Nominations and Remuneration Committee Terms of Reference

Section 1 - Establishment

Background

(1) It is a requirement of the Macquarie University By-law 2005 that the University Council (Council) establishes a Nominations Committee consisting of at least five persons as determined by Council.

(2) The Council has established the Nominations and Remuneration Committee (the Committee). These Terms of Reference set out the Committee's purpose, authority, membership and functions and responsibilities.

(3) The procedures for the Committee are set out in the Council and Council Committees Procedure.

Purpose

(4) The purpose of the Committee is to:

a. assist the Council with its functions in relation to the membership of Council, Council committees and boards of controlled entities;
b. recommend persons to the Council for appointment as Council members in accordance with the Macquarie University Act 1989 (the Act) and the Macquarie University By-law 2005;
c. assist the Council with its functions in accordance with section 16(1B)(a) of the Act in respect of remuneration matters; and
d. assist the Council on the appointment and re-appointment of the Vice-Chancellor.

Authority

(5) The Committee has delegated authority as detailed in the Reserved Powers of Council and Committees, the Delegations of Authority Register and noted in the relevant section of these Terms of Reference.

Section 2 - Membership

(6) The membership of the Committee will be constituted by:

a. Chancellor (who shall be Chair of the Committee);
b. the Deputy Chancellor;
c. the Vice-Chancellor;
d. the Chair of Academic Senate; and
e. one (1) external member of Council, appointed by the Council on the recommendation of the Nominations and Remuneration Committee.

(7) The Council may appoint an additional external member of Council to the membership of the Committee, on the

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recommendation of the Nominations and Remuneration Committee if deemed to be required.

Attendance

(8) The Vice-Chancellor shall be absent from the meetings during discussion relating to the remuneration and conditions of the position of Vice-Chancellor.

(9) The Deputy Vice-Chancellor (People and Operations) and the Chief People Officer may attend meetings at the invitation of the Chair to provide advice and information to the Committee.

Section 3 - Functions and Responsibilities

(10) The Committee's responsibilities are as follows:

a. Nomination matters – Council membership:
    i. develop a skills matrix for the Council that reflects a clear, shared understanding of the specific skills, knowledge, experience and perspectives Council needs to perform its role and discharge its responsibilities; and includes detailed skills and objective criteria for assessing the skills of individual governing body members;
    ii. identify a forward-looking renewal and succession plan for the Council, having regard to the agreed skills matrix and tenure of members to allow for an orderly process of Council member retirements and appointments;
    iii. at least six months prior to the expiration of the term of office of a member of the Council appointed under sections 8E – Council appointed members (graduates), 8F – Council appointed members or 8G – Ministerially appointed members, the Committee is to:
        - identify the expertise and experience that will be needed to complement that of the other members of the Council, having regard to the agreed skills matrix and succession plan;
        - review whether the current member should be recommended for re-appointment;
        - if required, identify persons who may be suitable for appointment as such a member;
    iv. determine the process for seeking nominations for any vacant position, which will be transparent, rigorous, and merit-based, including, if appropriate, calling for Expressions of Interest. Any expression of interest or nomination must include a statement addressing the nominee's suitability for appointment in terms of the qualifications/skills/knowledge sought, together with qualifications, experience, and full contact details:
        - the Chancellor or the Chancellor's nominee may seek expressions of interest from suitable persons who would be qualified to hold office under the specified category;
    v. determine which of the interested/nominated persons are to be recommended to the Council, in consideration of whether a person:
        - has developed, or has the capacity to develop, a good understanding of what the external community needs from the University and has strong external networks that may benefit the University;
        - will contribute to the effective working of the Council;
        - has the expertise and experience needed to complement that of existing members of the Council (noting the current skills matrix and succession plan);
        - has expertise and experience relevant to the functions exercisable by the Council;
        - has an appreciation of the object, values, functions, and activities of the University;
        - has such other qualities as the Committee considers appropriate;
    vi. recommend the length of appointment for each person;

vii. forward its recommendations to the Council, for re-appointment and new appointments;
viii. contact with nominees will be through the Chancellor unless otherwise authorised by the Chancellor. The Committee will at all times respect the right of any nominee to have their nomination treated in confidence;

b. Council Committee membership:
   i. develop a skills matrix for Council Committees setting out the mix of skills and diversity that Council has and is looking to achieve in the membership of each Committee;
   ii. identify a forward-looking renewal and succession plan for Council Committees having regard to the agreed skills matrix and tenure of members to allow for an orderly process of Council/Council Committee member retirements and appointments;
   iii. annually review the composition of Council committees and recommend any changes to Council;

c. Controlled Entities:
   i. review and make recommendations to the Council or members of the Controlled Entity, as the case may be, regarding the composition of Controlled Entity boards, after consultation with the Chair of the relevant Controlled Entity;

d. Remuneration matters:
   i. review the performance of the Vice-Chancellor and receive a summary report on the performance of other members of the Executive on an annual basis;
   ii. review and determine the level of remuneration of the position of Vice-Chancellor on an annual basis;
   iii. review and determine the level of remuneration of other members of Executive on an annual basis;

e. Appointment/Re-appointment of the Vice-Chancellor:
   i. review and recommend to the Council, the appointment and/or re-appointment of the Vice-Chancellor, commencing a review process at least 12 months prior to the conclusion of the current incumbent’s contract;
   ii. for appointment of a new Vice-Chancellor, the Council may establish a Special Committee of Council rather than requesting the Nominations and Remuneration Committee fulfil this function. Council may also retain the services of an executive search firm;
   iii. the terms of the prospective Vice-Chancellor's employment, including but not limited to, tenure, termination and compensation will be reviewed by the Committee, using external legal advisors as appropriate, and recommended to the Council for approval;
   iv. for review of an extension of contract term of the Vice-Chancellor, the Committee will:
      - review the Vice-Chancellor's performance and whether re-appointment is appropriate;
      - recommend any re-appointment to the Council, including the basis for the recommendation;
      - review the key terms of the contract for re-appointment, including tenure, termination and compensation and arrange drafting of the contract, using external legal advisors as appropriate; and
      - recommend the renewal and key contract terms for re-appointment of the Vice-Chancellor to the Council for approval.

Section 4 - Meetings

(11) Refer to the Council and Council Committees Procedure for meeting requirements and protocols.

Section 5 - Variations

(12) Variations to this Terms of Reference must be approved by Council.

Section 6 - Definitions

(13) For the purpose of this document:

a. Committee – means the Nominations and Remuneration Committee of Council.

Status and Details

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Responsible Executive	S. Bruce Dowton Vice-Chancellor
Responsible Officer	Sophie Buck Director, Governance Services
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