



THE STAR

The Star Entertainment Group Limited

(ABN 85 149 629 023)

People, Culture & Social Responsibility
Committee

Terms of Reference

August 2018

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1 Introduction to the Terms of Reference

1.1 General

The People, Culture & Social Responsibility Committee is a committee of the Board established pursuant to the Company's Constitution.

These Terms of Reference set out the functions and responsibilities of the People, Culture & Social Responsibility Committee and detail the manner in which the People, Culture & Social Responsibility Committee will operate.

1.2 Authorities

The People, Culture & Social Responsibility Committee has the authority and power to exercise the responsibilities set out in these Terms of Reference and under any separate resolutions of the Board granted to the People, Culture & Social Responsibility Committee from time to time.

The People, Culture & Social Responsibility Committee does not have the power or authority to make decisions for or on behalf of the Board, unless specifically authorised to do so under these Terms of Reference or as directed by the Board.

1.3 Board approval

The Board has approved the People, Culture & Social Responsibility Committee Terms of Reference.

The Board may approve updates and amendments to the People, Culture & Social Responsibility Committee Terms of Reference from time to time.

1.4 Definitions

Unless the contrary intention is expressed in these Terms of Reference, the following words (when used in these Terms of Reference) have the meaning set out below:

Board means the Board of Directors of the Company from time to time.

CEO means the Managing Director and Chief Executive Officer of the Company.

Committee means the People, Culture & Social Responsibility Committee of the Board.

Company means The Star Entertainment Group Limited (ACN 149 629 023).

Director means a person appointed as a director of the Company.

2 Role of the Committee

The role of the Committee is to consider and make recommendations to the Board, on matters relating to human resources (excluding remuneration matters that are the responsibility of the Remuneration Committee and matters relating to the appointment of Non-Executive Directors that are the responsibility of the Board), talent development, corporate social responsibility, the contribution and alignment of those matters to the Company's vision and strategic plan, and to assist the Board with its oversight of the Company's strategy, policies, practices and controls relating to such matters, including:

- organisational culture and values;
- employment policies;
- workplace health and safety arrangements;

- employee engagement and training;
- talent management (including succession planning);
- industrial relations;
- diversity in employment;
- environmental issues and sustainable business practices (including water and energy efficiency initiatives);
- charitable, political and community support and partnerships;
- matters of corporate social responsibility (including responsible gambling and responsible service of alcohol);
- reporting on matters of corporate social responsibility; and
- other matters of significance to the Company's reputation as a responsible corporate citizen (including brand, image and reputation).

3 Responsibilities of the Committee

3.1 Key responsibilities

The responsibilities of the Committee include:

Organisational Culture & Values

- (a) assessing and monitoring the Company's organisational culture and values;
- (b) reviewing corporate policies relating to the Company's organisational culture and values, including the Code of Conduct and the Whistleblower Policy;
- (c) reviewing reports from the Ethics Panel (including whistleblower reports);
- (d) reporting to, or informing the Board or its relevant Committee/s, of any matters referred to in reports from the Ethics Panel that relate to the Company's financial controls or compliance (including matters that may have a bearing on the Company's financial statements), and matters that may pose a material risk to the Company or have a bearing on the Company's corporate and stakeholder reporting.

Employment Policies

- (e) reviewing and recommending to the Board appropriate policies relating to the recruitment, retention and termination of employees;
- (f) monitoring whether employment policies have been applied consistently and appropriately;

Workplace Health & Safety Arrangements

- (g) reviewing and monitoring material workplace health and safety risks and plans in place for eliminating or mitigation of those risks, and informing the Risk and Compliance Committee of any breaches of workplace health and safety arrangements;
- (h) recommending to the Board the adoption of a workplace health and safety strategy to support the effective management of material workplace health and safety risks;
- (i) reporting to the Board on matters relevant to the management of material workplace health and safety risks including in relation to material workplace health and safety incidents;
- (j) overseeing compliance with relevant workplace health and safety legislation;
- (k) reviewing the effectiveness of the Company's Workplace Health and Safety Policy and recommending to the Board any changes required to be made to that policy;
- (l) monitoring workplace health and safety performance;

- (m) bringing significant items of risk related to workplace health and safety to the attention of the Board;

