

# Crown Resorts Limited

## People & Culture Committee Charter

### 1. Purpose Role & Authority

#### 1.1. Purpose

The purpose of this Charter is to outline the role, responsibilities and duties of the Crown Resorts Limited (**Crown Resorts**) People & Culture Committee (**Committee**).

#### 1.2. Role

The role of the Committee is to assist and advise the Board of Crown Resorts (Board) to deliver its fiduciary duties by overseeing the implementation and operation of Crown Resort's people management practices and obligations, matters related to organisational transformation and cultural change to ensure Crown Resort's operational activities accord with the expectations of key stakeholders.

#### 1.3. Authority

Pursuant to rule 5.15 of the Crown Resorts Limited Constitution (**Constitution**), the Board has authority to delegate any of its powers to a committee of the Board, for any period and on any terms as the Board resolves.

This Committee has been established by to the Board, and the Board delegates to the Committee the authority and power to exercise the role and responsibilities outlined within this Charter. The Board may also delegate any additional responsibilities to the Committee in accordance with any resolution of the Board from time to time.

Any decisions made by the Committee in accordance with his Charter are to be taken as being a decision of the Board.

Any matters not outlined in this Charter are otherwise reserved for the Board.

#### 1.4. Relationship to Subsidiary Entities

As Crown Resorts is the parent of the Crown Resorts Group (**Group**) of companies, the Board and Committee may recommend the adoption of Group policies, frameworks, or procedures to manage operational activities across the Group.

To ensure the boards and management of subsidiary entities within the Group adhere to their director, fiduciary, and operational obligations, the Board and Committee acknowledge subsidiary entities must consider the impact of Group policies, frameworks or procedures on the subsidiary entity's operations prior to adoption, which may result in the subsidiary entity either adopting, amending and adopting, or not adopting the policy framework or procedure as recommended by Crown Resorts.

### 2. Responsibilities of the Committee

In carrying out its role, the key responsibilities of the Committee include the activities outlined in the following section. In meeting these responsibilities, the Committee will receive and consider information prepared by Management.

The Committee may make recommendations to the Board on any matter related to its role:

## 2.1. People Management

- A. The Committee is responsible for overseeing the development and maintenance of the Crown Resorts people strategies, policies and frameworks or other relevant documentation, making recommendations to the Board as required.
- B. The Committee is responsible for monitoring the implementation of the Crown Resorts people management strategies, policies, and frameworks, with the view to ensuring related activities enable the Group to deliver on its strategic objectives and legislative and regulatory obligations, whilst also meeting the expectations of its key stakeholders.
- C. The Committee is responsible for overseeing the development of the diversity and inclusion framework as it relates to the Group, including establishing a set of measurable objectives for achieving diversity in the composition of the Board, senior executives, managerial positions across the organisation, and within the workforce generally.
- D. The Committee is responsible for monitoring the implementation of the diversity and inclusion framework, and provide advice to Management, and the Board where appropriate.

## 2.2. Culture

- A. The Committee is responsible for overseeing the development of the Crown Resorts Culture Change Program, making recommendations to the Board as required.
- B. The Committee is responsible for overseeing the implementation of the Crown Resorts Culture Change program, to ensure related activities enable the Group to deliver on its business plan objectives, legislative and regulatory obligations, and strategic objectives .
- C. The Committee is responsible for monitoring the implementation of the Crown Resorts vision, values, and purpose, by monitoring adherence to the values by officers and employee's, making recommendations to the Board as required.
- D. The Committee is responsible for overseeing the establishment and adoption of principles designed to manage and promote an appropriate organisational-wide risk and performance culture within the Group, which support and promote Crown Resort's vision, values, and purpose and enable Management to deliver on the Strategic Plan.
- E. The Committee is responsible for providing advice to Management to ensure existing or proposed operational activities promote the desired risk and performance culture across the organisation.
- F. The Committee is responsible for monitoring the organisational health of Crown Resorts and employee sentiment, providing guidance to Management on activities designed to improve employee engagement and organisational culture.

## 2.3. Organisational Conduct

- A. The Committee is responsible for monitoring operational activities throughout the organisation to ensure the Group continues to support the integrity of the gambling industry in Australia and seeks to minimise the harmful impacts of gambling.
- B. The Committee is responsible for providing ongoing strategic advice and guidance to Management to ensure the organisation acts with a duty of care towards key stakeholders.
- C. The Committee is responsible for providing ongoing strategic advice to Management regarding the impact of products and other offerings to ensure the health and wellbeing of patrons is protected.

## 2.4. Succession planning

- A. The Committee is responsible for overseeing the succession plans and processes for the Chief Executive Officer (**CEO**) of Crown Resorts, and other key senior executive positions as necessary, making recommendations to the Board for consideration as required.
- B. The Committee is responsible for overseeing the succession plans and processes for Directors by regularly reviewing the Board Skills Matrix, making recommendations to the Board in relation to composition of the Board and Board sub-committees of Crown Resorts.

