



ANSTO Board: Remuneration and Nomination Committee Charter AB-2180

Purpose

The Remuneration and Nomination Committee (the Committee) has been established by the ANSTO Board (Board) to assist it in fulfilling its responsibilities in regards to: overall remuneration policy and strategy; performance and remuneration of the CEO; the approach to performance and remuneration of the Senior Executive Team; and the context and composition of the Board and Committees.

The Committee, at the request of the Board, makes nominations for the Board and the role of the CEO.

The Committee makes recommendations to the Board on Board performance reviews and the succession planning process, if required, for the CEO role.

Responsibilities of the Committee

In relation to overall remuneration policy and strategy, the Committee is responsible for reviewing the implementation of strategies (including remuneration strategies and strategies to enhance diversity and gender equity) to attract, retain and develop the people required by ANSTO to maintain and enhance its capabilities and capacity.

With regards to the Senior Executive Team, the Committee will review the recruitment approach and succession plans for Senior Executives. A talent review of the Senior Executive will be provided to the Committee annually. The Committee will also review and approve the principles applied by the CEO in determining the remuneration packages for Senior Executives. The Committee approves the total Short Term Incentive (STI) pool for the Senior Executives and the accrual quantum for payment of Long Term Incentives to the Senior Executive; and reviews the principles applied by the CEO in undertaking an annual review of the performance of the Senior Executive Team.

The Committee will make recommendations to the Remuneration Tribunal in respect of improvements to the structure and quantum of Board remuneration and allowances.

The Committee will make recommendations to the Remuneration Tribunal in respect of improvements to the structure and quantum of the remuneration of the CEO, endorsed by the Board. The Committee will review Remuneration Tribunal Determinations and decide on matters that are within their discretion in relation to the CEO's remuneration and conditions of employment. The Committee determines and approves, following a performance evaluation meeting with the Chair, the CEO's STI.

The Committee will consider and make recommendations to the Board annually regarding the yearly evaluation of the performance of the Board and its committees. For succession planning and nominations for Board Members and the CEO, the Committee will maintain a skills matrix of existing Board members; consider the skills required for the governance of ANSTO; and ensure a pipeline of potential Board nominees is developed. In consultation with the Minister, the Committee will interview and nominate potential Board members to the Minister in the event of a vacancy.

The Committee identifies candidates for the position of CEO, and presents potential candidates to the Board when required, recognising that the Minister has in the past and in the future may, at his/her discretion, wish to interview candidates. In relation to the appointment or extension of the term of the CEO, the Committee will familiarise itself with the current Government process to complete such processes.

The Committee will also consider any other matter referred to it by the Board.

The Committee may obtain legal or other professional advice at ANSTO's expense where necessary.

Revision: 6	Review Due: 20/8/2021	Effective Date: 20/8/2020
Approved by: ANSTO Board		Custodian: Group Company Secretary
OFFICIAL		

Membership

The Committee will consist of the Board Chair, the CEO (who will be recused as appropriate in relation to the work of the Committee) and 1 or more non-executive Board members appointed by the Board. The Board Chair will be Chair of the Committee. The Committee may appoint a Deputy Chair to act as Chair in the absence of the Chair.

Membership of the Committee will be reviewed by the Board periodically (but at least every three years) to ensure there is a suitable mix of qualifications, knowledge, skills and experience on the Committee.

New Committee members will receive relevant information and briefings on their appointment to assist them in meeting their responsibilities. Committee members will receive information and training as required to enable them to keep abreast of new developments and leading practices in relation to the Committee's function.

Responsibilities of members

Members are responsible for studying and understanding the papers provided to the Committee; applying good analytical skills, objectivity and good judgment; and expressing opinions frankly and asking questions that go to the fundamental core of the issues under consideration.

Conflicts of interest

At the beginning of each Committee meeting, members must declare any material personal interests that may apply to any matter on the meeting agenda. Where required by the Committee, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s). The minutes of a meeting shall record the details of any material personal interests declared by the Chair or other members during the meeting and the actions taken.

Meetings

The Committee will meet at least twice per financial year. The Committee Chair is required to call a meeting if asked to do so by a Committee member or any member of the Board.

The quorum is two members.

The ANSTO Group Company Secretary is responsible for providing secretariat support to the Committee.

The Chief People Officer may attend Committee meetings by invitation of the Chair. The Committee may invite other persons, including any ANSTO employee, to attend all or part of its meetings.

Reporting

The Committee Chair will report to the Board at the next Board meeting following a meeting of the Committee regarding matters relevant to the Committee's responsibilities.

The minutes of Committee meetings must be included in the papers for the next Board meeting or if held on the same day, the next Board meeting thereafter.

Committee Assessment

The performance of the Committee will be reviewed annually as part of the Board review process. The scope of the review will be determined by the Board Chair.

Review of Charter

At least once a year, the Committee will review this Charter and make recommendations to the Board regarding any changes it considers necessary.

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