

Terms of Reference (Council approved) - Remuneration Committee

Section 1 - Overview

Establishment of Committee

(1) The Remuneration Committee is established as a Committee of Council, and the Committee is delegated a number of Council functions in relation to remuneration and other human resources matters at the University.

(2) The establishment of this Committee and the delegation of Council powers to it are actions authorised under [Section 17 of the UNE Act](#). The provisions of this document take effect as a Council Rule made under [Section 29 of the UNE Act](#).

Objectives

- (3) The Committee oversees the University's:
- a. Organisational structure at a Senior Executive level;
 - b. Remuneration policy and strategies for Senior Management;
 - c. Salary package ranges for Senior Management; and
 - d. Framework for workplace agreements.

Section 2 - Committee membership

Membership

- (4) The members of the Committee are as follows:
- a. Chancellor;
 - b. Vice-Chancellor and Chief Executive Officer;
 - c. Chair of Finance Committee;
 - d. Two Lay members elected by and from the Council;
 - e. Up to two Lay non-Council persons with appropriate expertise and experience may be co-opted to the Committee, provided they are elected onto the Committee by the Council upon the recommendation of the Committee.; and
 - f. Up to two Lay Council members may be co-opted from Council to the Committee by the Chair in order to meet the Committee's stated gender representation objectives.

In attendance

Official attendees

- a. University Secretary and/or nominee; and

- b. Relevant Senior Executive(s) as necessary and/or nominee (unless the Chair directs otherwise).

Other

- a. Any other person invited by the Chair.

Election procedure for elected members

(5) Elected members of the Committee will be elected by Council at a Council meeting.

Term of office

(6) The ex-officio members (Chancellor, Vice-Chancellor and Chief Executive Officer and Chair of the Finance Committee) will be Committee members whilst they hold their primary office.

(7) The Lay Council members will be Committee members for two years or such other time as determined by Council, or until they cease to be a Council member, whichever occurs first.

(8) The co-opted external members (if applicable) will be Committee members for two years or such other time as determined by Council, or until they resign or are removed by Council, whichever occurs first.

(9) The co-opted Council members (if applicable) will be Committee members for two years or such other time as determined by Council, or until they cease to be a Council member, whichever occurs first.

Chair

(10) The Chancellor will act as Chair. If the Chancellor is unavailable to act as Chair then the Committee will elect a Chair to act during the period the Chancellor is unavailable.

Gender representative objectives

(11) The objective will be to ensure, so far as is practicable, that the membership of the Committee includes the following gender representation:

- a. Where the Committee has five or more members, at least two of each gender; and
- b. Where the Committee has four or less members, at least one of each gender.

Section 3 - Terms of reference

Functions

(12) The functions of the Committee are as follows:

Approval functions:

(13) Approve the organisational structure of the Senior Executive of the University (i.e. position dimensions but not individual appointments).

(14) Approve remuneration policies and strategies for the University's Senior Managers.

(15) Approve the range of salary packages of the University's Senior Managers.

Advisory functions:

(16) Advise Council in relation to collective industrial agreements that that the University proposes to enter into (such agreements must be approved by Council).

Monitoring functions:

(17) Monitor the effectiveness, implementation and risk management of Management's policies and procedures in respect of human resources and industrial relations matters.

(18) Monitor negotiations between Management and its staff/unions in relation to the terms of proposed collective industrial agreements.

(19) Monitor the appointment and removal of Senior Managers by the Vice-Chancellor and Chief Executive Officer.

Authority:

(20) Retain independent counsel or other experts to advise the Committee in the performance of its functions.

(21) Seek information it requires from the Senior Executive, in relation to the performance of its functions.

Section 4 - Sub-committees and working groups

(22) Not applicable.

Section 5 - Delegations

Delegation from Council

(23) This committee has delegated authority from the UNE Council to perform on behalf of Council the approval, advice and monitoring functions set out in the terms of reference above and all matters ancillary to those functions.

Section 6 - Conduct of Committee business

Reporting to Council

(24) The Chair of the Committee will report to Council regularly on the business conducted by the Committee.

Meetings

(25) The Committee will meet quarterly, or otherwise as required in order to perform its functions. Committee members should be given at least seven days notice of meeting, or such shorter notice period as is practicable where the matter is urgent.

Business papers

(26) Unless the Chair directs otherwise, Committee business papers will be distributed to Committee members and official attendees at least seven days prior to the meeting, or such shorter period as is practicable in the circumstances. Business papers must be treated confidentially by recipients. Any external disclosure of business papers should be made via the University Secretary.

Quorum

(27) A quorum shall consist of a simple majority of the members of the Committee at the time the meeting is held.

Use of technology

(28) For its business papers, meetings and otherwise to conduct its business the Committee and its members may use technology including telephone, video-conferencing, telepresence, email and internet as arranged by the Chair and/or University Secretary.

Resolutions

(29) The Committee may pass a resolution by "flying minute" provided that the resolution has been approved by a simple majority of the Committee members at the time the resolution is made.

Confirmation of minutes

(30) Draft minutes will normally be circulated to members for comment promptly after each meeting. Next the minutes (with any necessary changes) will be circulated for adoption by the Committee. The minutes will be finalised and adopted when they have been approved by a majority of the members present at the relevant meeting. Alternatively, the minutes may be included in the business papers for the next Committee meeting and considered/adopted by the Committee at that meeting.

Self-Review

(31) Once every twelve-month period, the Committee shall devote at least one part of one meeting to the review of its policies, practices and procedures over the preceding 12 months.

Secretary to Committee

(32) The University Secretary and/or nominee will act as secretary and provide administrative support to the Committee.

Section 7 - Definitions and interpretation

Definitions

(33) Words and phrases used in this document have the following meanings, unless the context requires otherwise:

- a. Current Employee means a person who is at the time an Employee.
- b. Current Student means a person who is at the time a Student and who is enrolled in one or more units.
- c. Employee means a person who is employed by the University on a continuing, fixed term, casual, contract or other basis.
- d. Lay means a person who is not a Current Employee or Current Student.
- e. Management means the Vice-Chancellor and Chief Executive Officer and his/her staff.
- f. Senior Executive means the Vice-Chancellor and Chief Executive Officer and his/her direct reports (excluding support staff).
- g. Senior Manager means staff at Head of School or Director level and above (including the Senior Executive).
- h. Student means a person who has been accepted into a course at the University and is entitled to enroll in units for the purposes of that course.
- i. UNE Act means the University of New England Act 1993 (NSW).

j. UNE By-law means the University of New England By-law 2005 (NSW).

Interpretation

(34) This document should be interpreted using the following principles:

- a. Where Committee membership is defined by reference to an office held (for example "Chair of Finance Committee"), that office-bearer is a member ex-officio and has all of the same rights and responsibilities (including voting) as other Committee members whilst holding the office specified.
- b. This document does not override or otherwise affect:
 - i. the Authorities Retained by Council Rule; or
 - ii. the Functions of the Vice-Chancellor Rule.
- c. However, it operates as a delegation of certain authorities that have been retained by Council.

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