



Acumentis®

# People & Culture Committee Charter



Approved by Acumentis Board 6 Dec 2024

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## Contents

1.	Purpose .....	3
2.	Membership and Term .....	3
3.	Chair .....	3
4.	Frequency of Meetings.....	3
5.	Committee Members Interests.....	3
6.	Secretary .....	3
7.	Voting .....	4
8.	Access .....	4
9.	Nomination Duties.....	4
10.	Remuneration Duties .....	4
11.	Reporting.....	5
12.	Review of Charter.....	5
13.	Policy Approval & Revisions.....	5
14.	Further Information and Advice.....	5

## 1. Purpose

- a. The People & Culture Committee (“the Committee”) is a committee of the Acumentis (“Acumentis”) Board (“the Board”). The Committee’s primary function is to advise the Board on Director, CEO and their direct reports for nomination, remuneration, compliance and related matters, and workforce leadership, succession, people risk , and planning matters.
- b. The Committee has no delegated authority and advises the Board. The Committee has authority per Section 8: Access.

## 2. Membership and Term

- a. The Committee shall consist of a minimum of 3 directors, the majority of whom are independent.
- b. Appointment to the Committee will be as determined by the Board.
- c. A quorum shall be two members, or any greater number determined by the Committee from time to time.
- d. The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

## 3. Chair

- a. The Chair of the Committee will be the person appointed by the Board. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that meeting.

## 4. Frequency of Meetings

- a. The Chair will call a meeting of the Committee if so, requested by any member of the Committee.
- b. As a minimum, the Committee shall meet once per half year.

## 5. Committee Members Interests

- a. A member of the Committee is not entitled to be present when their performance is being evaluated.

## 6. Secretary

- a. The Company Secretary of Acumentis shall act as Committee Secretary.

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## 7. Voting

- a. Matters for Decision at Committee meetings shall be decided by consensus. In the absence of consensus, a majority of votes of Committee directors shall be deemed a decision of the Committee.
- b. In the case of an equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

## 8. Access

- a. The Committee shall have direct access to Acumentis Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires from outside the company in order to assist it in meeting its responsibilities.

## 9. Nomination Functions

- a. The functions of the Committee in relation to nomination matters include:
  - i) recommending the appropriate size and composition (including skills and diversity) of the Board;
  - ii) recommending to the Chair a formal and transparent procedure for evaluating and selecting new directors for appointment to the Board, including the CEO;
  - iii) facilitating the evaluation of Board performance;
  - iv) making recommendations to the Board on the appointment and removal of directors, including the CEO;
  - v) reviewing Director succession plans; and
  - vi) reviewing the Director induction experience.

## 10. Remuneration Functions

- a. The functions of the Committee in relation to remuneration matters include reviewing the following on an annual basis, endorsing any changes to the Board for approval:
  - i) remuneration policies and levels for Chair and Non-Executive Directors, including Director Total Pool;
  - ii) remuneration and incentive policies and packages for senior management and remaining employees;
  - iii) recruitment, retention and termination policies for senior management;
  - iv) Remuneration Report for inclusion in the Annual Report.

## 11. Workforce Development Functions

The functions of the Committee in relation to Workforce Development include:

- Ensuring Acumentis has established in an appropriate format and communicated widely our values and expected behaviours; and
- Discussing at least annually achievements in each of the following areas, including reviewing and approving appropriate measures and targets:
  - Size, skill mix and reporting structure
  - Working arrangements
  - Culture and engagement
  - Diversity, equity and inclusion
  - Capability of the workforce, considering aspects such as adaptability, flexibility and agility
  - Succession planning for senior roles

## 12. Compliance Functions

The functions of the Committee in relation to Director and Workforce Compliance include:

- Ensuring compliance with all Director and Workforce reporting requirements, including publishing of public-facing policies;
- Ensuring alignment to or explanation of divergence from the ASX Corporate Governance Principles and Recommendations; and
- Conducting an annual review and endorsement to the Board of all people-related policies.

## 13. Reporting

- a. Proceedings of all meetings are minuted and signed by the Chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee Meetings.

## 14. Review of Charter

- a. The charter is to be reviewed annually by the Committee and endorsed to the Board for approval.

## 15. Policy Approval & Revisions

Date	Action	Changes	Sign off
22 September 2022	Acumentis Board Approval	n/a	Acumentis Board
22 February 2024	Acumentis Board Approval	Comprehensive review undertaken by AS and JM with various amendments to existing sections and adding sections 11 and 12	Acumentis Board
6 December 2024	Acumentis Board Approval	Date changes and wording amendments in Sections 1, 10 and 11.	Acumentis Board

## 16. Further Information

For further information, contact People & Culture at [people@acumentis.com.au](mailto:people@acumentis.com.au).