

# UNSW Remuneration and People Committee Membership and Terms of Reference

Authorised by UNSW Council 4 December 2023

## A. Membership as at 4 December 2023

Name	Role	Term
Mr David Gonski AC, Chair	Chancellor	ex officio
Mr Warwick Negus	Deputy Chancellor	ex officio
Professor Attila Brungs	Vice-Chancellor and President	ex officio
Professor Scott Kable	President, Academic Board	ex officio
Ms Maxine Brenner	Council Member	to 30 June 2024
The Hon Elizabeth Cheeseman	Council Member	to 5 December 2025

## B. Terms of Reference

### 1. Composition – Total: six (6)

- Chancellor
- Deputy Chancellor
- Vice-Chancellor and President (except in relation to section 7e of the Terms of Reference)
- President of the Academic Board (except in relation to consideration of the remuneration for the Vice-Chancellor and University Senior Management Positions)
- 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 Human Resources Officer will normally attend each meeting.

### 4. Reporting to Council

The minutes and relevant documentation of each meeting will be referred to Council.

## 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 Remuneration and People Committee is four, except when remuneration for the Vice-Chancellor and University Senior Management Positions is being considered, for which quorum is three.

## 7. Terms of Reference<sup>1</sup>

### People and Culture

- a) Monitor and advise Council on matters related to:
  - i. The leadership capability, development and succession plans for key UNSW senior leadership roles, and oversight of the University's future leader pipeline.
  - ii. The effectiveness of the UNSW Workforce Equity, Diversity & Inclusion Strategy and Policy, and the achievement of the agreed measurable objectives, including gender remuneration equity outcomes.
  - iii. The culture and engagement initiatives across UNSW, including any employee relations risks or strategies, staff well-being and strategic outcomes and initiatives in relation to recruitment and performance.
- b) Establish procedures for the membership of all selection committees (6.1.20)

### Nominations

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

### Remuneration

- e) In relation to the Vice-Chancellor and President:
  - i. Determine remuneration and conditions of service (6.2.1).
  - 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 (6.4.1).

*These functions 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.*

- f) Review remuneration strategy and remuneration outcomes (including remuneration adjustments and bonus plan outcomes) for University Senior Management Positions (Provost, Deputy Vice-

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<sup>1</sup> Numerical references in parentheses refer to relevant sections of the Delegations of Authority.



Chancellors, Vice-Presidents, Deans and President of the Academic Board) on an annual basis (6.2.2).

**General**

- g) Appoint the Chancellor to serve on behalf of the University on governing bodies of companies, ventures, and other organisations (8.3.2).
- h) Monitor the management of, and provide advice and recommendations in relation to, the management of risk in areas within the Committee's remit.
- i) 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 Finance and Strategy 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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