

# Policy – Director Remuneration



## 1. Purpose

To set forth a policy position on remuneration for Directors of DMTC.

## 2. Policy Scope/Coverage

This policy is applicable to all members of the Board of Directors. This policy is subject to regular review by the Board of Directors.

## 3. Policy Statement

### 3.1. Policy Overview

The Board of Directors of DMTC may consist of directors who are Independent or non-independent. The Constitution and various corporate governance guides set forth requirements and guidelines for establishing independence or otherwise of directors and limits on overall Board composition with reference to independent/non-independent directors.

### 3.2. Independent Director Remuneration

It is policy of DMTC that all independent directors are eligible for remuneration by DMTC for their services as directors. The level of remuneration is set by the Board, taking account of advice from the Audit Risk and Remuneration Committee and within parameters set by the members of DMTC Ltd. in accordance with the Constitution.

### 3.3. Non-independent Director Remuneration

When a Director is an officer or otherwise associated directly with a Member and is determined by the Board to be non-independent, that Member has the right to account for the director's time as an in-kind contribution to the DMTC. In such cases, and where the director's time is claimed as an in-kind contribution to the DMTC, the non-independent director will not be eligible for remuneration by DMTC Ltd.

In cases where the non-independent director's host organisation does not claim the director's time as an in-kind contribution to the DMTC, the non-independent director will be eligible for remuneration from DMTC, in line with standard Director remuneration levels set by the Board.

## 4. Linked Policies, Procedures and Forms

- [Policy – Approval](#)
- [Policy Director Independence](#)