

## REMUNERATION COMMITTEE CHARTER

### 1. INTRODUCTION

This Charter sets out the roles and responsibilities of the Remuneration Committee established by the Board of Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC (**WDLAC**).

### 2. ROLE OF COMMITTEE

The role of the committee is to review and make recommendations to the Board in relation to:

- (a) Ensuring the remuneration of executive officers of WDLAC is reasonable and fair having regard to duties performed and relevant industry benchmarks, and rewards performance in line with the overall performance and objectives of WDLAC;
- (b) The remuneration and contractual terms applicable to the employment of the Chairperson and Deputy Chairperson (where recommendations are that a bonus should be paid or salary should increase beyond CPI levels, member approval is also required in general meeting once Board approval is secured);
- (c) The remuneration and contractual terms applicable to the employment or engagement of the Chief Executive Officer;
- (d) The annual performance review of the Chief Executive Officer;
- (e) The remuneration and contractual terms applicable to the employment or engagement of the Company Secretary;
- (f) Single increases to the annual remuneration of employees of WDLAC of greater than 10% relative to the previous year;
- (g) The remuneration report to be included in WDLAC's annual report;
- (h) The reporting in the annual report on related party benefits;
- (i) The remuneration aspects of WDLAC's annual budget;

- (j) Overseeing WDLAC's recruitment, retention, incentive, grievance and termination policies and procedures;
- (k) The appointment and termination of executive officers of WDLAC (apart from the Chairperson and Deputy Chairperson of the Board), and the making of termination payments or settlements; and
- (l) Any other functions delegated to the committee by the Board.

The Charter should be read in conjunction with the WDLAC Rule Book, the WDLAC Policy and Procedures Manual and the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth).

### 3. MEMBERSHIP AND PROCESS

**Size, composition, term:** The number of directors on the Committee will be no greater than 4 persons. They shall hold office for a term of 1 year, subject to them being re-elected if this arises during their term. The Chairperson and Deputy Chairperson must not be members of the Committee, but may attend where the subject matter of any discussion or decision does not concern the Chairperson or Deputy Chairperson. The Committee may invite any person to attend the meeting as appropriate, including external advisers and the CEO, where the subject matter of any discussion or decision does not concern them. Invitations shall be extended via the Chairperson, or the Secretary, as directed by the Committee.

**Chairperson:** The Chairperson of the Committee will be elected by the Board. If possible, the Chairperson of the Committee will be a non-executive member of the Board.

**Secretary:** The Secretary of WDLAC will also provide secretarial support to the Committee. The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board. The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

**Quorum:** A quorum for a meeting of the Committee is three directors.

**Access:** Members of the Committee have rights of access to the books and records of WDLAC to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to WDLAC's interests.

**Independent Advice:** The Committee may obtain independent professional advice at WDLAC's expense to assist in fulfilling its duties, subject to the approval of the Board. This may include legal advice, human resources advice, and salary benchmarking advice, by way of example.

**Minimum meetings:** The Remuneration Committee will meet at least once per year and otherwise as required.

#### **4. CONFIDENTIALITY**

All proceedings of the Committee are strictly confidential and will not be disclosed to any person other than Board members, except as otherwise agreed by the Board or as required by law.

#### **5. REVIEW OF CHARTER**

The Committee will regularly review its effectiveness and ensure its members undergo training to ensure their ability to discharge their responsibilities. The Committee will review this Charter to ensure it continues to accord with the needs of WDLAC, legal requirements and best practice, and make recommendations to the Board for alterations as required

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**Adopted by the Board:** 26 June 2015