

CHARTER FOR THE REMUNERATION AND GOVERNANCE COMMITTEE – PROCARE HEALTH LIMITED

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1. PURPOSE OF THE CHARTER

The board of directors of ProCare Health Limited has established a Committee of directors known as the Remuneration and Governance Committee (RAGC). The objectives, composition, term of office, duties and responsibilities of the Committee are set out in this Charter, and are pursuant to the authority contained in the Constitution.

2. DEFINITIONS

- **ProCare** refers to **ProCare Health Limited**, also referred to as ‘the Company’ and “PHL” and includes any associated companies or subsidiary
- **The Board** are the **Board of Directors of ProCare Health Limited** unless otherwise stated
- **RAGC** is the **Remuneration and Governance Committee**, also referred to as ‘the Committee’
- An **Appointed Director** is defined in the Company’s constitution.

3. ROLE OF THE COMMITTEE

The role of RAGC is to assist the Board in the establishment of remuneration policies and practices for the Company, and in discharging the Board’s responsibilities related to remuneration and governance.

4. MEMBERSHIP

- a. Members of RAGC will be appointed by the Board and will comprise a minimum of three directors, and a majority of whom will be Appointed Directors.
- b. The Board will appoint the Chairman of the Committee. The position of Chairman will be appointed / reappointed by the Board in accordance with PHL governance policy.
- c. The Chairman of the Committee will not be the Chairman of the PHL board.
- d. All ProCare Board members are entitled to attend RAGC meetings.

5. DUTIES AND RESPONSIBILITIES

Specifically, the Committee should:

- a. Recommend the remuneration policy and strategies for ProCare to the Board;
- b. Recruitment and Remuneration of the Chief Executive Officer;
- c. Manage the recruitment process for the appointment of the Chief Executive, with the objective of identifying a single recommended candidate for interview (if required) by the Board;
- d. Candidates for the Chief Executive will be assessed by the RAGC based on the job description and competence requirements of the position, the individual's reputation and cultural fit with ProCare and any other requirements established by the Board;
- e. RAGC will recommend to the Board, compensation for the Chief Executive. having regard for market rates for comparable positions, the calibre of the individual and affordability for the organisation;
- f. RAGC will be responsible for proposing key performance indicators for Board approval against which the Chief Executive's performance and payment of at risk compensation (if any) to be paid;
- g. Annually, RAGC will review the Chief Executive's performance, report on performance to the Board and will recommend for Board approval the portion of at risk compensation (if any) to be paid;

- h. Annually RAGC will undertake a market assessment of compensation for the Chief Executive and recommend, for Board approval, changes to the Chief Executive's remuneration package (if any).

Senior Management Remuneration

- a. RAGC will review and approve remuneration for the senior management team;
- b. Review staff engagement / satisfaction surveys, succession planning and senior management development plans;
- c. In conjunction with the Chief Executive, undertake a periodic review of policies and strategies for employee remuneration, having regard for affordability, balanced by the need to attract and retain people with the necessary talent and motivation to materially advance ProCare;
- d. Receive reports from the Chief Executive regarding the culture and values of ProCare as demonstrated through the actions of staff, and through quantitative surveys undertaken from time-to-time;
- e. Make recommendations to the Board regarding proposals made by the Chief Executive through RAGC;
- f. Receive reports from the Chief Executive relating to adverse employment matters that might give rise to reputational damage.

Board Appointment and Remuneration

- a. RAGC will identify and recommend candidates for Appointed Director/s taking into account such factors as it deems appropriate, including diversity and tenure, capability, skill sets, experience, qualifications, judgement and the ability to work with other Directors;
- b. At the request of the Board, review and present recommendations for the level of directors' fees to be paid for the Board and to members of all Committees of the Company;
- c. Maintain a register of Board appointments, expiry dates and required skills mix for the Company;
- d. Review governance policies and where necessary makes recommendations to the Board to maintain the relevancy and accuracy of these policies.

6. AUTHORITY

- a. The Committee is not a decision making body. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf;
- b. The Committee will make recommendations to the Board on all matters requiring a Board decision;
- c. The Committee is authorised by the Board at the expense of the Company, to obtain such outside information and advice, including market surveys and reports and to consult with such management consultants and other advisers as it necessary to carrying out its responsibilities.

7. PROCEDURE

- a. RAGC will meet as often as is required to fulfil the purpose of the Committee, but no less than twice annually to review the performance of the Chief Executive;
- b. A quorum of any two directors appointed to RAGC is required either in person or via teleconference. No business may be transacted at a meeting of the members if a quorum is not present;
- c. Where ever possible, decisions of RAGC will be made on a consensus basis;
- d. The Head of Corporate Services will act as the secretary of the Committee and is responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory papers / reports to Committee members, prior to each meeting;
- e. In the absence of the nominated Chairman, any member may Chair a meeting of the Committee;
- f. Adequate minutes of the meeting will be taken by a nominated individual and circulated to RAGC within one week of the meeting for review and confirmation of accuracy;
- g. RAGC will ensure that minutes of its meetings are kept and provided to the board in a timely manner. The Chairman of each meeting of the Committee will report back to the board on the key points of discussion, the decisions taken, and the recommendations of the Committee, to the next scheduled meeting of the board;

- h. The Chairman will call a meeting of the Committee if requested to do so by any Committee member, by the Chief Executive Officer, the Chief Financial Officer, or the Company's external auditors;
- i. All directors have a standing invitation to attend any meetings of the Committee.

8. REMUNERATION

Members of RAGC will be paid remuneration, which will be determined by the Board and reviewed every two years.

9. COMPLIANCE MONITORING AND REVIEW

- a. The Board at its sole discretion may from time to time review the activities and effectiveness of RAGC and may, as a result of this review, amend, alter, or rescind any part or whole of the RGC Charter;
- b. This Charter will be reviewed every two years or at such other time as directed by the ProCare Health Limited Board;
- c. RAGC will self-assess the performance of the Committee on an annual basis.

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