

People, Culture & Safety Committee

TERMS OF REFERENCE

TITLE	People, Culture & Safety Committee
AUTHOR	Hydro Tasmania Corporation Secretary
APPROVED	Hydro Tasmania Board
DATE	23 February 2026
VERSION	1.0



Contents

1. Purpose	3
2. Scope	3
3. Objectives	3
4. Authority	3
5. Membership, Operation and Administration	4
5.1 Membership	4
5.2 Chair	4
5.3 Invitees	4
5.4 Committee Executive Lead and Secretariat	4
5.5 Meetings	5
5.6 Conflicts of Interest	5
5.7 Access to advice	5
5.8 Review of Performance and Terms of Reference	6
6. Responsibilities	6
6.1 Policy Setting	6
6.2 Human Resources, Culture and WHS oversight	6
6.3 ESG	6
6.4 Compliance	6
6.5 Remuneration and Incentives	7
6.6 Succession Planning	7
6.7 CEO Performance	7
7. Reporting	7
8. General	7

Hydro Tasmania pays respect to the rich, long and ongoing history of the Traditional Owners and Custodians and their connections to land, sea and community.

The mountains, natural lakes and rivers that capture and channel water for hydropower are rich in Aboriginal history, culture and tradition. We acknowledge ongoing connection to culture and custodianship of the lands and waters of places we share. We pay our respect to Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples today.

1. Purpose

The People, Culture and Safety Committee (Committee) is established by the Board of Hydro Tasmania (the Board) to assist in fulfilling its governance and oversight responsibilities in relation to people, culture, workplace health and safety (WHS), and organisational capability.

The Committee provides oversight and advice to the Board to support effective oversight, sound decision-making, and compliance with Hydro Tasmania's governance framework and statutory obligations.

2. Scope

The Committee will provide oversight for Hydro Tasmania including Entura, Momentum Energy and AETV Pty Ltd.

3. Objectives

The Committee's objectives are to:

- Provide focused oversight and review of matters delegated by the Board.
- Ensure that management frameworks, policies, and processes within its remit are effective and aligned with Hydro Tasmania's strategic objectives.
- Monitor performance, compliance, and continuous improvement in the Committee's area of responsibility.
- Facilitate transparent communication between management and the Board.
- Promote good governance, integrity, and accountability in decision-making.

4. Authority

The Committee is empowered by the Board to:

- Investigate any activity within its scope of responsibility.
- Obtain any information it requires from personnel, management, or external parties.
- Engage independent advisers or subject matter experts, at Hydro Tasmania's expense, as needed.
- Access all relevant records to discharge its duties effectively.

The Committee has no delegated decision-making authority unless specifically conferred by the Board.

5. Membership, Operation and Administration

5.1 Membership

- The Committee will comprise no fewer than three (3) non-executive directors of the Board, each with appropriate qualifications, skills, or experience to assist the Committee to perform its functions.
- At least one member of the Committee will possess relevant qualifications and experience in human resources and/or workplace safety practices.
- Members will be appointed by the Board, and terms of appointment are at the discretion of the Board.

5.2 Chair

- The Chair of the Committee will be a non-executive director appointed by the Board.
- The Chair is responsible for leadership of the Committee, approving agendas, facilitating effective meetings, and communicating the Committee's recommendations or endorsements to the Board for its approval.

5.3 Invitees

- All non-executive directors, the Chief Executive Officer (CEO), EGM People and Corporate Affairs, and Corporation Secretary (or nominee) have standing invitations to attend meetings.
- The Committee may meet in camera as required.
- Any director who is not a Committee member may attend Committee meetings and have access to all Committee papers but will not have voting rights.
- Management and other personnel may be invited to present on issues relevant to the Committee's duties.
- The Committee may invite external experts or advisors to attend meetings as it deems appropriate.

5.4 Committee Executive Lead and Secretariat

- The Committee Executive Lead will be the EGM People, Governance and Corporate Affairs, or other suitable person appointed by the Committee.
- The Secretariat of the Committee will be the Corporation Secretary or nominee.
- Meeting agendas will be prepared by the Secretariat and Committee Executive Lead, in consultation with the Committee Chair.

