

PEOPLE & GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. PURPOSE the People & Governance Committee (“the Committee”) is established by the Board to assist in the oversight of:

- Workforce strategy, culture, leadership, and remuneration
- Board succession planning
- CEO Recruitment & succession planning
- Executive succession planning
- Governance frameworks, policies, and practices
- Director recruitment, evaluation, and development
- Regulatory compliance related to people, governance, and accountability obligations.

2. RESPONSIBILITIES

People & Culture

The Committee will have oversight of:

- Workforce strategy and material restructuring
- CSC’s compliance with the requirements set out in the Workplace Gender Equality Act 2012
- CSC’s People policies and practices, including compliance with workplace obligations
- Development of CSC’s desired workplace culture, which supports the attainment of CSC’s strategic goals
- Staff engagement, including results of engagement assessments and action plans
- Staff health, safety, wellbeing, and workplace relations risks including policies related to these matters
- Chief Executive Officer (CEO) recruitment and succession planning and the provision of advice and recommendations to the board in relation to CEO recruitment
- Executive succession planning.

Remuneration

In consultation with the Risk Committee, this Committee will oversee (and recommend to the Board):

- Reviews of CSC’s remuneration policy and framework against regulatory requirements (e.g. SPS 510, CPS 511 & the Financial Accountability Regime (FAR) where applicable)
- Remuneration of Executives and highly paid senior material risk takers
- Annual CEO remuneration reviews, benchmarking, and market competitiveness
- Incentive design and performance-based remuneration outcomes.

Governance

The Committee will oversee (and recommend to the Board):

- CSC’s relevant governance frameworks and policies (Conflicts of Interest, Fit and Proper and Whistleblowing Policy)
- Material matters related to FAR, affecting CSC and Directors
- Board performance, evaluation reviews and plans, actions arising from Board evaluations in accordance with the Board Performance Evaluation Policy
- Board and Committee composition, size, skills, and capability assessment under CSC’s Fit and Proper Policy
- Director nominations, recruitment, appointment, and re-appointment processes
- Board and Committee composition against CSC’s needs and regulatory requirements
- Board and individual Director professional development and training
- Succession planning strategies for the Board, Chair, and Committee Chairs.

3. MEMBERSHIP AND ATTENDANCE AT MEETINGS

Membership

- Members of the Committee and Chair of the Committee are appointed by the Board
- In the absence of the Committee Chair, the meeting may elect one of its members to chair the meeting
- The Committee will have at least four members

- A quorum of the Committee is formed when 3 out of 4 members are present or at least 70% of Committee members.

Meetings

- The Committee will meet at least 4 times a year or as otherwise required
- Meetings may be held in person, by telephone or by video conference, or by any combination of these media
- The Committee Chair may convene special meetings when necessary
- The CEO, Chief People Officer, the Chief Risk and Compliance Officer and the Company Secretary are standing attendees. A delegate of these officers may also attend Committee meetings subject to prior approval of the Committee Chair.

4. AUTHORITY

The Committee is authorised by the Board, within the scope of its responsibilities to:

- Do anything necessary for the performance of its functions, including approving policies and taking other actions and/or decisions as delegated to it from the Board
- Seek any information it requires from any internal or external party
- Obtain external professional advice as required, including to support and enhance the Committee's performance of its duties from time to time
- Request and/or permit the attendance of any internal or external party as required

5. REPORTING AND REVIEW

- The Committee will provide updates to the Board at the following Board meeting
- The Committee will consult with other relevant Committees as necessary in order to make informed decisions and recommendations to the Board
- On an annual basis, and generally as part of the annual Board performance assessment process, the Committee will review the adequacy of its reporting to the Board and consider whether the Committee has discharged its responsibilities under these Terms of Reference
- These Terms of Reference will be reviewed at least biennially or earlier if required, with recommendations for changes to the Board for approval.