## 2.5. Management Performance

- A. The Committee is responsible for overseeing the development of the annual key performance indicators (**KPI**) of the Crown Resorts CEO, recommending them to the Board for approval, having regard to the financial and non-financial risks of the business.
- B. The Committee is responsible for overseeing the implementation of the Crown Resorts performance framework as it applies to the Crown Resorts CEO and assess the performance of the Crown Resorts CEO on an annual basis against board approved KPIs.
- C. The Committee is responsible for monitoring the performance of individuals occupying prescribed senior executive roles, and any other executives who have oversight of Group operations, by receiving an update from the Crown Resorts CEO in relation to the application of the Crown Resorts performance framework and provide any feedback and recommendations to the Board for consideration as necessary.

## 2.6. Performance and Reward

- A. The Committee is responsible for overseeing the development of the Crown Resorts reward and performance frameworks, recommending it to the Board for approval.
- B. The Committee is responsible for overseeing the implementation of the Crown Resorts reward and performance frameworks, in so far as it applies to:
  - The Crown Resorts CEO,
  - The CEO of Crown Melbourne, CEO of Crown Sydney, and CEO of Crown Perth,
  - The Crown Resorts CEO's direct reports who are executive managers (**ExCo**), and
  - Any other employee cohorts as identified in the remuneration framework, or individuals occupying prescribed senior executive roles.
- C. The Committee is responsible for making a recommendation to the Board on the variable remuneration outcomes of the Crown Resorts CEO, after considering and application of the performance framework and individual performance of the Crown Resorts CEO, as advised by the Chair of the Board.
- D. The Committee is responsible for considering the performance and variable remuneration recommendations of the Boards of the Crown Melbourne, Crown Sydney and Crown Perth, and consider any necessary calibration advice offered by the Crown Resorts CEO to ensure the final variable remuneration outcomes of the CEOs of Crown Melbourne, Crown Sydney and Crown Perth are consistent with the variable remuneration outcomes of other eligible Group employee cohorts, making a recommendation to the Board as appropriate.
- E. The Committee is responsible for monitoring the performance of the Crown Resorts CEO's direct reports who are ExCo, after considering and application of the performance framework and individual performance outcomes of ExCo, as advised by the Crown Resorts CEO, making a recommendation to the Board, as appropriate.
- F. The Committee is responsible for considering the performance of any other employee cohorts as identified in the reward and performance frameworks, or individuals occupying prescribed senior

executive roles, after considering and application of the reward and performance frameworks, and individual performance of that cohort, as advised by the Crown Resorts CEO, making a recommendation to the Board, as appropriate.

## 2.7. Health, Safety & Wellbeing

- A. The Committee is responsible for overseeing the development of the Crown Resorts Health, Safety & Wellbeing (**HSW**) Policy and related framework, recommending them to the Board for adoption as required.
- B. In overseeing the development of the HSW Policy and related framework, the Committee will ensure the framework is appropriate from a Group perspective to:
  - protect the health, safety and wellbeing of team members, and the people who visit Group properties, and
  - enable the identification, management and mitigation of health, safety and wellbeing issues, risks or exposures applicable to Group operations, team members and people who visit Group properties.
- C. The Committee is responsible for overseeing the implementation of the HSW Policy and related framework, by reviewing relevant reports issued by Management.
- D. The Committee is responsible for monitoring the performance of the Group's operational activities against any health, safety and wellbeing Risk Appetite Statement (**RAS**) metrics.
- E. Where Management advises operational activities are outside the board-approved health, safety and wellbeing related RAS metrics, the Committee will monitor and if necessary, approve any activities proposed by Management to return performance back to within the relevant RAS tolerances.
- F. The Committee is responsible for encouraging and promoting a strong safety culture and awareness of health, safety and wellbeing issues within the Group, to customers and the community, while promoting and support continuous improvement of the health, safety and wellbeing performance overall.

## 2.8. Interactions with Other Board Committees

The Committee will maintain an open dialogue with the Risk, Compliance and PlaySafe Committee (**RC&PSC**) and Audit & Finance Committee (**A&FC**) on any risk, financial management, people management or health, safety and wellbeing matters arising from committee activities, and consider any advice from the RC&PSC and A&FC as necessary.

# 3. Composition of the Committee

## 3.1. Membership

The Committee will be comprised of a minimum of three members to be nominated by the Board, a majority of whom must be independent non-executive directors.

In accordance with the Constitution, the Board may, at its discretion, appoint an individual who is an external subject matter expert to the Committee, subject to any required probity or regulatory approvals.

Membership of the Committee will be reviewed by the Board, and the Board may resolve to make changes to the Committee composition, or remove any member of the Committee, from time to time.

