



People, Culture and Remuneration

Committee - Terms of Reference (AIATOR-002)

The Board of Amnesty International Australia (AIA) has resolved to expand the accountabilities of the Board Committee previously known as the Remuneration Committee to include, as well as remuneration governance, people and culture strategy oversight, executive succession recommendations, complex people and culture support and such other human resource related matters brought to the Committee by the National Director. The expanded committee will be known as the People, Culture and Remuneration Committee (the Committee) and will have functions as specified in this Terms of Reference (Charter).

Role of the Committee

The Committee is generally responsible for assisting and advising the Amnesty International Australia Board in the following areas:

- Oversight the development of appropriate people and culture strategies, policies and frameworks which support the objectives, ethics and values of AIA, for approval by the AIA Board.
- Recommend succession plans for the Executive Leadership Team (ELT) and other key roles to the Board of AIA.
- Provide support to the National Director and Board on any people and culture related matters as requested.
- Develop the overall Executive Remuneration Strategy and Policy in accordance with industry practice, stakeholder views and affordability, for approval by the AIA Board.
- Oversight benchmarking and annual remuneration review for the National Director and make recommendations for any increase to the AIA Board in accordance with the Executive Remuneration Strategy and Policy.
- Oversight benchmarking and annual remuneration reviews for the Executive Leadership Team and approve any increases awarded upon recommendation of the National Director and in accordance with the Executive Remuneration Strategy and Policy.
- Endorse and recommend to the Board the parameters to be used by the Executive Leadership Team (ELT) in negotiations of an Enterprise Agreement and consider and make recommendations to the Board regarding any Proposed Enterprise Agreements.
- Oversight general staff remuneration policies to ensure equitable application.

- Oversight compliance with applicable laws and regulations as they relate to people, culture and remuneration.

Committee Membership

The committee shall consist of a minimum number of three members and a maximum of four, of which at least two must be Board directors and the remaining members may be external members.

Expertise

At least two members of the committee must be able to demonstrate a significant relevant understanding of people, culture and remuneration matters. At least two members of the committee must have an understanding of the sector in which Amnesty International Australia operates.

The Committee may seek independent specialist advice as required.

Chair

The chair of the committee:

- Is appointed by the Board
- Must not be the chair of the Board

Should the chair of the committee be absent from a meeting and no acting chair has been appointed, the members of the committee present at the meeting have authority to choose one of their number to be chair for the meeting.

Term of Appointment

Director members of the Committee are appointed at the Board meeting following the National AGM for a term of up to three years. Independent members of the Committee may be appointed for up to three years.

Members of the Committee may be appointed to subsequent terms at the discretion of the AIA Board of Directors.

Secretariat

All records including the agenda, minutes and any reports or recommendations will be prepared and kept by a committee member appointed by the chair or a staff member appointed by the National Director.

Meetings

The Committee is expected to meet at least four times each year with additional meetings scheduled as required. A quorum will comprise at least three members.

The Chair of the AIA Board may attend People, Culture and Remuneration Committee meetings in an ex-officio capacity. The National Director may attend to provide input and advice on specific people, culture and remuneration issues.

Review of Term of Reference

The Board of Amnesty International Australia will review and amend as necessary these terms of reference every eight years, with updates as needed (e.g. in relation to legislative changes).

Initiated by: AIA Board
Ratified by: AIA Board
Date introduced: March 2013
Reviewed: March 2027, March 2021
Revised: **November 2025**
Approved by Board: **29 November 2025**

Relevant to: People, Culture and Remuneration Committee