

WMAA Board of Directors

Remuneration & HR Committee

Charter

1. Objectives

The Board of the Waste Management Association of Australia (“WMAA”) has resolved to establish a Committee of the Board to be known as the Remuneration and HR Committee (“the Committee”) and reserves the authority to appoint or remove the Committee Chairman or any of its members.

The primary objective of the Committee is to assist the Board in fulfilling its corporate responsibilities in regard to:

- i. Remuneration strategy and remuneration policies for the Chief Executive Officer (CEO)
- ii. Performance of the CEO
- iii. Employment terms and conditions of the CEO
- iv. Employment conditions and policies applicable to WMAA staff
- v. Other matters delegated to the Committee by the Board.

2. Authority

The Committee is authorised, within the scope of its responsibilities, to:

- i. seek information it requires from any WMAA employee or contractor; and
- ii. take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of WMAA. Unless a conflict exists or to do so would be inconsistent with the Committee’s duties, the Committee is to request such information, professional advice or assistance permitted under this clause via the Chair of the Board.

3. Membership

3.1 The Committee is to consist of:

- i. only Independent Non-executive Directors; and
- ii. at least three Members of the Board.

3.2 All Directors, including those that are not members of the Committee, have the right to attend Committee Meetings.

3.3 The Chair of the Committee is to be an Independent Non-Executive Director and is to be appointed by the Board.

3.4 Committee members are appointed by the Board, with the Chair of the Committee to be elected by the Committee members.

3.5 The Committee may invite other persons to attend its meetings as required.

4. Meetings

- 4.1 The Committee shall meet at least three times in each financial year. The Chair will determine the procedure for meetings of the Committee.
- 4.2 A quorum shall consist of greater than 50% of members, based on membership numbers of the Committee.
- 4.3 All decisions of the Committee shall be determined on the basis of a majority vote of members. In any instance of a tied vote, the Chair of the Committee shall have the casting vote.
- 4.4 When the Committee must reach a decision between meeting dates, this decision may be made by circular resolution. In carrying out a vote by circular resolution, the Chair of the Committee has an obligation to attempt to contact all Committee members. A circular resolution will be passed only when the majority of Committee members vote in the affirmative.

5. Organisation

- 5.1 A delegate nominated by the CEO or the Chair of the Committee will be responsible for keeping all minutes of all meetings of the Committee. Once the minutes of each meeting have been adopted and signed by the Chair of the Committee, they shall be tabled at the next Board meeting subsequent to that Committee meeting.
- 5.2 All activities and recommendations from the Committee will be brought to the Board for ratification at the next Board meeting subsequent to that Committee meeting.

6. Duties and Responsibilities

6.1 Remuneration Related

The function of the Committee is to review and, where appropriate, recommend approval by the Board of remuneration, recruitment, retention, superannuation and termination policies and procedures for the CEO including the amount of performance payments. More specifically the duties are as follows:

- i. review the remuneration strategy of WMAA, ensuring it addresses retention, industry remuneration comparisons and links performance with rewards and is aligned to long term strategic objectives;
- ii. review the competitiveness of WMAA CEO remuneration programs to ensure:
 - (a) the attraction and retention of the CEO;
 - (b) the motivation of the CEO to achieve WMAA's strategic objectives.
- iii. review trends in senior executive compensation, including, reviewing and taking into account decisions made by the Statutory and Other Offices Remuneration Tribunal (SOORT) and any other relevant public and private sector benchmarks in determining appropriate remuneration for executives;
- iv. report to the Board the results of any discussions held by the committee with the CEO regarding appropriate goals and objectives and the results of the CEO performance evaluation;
- v. review of CEO key performance indicators;
- vi. review the training requirements of the CEO;
- vii. review and recommend to the Board the salaries, bonus and other compensation for the CEO, ensuring that reward is linked to strategic performance;
- viii. review as appropriate the terms and conditions of the CEO's employment contract;
- ix. develop and periodically review appropriate employment policies including recruitment, executive development, remuneration packaging guidelines, superannuation and termination policies; and
- x. review any other matters delegated by the Board.

7. Reporting

7.1 The Committee will:

- i. record proceedings of each meeting; and
- ii. circulate them to the Board.

7.2 Prepare an annual report to the Board, a summary of which is to be published in the Annual Report, outlining work performed by the Committee.

7.3 All recommendations of the Committee are to be referred to the Board for approval.

7.4 Ensure the Charter of the Committee is posted on the WMAA website.

8. Committee Performance

To determine whether it is functioning effectively, the Committee shall:

- i. review this Charter periodically; and
- ii. undertake an evaluation of its performance at intervals considered appropriate by the Chair.