

Guide Dogs.

People, Nominations and Remuneration Committee Charter

Effective Date: May 2026

1. Purpose

The People, Nominations and Remuneration Committee (the Committee) is a standing Committee of the Guide Dogs Victoria Board (the Board). The Committee is established by the Board under clauses 13.6(e) and 13.14 of the GDV Constitution. The Committee exists to support the Board in fulfilling its responsibilities for Board composition and succession planning, oversight of people and culture, and executive leadership appointment and remuneration.

In particular, the Committee:

- Provides oversight and guidance to ensure the Board's composition, leadership, and people strategies are aligned with GDV's mission, values and strategic objectives;
- Advises the Board on strategic risks and opportunities relating to governance, people and culture, and executive leadership; and
- Recommends actions and improvements to relevant policies, practices, and frameworks that support effective governance, a healthy organisational culture, and strong executive performance.

GDV is a company limited by guarantee (ABN 68 004 621 461) and a registered charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act). The Committee's responsibilities are to be exercised consistently with the Corporations Act 2001 (Cth), the ACNC Act, and the GDV Constitution.

2. Definitions

Board - the Board of Directors of Guide Dogs Victoria, which holds ultimate responsibility for the governance, strategic direction, and oversight of the organisation.

Board Composition - the structure, size, skills mix, diversity, and succession planning of the Board and its Committees, which the Committee oversees and on which it provides recommendations to the Board.

CEO - the Chief Executive Officer of Guide Dogs Victoria, responsible for the management and operational leadership of the organisation, and reporting to the Board.

Committee - the People, Nominations and Remuneration Committee, a standing Committee of the Board, responsible for providing oversight, advice, and recommendations to the Board regarding Board composition and succession planning, oversight of people and culture, and executive leadership appointment and remuneration.

EBA - an enterprise agreement applicable to GDV employees, as registered with the Fair Work Commission from time to time.

Executive Leadership - the CEO and the CEO's direct reports, whose appointment, performance evaluation, and remuneration are overseen by the Committee.

GDV - Guide Dogs Victoria (ABN 68 004 621 461).

GDV Constitution - the Constitution of Guide Dogs Victoria (ABN 68 004 621 461), a company limited by guarantee, as amended from time to time.

People - all employees and volunteers of Guide Dogs Victoria, including executives, senior management, and other staff, whose engagement, development, performance, conduct, and wellbeing fall within the scope of the Committee's oversight and recommendations to the Board.

Remuneration - the salary, benefits, incentives, and other forms of compensation provided to the CEO and executives, as well as the policies and practices governing such compensation.

3. Authority

The Committee has authority to:

- Seek, through the CEO and/or other Management representatives, any information it requires from any staff.
- Obtain external legal or other professional advice considered necessary, subject to prior approval of the Board Chair. Where the external advice relates to the Board Chair, approval may be given by the Deputy Board Chair, or another Director approved by the Board if there is no Deputy Board Chair.
- Conduct or authorise investigations into the matters within its scope.
- Access information directly from GDV staff where the Committee Chair considers it necessary for the discharge of the Committee's responsibilities, provided the CEO is informed.

4. Membership

The Committee will consist of not fewer than three (3) and not more than four (4) members, including the Board Chair.

- Members of the Committee will all be Directors of the Board.
- Members and the Committee Chair are appointed by the Board.
- The Committee Chair need not be the Chair of the Board.
- Where the Committee is considering a matter relating to the Board Chair's own position, performance or succession, the Board Chair must recuse from the discussion and the Committee Chair (or, if the Committee Chair is the Board Chair, another Committee member) will preside for that item.
- The Chief Executive Officer (CEO) is not a Committee member but will attend by invitation where necessary or appropriate to facilitate and support the business of the Committee.

5. Responsibilities

The Committee will carry out the following responsibilities:

People and Culture (People)

- Oversee the organisation's people and culture strategy and ensure alignment with GDV's mission, values, and strategic objectives
- Receive and review reports on key people metrics (e.g. turnover, engagement, diversity, mandatory training and professional development) to inform Board oversight
- Receive reports on EBA negotiation progress, endorse negotiation parameters proposed by Management, and be consulted on any material changes to the negotiation strategy
- Oversight of salary increase recommendations for inclusion as assumptions in the annual budget process
- Monitor significant people-related risks (e.g., culture risk, retention risk, conduct issues) and recommend mitigation strategies to the Board
- Oversee relevant policies on ethical conduct, staff behaviour, staff remuneration and workplace standards, providing advice and recommendations to the Board.
- Oversee the adequacy of whistleblower and grievance mechanisms, including receiving reports on the number and nature of matters raised.

Board Composition and Governance (Nominations)

- Oversee and make recommendations to the Board on the size, composition, and succession planning of the Board and its Committees
- Oversee succession planning for the Board Chair, Deputy Board Chair, and committee chair positions, and recommend candidates to the Board.
- Recommend candidates for appointment or re-election as Directors and Non-Director Committee Members, considering the Board skills matrix, diversity objectives, and succession planning
- Oversee the development and review of the Board skills matrix at least annually
- Monitor director tenure and eligibility in accordance with clauses 13.1(c), 13.2(c), and 13.2(f) of the GDV Constitution, including the requirement for re-

election at least every three annual general meetings and the maximum nine-year term.