- The Secretariat will coordinate meeting logistics, distribute agendas and papers, and record minutes, actions and resolutions, working closely with the Committee Executive Lead.
- The Secretariat is to record minutes and resolutions with minutes to be reviewed and approved by the Committee Chair and provided to the Board at its next meeting for noting.
- Committee members will declare interests at Committee meetings. The Secretariat will maintain a register of declared interests and provide it to the Board in accordance with Hydro Tasmania's governance framework.

5.5 Meetings

- The Committee will meet at least four (4) times per year, or more frequently as required.
- All members, including the Corporation Secretary or nominee, are expected to attend each meeting in person or via teleconference or videoconference.
- A quorum will comprise at least two (2) members.
- In the absence of the Committee Chair, the remaining members will elect one of the members to chair the meeting.
- Meeting agendas and papers will be distributed at least five (5) working days in advance.

5.6 Conflicts of Interest

- Committee members will declare any conflicts of interest at the commencement of each meeting.
- Ongoing conflicts need not be re-declared at each meeting once formally recorded.
- Members or invitees with a real or perceived conflict will not be present for discussions or decisions on the relevant matter.

5.7 Access to advice

- The Committee may obtain independent professional, legal, or technical advice as necessary, at Hydro Tasmania's expense.
- The Committee may meet with external advisers without management present.
- The CEO and other senior executives have direct access to the Committee Chair to raise material matters that, due to urgency, sensitivity or risk, cannot reasonably be progressed through normal management or governance channels.
- The Committee may require the attendance of any Hydro Tasmania personnel or representatives from subsidiaries at Committee meetings to support its work.

5.8 Review of Performance and Terms of Reference

- The Committee will review its performance annually and provide results to the Board.
- These Terms of Reference will be reviewed every two (2) years or more frequently if deemed necessary by the Committee, with any amendments submitted to the Board for approval.

6. Responsibilities

The Committee's responsibilities will align with its purpose and include, but is not limited to, the following:

6.1 Policy Setting

- Review and monitor human resources and WHS policies, including the Code of Conduct, and endorse Board reserved policies for Board approval.

6.2 Human Resources, Culture and WHS oversight

- Oversee WHS strategies to align with Hydro Tasmania priorities and risk appetite.
- Provide oversight of culture development targeting alignment of culture, values and leadership behaviours with Environmental, Social, and Governance (ESG), WHS, and Diversity, Equity and Inclusion (DEI) commitments.
- Provide oversight of WHS, wellbeing and psychosocial risk management.
- Monitor DEI initiatives and outcomes.
- Review personnel engagement, talent development and workforce sustainability.
- Oversee the Sustainability Framework as it relates to people, culture, workforce practices, health, safety and wellbeing.

6.3 ESG

In relation to ESG matters, the Committee's responsibilities are limited to the people-related and social aspects of sustainability, including workforce practices, culture, health, safety, wellbeing, diversity and inclusion. Oversight of broader ESG matters remains the responsibility of the Board and relevant Board Committees, in accordance with Hydro Tasmania's governance framework.

6.4 Compliance

- Oversee compliance with WHS and industrial relations legislative and regulatory requirements.
- Monitor and report material legislative changes to the Board.

- Annually confirm compliance with Tasmanian Government Business Remuneration Guidelines.
- Maintain oversight of serious Code of Conduct breaches requiring external reporting.

6.5 Remuneration and Incentives

- Review and, if appropriate, endorse for Board approval any request to release the Executive Incentive Pool.
- Provide input and oversight over changes to the organisation-wide remuneration frameworks and strategy, and where decision requires Board approval, endorse decisions prior to submission to the Board for approval.
- Provide input on the annual balanced scorecard and executive incentive program prior to consideration by the Board.
- Oversee Enterprise Agreement negotiations.
- Consider and recommend CEO key performance measures to the Board.

6.6 Succession Planning

- Advise the Board on skills and succession planning for non-executive directors and the CEO.
- Oversee executive succession planning conducted by the CEO.

6.7 CEO Performance

- Review the CEO's performance and remuneration on an annual basis and report to the Board.

7. Reporting

The Committee Chair will provide a verbal summary and/or written report to the Board following each meeting, highlighting key matters for decision or noting.

8. General

- All information received by the Committee is confidential and must be treated in accordance with Hydro Tasmania's confidentiality and information management policies.
- The Secretariat will retain all agendas, papers, and minutes in accordance with established Hydro Tasmania records management policies and relevant legal and regulatory requirements.
- Administrative updates to these Terms of Reference may be made by the Secretariat, with material changes to be approved by the Board.