



**HUMAN RESOURCES AND REMUNERATION
COMMITTEE CHARTER**

MAY 2009

HUMAN RESOURCES AND REMUNERATION COMMITTEE CHARTER

1. CONSTITUTION

- 1.1 The Human Resources and Remuneration Committee (the Committee) has been established by resolution of the Board of Directors (the Board).

2. OBJECTIVE

- 2.1 The primary objective of the Committee is to assist the Board to fulfil its corporate governance and overseeing responsibilities in relation to:
- The Company's overall people strategy including remuneration components, performance measurements and accountability frameworks, organisational structure and culture, business alignment and external competitiveness;
 - The Company's superannuation arrangements;
 - CEO and senior management fixed remuneration framework and levels;
 - CEO and senior management performance and equity based remuneration frameworks and levels, including performance incentives and hurdles;
 - CEO and senior management recruitment, retention, talent management and succession planning; and
 - Chairman and non-executive Director remuneration framework and levels.

3. MEMBERSHIP

- 3.1 The Committee will comprise no less than three (3) and no more than five (5) members appointed by the Board, all of whom shall be independent non-executive Directors.
- 3.2 Members will be appointed for a three (3) year term of office (or such shorter time as they remain in the office of Director) and, subject to continuing to be a Director, will be eligible for re-appointment at the end of their term in office.
- 3.3 Any Director may attend any Committee meeting at any time.
- 3.4 The Chairman of the Committee (the Committee Chair) will be appointed by the Board from time to time. The Committee Chair will be an independent non-executive Director.

4. SECRETARY

- 4.1 The Company Secretary or the Assistant Company Secretary shall be secretary (the Secretary) of the Committee and shall assist with agenda and Committee paper circulation and keep and circulate the minutes of the meetings.

5. MEETINGS

- 5.1 The Committee will hold at least four (4) meetings per year.
- 5.2 A simple majority of Committee members will constitute a quorum.

6. AUTHORITY

- 6.1 The Committee is authorised by the Board to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

- 6.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary, but only after consultation with the Chair of the Board.
- 6.3 The Committee will have unlimited access to senior management of the Company.

7. REPORTING PROCEDURES

Internal

- 7.1 The secretary will circulate the minutes of the meeting of the Committee to all members of the Committee for comment and change before being signed by the Committee Chair.
- 7.2 The minutes of Committee meetings will be circulated to the Board with the Board papers for the next Board meeting, and be tabled at the Board meeting along with any recommendations of the Committee.

External

- 7.3 The Committee will be responsible for reviewing and signing off on the disclosure in the Company's Annual Report of the activities of the Committee, the Company's senior management remuneration policies and incentive schemes, and Chair of the Board and non-executive Directors' remuneration framework and levels.
- 7.4 The Committee is authorised to make decisions on all matters within its Charter.
- 7.5 The annual review of the CEO's fixed remuneration, and performance and equity based remuneration levels including performance incentives and hurdles, will be recommended by the Committee to the Board.
- 7.6 The annual review of the Chair and non-executive Director's remuneration framework and levels will be recommended by the Committee to the Board.

8. RESPONSIBILITIES

The responsibilities of the Committee in respect of its objectives are as follows:

- 8.1 The recruitment, remuneration, retention, succession planning, termination, and training policies and procedures for senior management by:
- periodically reviewing the Company's Human Resources Strategy and Plans to facilitate understanding of the company's overall approach to human capital and people management
 - periodically reviewing organisational culture to facilitate understanding of the impact of culture on Company strategy, profitability and management of human capital;
 - periodically reviewing the relevant policies and procedures and make recommendations to the Board for any proposed changes; and
 - benchmarking for 'best practice' policies and procedures.
- 8.2 The Company's overall remuneration strategy including remuneration components, performance and accountability framework, business and cultural alignment and external competitiveness:
- annually reviewing the Company's remuneration strategy, components, performance measurements, business alignment and external competitiveness; and
 - annually reviewing the application of any executive and employee incentive arrangement to ensure the approved framework and processes have been applied in the award of any incentive.

- 8.3 Superannuation Arrangements
- annually reviewing the Company's superannuation arrangements, including 401K arrangements.
- 8.4 CEO and senior management performance based and equity based remuneration including performance incentives and hurdles:
- obtaining expert external advice in establishing fixed remuneration frameworks and levels;
 - establishing policies on the CEO and senior management fixed remuneration framework and levels;
 - annually assessing the market to ensure that the CEO and senior management are being rewarded commensurate with their responsibilities and in alignment with shareholder interests;
 - annually reviewing the fixed remuneration levels of the CEO and senior management; and
 - recommending the outcome of the annual CEO's fixed remuneration review to the Board.
- 8.5 CEO and senior management performance and equity based remuneration framework and levels including performance incentives and hurdles:
- obtaining expert external advice in establishing performance and equity based remuneration frameworks and levels;
 - establishing policies in relation to incentive remuneration frameworks and levels for the CEO and senior management;
 - annually assessing the market and obtaining advice to ensure incentive based remuneration frameworks and levels are appropriate to the Company's circumstances and goals, and in alignment with shareholder interests;
 - annually reviewing the incentive remuneration levels of the CEO and senior management; and
 - recommending the outcome of the annual CEO's incentive remuneration review to the Board.
- 8.6 Chairman and non-executive Director remuneration framework and levels:
- obtaining expert external advice in establishing Chair and non-executive Director remuneration frameworks and levels;
 - establishing policies in relation to remuneration frameworks for the Chair and non-executive Directors;
 - annually assessing the market and obtaining advice to ensure remuneration framework and levels for the Chair and non-executive Directors are appropriate, market competitive, and in alignment with shareholder interests;
 - annually reviewing the remuneration levels of the Chair and non-executive Directors; and
 - recommending any proposed changes to the Chair's and non-executive Director's remuneration to the Board.

9. SELF ASSESSMENT

- 9.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Nomination and Governance Committee. This will include an annual review of the Committee's Charter.

10. ACCESS TO THE CHARTER

10.1 The Charter will be available, upon request, to all Directors and Committee members, management, shareholders and any other interested parties, as appropriate.