



**VicSuper Pty Ltd
(VicSuper)
ABN 69 087 619 412**

REMUNERATION & RENEWAL COMMITTEE CHARTER

October 2019

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1. Purpose of the Charter

- 1.1 The Remuneration & Renewal Committee (Committee) is a Committee of the board of directors (Board) of VicSuper Pty Ltd (Trustee) in its capacity as trustee of VicSuper Fund (Fund).
- 1.2 The purpose of this Charter is to set out the objectives, role and responsibilities, composition and structure, membership and procedures of the Committee.

2. Objectives of the Committee

- 2.1 The objectives of the Committee are to assist the Board in exercising its responsibility for the oversight of sound and responsible policies and practices in respect of:
 - the remuneration and conditions of all Relevant Persons (as defined in the Remuneration Policy) and other remuneration practices at VicSuper;
 - the nomination, appointment, removal, and renewal of directors on the Board and Board committees, including skills analysis and needs;
 - employee engagement and overall culture and diversity of VicSuper;
- 2.2 The remit of the Committee is to be exercised consistent with:
 - The strategic goals and values of the Fund approved by the Trustee
 - The best interests of Fund members and beneficiaries
 - The requirements of APRA Prudential Standard SPS 510
 - Regulatory requirements including the *Fair Work Act 2009* (Cth) modern awards and any other relevant Commonwealth and State legislation
 - Relevant best practice guidelines including the AIST Governance Code.
- 2.3 All references to the legislation above include all applicable regulations, guidelines, and determinations made under the legislation, as amended from time to time. The Board or Committee may deem any other requirements to be included in this list, if and when appropriate.

3. Duties and responsibilities of the Committee

- 3.1 The duties and responsibilities of the Committee include:

Remuneration

- Conducting regular reviews (at least every 3 years) and making recommendations to the Board in relation to the Trustee's Remuneration Policy. This includes an assessment of the Remuneration Policy's effectiveness and compliance with the requirements of Prudential Standard SPS 510;
- Making delegated decisions or recommendations to the Board in relation to:
 - Performance reviews of the Chief Executive Officer;
 - the remuneration and conditions of Relevant Persons in accordance with the Trustee's Remuneration Policy;
 - Remuneration policies and practices within VicSuper;
 - VicSuper's Enterprise Agreement;

Renewal

- Making recommendations to the Board in relation to:
 - Board & Committees skills matrix and requirements;
 - Training & development of directors;
 - Succession planning for Board & Board committees;
 - Succession planning for the Chief Executive Officer and senior executives;
 - Policies and processes for Board nomination, appointment, removal, and renewal;

Culture & Diversity

- Making delegated decisions or recommendations to the Board in relation to:
 - Employee engagement;
 - People culture at VicSuper; and
 - Diversity and gender equality practices.

Any other matters as requested from time to time by the Board or the Board chair.

- 3.2 Members of the Committee must make themselves available to meet with APRA on request.

4. Membership

- 4.1 The Committee shall comprise the VicSuper Chair, Deputy Chair, and two other directors (one employer director and one member director) as determined by the Board.¹
- 4.2 The Board Chair cannot be appointed as the Chair of the Committee.
- 4.3 Members of the Committee shall be appointed by the Trustee for a three year term.
- 4.4 Members of the Committee shall be removed in accordance with VicSuper's Fit & Proper Policy.
- 4.5 The Chair of the Committee and members of the Committee will be paid remuneration in accordance with VicSuper's Remuneration Policy.

5. Meetings and procedures

5.1 Meetings

- 5.1.1 The Committee shall meet at least twice annually at times scheduled to fit in with the performance review and remuneration review cycle.
- 5.1.2 Other meetings will be held as required (it is expected there will be up to four formal meetings per year), and the Chair of the Committee may call a Committee meeting at any time.
- 5.1.3 A quorum for any Committee meeting is three Committee members however if a member of the Committee is unable to attend a Committee meeting they may after consultation with the Chair nominate another employer director or member director as appropriate to attend the Committee meeting in their place.
- 5.1.4 Meetings may be held and decisions made with members present in person or by telecommunications links or by circularisation of written material.
- 5.1.5 The following VicSuper Executive Managers and Managers shall, subject to the discretion of the Committee Chair, normally attend all or some Committee meetings:
- Chief Executive Officer;
 - General Counsel & Company Secretary;
 - Executive Manager, People Experience

¹ All members of the Committee must be non-executive directors.

5.1.6 Other VicSuper Managers may be required to attend Committee meetings if deemed necessary by the Committee Chair or Chief Executive Officer.

5.1.7 Representatives of external advisers or others as deemed necessary will attend meetings at the invitation of the Committee Chair and provide such reports and information as the Committee requires.

5.2 Procedures

5.2.1 The General Counsel & Company Secretary shall act as Secretary to the Committee.

5.2.2 The Secretary, in conjunction with the Chair and the Chief Executive Officer, shall draw up an agenda which shall be distributed at least 5 days prior to the meeting to members of the Committee and other attendees.

5.2.3 To enable effective use of the Committee's time, the papers including any presentations by any internal or external parties, shall be distributed with the Committee papers.

5.2.4 The General Counsel & Company Secretary shall distribute minutes of the Committee to attendees and to the Trustee once they have been approved and signed by the Chair.

6. Authority and powers of the Committee

6.1 The Committee has the authority to seek any information it requires for the performance of its functions from any person, including any officer or employee of the Trustee and such officers or employees shall be instructed by the Trustee to respond to such enquiries.

6.2 The Committee is empowered to take such independent advice as it considers necessary and the cost of such advice will be borne by VicSuper.

6.3 The Committee shall have no executive powers with regard to its findings and recommendations unless specifically delegated by the Board.

6.4 A resolution of the Committee is only valid if at least two-thirds of the members of the Committee vote in favour of it.

6.5 Delegations to the Committee:

Delegations to committee	Conditions
To approve policies and frameworks in relation to matters within the responsibility of the Committee.	<ul style="list-style-type: none">• As permitted under relevant legislation or APRA Prudential Standards.• Except in respect of Renewal, which require approval by the Board.
Other delegations as determined by the Board from time to time.	<ul style="list-style-type: none">• As specified by the Board.

7. Reporting to the Board

7.1 The Chair shall make verbal reports to the Board immediately following each Committee meeting including any specific recommendations for Board review and approval. The draft minutes of each Committee meeting will be presented at the Trustee meeting following the Committee meeting where practicable.

8. Review of Committee Charter

- 8.1 This Charter and the performance of the Committee are to be reviewed annually by the Board.
- 8.2 Any amendments to this Charter must be approved by the Board.