

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 Deputy Vice-Chancellors, the Chief Financial Officer and the 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 personal 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 will attend meetings 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 as often as necessary to conduct its business.

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

The Director, People and Culture will take the minutes of the meeting and, following preliminary approval by the Chair, circulate draft minutes to Committee members within two weeks of each meeting. Members will confirm the minutes by return email. .

Reporting

The Committee will:

- report in writing to the Council;
 - immediately escalate to Council any significant or material matters of concern; and
 - provide a report to Council annually, containing those matters which it considers should be drawn to Council's attention.
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