

**Name** : **Executive, Remuneration and Nominations Committee - Terms of Reference**

**Approved by** : **Council**

**Contact** : **University Secretary**

**Last reviewed** : **12 March 2021 (by Council)**  
**1 March 2021 (by Executive, Remuneration and Nominations Committee)**



## **EXECUTIVE, REMUNERATION AND NOMINATIONS COMMITTEE – TERMS OF REFERENCE**

### **PURPOSE**

The purpose of the Executive, Remuneration and Nominations Committee is to oversee, monitor and provide advice to Council on nominations, senior remuneration and performance, as well as some human resources matters, and handle certain urgent matters referred to the Committee from time-to-time.

### **GOVERNING BODY**

This Committee is a standing committee of Council.

### **RESPONSIBILITY**

The Committee's functions and responsibilities are:

#### **Governance and Nominations**

- a) Assist Council in ensuring that Council and Council committees maintain an appropriate structure, size and balance of skills to support the strategic objectives of the University
- b) Recommend to Council the performance measures for Council, Council committees and Council members, and monitor performance against those measures
- c) Recommend to Council and, if required, the Minister the appointment of persons to Council, Council committees and controlled entities
- d) Make recommendations to Council in relation to the co-opting of external independent persons to Council committees who may provide required expertise
- e) Act as the 'Conferral Committee' and recommend to Council Professor Emeritus and honorary titles and awards as provided by University legislation
- f) Recommend to Council the recruitment and selection process to be followed for the office of Vice-Chancellor
- g) Recommend to Council the appointment of the Vice-Chancellor, including recommending to Council the remuneration and terms and conditions of employment of the Vice-Chancellor

- h) Review and monitor talent and succession planning for key senior positions within the University, and the plans relating to talent, development and retention.

**Remuneration and Performance**

- i) Recommend to Council annual performance targets for the Vice-Chancellor, and monitor the Vice-Chancellor’s performance
- j) Review the Vice-Chancellor’s remuneration, including payment of any performance-based component and make recommendations to Council for its consideration
- k) Review and approve the structure of the Vice-Chancellor’s direct report senior executive team
- l) Review and approve the remuneration, performance assessment and bonuses for the Vice-Chancellor’s direct report senior executives
- m) Approve a University-wide remuneration framework, including for the Vice-Chancellor’s direct report senior executives and senior staff.
- n) Approve the principles that will apply to enterprise agreement discussions and negotiations.
- o) Consider and provide advice on the appointment, re-appointment and termination of senior executive positions reporting directly to the Vice-Chancellor, including any notable conditions of employment or severance

**Diversity and Inclusion**

- p) Monitor and provide advice on the University’s diversity plans and Reconciliation Action Plan.

**Supplementary and Executive Powers**

- q) To deal with matters at the intersection of other committees, matters referred to it by Council or other committees and providing advice to the Chancellor and Vice-Chancellor in a consultative capacity as requested
- r) To exercise the powers and functions of Council in intervals between Council meetings in respect of any special or urgent matters referred to it by the Chancellor which cannot practicably be dealt with by Council in a telephonic meeting or by circulatory resolution. .

**COMPOSITION**

**Membership**

<b>Name</b>	<b>Type of Appointment</b>
Chancellor	Ex-officio
Deputy Chancellor	Ex-officio
Vice-Chancellor	Ex-officio (except for matters involving the Vice-Chancellor’s own appointment, performance or remuneration)
Council members who are Chairs of other standing committees	

## **Chair**

The Chancellor or nominee will be Chair.

## **Secretary**

The University Secretary or nominee will be the Committee Secretary.

## **OPERATING PROCEDURES**

### **Quorum and Voting**

A quorum of the Committee will consist of half the members of the Committee.

Each member will have one vote and decisions shall be made on a majority basis.

### **Meetings**

1. The agenda together with reports and documents that relate to the Committee will be forwarded to members in sufficient time to enable consideration prior to meetings. Where practical, this will be one week prior to the meeting.
2. Accurate minutes will be kept of each meeting of the Committee. The minutes of a meeting shall be submitted to Committee members for confirmation at or before the next meeting of the Committee.
3. The Committee will meet as required throughout the year.
4. Meetings may be in person, remotely or via circulation.
5. When resolutions are circulated electronically for endorsement, members may respond electronically either in the affirmative or negative or request a meeting or teleconference to discuss them.
6. The Chair shall call a meeting of the Committee if so requested by any member of the Committee or by the Chancellor, Deputy Chancellor, Vice-Chancellor.
7. Management or parties external to the University may be invited to attend any meeting of the Committee or part thereof.
8. Non-members of the Committee may be asked to withdraw from all or any part of any meeting and may not vote on any matter at a meeting.
9. The Chair is responsible for the development of the agenda for Committee meetings in conjunction with the Vice-Chancellor and the Secretary.
10. The Chair is responsible for the presentation to Council of the recommendations or deliberations on its agenda and determines the selection of the necessary documentation to support Council in its consideration of the Committee's recommendations.
11. All members of Council not on the Committee may attend meetings of the Committee as an observer and shall be entitled to receive the agenda, minutes and the meeting papers subject to any conflicts of interest.

### **Reports**

The minutes of each meeting shall be provided to Council. The Chair will report to Council on Committee matters included in the Council agenda for discussion.

### **Evaluation and Review**

The Committee will annually evaluate its performance and its terms of reference and propose any appropriate amendments to Council for approval.