Employee Engagement & Training

- (n) reviewing and monitoring the implementation and effectiveness of employee engagement plans and employee training plans;

Talent Management (including Succession Planning)

- (o) reviewing the performance of the CEO and direct reports to the CEO (at least annually), and monitoring the implementation and effectiveness of their succession planning and talent management processes;

Industrial Relations

- (p) reviewing and monitoring the effectiveness of industrial relations plans and their implementation;

Diversity in Employment

- (q) reviewing, monitoring and reporting to the Board on the effectiveness of the Company's Diversity and Inclusion Policy and recommending any amendments to the Company's Diversity and Inclusion Policy;
- (r) recommending to the Board the measurable objectives to be set on an annual basis in accordance with the Company's Diversity and Inclusion Policy and annually assessing the Company's progress on achieving those measurable objectives;
- (s) reporting to shareholders on the Company's progress towards achieving its measurable objectives in respect of gender diversity;

Environmental Issues and Sustainable Business Practices (including water and energy efficiency initiatives)

- (t) reviewing, evaluating and recommending to the Board, goals, initiatives, practices and policies (including the Sustainability Strategy and Environmental Management Policy) relating to environmental issues, sustainable business practices and other matters of corporate social responsibility;
- (u) considering potential social, environmental and ethical consequences of material investment decisions and reporting to the Investment and Capital Expenditure Review Committee on those matters;
- (v) monitoring the overall state of the Company's sustainability performance;

Charitable, Political or Community Support & Partnerships

- (w) making recommendations to the Board in respect of policies and strategic alignment with respect to charitable, political or community support and partnerships, and other social matters which may be relevant to the Company and its stakeholders;
- (x) overseeing the establishment and maintenance of relationships with stakeholders (including the government, regulators, non-government organisations, charitable organisations and other community groups);

Reporting on Matters of Corporate Social Responsibility

- (y) overseeing and monitoring the Company's policies, initiatives and performance relating to the responsible service of alcohol and responsible gambling, and informing the Risk and Compliance Committee of any breaches of licensing and regulatory compliance in respect of such matters;

- (z) overseeing the Company's corporate and stakeholder reporting on matters of corporate social responsibility (including reporting to the government, regulators and other stakeholders if and as required);
- (aa) overseeing the preparation of a corporate social responsibility or sustainability report for inclusion in the Company's Annual Report;
- (bb) reviewing and evaluating the Company's goals, key performance indicators, initiatives and practices relating to environment issues, sustainable business practices and other matters of corporate social responsibility;
- (cc) reviewing and reporting to the Board on matters relevant to the Company's corporate brand, image or reputation, and monitoring and assessing the Company's performance on matters of corporate social responsibility;

Other Matters of Significance to the Company's Reputation as a Responsible Corporate Citizen

- (dd) identifying and notifying the Board of key issues that may affect the business operations, corporate brand, image or reputation of the Company;
- (ee) reviewing the Company's policies and standards which reflect on the Company's reputation (including, but not limited to, the Charitable Partnerships Policy) and recommending amendments if required.

3.2 Other responsibilities

The Committee will perform other duties and responsibilities as requested by the Board or expressly delegated to the Committee from time to time.

The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board.

4 Composition and Structure of the Committee

4.1 Composition

The Committee should be of sufficient size, independence and technical expertise to conduct its duties effectively.

The Committee will comprise at least three members appointed by the Board. A majority of Committee members must be independent Non-Executive Directors.

The Board will appoint one of the Committee members as the Chairman of the Committee who must be an independent Non-Executive Director.

Other members of the Board are entitled to attend Committee meetings, but will not be entitled to vote on any matter being considered by the Committee.

4.2 Removal or resignation

If a member of the Committee ceases to be a Director, that member ceases to be a member of the Committee. The Board may remove a member of the Committee.

4.3 Secretary

The Secretary of the Committee is the Company Secretary. The Secretary of the Committee will be responsible, in conjunction with the Chairman of the Committee, for determining the agenda for each meeting.

5 Meetings of the Committee

5.1 Frequency

The Committee will meet as frequently as required but not fewer than twice a year.

