



NORTH QUEENSLAND BULK PORTS CORPORATION LIMITED
PORTS CORPORATION OF QUEENSLAND LIMITED
MACKAY PORTS LIMITED

CULTURE PEOPLE AND SAFETY (CPS) COMMITTEE CHARTER

1. OBJECTIVE

The Company is a Government Owned Corporation (GOC) or a subsidiary of a GOC and is subject to the Government Owned Corporations Act 1993. The Company is also a public company incorporated under the Corporations Act 2001.

The Company's Culture People and Safety Committee (CPSC) is established to provide appropriate analysis and advice to assist the Board to discharge its people and culture and industrial relations responsibilities consistent with its ports sustainability objective.

The Committee does not replace or replicate established management responsibilities and delegations or the responsibilities of other executive management groups within the Company. The CPSC is only empowered to make recommendations to the Board and does not have power to make decisions in its own right.

2. TERMS OF REFERENCE

The CPSC will undertake a review of the matters set out in the table below:

		Expected Timing *		
Function	Document	February	May	August
Governance	People and Culture Report	Update	Update	Update
	Committee Charters		Review Charter and Performance (endorsement)	
	Review of Board Induction Process		Yearly Review and Update	
	Review of Directors Communication Protocol		Yearly Review and Update	
Executive	Executive Succession Plans			Review and Consideration

	Performance Payments	Framework	Update	Calculations (endorsement)
	Salary Reviews	Framework	Update	Calculations (endorsement)
	CEO Performance and Remuneration	Consider		Review and set for next year
People and Culture / Industrial Relations	People and Culture 3-Year Plan	Monitor	Framework Review	Monitor
	Enterprise Agreement	Verbal Update	Verbal Update	Verbal Update
	Employment and Industrial Relations Plan	Draft (endorsement)	Final Consultation prior to Board Approval (endorsement)	
	Organisational Structure Reviews	Update	Update	Update
Workplace Health and Safety (physical and psychosocial safety)	Safety Improvement Report	Update	Update	Update
	Pilotage Safety Matters	Update	Update	Update
Internal Communications	Engagement Survey		Results	Action Plan
Planning	Reconciliation Action Plan (RAP)	Update	Update	Update
Risk	Risk Deep Dives	Discussion	Discussion	Discussion
All Functions	Ad hoc Items:	• Specific Policy Reviews • Internal Audit of P&C/Safety Related Matters • Management of Conflict of Interests • Recent Legal Developments Impacting NQBP		

* Management may determine to take a paper / topic listed above directly to the Board rather than through the Committee after discussion between the Board Chair, Committee Chair and the CEO for expediency. The expected timing may also be changed after consultation with the Committee Chair to better manage workflows throughout the year.

3. MEMBERSHIP

Composition

The membership of the Committee consists of at least 3 directors appointed by the NQBP Board. The NQBP Board Chair may be appointed to the Committee but may not sit as the Committee Chair. A quorum for the Committee is 50% or more of currently appointed members.

In making its decision, the Board will ensure that, collectively, the membership of the Committee shall possess:

- A thorough understanding of the core activities of the Company and the environment in which it operates, including its strengths, weaknesses, opportunities and threats;
- A commitment to the continual improvement of the outputs that the Company delivers and that contribute to the achievement of the Company's mission and the commitments in its SCI and Corporate Plans;
- Strong business acumen and management skills;
- A high level of understanding of best practice employee relations, industrial relations and remuneration and motivation concepts;
- A sound knowledge of the industrial relations environment in Australia including contemporary trade union objectives;
- A high level of competency in contemporary remuneration solutions and the changing expectation of the community and workforce in relation to balancing work and lifestyle issues;
- An inquiring attitude, objectivity and independence; and
- A strong, demonstrated sense of probity and ethical conduct.

To maintain independence, the membership of the Committee shall not include representatives from unions or employer organisations which either have or might seek to have coverage of the Company's employees, or the person(s) responsible for the Company's people and culture functions, although such representatives may be invited to attend Committee meetings and provide technical and other advice to the Committee.

Roles and Responsibilities

The following roles and responsibilities are specifically related to the Committee and are applicable in conjunction with the roles and responsibilities in the Board Charter.

