Terms of reference

People and Culture Committee

Approved by the Board 23 April 2026

AASW
Australian Association of Social Workers

1. **Purpose**

The Board of the Australian Association of Social Workers has established a People and Culture Committee (hereinafter referred to as "PACC" or the "Committee") in accordance with the Company's Constitution.

These Terms of Reference set out the role and purpose of the Committee and are to be read in conjunction with the Board Charter.

2. **Role and responsibilities**

The Committee is not a policy-making body, nor does it have an executive function. However, it assists the Board in developing Board policy (if required) and monitoring organisational activity within the scope of its remit and making recommendations to the Board for resolution.

The role of the Committee includes assisting the Board with the Association's governance and exercising of due care, diligence, and skill in relation to:

Executive oversight & Board administration

- Recruitment, retention, compensation, professional development and/or removal of the Chief Executive Officer ("CEO") and Company Secretary,
- Oversight of an annual performance review for the CEO and Company Secretary, including remuneration and retention strategy for each role,
- Succession planning strategy for the CEO and Company Secretary,
- Development of processes for orientation and induction of Directors,
- Honorarium policy for Directors and Officeholders, including honorarium methodology,
- Development of the Board skills & qualities matrix, including curative action to eliminate any gaps critical to the pursuit of the organisation's overarching purposes and corporate strategy (for example, through the appointment of any independent external Committee members and/or AASW member observers),
- Oversight of internal and externally-administered Board performance reviews, including the methodologies by which these will be undertaken,
- Board succession planning,
- Development and oversight of a Personal Development Plan for Directors to ensure that Directors have the skills and expertise to discharge their Director duties, and
- Oversight and development of policies governing Director and officeholder use of social media.

Monitoring of internal people & culture determinants and risks

- Oversight of risk and compliance in respect of People & Culture related matters, including (but not limited to):
    - conflict of interest matters related to the Board members and officeholders,
    - occupational health & safety (including occupational manslaughter),
    - sexual harassment, psychosocial hazards, and
    - discrimination, howsoever arising,
- Continually monitoring people & culture determinants such as:
    - staff composition & team resourcing,
    - staff recruitment, training, compensation and reward practices (inclusive of fringe benefits),
    - internal leadership development opportunities,
    - vacancy controls,
    - staff attrition/reasons for separation, and
    - receiving reports on staff disciplinary actions;
- Overseeing and receiving reports on organisational culture "pulses"/survey reports, whether conducted internally or through external agencies

Governance matters generally

- Receiving and considering reports on whistleblowing activities from the organisation's Disclosure Officer
Inviting and considering member engagement and input between general meetings, including the consideration of member complaints or concerns, and
- Any other related matters delegated to the Committee by the Board.

Composition

The Committee will consist of at least two members of the Board, association members, social work student members, and as many independent external expert members that the Board deems appropriate to give effect to its remit. The Board will appoint Committee members and the Chair of the Committee for single-year terms, which may be served consecutively. Members appointed by the Board may serve a maximum of three consecutive terms. The Chair of the Committee must be non-executive and independent and must not be the Chair of the Board. Nonetheless, the Chair of the Board may attend meetings of the Committee in an *ex-officio* capacity.

Invitees

Other people may attend meetings of the Committee by invitation, for example:

- Chief Executive Officer
- Chief Financial Officer
- Company Secretary
- Human Resources Manager
- the National President of the Association (in an *ex-officio* capacity)

They may take part in the business and discussions of the Committee but have no voting rights.

On occasion, Executive and Management personnel may be asked to leave the meeting because the Committee requires a closed session without their presence.

Meetings

The Committee will meet at least four times a year (usually in advance of the Board) and hold extra meetings as required.

Where the number of Directors, association members, social work student members, and independent external expert members on the Committee is an even number, the quorum will be equal to half of the appointed membership, plus one.

Where the number of Directors, association members, social work student members, and independent external expert members on the Committee is an odd number, the quorum will be equal to half of the appointed membership, rounded up to the nearest whole number.

In the Chair's absence, the Members who are present will select a Chair for that particular meeting. The Acting Chair for that particular meeting must be a Director member of the Committee.

The notice and agenda of a meeting will include relevant supporting papers and must be made available to Committee members at least five working days prior to the meeting date.

The Committee may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities. The Committee may meet separately with external consultants, without the presence of Management.

Meetings may be held face-to-face, via technological methods, or in a hybrid format as they deem fit to facilitate member participation and engagement

Voting

Matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the members present. Matters may be decided by circular resolution, provided the steps outlined in Clause F5 of the Association's Constitution are followed, however any circular resolution of the Committee must be ratified at the next available meeting of the Board of Directors.

Conflicts of interest

Committee members will be invited to disclose conflicts of interest at the start of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once they have been acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions about the issue where a conflict exists.

Secretariat

The Company Secretary or another appropriate, designated person will act as Secretary to the Committee. The Secretary will help the Chair to develop and distribute the agenda, papers, minutes and/or circular resolutions, and calendar.

Minutes

Minutes and/or circular resolutions must be prepared, reviewed by the Chair and distributed to members at each scheduled meeting of the Committee. The minutes of a meeting must be ratified by members and signed by the Chair at the following meeting of the Committee.

Reporting to the Board

The Chair of the Committee is to report to the Board following each Committee meeting. The report may be verbal and be followed by copy of the minutes (when approved by the Committee) and/or any circular resolutions passed by the Committee. Minutes and resolutions will be supplemented with other necessary information, including recommendations requiring Board action and/or approval.

Reviews

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person. Training needs will be monitored by the Chair.

The Committee should review these Terms of Reference annually to ensure that it remains consistent with the Board's objectives and responsibilities. The Board should consider the Committee's review and where necessary, alter the responsibilities, functions, or membership of the Committee.

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