

GOVERNANCE, REMUNERATION AND ETHICS COMMITTEE CHARTER

1. ESTABLISHMENT

The Board Governance, Remuneration and Ethics Committee (GRE) is established by the Board under Article 22.9 of the Constitution.

2. PURPOSE

The key function of the GRE Committee ("Committee") is to assist the Board to carry out the following:

- 2.1. review Board composition, size, diversity and skills;
- 2.2. make recommendations for the recruitment, nomination, appointment and removal of directors to the Board;
- 2.3. review Board succession plans;
- 2.4. evaluate the Board's performance, skill gaps, training needs & culture;
- 2.5. make recommendations to the Board on:
 - 2.5.1.1. UNICEF Australia key remuneration principles and policies;
 - 2.5.1.2. CEO remuneration and performance management;
 - 2.5.1.3. CEO succession & contingency planning;
 - 2.5.1.4. endorsing the CEO's evaluation of remuneration and performance of executive management team;
 - 2.5.1.5. workplace culture and environment reflect our organisational values and promotes the wellbeing of our staff;
- 2.6. to make recommendations to the Board on key ethical matters as from time to time arise;
- 2.7. oversee that an ethical environment and appropriate culture exists aligned to our values for the organisation

3. REFERENCE OF ISSUES

The Governance and Remuneration Committee may determine matters delegated by the Board to it for decision. The CEO or the Director, Human Resources (or person acting in such position) may refer any matter as they see fit for consideration by the Governance and Remuneration Committee.

4. MEMBERSHIP

- 4.1. Members, including the Chair of the Committee, are appointed by the Board.
- 4.2. The Committee should consist of:
 - 4.2.1.1. non-executive, independent directors of UNICEF Australia
 - 4.2.1.2. at least three members.
- 4.3. The Chair of the Committee will be a member of the UNICEF Australia Board
- 4.4. The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.

5. MEETINGS AND ATTENDANCE

- 5.1. The Committee should meet as often as the Chair of the Committee determines necessary, but at least two times per year
- 5.2. The Chair of the Committee will call a meeting of the Committee if so requested by any member of the Committee or by the Chair of the Board.
- 5.3. A quorum shall be any 2 members.
- 5.4. Should the Chair of the Committee be absent from the meeting, the members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting.
- 5.5. Attendance by members at committee meetings will be disclosed in the annual report.
- 5.6. The secretary of the Committee will be determined by the Chair in consultation with the CEO.

5.7. Proceedings of all meetings will be minuted by the secretary, approved by the Committee and signed by the Chair of the meeting. Minutes of meetings will be available to the full Board.

6. VOTING

6.1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

6.2. In the case of equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

7. COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when their own salary or fee is discussed at a meeting or when their performance is being evaluated.

8. REPORTING

8.1. The Committee reports to the Board.

8.2. All recommendations of the Committee will be referred to the Board for approval unless delegated otherwise by the full Board.

9. ACCESS TO INFORMATION AND ADVICE

9.1. The Committee will have unrestricted access to all staff and advisers of UNICEF Australia.

9.2. The Committee may invite UNICEF Australia's management team to attend and present at meetings of the committee. The CEO will be informed in advance of any such invitations

9.3. The Committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of UNICEF Australia, in carrying out its functions. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee may request such information, advice or assistance via the Chair of the Committee.

10. REVIEW OF CHARTER

The Board will review, at least every three years, the membership and Charter of the Committee to ensure it remains consistent with the Board's objectives, responsibilities and current circumstances. The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

11. PUBLICATION OF CHARTER

This Charter will be available on UNICEF Australia's website and the key features will be published in the corporate governance statement.

VERSION CONTROL

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