Role	Responsibilities
Committee Chair	• Direct the Secretary of the Committee to organise meetings and prepare agendas. Ensure that the agenda is comprehensive and supporting papers are appropriate. • Chair Corporate Governance and Planning Committee meetings and ensure their effective running. • Ensure timely reports of Corporate Governance and Planning Committee activities (including recommendations) are provided to the Board in a clear and unambiguous manner. • Authorise the request for information by any Committee member.
Committee Secretary	The Company Secretary is appointed by the Board as the Culture People and Safety Secretary. The Secretary is required to assist the Committee in governance and administration requirements including: • Ensuring that the Committee agenda and papers are developed in a timely and effective manner for review and approval. • Coordinate, organise and attend Committee meetings. • Draft and maintain accurate records of all Committee proceedings, correspondence and documents.

	Record and carry out instructions given by the Committee.
Management Representative	The General Manager People, Safety, Environment and Sustainability is appointed by the CEO as the Management Representative to the Culture, People and Safety Committee and assists the Committee by: - Preparation and distribution of materials for meetings. - Offering knowledge and experience to the Committee, contributing to informed decision-making. - Implementing the decisions made by the Committee, such as assigning tasks to staff. - Acting as a Committee liaison to ensure that the Committee's work is communicated effectively to the wider organisation.

Induction of New Members

The Charter of the CSPC will be supplied to new appointees as directors to the Board of the Company as part of their general induction. The CPSC Chair will personally ensure that, on appointment to the Committee, the appointee is familiar with the current Charter of the Committee and is briefed on key current issues.

Professional Development

The Committee will consider the ongoing education needs of individual members of the Committee and make recommendations to the Board as appropriate to ensure, collectively, the Committee has the skills and knowledge to perform its role.

Compliance with Policy

Each Committee member has a duty to comply with the law and binding Government and Company policies.

4. REPORTING TO THE BOARD

The CPSC will:

- Report to the Board following each of its meetings.
- Provide recommendations, opinions and bring appropriate matters to the attention of the Board.
- Provide a summary of its activities for each financial year to the Board for inclusion in the Annual Report.

5. ADMINISTRATIVE ARRANGEMENTS

The CPSC will meet at least three times a year unless otherwise determined. Agenda papers will be prepared and distributed at least four days prior to each meeting. Minutes of each meeting will be recorded and accepted at the next meeting. The Committee Chair is to receive the original minutes from the prior meeting for review with the agenda for the next meeting. The Committee Chair is responsible for ensuring the minutes are an accurate record and will sign the minutes as confirmation. A copy of the Minutes of the Committee shall be provided to the Board.

6. ACCESS TO INFORMATION AND ADVICE

Access to Records

- The CPSC (through its Chair) shall be provided with all necessary access to documents, reports, records and personnel in pursuit of its mandate.
- Specific requests in this regard should be directed to the Chief Executive Officer, Board Secretary or Committee Secretary.

Engagement of External Resources

The CPSC may engage appropriate consultants (so far as is necessary to properly fulfil its mandate), provided that any costs or commitments in doing so are reported to the next Board meeting.

7. COMMITTEE EVALUATION

A summary of the role and achievements of the Committee will be included in the annual report of the Company, together with a statement that the Committee has observed the terms of its Charter and had due regard to relevant legislation, relevant binding policies of the Government and Company policies, as well industrial legislation.

Annually the Board will consider the effectiveness of CPSC meetings, the appropriateness of its Charter and the composition of the Committee.

8. APPLICATION

This Charter applies to the NQBP Group, on the basis that there will be one committee structure covering the entire NQBP Group.

9. CHARTER REVIEW DATE

This Charter should be reviewed by 30 June 2027.

10. DEFINITIONS

NQBP: means North Queensland Bulk Ports Corporation Limited ACN 136 880 218.

NQBP Group: means NQBP and its related bodies corporate including Ports Corporation of Queensland Limited ACN 126 302 994 (PCQ) and Mackay Ports Limited ACN 131 965 707 (MPL).

Company: means NQBP, PCQ and/or MPL, as the context requires.