

## **HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE**

### **A Purpose and Responsibilities of the Committee**

The primary purpose of the Human Resources Committee is to assist the Board of Directors of Mighty River Power (the Board) in fulfilling its human resources responsibilities relating to the Company and each of its subsidiaries (the Group). The Committee will carry out this purpose by overseeing and providing advice to the Board on the Group's:

- organisational capabilities;
- organisational design;
- human resource strategies,
- the remuneration for the Chief Executive; and
- the remuneration policy for the Group.

### **B Constitution**

The Committee is a committee of the Board with the authority delegated to the Committee in relation to Responsibilities and Duties.

### **C Membership**

The membership of the Committee consists of not less than three Directors plus the Chair of the Board as an ex-officio member. A quorum for meetings shall be three.

The Board shall appoint a Chairman from the members of the Committee.

### **D Secretarial and Meetings**

The Secretary of the Committee shall be appointed by the Board.

Any member of the Committee may request a meeting at any time if they consider it necessary.

The Chairman shall call a meeting of the Committee if so requested by a Member of the Committee, or as requested by the Board.

Meetings will be held not less than 3 times per year.

Minutes of each meeting will be produced by the Secretary of the Committee and such Minutes will, following approval by the Committee, be signed by the Chairman as a correct record of the proceedings of the meeting. The Chairman shall report the findings and recommendations of the Committee to the Board after each Meeting and will provide copies of the minutes to the members of the Board.

## **E Responsibilities and Duties**

The responsibilities and duties of the Committee are as follows:

1. To ensure the Group's Human Resources Plan can deliver the organisation capability required to support the Group's strategic objectives through:
  - Succession planning for the Chief Executive and Senior Executives.
  - Organisational design and development.
  - Leadership and technical competency development initiatives.
  - Human Resources risk management and compliance.
2. To consider and report to the Board on the Chief Executive's recommendations with respect to:
  - Remuneration philosophies, principles and policies to be used by the company.
  - Performance related criteria and recommendations of any performance related remuneration for the Chief Executive's direct reports.
  - Performance related criteria and recommendations of any performance related remuneration for "talent".
3. To ensure appropriate remuneration governance processes are in place, through:
  - Authority levels for all changes in remuneration as established in the Delegations Policy.
  - Availability for approved audit purposes of all remuneration reviews and payroll records affected by Committee approvals.
4. To review at a Business Unit level Organisational Development and Human Resources Plans against the targets established within the respective Business Plans.
5. To ensure Committee performance satisfies governance requirements by:
  - Examining any other matters referred to it by the Board.
  - Reviewing information provided from internal and external sources relating to remuneration issues.

## **F Review of the Committee**

The Committee shall undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities shall also be reviewed by the Board.