

# 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 and of the Council.

(2) The establishment of this Committee and the delegation of Council powers to it are actions authorised under [Section 17 of the University of New England Act 1993 \(NSW\) \(UNE Act\)](#). 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.

(4) The Committee monitors and advises Council regarding:

- a. reward and recognition for University Council members; and
- b. reward and recognition for external members of Council Committees.

## Section 2 - Committee membership

### Membership

(5) The members of the Committee are as follows:

- a. Chancellor;
- b. Deputy Chancellor;
- c. Vice-Chancellor and Chief Executive Officer (VC&CEO);
- d. Chair of Finance & Infrastructure Committee;
- e. two Lay members elected by and from the Council;
- f. 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

- g. 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**

(6) Official attendees:

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

(7) Other attendees:

- a. Any other person invited by the Chair.

## **Election procedure for elected members**

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

## **Term of office**

(9) The ex-officio members (Chancellor, Deputy Chancellor, VC&CEO and Chair of Finance & Infrastructure Committee) will be Committee members whilst they hold their primary office.

(10) 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.

(11) 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.

(12) 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**

(13) 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**

(14) 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**

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

### **Approval functions**

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

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

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

### **Advisory functions**

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

(20) Advise Council in relation to recognition and reward for Council Members and/or for External Members of Council Committees who are not Council Members (such recognition or reward must be approved by the Council).

### **Monitoring functions**

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

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

(23) Monitor the appointment and removal of Senior Managers by the VC&CEO.

(24) Monitor the implementation of Council's reward and recognition policies.

### **Authority**

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

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

## **Section 4 - Sub-committees and working groups**

(27) Not applicable.

## **Section 5 - Delegations**

### **Delegation from Council**

(28) This Committee has delegated authority from the 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**

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

## **Meetings**

(30) 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**

(31) 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**

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

## **Use of technology**

(33) 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**

(34) 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**

(35) 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**

(36) 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**

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

# **Section 7 - Definitions and interpretation**

## **Definitions**

(38) 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 of the University of New England.

- 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 their staff.
- f. Senior Executive means the Vice-Chancellor and Chief Executive Officer, Deputy Vice-Chancellor, Deputy Vice-Chancellor Research, Chief Financial Officer, and Chief Operating Officer.
- 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.

## Interpretation

(39) 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 [UNE Delegations Framework Rule](#); or
  - ii. the [Vice-Chancellor Functions Rule](#),

However, it operates as a delegation of certain authorities functions that have been retained by Council to the Remuneration Committee of Council. Council retains authority over these matters and the Remuneration Committee reports to Council on the discharge of the functions assigned to the Committee.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	11th October 2022
<b>Review Date</b>	11th October 2023
<b>Approval Authority</b>	Council
<b>Approval Date</b>	30th September 2022
<b>Expiry Date</b>	To Be Advised
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## Glossary Terms and Definitions

**"Student"** - Is an admitted student or an enrolled student, at the relevant time: 1. an admitted student is a student who has been admitted to a UNE course of study and who is entitled to enrol in a unit of study or who has completed all of the units in the UNE course of study; 2. an enrolled student is a student who is enrolled in a unit of study at UNE.

**"Senior Executive"** - Means the Vice-Chancellor, Deputy Vice-Chancellor, Deputy Vice-Chancellor Research, Chief Financial Officer, and Chief Operating Officer.

**"Disclosure"** - Refers to the provision of personal information to a party or person external to the University. Provision of personal information internally may also be considered a disclosure where the personal information is about a staff member, or the information is health information.

**"Risk Management"** - Means coordinated activities to direct and control an organisation with regard to its management of corporate risk.

**"Email"** - Means electronic mail.

**"Normally"** - Where the word 'normally' is used in a rule, policy, procedure or guideline, it means that it is the default position that must be followed unless exceptional circumstances exist that require a departure from the default position, as determined by the Rule Administrator acting reasonably.

**"Course"** - Course means a syllabus, a curriculum, a training package, units of study, or structured workplace learning, the successful completion of which leads to the conferral of an award on the student by the University (including but not limited to a regulated qualification under the Australian Qualifications Framework).

**"Unit"** - Is a part of a course with a code, title and credit point value for which a result is recorded on a student's academic record.

**"Senior Management"** - Means staff at Dean/Director level and above