### 3.2. Consideration of Skills and Experience

In determining the membership of the Committee, the Board will give consideration to the skills and experience of individuals in relation to the role and responsibilities of the Committee as outlined in this Charter.

### 3.3. Chair

The Chair of the Committee will be nominated by the Board, will be an independent non-executive director.

The role of the Chair is to ensure the Committee fulfils its responsibilities to the Board by monitoring the activity of the Committee throughout the year and against the annual workplan maintained by Management.

The Chair:

- acts as a direct contact for the Head of People Management or equivalently titled role,
- coordinates discussions between Committee members,
- will monitor reporting received by Management, and in consultation with the Committee members, provide feedback on reporting content to ensure it meets the Committee's expectations, and
- liaises with the Chair of the A&FC, and RC&PSC to ensure people issues are communicated.

### 3.4. Standing Invitations

The Chief Executive Officer and Head of People Management will have a standing invitation to Committee meetings where appropriate but shall not be entitled to vote.

The Group General Manager Internal Audit can request to attend any Committee meeting, as necessary.

## 4. Expectations of Members & Conflicts

Committee members are expected to observe the highest standards of ethical behaviour. Members are also expected to comply with Crown Resorts Group, or Crown Sydney policies which apply to the Board.

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Crown Resorts Group or gives an appearance of a conflict. The process for managing conflicts is outlined in the Crown Resorts Board Governance Policy.

The Company Secretary maintains a standing register of interests declared by individual directors, and any new declarations or changes to existing declarations must be advised to the Committee by the individual director as soon as practicable.

## 5. Proceedings

### 5.1. Meeting Frequency

The Committee will meet at least four times per year and as required by the Committee or the Board to fulfil its duties.

### 5.2. Committee Papers

Relevant documents to be considered at Committee meetings will be compiled and distributed by the Company Secretary to all members as well as to any invitees to relevant Committee meetings, in whole or part as necessary.

### **5.3. Attendance at Committee Meetings**

The Committee may extend an invitation to attend all or part of a scheduled Committee meeting. This invitation may extend to attendance at future meetings, but invitees shall not be entitled to vote.

### **5.4. Quorum**

A quorum will comprise two Committee members, with at least one independent non-executive director.

Only Committee members are entitled to vote on decisions of the Committee, and each Committee member will have one vote. Members of the Committee will not vote on any issue in respect of which they have an actual or perceived conflict of interest and will not influence or participate in discussions on those issues.

### **5.5. Minutes**

The Company Secretary is responsible for taking the minutes of Committee meetings, resolutions of meetings, and resolutions passed by directors without a meeting. Minutes are to be entered in the Company Register within one month after the meeting is held or any resolution in writing is passed.

The minutes of Committee meetings must be signed by the Chair of the Committee meeting or the Chair of the next meeting within a reasonable time after being approved.

### **5.6. Circular Resolutions**

A resolution in writing may be made if a document containing the relevant resolution is assented to by all Committee Members eligible and willing to participate in the making of the resolution.

The resolution will be taken to have been passed on the date when the document is last assented to by a director who is eligible to participate in the making of the resolution.

Where a Committee Member has assented by means other than writing, that Committee Member must sign the document containing the relevant resolution within a reasonable time after having provided their assent.

### **5.7. Meetings without Management**

The Committee may meet without executive management or any Executive Director, as it deems necessary. It may also request an in-camera meeting with any role within the organisation, including the External Auditor.

## **6. Reporting to the Board**

The Committee Chair will provide an update Committee proceedings at the subsequent Board meeting that follows a committee meeting, or otherwise as the Committee considers necessary, and make relevant recommendations in relation to matters arising for consideration by the Board.

## **7. Access to Management and Others**

The Board authorises the Committee to investigate any matter in relation to carrying out its role and responsibilities, including having full access to all company books, records, operations, and employees of Crown Resorts.

The Committee also has the authority to maintain free and open communications with the External Auditor, internal audit function, and other Board committees.

## 8. Independent Professional Advice

Each Director, with the consent of the Committee Chair, may seek independent professional advice at the expense of the Crown Resorts on any matter connected with the discharge of their relevant responsibilities as a Member of the Committee.

## 9. Amendment and Review

The Committee will review this Charter on an annual basis to ensure it remains consistent with its objectives, the Constitution and current regulatory requirements and recommendations. Any proposed material changes will be referred to the Board for approval.

### *Document History*

*Approved by the Crown Resorts Limited People & Culture Committee on 08 February 2024.*

*Approved by the Crown Resorts Limited Board on 29 February 2024.*

Version	Date	Modified by	Comments
1.0	29 June 2023	Company Secretary	First version of a Crown Resorts Limited People & Culture Committee Charter.
2.0	29 February 2024	Company Secretary	Material review of contents of the charter to align charter contents with modern governance practices.