

JUNE 2021

People, Performance and Culture Committee Charter



Purpose

1. The People, Performance and Culture Committee (**PPCC**) assists the Board in overseeing Chorus' people, culture and related policies and strategies.

Membership

2. A majority of the members of the PPCC (including the Chair) must be independent.
3. The PPCC must have at least three Directors as members.

Role

4. The PPCC's role is to:
 - review people and remuneration strategies, structures and policies
 - approve annual remuneration increase guides and budgets
 - review candidates for, and the performance and remuneration of, the CEO
 - review the CEO's recommendations on the appointment or termination of the CFO and the Chief Corporate Officer & General Counsel
 - approve the appointment of the CEO's other Executive direct reports
 - approve the CEO's Executive direct reports' terms and conditions of employment (and any variation)
 - review the CEO's performance evaluation of her/his Executive direct reports
 - develop and annually review and assess diversity within Chorus and its reporting
 - oversee recruitment, retention and termination policies and procedures for senior management
 - recommend Executive (including CEO) incentive remuneration plans to the Board, and
 - review non-executive Director remuneration.

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Procedure

5. The PPCC meets quarterly and as required.
6. The Chief People Officer attends¹ all PPCC meetings at the invitation of its Chair (but may be asked to leave at any time).

Responsibilities and Powers

7. The responsibilities and powers delegated to the PPCC by the Board are set out in the Schedule.

¹ Except for those meetings held without Management present.

Schedule: PPCC Responsibilities and Powers

Remuneration, Policies & Procedures	
1	Approving annual remuneration increase guides and budgets.
2	Annually reviewing remuneration practices to ensure consistency with Board policy.
3	Reviewing Chorus' people and remuneration strategies, structures and policies and recommending any changes to the Board ² .
4	Overseeing recruitment, retention and termination policies and procedures for senior management.
CEO	
5	Meeting with the Board and the Board Chair to discuss the CEO's performance and remuneration.
6	Annually reviewing and making recommendations to the Board in respect of the: <ul style="list-style-type: none"> • key performance objectives to be set for the CEO; • CEO's performance against her/his key performance objectives; and • CEO's remuneration, any proposed changes, and any other variation of the CEO's terms of employment³.
7	Recommending to the Board candidates to be appointed as CEO.
Executives/Senior Managers & Remuneration Incentive Plans	
8	Reviewing the CEO's recommendations on the appointment or termination of the CFO and Chief Corporate Officer & General Counsel, and making recommendations to the Board.
9	Approving, on the recommendation of the CEO, the appointment of the CEO's other Executive direct reports.
10	Approving, on the recommendation of the CEO, the CEO's Executive direct reports' terms and conditions of employment (including any variation).
11	Reviewing the CEO's performance evaluation of her/his Executive direct reports.
12	Making recommendations (including proposing amendments) to the Board with respect to: <ul style="list-style-type: none"> • Executive (including CEO) incentive plans; • other employee benefits (including superannuation).
13	Administering ⁴ Executive incentive plans:

² The Audit and Risk Management Committee reviews remuneration incentive arrangements, and reviews and approves performance objectives and measures, for key internal audit personnel.

³ The Board Charter sets out the process to be followed for discussion with the CEO of performance and remuneration.

⁴ Including setting remuneration measures.

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	<ul style="list-style-type: none"> • under the terms of those plans, or • within the powers otherwise delegated by the Board.
14	Overseeing management succession planning and development for agreed key roles at least annually, including reviewing the CEO's report regarding development and succession planning for her/his Executive direct reports.
Diversity	
15	Developing diversity within Chorus.
16	Annually recommending to the Board the measurable objectives to be set for achieving diversity (including gender diversity) for: <ul style="list-style-type: none"> • Chorus as a whole • senior managers, and • the Board.
17	Annually: <ul style="list-style-type: none"> • evaluating Chorus' performance with respect to its diversity policy • assessing the measurable objectives set for achieving diversity and progress toward achieving them • setting gender pay and ethnic pay objectives, and making recommendations to the Board.
18	Annually reviewing and reporting to the Board on (amongst other indicators) the proportion of women and men in Chorus (including as a whole, senior managers and Chorus' Board).
19	Ensuring appropriate diversity disclosures are made in Chorus' annual report.
20	Annually reviewing and reporting to the Board on gender pay gaps and ethnic pay gaps and progress towards Board objectives.
Non-executive Director Remuneration	
21	Annually reviewing non-executive Director remuneration and recommending any changes to the Board.