

Senior Appointments and Remuneration Committee

Charter

Purpose

In accordance with the provisions of the *Federation University Australia Act 2010 (Vic)* 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, in consultation with the Governance and Strategy Committee ("G&SC"), advising and making recommendations to Council on the appointment, maintenance and orderly review of Council membership;
- in consultation with the G&SC, reviewing the Council's Skills Matrix to ensure that Council possesses the necessary breadth of knowledge, expertise and experience;
- monitoring remuneration policy and the consistency of remuneration rates for Council members having regard to the Victorian Government's *Appointment and Remuneration Guidelines*;
- 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;
- on advice from the Vice-Chancellor, making recommendations for the appointment and remuneration of senior officers including the Pro Vice-Chancellors, Deputy Vice-Chancellor, Chief Financial Officer, Chief Operating Officer, Chief Learning Experience Officer and the Director Vice-Chancellor Office (University Secretary); and
- assessing the performance of the Vice-Chancellor against agreed key performance indicators and determining their remuneration.

Principles for making recommendations to Council

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

- the optimal mix of skills, experience and personal attributes to meet Council's governance responsibilities and accountabilities as determined in the Council's Skills Matrix;
- gender balance and the inclusion of persons reflecting community diversity;
- 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;
- avoid all conflicts of interest; and
- demonstrate the Living Values of Inclusion, Innovation, Excellence, Empowerment and Collaboration.

Meetings and proceedings

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

The quorum for a meeting shall be three (3) Committee members.

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

At least once each two years, the Committee will review its performance and the performance of its members, and its Charter.

The Chair is responsible for ensuring that these reviews occur.

Endorsed: Senior Appointments and Remuneration Committee 23 November 2023

Approved: Council 5 December 2023

Next review due: November 2025