

# PEOPLE AND GOVERNANCE COMMITTEE CHARTER

## INTRODUCTION

1. Pursuant to the Australian Physiotherapy Council Limited (**the Council**) Constitution the Board has established a People and Governance Committee (**PGC**) to fulfil responsibilities and undertake activities outlined in this Charter.
2. This Charter is to be read consistent with the Objects of the Council set out in its Constitution.

## PURPOSE

3. The purpose of this Charter is to outline the PGC's:
  - 3.1 Duties and responsibilities;
  - 3.2 Composition and membership requirements; and
  - 3.3 Processes including meetings, agendas, papers, minutes and reporting to Board.

## DUTIES AND RESPONSIBILITIES

### 4. Nominations

Guide the Council in succession planning and policies including:

- 4.1 overseeing the development and maintenance of a skills matrix for the Board and Committees to identify the current and desired mix of skills and diversity.
- 4.2 identification and recommendation of suitable candidates for appointment to the Board and Committees;
- 4.3 managing succession planning for the Council Board, Committees and Chief Executive Officer (CEO);
- 4.4 developing and implementing procedures for the Board's periodic evaluation of its performance; and the extent to which the required skills and diversity are represented on the Board and Committees;
- 4.5 reviewing and ensuring the effectiveness of key governance documents including the Constitution and Board Charter;
- 4.6 assist in the management of conflicts of interest including in relation to engagement of related party contractors; and
- 4.7 Board and Committee induction and the provision of appropriate training and development opportunities for Directors as required.

### 5. Remuneration

Guide the Council in its remuneration practices and policies including:

- 5.1 remuneration and incentive policies (including performance appraisal methodology) for the Board and Committees;
- 5.2 annual performance evaluation and remuneration review for the CEO;
- 5.3 policies and practices related to staff employment, wellbeing, engagement and diversity; and
- 5.4 relevant policies for Directors.

## **6. Advisory role of the PGC**

- 6.1 The PGC acts primarily as an advisory body to the Board and in making recommendations to the Board.
- 6.2 The PGC does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

## **COMPOSITION AND MEMBERSHIP**

### **7. Membership**

- 7.1 The PGC will be composed of no less than three and no more than four members (at least two of whom must be Directors) appointed by a resolution of the Board in line with a Board-approved Skills Matrix. The Board may remove and replace any PGC member at any time.

### **8. Term of Office**

- 8.1 Upon appointment of a member of the PGC the Board will set a term of office for that member of either two or three years, commencing from 1 January of the coming year, or as otherwise determined by the Board.
- 8.2 Each PGC member is eligible for re-nomination but may hold office for consecutive terms totalling no more than nine years.
- 8.3 An PGC member who has served for consecutive terms totalling nine years will be ineligible for reappointment as an PGC member for three years following the completion of their maximum term.

### **9. Appointment of Chair**

- 9.1 The Board will appoint a Chair of the PGC (who should be a Director) for a term specified by the Board commencing on 1 January of the coming year, or as otherwise determined by the Board. The Board may remove and replace the PGC Chair at any time.

### **10. Participation of Non-Members**

- 10.1 The Chief Executive Officer (CEO) (or a senior delegate) and the General Manager Corporate Services will attend all meetings of the PGC except those at which the CEO performance and remuneration will be discussed.
- 10.2 Any Director who is not an PGC member is welcome to attend PGC meetings.
- 10.3 The Council's advisors will attend PGC meetings at the request of the PGC.

### **11. Remuneration**

- 11.1 PGC members who are also Directors receive remuneration as outlined in the Director Remuneration Policy, while non-Director PGC members will be remunerated in line with the Remuneration Policy: Committees & Working Groups.

## **MEETINGS**

### **12. Frequency and Procedures**

- 12.1 The PGC will meet as determined by the PGC Chair in consultation with the Board Chair and Company Secretary to ensure it discharges its duties and responsibilities, at least three times per year.

- 12.2 Meetings will be governed by the provisions of the Constitution relating to Board meetings in so far as they are applicable and are not inconsistent with any other directions of the Board.
- 12.3 A resolution arising at a meeting of the PGC must be determined by a majority of votes of PGC members present and eligible to vote. Non-members are not entitled to vote.
- 12.4 If the votes are equal, the PGC Chair shall not have a second casting vote in addition to their deliberative vote and the resolution is taken to be rejected.

### **13. Quorum**

- 13.1 A simple majority of PGC members who are present at a meeting (personally or in conference) constitutes a quorum.

### **14. Agendas, Papers, Minutes and other Records**

- 14.1 The Company Secretary will be responsible for arranging PGC meetings, preparing and circulating the agenda and papers one week before the PGC meeting and maintaining records. A record of attendance and all declarations made by PGC members regarding conflicts of interest will be maintained.
- 14.2 Minutes of PGC meetings will be kept by the Company Secretary and distributed to the PGC for review within 14 days. Minutes should be confirmed as a true and correct record at the subsequent PGC meeting.

### **15. Reporting and Recommendations to Board**

PGC reporting to the Board will include:

- 15.1 Minutes of each PGC meeting, provided to the Board with the papers for the next Board meeting;
- 15.2 A report from the PGC Chair (written or verbal) on the activities of the PGC at each Board meeting;
- 15.3 Before 31 December each year the PGC will provide the Chief Executive Officer and Board with its structured work plan for the following calendar year; and
- 15.4 Written reports or recommendations to the Board on any matter the PGC considers appropriate including any matters requiring direction from, or determination by, the Board.

## **INDEPENDENT ADVICE AND ACCESS**

- 16. In carrying out its responsibilities the PGC has full authority to investigate all matters that fall within the terms of reference of this Charter and may, in consultation with the CEO or the Board Chair:
  - 16.1 obtain independent professional advice in the performance of its duties at the cost of the Council;
  - 16.2 have direct access to the resources of the Council, as it may reasonably require; and
  - 16.3 have unrestricted access to senior management, all employees and all Company records and to financial and legal advisers.

## **PERIODIC REVIEW**

- 17. The Board should review this Charter and the PGC's performance at least every two years, to ensure that the operation of the PGC meets the Board's requirements.

This Charter was approved by the Board on 28 March 2025 and updated 22 July 2025 to reflect the new committee name.