

Name : **People, Remuneration & Nominations
Committee Terms of Reference**

Approved by : **Council**

Contact : **University Secretary**

Last reviewed : **12 March 2024 (by Council)**



PEOPLE, REMUNERATION AND NOMINATIONS COMMITTEE – TERMS OF REFERENCE

1. NATURE AND PURPOSE

- 1.1. The People, Remuneration & Nominations Committee (**the Committee**) is a standing committee of Swinburne University of Technology (**the University**) Council, established pursuant to *Swinburne University of Technology Act 2010 (Vic) (the Act)*, sch. 1 cl. 15(1).
- 1.2. The purpose of the Committee is to assist Council in fulfilling its governance and oversight responsibilities in relation to:
 - a) Governance and nominations;
 - b) Remuneration and performance;
 - c) People and culture;
 - d) Diversity and inclusion; and
 - e) Supplementary issues, as referred by Council from time to time.
- 1.3. In overseeing the University's people management processes (including remuneration), the Committee should have mind to the following objectives in particular:
 - a) To meet long-term people needs through effective talent management and succession planning;
 - b) To promote excellent performance (both in the short term and the longer term);
 - c) To support a positive and engaging culture that supports the University's Values;
 - d) To comply with relevant legislation and corporate governance principles on remuneration practices, culture and employment policies;
 - e) To meet the University's commitment to promote diversity, equity and inclusion;
 - f) To provide fair remuneration and other benefits to all employees; and
 - g) To promote the University as an employer of choice.
- 1.4. Whilst other standing committees of Council (and the Academic Senate) may consider and engage with each of the abovementioned areas in fulfilling their own functions and duties, the Committee maintains its responsibility to provide holistic and effective oversight of these areas – and Council maintains its ultimate accountability.
- 1.5. The Committee has primary oversight of management in its performance of the following responsibilities:
 - a) Implementing the University's remuneration framework, strategies, policies, plans and arrangements as approved by the Committee and/or Council;

- b) Developing and implementing people and culture strategies, and key people management processes;
- c) Implementing the University's talent, capability development and succession planning frameworks and strategies; and
- d) Developing initiatives to instil and reinforce the desired University culture, and to ensure compliance with the University's Code of Conduct

2. POWERS

- 2.1. The Committee has full delegated authority from Council to fulfil its responsibilities. Specifically, for the purpose of carrying out its functions and duties, the Committee is delegated authority from Council to:
- a) Seek independent professional advice from external parties with relevant experience and expertise;
 - b) Have unrestricted access to members of management, employees and relevant information including records, data and reports that it considers necessary to discharge its duties;
 - c) Request attendance at a Committee meeting by any University management or staff, including internal and external auditors, subject to any relevant contractual arrangements;
 - d) Request any management or staff to provide a written and/or verbal brief to the Committee on key matters relating to their functions; and
 - e) Access reasonable University resources to undertake its functions and duties.
- 2.2. Other than in the case of its Key Management Contacts, the Committee and its members should first consult the Chair and the Vice-Chancellor before making a request of University management or staff.
- 2.3. University management and staff are required to cooperate with Committee requests to the extent reasonably practicable.

3. FUNCTIONS AND DUTIES

In fulfilling its purpose, the Committee will undertake the following activities:

3.1. Governance and nominations

- a) Assist Council in ensuring that Council and Council committees maintain an appropriate structure, size and balance of skills to support the strategic objectives of the University.
- b) Recommend to Council the performance measures for Council, Council committees and Council members, and monitor performance against those measures.
- c) Recommend to Council and, if required, the Minister the appointment of persons to Council, Council committees and controlled entities.
- d) Make recommendations to Council in relation to the co-opting of external independent persons to Council committees who may provide required expertise.
- e) Recommend to Council the recruitment and selection process to be followed for the office of Vice-Chancellor.
- f) Recommend to Council the appointment of the Vice-Chancellor, including recommending to Council the remuneration and terms and conditions of employment of the Vice-Chancellor.

- g) Review and monitor talent and succession planning for key senior positions within the University, and the plans relating to talent, development and retention.

3.2. Remuneration and performance

Oversee the University's remuneration and performance frameworks, including:

- a) Recommend to Council annual performance targets for the Vice-Chancellor, and monitor the Vice-Chancellor's performance.
- b) Review the Vice-Chancellor's remuneration, including payment of any performance-based component and make recommendations to Council for its consideration.
- c) Review and approve the structure of the Vice-Chancellor's direct report senior executive team.
- d) Review and approve the remuneration, performance assessment and bonuses for the Vice-Chancellor's direct report senior executives.
- e) Approve a University-wide remuneration framework, including for the Vice-Chancellor's direct report senior executives and senior staff.
- f) Consider and provide advice on the appointment, re-appointment and termination of senior executive positions reporting directly to the Vice-Chancellor, including any notable conditions of employment or severance.

