



Auckland Transport

# People and Culture Committee Charter

November 2020



## 1. PURPOSE

The Purpose of the Committee is to:

- 1.1. Assist the Board to carry out its governance function as it relates to remuneration policy leadership and capability, succession, employee development, inclusion and diversity, employee engagement and culture; and
- 1.2. Provide support and mentorship for the personal development of the Chief Executive.
- 1.3. Support the Board in ensuring AT's legal obligations in relation to its people are met.
- 1.4. Ensure that AT fulfils its Treaty of Waitangi responsibilities through implementation of its Māori Engagement Plan and other related initiatives.

## 2. AUTHORITY

- 2.1. The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.
- 2.2. The Committee has authority to:
  - Investigate any matter relevant to its purpose;
  - Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors;
  - Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

## 3. MEMBERSHIP AND TENURE

- 3.1. The Committee will consist of three members one of whom will be the Board Chair;
- 3.2. The Board Chair will be an ex-officio member of the committee;
- 3.3. The Board will appoint and remove the Chair of the Committee;
- 3.4. If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.
- 3.5. The Board may remove and appoint members of the Committee at any time.

## 4. MEETINGS

- 4.1. The Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require.
- 4.2. Any two members of the Committee may form a quorum.



- 4.3. All Committee members are expected to attend each meeting in person, although in special circumstances members can attend through electronic means.
- 4.4. Directors who are not members of this Committee are entitled to receive copies of the papers and minutes of this Committee and attend any meeting without further invitations (unless they are precluded due to a conflict of interest). They will have no right to vote at these meetings.
- 4.5. The following AT officers are expected to attend all Committee meetings:
  - Chief Executive
  - Executive General Manager Culture and Transformation
- 4.6. Any AT officer or employee may attend a meeting at the invitation of the Committee Chair, and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.
- 4.7. The Governance Specialist or their nominee will act as Secretary to the Committee and will attend all meetings.
- 4.8. An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting;
- 4.9. The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

## 5. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

### 5.1 Remuneration practices and policies

- Review AT's remuneration practices and policies to ensure they will support AT's business strategies and plan;
- Review AT's remuneration practices to ensure they are consistent with Board policy;
- Approve organisation remuneration budget increases;
- Respond to any request for advice or approve any recommendation of the Chief Executive pertaining to human resources or remuneration matters applying to general staff.

### 5.2 Chief Executive appointment and performance



- Manage on behalf of the Board the recruitment and employment process for the Chief Executive including interview and recommending to the Board candidates to be appointed as Chief Executive;
- Manage the annual review process and make recommendations to the Board in respect of:
  - Key performance objectives to be set for the Chief Executive;
  - The Chief Executive's performance against the key performance objectives; and
  - Any proposed changes and variations to the Chief Executive's remuneration and employment terms.

### **5.3 Chief Executive direct reports (Executive Leadership Team)**

- Endorse, on the recommendation of the Chief Executive, the appointment or termination of the Chief Executive's direct reports;
- Endorse, on recommendation of the Chief Executive, all employment agreements, remuneration policies, remuneration structures and remuneration changes of the Executive Leadership Team.
- Endorse the Chief Executive's performance evaluation of executive direct reports and work with the Chief Executive and Executive General Manager Culture & Transformation to determine the appropriate level and structure of remuneration for the Chief Executive's direct reports based on the guiding principal that executive remuneration is to be set at levels and structured to attract, motivate, reward and retain good performers.
- Endorse management succession planning and development for agreed key roles, including the Chief Executive and the Chief Executive's direct reports.

### **5.4 Organisational Structure**

- Endorse recommendations from the Chief Executive and in consultation with the Chief Executive provide recommendations to the Board on matters relating to:
  - The overall macro structure of the organisation; and
  - any material changes to the responsibilities and accountabilities proposed to any role within the Executive Leadership Team.

### **5.5 People strategy, culture and human resources practices**

- Endorse AT's Culture & Transformation strategy (including desired culture); and
- Monitor progress against the strategy and cultural aspirations in the achievement of AT's purpose in alignment with our organisational values.



- As required, receive information on changes in human resource management practices and key matters requiring escalation to the Board.

## 6 REPORTING TO THE BOARD

- 6.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Committee meeting.
- 6.2 Annually the Committee will prepare a report to the Board indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year and including a describing of significant issues dealt with by the Committee.
- 6.3 The Committee will liaise with other Board committees as necessary.

## 7 PERFORMANCE EVALUATION

- 7.1 The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.

## 8 REVIEW OF CHARTER

- 8.1 The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.

### VERSION HISTORY

Version	Date	Approver	Amendments
1.0	25 February 2021	Auckland Transport Board	