



**Group Human Resources And
Remuneration Committee
Charter**



Group Human Resources and Remuneration Committee Charter

TABLE OF CONTENTS

1. Scope.....	3
2. Objectives	3
3. Duties and Responsibilities	3
4. Board Committee Standing Procedures.....	4

1. Scope

The Group Human Resources and Remuneration Committee appointed by the Board of Directors of MyState Limited also operates as the Human Resources and Remuneration Committee and performs the functions outlined in this charter, for each of the following entities that have operations that require oversight by the Human Resources and Remuneration Committee.

- MyState Financial Limited
- Tasmanian Perpetual Trustees Limited
- Connect Asset Management Pty Ltd
- Conquest Securities Pty Ltd
- MyState Financial Community Foundation Pty Ltd
- The Gourmet Club Pty Ltd
- Other wholly owned subsidiaries or controlled entities as required from time to time.

The reference to the Board in the Charter means the Board of MYS and/or the Board of each entity referred to above.

2. Objectives

The role of the Human Resources and Remuneration Committee is to assist the Board in fulfilling its responsibilities in relation to Human Resource and Remuneration Policy. All such policy to satisfy legal and regulatory requirements to protect the Company from liability, improve organisational effectiveness and assists in the attainment of business goals.

3. Duties and Responsibilities

The duties and responsibilities of the Human Resources and Remuneration Committee are as follows:

- Recommend remuneration arrangements of:
 - Board Members
 - Managing Director and other senior executives
- Review and make recommendations to the Board in respect of Human Resources policy and procedure including the Code of Personal Conduct and the Corporate Code of Conduct and other policies relating to ethical conduct.

- Monitor and make recommendations to the Board in respect of organisational health.
- Conduct regular reviews of, and make recommendations to the Board on, the Remuneration Policy. This must include an assessment of the Remuneration Policy's effectiveness and compliance with the requirements of Prudential Standard (APS 510 paragraph 50(a)).
- Make annual recommendations to the Board on the remuneration of the Chief Executive Officer (CEO), direct reports of the CEO, other persons whose activities may in the Board Remuneration Committee's opinion affect the final soundness of the institution and any other person specified by APRA (APS 510 paragraph 50(b)).
- Recommend remuneration policy, superannuation and other related arrangements for staff.
- Consultation with the Board and Management regarding the negotiation of Industrial Agreements or Contracts for Senior Staff.
- Ratify Industrial Agreements and Contracts for Senior Staff.
- Recommend in relation to matters such as a Company Share Scheme or other incentive schemes for senior executives and staff.
- Ensure compliance with relevant Company Policies and legal requirements of employment (i.e. Occupational Health and Safety, Anti Discrimination etc).
- Monitor programmes in place to ensure Company staff have skills in place to competently perform their roles, including a review of the Company's succession plan (noting that this report is also of interest to the Group Risk Committee).
- Review the Remuneration Report and recommend its adoption to the Board.

4. Board Committee Standing Procedures

Refer attached.