

UNSW Remuneration and People Committee Membership and Terms of Reference

Authorised by UNSW Council 9 April 2018

A. Current Membership as at 6 June 2022

Name	Role	Term
Mr David Gonski AC, Presiding Member	Chancellor (ex officio)	N/A
Mr Warwick Negus	Deputy Chancellor (ex officio)	N/A
Professor Attila Brungs	Vice-Chancellor and President (ex officio)	N/A
Professor David Cohen	President, Academic Board (ex officio)	to 30 June 2023
Ms Maxine Brenner	Council Member	to 30 June 2024
Ms Jennifer Westacott AO	Council Member	to 31 December 2023

B. Terms of Reference

1. Composition – Total: six (6)

- Chancellor
- Deputy Chancellor
- President and Vice-Chancellor (except in relation to Section 7(d) of the Terms of Reference)
- President of the Academic Board
- Two other external members of Council

2. Presiding Member

The Chancellor is the Presiding Member or the Chancellor may nominate another member to be the Presiding Member.

3. In attendance

The Vice-President, Human Resources will attend as required.

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 Presiding Member.

6. Quorum

The quorum for the Remuneration and People Committee is four.

7. Terms of Reference¹

- 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) 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.

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

- d) In relation to the President and Vice-Chancellor:
 - i. Determine remuneration and conditions of service (6.2.1).
 - ii. Approve the Key Performance Indicators (KPIs) and performance against KPIs on an annual basis.
 - iii. Approve the terms of any employment termination settlements, including pre-retirement contracts (6.4.1).

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

- e) Review remuneration strategy and remuneration outcomes (including remuneration adjustments and bonus plan outcomes) for University Senior Management Positions on an annual basis (6.2.2).

- f) Deal with responsibilities delegated by Council under the UNSW Delegations of Authority, including:
 - i. Establishing procedures for the membership of all selection committees (6.1.20); and

¹ Numerical references in parentheses refer to relevant sections of the Delegations of Authority.



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

8. Resolutions without meetings of the Committee (Flying Minutes) - Approved by UNSW Council (CL05/94).

- a) Subject to this clause, if a majority of the members for the time being of the Committee sign and return to the Presiding Member a document circulated by or on behalf of the Presiding Member containing a statement that those members are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to be the decision of the Committee, but only if:
 - I. the document, signed by the majority of members, is received by the Presiding Member no later than the deadline for response stipulated in the circulated document; and
 - II. no two or more members notify the Presiding Member in writing, before that deadline, that the members wish to have the proposed resolution listed for discussion at the next meeting of the Committee.

A resolution made by the procedure stated in this clause shall be deemed to be the decision of the Committee, effective from the day on which the document is signed or, if the members do not sign it on the same day, on the day on which the last member of the requisite majority to sign the document does so.

- b) If a decision of the Committee is made by a resolution without meeting under clause [1], the Presiding Member shall cause a copy of the terms of the resolution to be promptly notified to all members and the resolution shall appear in the agenda for the next meeting of the Committee for the purpose of forming a record in the minutes of that meeting.
- c) For the purposes of clause [1]:
 - i. two or more separate documents containing a statement in identical terms, each of which is signed by one or more members, shall be taken to constitute one document;
 - ii. 'sign', in relation to a document, means apply, affix or cause to be applied or affixed a member's signature or facsimile thereof; and
 - iii. 'return to/notify the Presiding Member' means send to the Presiding Member or the person nominated by the Presiding Member by post, facsimile or email.

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