- Oversee the director nomination process in accordance with clause 13.3 of the GDV Constitution, including the required notice period for nominations prior to annual general meetings.
- Monitor and recommend improvements to Director and Non-Director Committee Member induction and any ongoing development
- Oversee the performance evaluation processes for the Board, its Committees and individual Directors
- Review and recommend updates to any relevant corporate governance policies, practices, and procedures

CEO and Executive Leadership Team Remuneration (Remuneration)

- Oversee and make recommendations to the Board on the appointment, and where appropriate, the removal of the Chief Executive Officer (CEO). The Committee will utilise the services of an independent executive search firm to assist in identifying and selecting suitable candidates for recommendation to the Board.
- Oversee CEO succession planning, including both emergency succession arrangements (in the event the CEO is suddenly unavailable) and planned succession (medium-term identification and development of internal or external candidates).
- Review the terms of the CEO's employment contract, including termination provisions and any severance arrangements, and recommend any changes to the Board for approval.
- Led by the Board Chair, review the performance of the CEO and advise the Board. The Committee will establish an agreed performance plan for the CEO at the time the Board agrees to Guide Dogs Victoria's annual plans and budgets for the coming year. The CEO's actual performance will be assessed at the end of the year against the key performance indicators in the agreed performance plan.
- Led by the Board Chair, recommend to the Board appropriate remuneration for the CEO, informed by the annual appraisal of the CEO's performance against the established performance plan.

- Oversee the appointment, remuneration, and performance evaluation of the CEO's direct reports (Executive Leadership Team). The CEO must inform the Committee of the need to fill a vacancy of a position that directly reports to the CEO so that the Committee can determine whether or not it wishes to be involved in the selection process.
- Review executive remuneration policies and recommend adjustments to ensure alignment with organisational objectives and market practice.
- Oversee appropriate disclosure of executive remuneration in the annual financial statements, in coordination with the Audit, Risk and Finance Committee which has oversight of the financial statements as a whole.
- Note that clause 4.2 of the GDV Constitution prohibits the payment of directors' fees. Any payments to directors under clause 4.3 of the Constitution (out-of-pocket expenses or professional services) require approval in accordance with the Board's approved Delegation of Authority.

6. Conflict of Interest

All Committee members, management attendees, and any other person present at a Committee meeting must disclose any material personal interest, relationship, or beneficial ownership relevant to matters under consideration.

A Committee member who has a material personal interest in a matter being considered must not be present while the matter is being considered and must not vote on the matter, unless the Board has resolved otherwise in accordance with clause 13.5(b) of the GDV Constitution.

All Committee members must notify the Committee Chair in advance of any actual or perceived conflict of interest in matters to be discussed. The Committee Chair must notify the Board Chair (or, where the conflict relates to the Board Chair, the Deputy Board Chair).

Conflicts of interest will be managed in accordance with GDV's Conflict of Interest Policy and clause 13.5 of the GDV Constitution.

For management of any conflict on matters relating to the Board Chair's own position, performance or succession, refer to section 4 of this Charter.

7. Meetings

The Committee will meet at least three (3) times per year and may convene additional meetings as required.

- Members are expected to attend in person or via electronic means.
- Members are expected to attend all meetings.
- If the Committee Chair is absent from a meeting, the Committee members present will elect one of their number to chair the meeting, consistent with clause 13.10(c) of the GDV Constitution.
- A quorum is two (2) Committee members.
- Decisions are determined by majority vote of members present and voting.
- The Chair does not have a casting vote; where votes are equal, the motion is lost.
- The Committee may pass resolutions without a meeting by written (circular) resolution, in accordance with the process set out in clause 13.12 of the GDV Constitution as applied to committees by clause 13.14(c). A written resolution must be circulated to all Committee members, and a majority must consent, for the resolution to be valid.
- The Chair may allocate time for confidential discussion without management present.
- Members of the Board may attend Committee meetings, but only Committee members have voting rights.
- The Committee may invite members of management or any other persons deemed appropriate to attend meetings and provide pertinent information
- Management will arrange for a member of staff to fulfil the role of meeting secretary.
- Agendas and papers will be circulated at least one week prior to meetings.
- Minutes will be circulated within one week following each meeting.
- Minutes will be endorsed at the subsequent meeting and signed by the Chair.
- The Committee will establish an annual forward agenda or work plan, to be reviewed at the first meeting of each calendar year.

8. Reporting

- Committee minutes will be included in the agenda for the next available Board meeting.
- The Committee Chair will report to the Board on any matter requiring Board decision, including a clear recommendation. The Committee Chair will also brief the Board on other significant matters discussed. The Committee's annual report to the Board (see section 9) forms part of the Committee's reporting obligations.

9. Relationship to other Committees

The Committee's responsibilities may intersect with those of other Board committees, including the Audit, Risk and Finance Committee, the Clinical Governance and Quality Committee, and the Fundraising, Marketing and Innovation Committee. Where responsibilities overlap (for example, people-related risks, clinical workforce, or financial statement disclosure), the Committee Chair will coordinate with the relevant committee chair to ensure clear accountability and avoid duplication.

10. Review

The Committee will:

- Seek feedback from the Board on the Committee's effectiveness.
- Provide a written annual report to the Board summarising the Committee's activities, findings, and progress against its responsibilities. The annual report will be provided to the Board within a reasonable period of time from the end of each financial year.
- Conduct a self-assessment of the Committee's performance and effectiveness, in addition to seeking feedback from the Board.
- Review the Committee's Charter at least every three years, or earlier if there is a material change in GDV's regulatory framework, governance structure, or committee scope, with any proposed changes to be approved by the Board.

11. Change History

Version number	Date	Summary of change
1.0	May 2026	Merger of prior Nominations Committee and Remuneration Committee Charters. Endorsed by People, Nominations and Remuneration Committee 23 April 2026. Approved by Board 1 May 2026.
DRAFT 0.1	April 2026	Initial Draft
The Charter is due for review by May 2029		