UNSW Remuneration and People Committee Membership and Terms of Reference

Authorised by UNSW Council 1 December 2025

A. Membership as at 17 February 2026

Name	Role	Term
Mr Warwick Negus, Chair	Chancellor	ex officio
Mr Mark Johnson	Deputy Chancellor	ex officio
Professor Attila Brungs	Vice-Chancellor and President	ex officio
Professor Alex Steel	President, Academic Board	ex officio
Mr James Hooke	Council Member	until 28 February 2027
Vacant	Council Member	

B. Terms of Reference

1. **Composition – Total: six (6)**
   - Chancellor
   - Deputy Chancellor
   - Vice-Chancellor and President (except in relation to clause 7i of the Terms of Reference)
   - President of the Academic Board (except in relation to consideration of the remuneration and performance review for the senior management positions under clause 7h below)
   - Two other external members of Council

2. **Chair**
   The Chancellor is the Chair, or the Chancellor may nominate another member to be the Chair.

3. **In attendance**
   The Committee may, with the consent of the Chair, invite any person or persons to attend all or part of its meetings to assist the Committee in its work. The Chief People Officer will normally attend each meeting.

4. **Reporting**
   The minutes and relevant documentation of each meeting will be referred to Council.
   UNSW may be required by the Fair Work Ombudsman (FWO) to provide documents held by the Committee that relate to monitoring of UNSW's compliance with workplace laws, including reports prepared for the Council and extracts of relevant meeting minutes.

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5. **Schedule of Meetings**

Three regular meetings per annum will be scheduled to report to the following Council meeting, and additional meetings as required with the consent of the Chair.

6. **Quorum**

The quorum for the Committee is four, except when remuneration for the Vice-Chancellor and University senior management positions is being considered (under clauses 7h and 7i below), for which the quorum is three.

7. **Terms of Reference**[1]

People and Culture

a) Monitor and advise Council on matters related to:

i. Workforce capability and capacity risks, including critical roles, leadership capability, succession planning, and key workforce metrics.

ii. The effectiveness of workplace equity, diversity & inclusion policies and practices, and the progress towards agreed targets.

iii. Management's approach to industrial relations risk and enterprise bargaining strategy, ensuring alignment to the University's priorities and compliance obligations.

iv. Management initiatives to enhance culture and employee engagement, ensuring alignment with UNSW's Values and Leadership Signatures.

v. The annual thematic report on serious wrongdoing by staff, including trends and the effectiveness of associated prevention and response frameworks.

b) Establish procedures for the membership of all selection committees (4.1).

Workplace laws[2] Oversight

c) As scheduled agenda items, to discuss and address:

i. compliance with UNSW's obligations under any Enforceable Undertaking (**EU**) entered into with the Fair Work Ombudsman (**FWO**), including reporting on the implementation and accuracy of any process under any such EU. This includes consideration of any systematic contraventions of workplace laws identified during the duration of any EU, including how and when the contravention has been or will be rectified;

ii. compliance with UNSW's payment related obligations under the Fair Work Act, Fair Work Regulations, and previous and current industrial instruments in force;

iii. any disputes or other matters arising in relation to UNSW's obligations under any EU, including but not limited to anything that was raised in any Joint Consultative Committee (**JCC**) that may be created under any EU;

and report to Council at each meeting on the above standing agenda items (in addition to FWO (if requested) and the JCC).

iv. consider the results of any compliance audit reports carried out as a result of any EU prior to submission of those reports to Council, including ensuring any issues identified are rectified in a timely manner, with the actions taken to address those issues being subsequently reported to and considered by Council. This includes reporting on the outcome of any such audits to the JCC;

v. receive reports on the University's workplace laws compliance framework including design and operational effectiveness of controls, remediation progress, reviewing management

[1] Numerical references in parentheses refer to relevant sections of the Delegations Schedules.

[2] As defined in the Fair Work Act, but excluding compliance with work, health safety and workers compensation laws, which will be overseen by the Safety & Risk Committee.

attestations regarding the effectiveness of workplace laws compliance controls and monitoring progress against open issues and remediation milestones;

vi. receive and review assurance findings in relation to payroll, timekeeping, and enterprise agreement compliance;

vii. oversee management's ongoing compliance training and accountability framework;

viii. consider any attestation proposed to be provided to TEQSA by the Vice Chancellor in relation to compliance with workplace laws, prior to endorsement by Council; and

ix. receive and provide Council with independent advice as necessary to identify and address potential risks related to obligations under workplace laws.

Nominations

d) In accordance with Division 2 of the University of New South Wales By-law 2005, identify eligible persons for appointment to Council and make recommendations to Council on the following:
   i. persons to be suggested for appointment by the Minister; or
   ii. persons to be appointed by Council; and
   iii. the length of appointment for each such person.

e) Provide advice to Council on Council member succession planning and the composition of Council and its committees.

Remuneration

f) Review remuneration frameworks and policies for compliance with legislation, transparency and equity objectives.

g) Ensure executive remuneration outcomes reflect leadership, culture and compliance outcomes.

h) Review remuneration outcomes annually for the Provost, Deputy Vice Chancellors, Vice Presidents, Chief Officers that report to the Vice Chancellor or Vice Presidents, a Dean of a faculty or a position with 'dean' in its title that reports to a DVC (4.29).

i) In relation to the Vice-Chancellor and President:
   i. Determine remuneration and conditions of service (4.27).
   ii. Approve the Key Performance Indicators (KPIs) and review performance against KPIs on an annual basis.
   iii. Approve the terms of any employment termination settlements, including pre-retirement contracts (4.47).

   These functions under paragraph i cannot be exercised in the presence or with the participation of the Vice-Chancellor and President and the Vice-Chancellor and President must absent him/herself from all discussions and decisions with regard to these matters.

General

j) Appoint the Chancellor to serve on behalf of the University on governing bodies of companies, ventures, and other organisations (10.17).

k) Monitor the management of, and provide advice and recommendations in relation to, the management of risk in areas within the Committee's remit.

l) As required, establish and constitute sub-committees or working parties to assist the Committee in carrying out its functions.

8. Resolutions without meetings of the Committee (Circular Resolutions)

a) The Chair may approve that a matter is urgent and cannot wait until the next scheduled meeting of the Committee. In such cases, a circular resolution and relevant documentation will be circulated electronically to all Committee members for consideration and approval.
b) The resolution will be passed if a majority of members approve the resolution unless two or more members request that the issue raised in the circular resolution be discussed at the next meeting instead.
c) The Committee will be informed of the result, and the circular resolution will be tabled at the next meeting of the Committee for incorporation into the formal record.

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