



# People and Culture Committee Charter

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## Purpose

With a new Management team and significant people challenges to address, the role of the People and Culture committee is to provide oversight on behalf of the Board in addressing key people and cultural challenges faced by the SPCA.

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 SPCA culture and values;
- Assist the Board in reviewing key people metrics and the resulting People Strategy, prior to Board approval;
- Provide oversight of the execution of People Strategy of the SPCA including the annual People Plan and associated major programmes of cultural and people transformation;
- Assist the Board in reviewing any amendments to the Remuneration Policy and Reward Framework, and/or any compensation proposals as presented by Management, prior to Board approval;
- Assist the Board Chair in setting the Performance Scorecard for the Chief Executive Officer;
- Provide oversight of the Succession Plan for the Chief Executive Officer and the Chief Executive Officer's direct reports.

## 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 & Talent

- Review annually the employee survey output and relevant people data against the SPCA values and People Strategy;
- Review annually the People Strategy for SPCA and associated the operational People Plan and make recommendations to the Board for approval;
- Provide oversight of the execution of the People Plan, including monitoring of key metrics;
- Provide oversight of any major cultural or people transformation initiatives;



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- Support Management to ensure the People Dashboard shared with the Board captures relevant data points including people risk, wellbeing, culture;
- Review annually the Succession Plan for the Executive Team and Key Roles.

## 2.2 Remuneration & Performance

- Review annually and approve any amendments to the Remuneration Policy and Reward Framework;
- Review any compensation proposals and provide recommendation to the Board;
- Support the Board Chair by providing a recommendation in respect to the Performance Scorecard for the CEO.

## 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.

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



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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.