

Senior Appointments and Remuneration Committee

Charter

Purpose

In accordance with the provisions of the *Federation University Australia Act 2010* (Vic) ("the Act"), the Council has formally constituted the Senior Appointments and Remuneration Committee ("the Committee") as a standing committee of Council.

Responsibilities

The Committee is responsible for:

- identifying new Council members and advising and making recommendations to Council on appointment, renewal and succession planning of its members;
- making recommendations to Council on appointment and succession planning of the Chancellor, Deputy Chancellor/s and Chairs of Committees
- reviewing the Council's Skills and Diversity Matrix to ensure that Council and its Committees possess the necessary breadth of knowledge, expertise and experience;
- monitoring remuneration policy and the consistency of remuneration rates for Council and Committee members having regard to the Victorian Government's *Appointment and Remuneration Guidelines*;
- agreeing and monitoring policies and procedures for the recruitment, appointment and remuneration of the Vice-Chancellor and President ("Vice-Chancellor") and senior officers, taking into account appropriate external and internal benchmarks;
- assessing the performance of the Vice-Chancellor against agreed key performance indicators and determining their remuneration; and
- on advice from the Vice-Chancellor, making recommendations for the appointment and remuneration of senior officers including the Provost, Deputy Vice-Chancellors, Pro Vice-Chancellors, Chief Operating Officer, Chief Learning Experience Officer, Chief Financial Officer and Director Vice-Chancellor's Office (University Secretary).

Principles for making recommendations to Council

In making recommendations for appointments to Council, the Committee will consider:

- the optimal mix of expertise, experience, personal qualities, gender balance and community representation to meet Council's governance responsibilities and accountabilities as determined in the Council's Skills and Diversity Matrix;
- balancing the benefits of stability versus regular renewals in appointments and reappointments; and
- awareness of the needs of and engagement with stakeholders.

All recommendations on appointments and re-appointments will be made to Council or the Minister (as relevant) at least 12 weeks before the position is due to become vacant to facilitate planning by the University.

Membership

The membership of the Committee comprises the:

- Chancellor (Chair)
- Deputy Chancellor(s)
- Vice-Chancellor
- Chair, Resources Committee (if that officer is not also a Deputy Chancellor)
- Nominee of the Chancellor (may be a person external to the University).

Note: The Vice-Chancellor will not be present or involved in Committee pre-discussions or discussions about their appointment or remuneration.

The Director, People and Culture may attend meetings at the invitation of the Chair to assist the Committee, particularly with respect to the remuneration of senior officers of the University.

Role of Committee members

In exercising their functions and powers, Committee members must:

- act in good faith, honestly and for proper purposes;
- exercise reasonable skill, appropriate care and diligence;
- take reasonable steps to avoid all conflicts of interest unless they are declared in accordance with the Act and University policy;
- maintain confidentiality and ensure information and advice received as a Committee member is not shared or used outside of the Committee; and
- demonstrate the University's Living Values and comply with the Staff Code of Conduct.

Meetings

The Committee shall meet at least once per year as necessary to conduct its business.

Quorum and Decision Making

A quorum will comprise of at least the majority of Committee members holding office for the time being other than a member who is on leave of absence granted under Schedule 1, clause 4A of the *Federation University Australia Act 2010*.

All recommendations which come before any meeting of the Council must be decided by the majority of the members present.

The Chair at any meeting has a vote; and in the case of an equality of votes, a casting vote.

Meeting papers and record of meetings

In preparation for each meeting, the University Secretary will prepare the draft agenda for approval of the Chair. Committee papers will be prepared according to an approved template and guidelines which are available from the University Secretary and will be circulated at least five business days before the relevant scheduled meeting.

Following each meeting the draft meeting minutes as recorded by either the University Secretary or Director, People and Culture will be provided to the Chair for preliminary approval after which will then be uploaded to the approved Council portal for access by Committee members within two weeks of each meeting.

The minutes of each meeting must be confirmed at the next Committee meeting.

Reporting

The Committee will:

- report in writing to the Council; and
- immediately escalate to Council any significant or material matters of concern.

Review

The Committee will annually self-assess its performance with outcomes reported to Council. This Charter must be reviewed at least every two years to ensure currency.