The Committee may call such additional meetings as the Chairman of the Committee decides are necessary for the Committee to fulfil its duties.

In addition, the Chairman of the Committee is required to call a meeting of the Committee when requested to do so by a Committee member, the CEO, or the Company Secretary.

5.2 Minutes of meetings

The Secretary of the Committee (or his/her authorised delegate) will be responsible for taking the minutes of Committee meetings.

The Secretary of the Committee (or his/her authorised delegate) will circulate minutes of Committee meetings to all Committee members after the Chairman of the Committee has given preliminary approval.

The minutes of Committee meetings will be approved by the Committee and signed by the Chairman of the Committee.

The Secretary of the Committee must retain for the Company's records, one hard copy of the signed minutes of each Committee meeting (including the respective meeting agendas and supporting papers).

Minutes, meeting agendas and supporting papers shall be made available to any Director upon request to the Secretary, providing no conflict of interest exists and subject to compliance with relevant Company policies (including, but not limited to, the Board Papers Retention Policy).

To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next Board meeting after each meeting of the Committee.

5.3 Meeting attendance

Unless otherwise directed by the Chairman of the Committee, the CEO and the Company Secretary will attend each meeting of the Committee.

The Committee may invite other people or employees to attend meetings at its discretion.

The CEO, the Company Secretary and any other invitees do not have any voting rights at any Committee meeting, regardless of the resolution being considered at the meeting.

5.4 Quorum, voting and resolutions

A quorum will comprise any two Committee members.

Should the Chairman of the Committee be absent from any meeting, and there are at least two members still present, the members of the Committee present shall appoint one of their number to be Chairman of that meeting.

Only Committee members are entitled to vote in relation to any decisions made by the Committee. Each Committee member will have one vote. Questions arising at any meeting of the Committee are decided by a majority of votes. In the case of an equality of votes, the Chairman of the Committee meeting has a second or casting vote (except when only two Committee members are eligible to vote on the question).

The Committee may pass resolutions by circulating resolution by adopting the procedures set out in the Company's Constitution.

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which there is an actual or perceived conflict of interest.

6 Reporting to the Board

The Committee will, as is appropriate on a timely basis:

- (a) circulate minutes of Committee meetings to all Directors after each Committee meeting, subject to the existence of any conflict of interest;
- (b) update the Board about Committee activities and make recommendations to the Board as required;
- (c) report to the Board on matters such as:
 - material changes to the Company's corporate social responsibility strategy and practices in the previous 12 months;
 - the Company's progress against measurable objectives and targets that are developed, set and agreed with the Board;
 - the alignment of corporate social responsibility practices with the Company's vision and strategic plan;
 - trends and any material changes to relevant laws and regulations applicable to human resources matters and the area of corporate social responsibility;
 - any other matters which the Committee considers to be material; and
- (d) inform the Board of human resources and corporate social responsibility matters that may significantly impact the financial condition or affairs of the business.

7 Independent External Advice

The Committee may engage an independent external adviser in relation to any Committee matter, at the expense of the Company.

The Chairman of the Committee may determine that any external advice may be circulated to the other Directors.

8 Access to employees, other persons and resources

The Committee may:

- (a) access any employee or other individual (including members of management) to ask questions and/or seek explanations and additional information relating to Committee matters;
- (b) access internal and external auditors;
- (c) access all relevant Company records, subject to compliance with relevant Company policies (including, but not limited to, the Board Papers Retention Policy);
- (d) invite any employee or other individual to attend a meeting of the Committee; and
- (e) access the Company's resources to enable the Committee to discharge its duties as the Committee considers appropriate.

9 Assessment and Evaluation of Committee

An evaluation of the Committee's performance against the requirements of the Committee Terms of Reference will be conducted on an annual basis or as considered appropriate by the Chairman of the Committee.

The Board will evaluate the effectiveness of the Committee at regular intervals as considered appropriate by the Chairman of the Board.

10 Access to the Terms of Reference

The Committee Terms of Reference will be available for viewing by any person on the Company's website or a copy will be sent upon request.

11 Review of the Terms of Reference

The Committee Terms of Reference is subject to review by the Committee and the Board every two years or as required and will be amended as appropriate to reflect current market practice in good corporate governance.