

Name: Executive and Remuneration Committee
Terms of Reference

Approved by: Council

Contact: University Secretary

Last reviewed: 12 March 2020 (by Council)
30 January 2019 (by Executive and Remuneration Committee)



PURPOSE

The purpose of this document is to set out the terms of reference, composition and operating arrangements of the Executive and Remuneration Committee.

GOVERNING BODY

This Committee is a standing committee of Council.

RESPONSIBILITY

The role of the Committee is to assist the Council in the effective discharge of its responsibilities by providing oversight and advice to Council regarding corporate governance, nominations and remuneration and some human resource matters, as well as handling certain matters referred to the Committee from time-to-time. The Committee's functions and responsibilities are:

Governance

- a) Annual reviews of Council and committees including membership and performance against the Voluntary Code of Best Practice for Governance of Australian Universities and the University's governance framework, and where appropriate recommend changes to Council;
- b) Review financial, contracting and commercial delegations and where appropriate recommend amendments to Council;

Nominations

- c) Recommend to Council and, if required, the Minister the appointment of persons to Council, Council committees and controlled entities;
- d) Act as the 'Conferral Committee' and recommend to Council Professor Emeritus and honorary titles and awards as provided by University legislation;
- e) Recommend to Council the recruitment and selection process to be followed for the office of Vice-Chancellor;
- f) 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;

Remuneration

- g) Recommend to Council annual performance targets for the Vice-Chancellor, and monitor the Vice-Chancellor’s performance;
- h) Review the Vice-Chancellor’s remuneration, including payment of any performance based component and make recommendations to Council for its consideration;
- i) Receive from the Vice-Chancellor reports on the University’s senior management structure and succession planning, and notification of the appointment of senior executives reporting directly to the Vice-Chancellor;
- j) Receive reports from the Vice-Chancellor on the performance, remuneration and contracts and, where appropriate, severance conditions, of the Vice-Chancellor’s direct reports;

Executive Powers

- k) To exercise the powers and functions of Council in respect of any special or urgent matters referred to it by Council or the Chancellor that need to be dealt with before the next scheduled meeting of Council.

COMPOSITION

Membership

Name	Type of Appointment
Chancellor	Ex-officio
Deputy Chancellor	Ex-officio
Vice-Chancellor	Ex-officio (except for matters involving the Vice-Chancellor’s own appointment, performance or remuneration)
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.
3. The Committee will meet as required throughout the year.
4. Meetings may be in person 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. 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 the University's policy on 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.