



Culture & Governance Sub-Committee Charter

1. Introduction

The Board of Adelaide Workers' Homes (AWH) have established a Culture and Governance Committee ("Committee") to assist the Trustees in fulfilling its statutory, corporate governance and oversight responsibilities in relation to the culture of AWH.

The purpose, members, responsibilities and powers of the Committee are set out in this Charter.

2. Purpose

The Committee is convened to provide oversight, strategic advice and guidance to the Board of Trustees regarding:

- Appointment and induction for Trustees
- Provision of advice related to good governance practices
- Adherence to the Charter of the Constitution

The Committee will work in conjunction with other committees to assist the Board of Trustees to fulfil its responsibility to tenants, and other stakeholders to ensure the AWH has and maintains appropriate corporate governance procedures.

3. Committee role and responsibilities

The Committee assists the Board of Trustees in its oversight of culture and governance policies, strategies, structures and practices. The key role and responsibilities of the Committee includes:

Culture and Governance

- Review culture and governance strategy
- Review the Code of Conduct and Ethics and monitor compliance with the Code of Conduct and Ethics and receive reports of material breaches of the Code of Conduct and Ethics
- Contribute to the development and review of AWH culture and governance strategies, systems and processes including in the areas of:
 - o Secretarial and administration remuneration for the Executive
 - o Diversity and inclusion at Board level

Trustees

In relation to the Board of Trustees:

- Develop and implement a process to lead the search for individuals qualified to become members of the Board of Trustees
- Develop and recommend to the Board of Trustees for its approval, qualifications for Trustee candidates and periodically review these qualifications with the Board of Trustees
- Make recommendations for the appointment and removal of Trustees
- Review the Board of Trustees Committee structure and recommend to the Board of Trustees for its approval and suggest Trustees to serve on the various Committees
- Review Trustee remuneration and recommend changes to the Board of Trustees
- Manage induction of newly appointed Trustees, and examine ways to improve Trustee performance
- Provide oversight of governance and make recommendations in relation to the processes for evaluating the performance and effectiveness of the Board of Trustees, its committees, the Trustees and the Chair, and it may (in consultation with the Chair) lead and oversight the work in relation to these reviews.

Executive

In relation to the Executive:

- Advise the Board of Trustees on annual performance targets for the Executive if applicable
- Advise the Board of Trustees on the performance of the CEO's targets if applicable

4. Membership

All Committee members must be Trustees. The Committee will comprise a minimum of three members. The Board of Trustees will appoint the Committee members (including the Chair) and may remove or replace the Chair and Committee members by resolution.

The CEO & COO shall have a standing invitation to attend the Committee meetings as a nonvoting member.

The Committee members have authority to directly request and access relevant information and to meet with management.

The Committee is entitled to have access to and meet with advisors including legal advisors without executives or management of AWH being present.

It is intended that all members of the Committee should be familiar with culture and governance practices, and good risk management.

5. Meetings

The Committee will meet at least three times per year, or more frequently as necessary. A quorum for any Committee meeting will be two members.

All Trustees are entitled to receive copies of Committee papers. The Committee agenda and papers will be circulated to the Committee members within a reasonable period in advance of each Committee meeting.

The Committee Chair or their nominee will be responsible for keeping minutes of Committee meetings. Minutes shall be distributed for approval to all Committee members and signed by the Chairman within one month.

6. Reporting

The Committee will make recommendations to the Board of Trustees and the Chair of the Committee, and will provide regular updates to the Board of Trustees about the Committee's activities.

Minutes of each Committee meeting will be tabled at the next Trustee meeting.

7. Access to independent advice

The Committee collectively, and each Committee member individually, has the right to seek independent professional advice as they consider necessary to fulfil their responsibilities and permit independent judgment in decision making, subject to the approval of the Chair of the Committee at the expense of AWH.

A Committee member will consult the Chair or the CEO before obtaining advice and the policy of the Board of Trustees is that external advice will be made available to all Trustees unless the Chair agrees otherwise.

8. Specific delegations from the Board of Trustees

The Committee is delegated the following powers:

- Recommend to the Board of Trustees for approval the Executive's remuneration
- In consultation with the Board of Trustees, evaluate the Executive's performance

Other than the above, the Committee is convened to provide advice to the Board of Trustees and does not have a standing delegated authority. From time to time the Board of Trustees may refer a specific initiative to the Committee for review. Such a referral will include specific delegation of authority to the Committee for financial commitment, approval and other parameters as required.

9. Review

This Charter will be reviewed every two years or more frequently as required.

10. Approval

This Charter was approved and adopted by the Board in June 2023.