.

All Board members shall have unfettered access to the records of the Committee upon request to the Chair of the Committee with notification to the Chairman of the Board.

The Committee shall also review annually the People and Culture Charter and recommend any changes to the Board.