3.3. People and culture

Oversee the University's management of people and culture, including:

- a) People and culture strategies, including workforce planning activities;
- b) Key people management processes, including for example:
 - i. Performance management;
 - ii. Workplace health, safety and well-being;
 - iii. Grievance management;
 - iv. Induction, training and capability development; and
 - v. Succession planning.
- c) Staff engagement, including results of the Staff Engagement Survey.
- d) Act as the 'Conferral Committee' and recommend to Council Professor Emeritus and honorary titles and awards as provided by University legislation
- e) Approve the principles that will apply to enterprise agreement discussions and negotiations.
- f) Monitor and provide advice on the University's diversity plans and Reconciliation Action Plan.

3.4. Supplementary issues

Address the following supplementary issues, as required:

- a) To deal with matters at the intersection of other committees, matters referred to it by Council or other committees and providing advice to the Chancellor and Vice-Chancellor in a consultative capacity as requested.
- b) To exercise the powers and functions of Council in intervals between Council meetings in respect of any special or urgent matters referred to it by the Chancellor which cannot practicably be dealt with by Council in a telephonic meeting or by circulatory resolution.

4. COMPOSITION

4.1. Membership

- a) The Committee may comprise the following:
 - i. A number of independent non-executive Council members, as determined by Council; and
 - ii. A number of co-opted members, as determined by Council, but will be no greater than 50% of Committee membership.
- b) Committee members will be rotated to ensure changes in membership are staggered to maintain continuity.

4.2. Skills and capability

- a) All members of the Committee should have sufficient skills and experience to be able to consider and contribute to the matters for which the Committee is responsible.

4.3. Chair

- a) The Chair of the Committee will be elected by Council from the non-executive independent members of Council on the Committee.
- b) The term of office is two (2) years and is eligible for reappointment.
- c) In the absence of the Chair the Committee will elect a chair from among the independent members.

4.4. Secretary

- a) The University Secretary (or other appropriate designated person, as agreed with the Chair) will be the Committee Secretary.
- b) The Committee Secretary will assist the Chair to develop and distribute agendas, papers, minutes and work plan.

4.5. Key Management Contacts

- a) While each maintains their position within the management structure of the University, the following persons will be the Key Management Contacts of the Committee and there is established be a direct line of communication between each of these persons and the Committee (through its Chair):
 - i. Chief People Officer;
 - ii. Director, Strategic Planning and Data Analytics; and
 - iii. Deputy Vice-Chancellor (External Engagement), in relation to the University's diversity plans and Reconciliation Action Plan.
- b) As such, the Committee and its Chair should be informed of any people management issues relating to the Key Management Contacts (including any movements).

5. COMMITTEE MEETINGS

5.1. Meeting protocol

- a) The Committee will meet as required throughout the year with a minimum of four (4) meetings to be held.
- b) A quorum of the Committee will consist of half the members of the Committee.
- c) Each member will have one vote and decisions shall be made on a majority basis.
- d) The Chair shall call a meeting of the Committee if so requested by the Chancellor.

5.2. Additional meeting invitees

- a) The following persons will be provided with a standing invitation to attend Committee meetings:
 - i. Chancellor;
 - ii. Vice-Chancellor;
 - iii. Chief Operating Officer;
 - iv. Chief Financial Officer;
 - v. General Counsel;
 - vi. Chief People Officer;
 - vii. Director, Strategic Planning and Data Analytics; and
 - viii. Deputy Vice-Chancellor (External Engagement).
- b) Any University employee (including management and staff) or external professional adviser may attend any meeting of the Committee or part thereof, if invited by the Chair.
- c) Non-members of the Committee may be asked to withdraw from all or any part of any meeting and may not vote on any matter at a meeting.

5.3. In-camera meetings

- a) The Committee may at any time meet with the following persons without management present, and must do so at least once per year:
 - i. Vice-Chancellor; and
 - ii. Chief People Officer.
- b) The Committee may meet with any employee, associate, officer or external party without any other management being present.

6. COMMITTEE REPORTING

- 6.1. The minutes of each meeting shall be provided to Council. The Chair will report to Council after each Committee meeting on the business and recommendations of the Committee.
- 6.2. As and when requested by the Chancellor, the Chair will report to the Audit & Risk Committee (**ARC**) providing an overview of the key issues considered by the Committee that are likely to be relevant to their functions and duties.