

Governance (Nomination and Remuneration Committee) Rule 2015 No. 1

Section 1 - Introduction

1 Name of Rule

(1) This Rule is the Governance (Nomination and Remuneration Committee) Rule 2015 No. 1.

2 Commencement

(2) This Rule commences on 1 January 2016 under resolution CNL15/101.

3 Purpose

(3) This Rule is enacted to establish the Nomination and Remuneration Committee and to confer on that Committee certain functions under the [Charles Sturt University Act 1989](#).

4 Authority

(4) This Rule is made pursuant to authority granted to the Council under clause 4 of Schedule 1 of the Act, section 20 and 32 of the Act.

Note: Clause 4 of Schedule 1 of the Act states that the Council may establish committees to assist it in the exercise of its functions and may delegate to the Committee, under section 20 of the Act, all or any of its functions. Section 32 of the Act states that the Council may make rules with respect to the functions, processes and procedures of committees of the Council.

5 Glossary

(5) In this Rule:

- a. Act - means the [Charles Sturt University Act 1989](#).
- b. By-law - means the [Charles Sturt University By-law 2005](#).
- c. Committee - means the Nomination and Remuneration Committee established under this Rule in accordance with clause 4 of Schedule 1 of the Act.
- d. Council - means the University Council established under Part 3 of the Act.
- e. Secretary - means the University Secretary appointed under the By-law.

6 Notes and Headings

(6) The notes in the text of this Rule do not form part of this Rule.

(7) Headings do not form part of this Rule.

Section 2 - Committee

7 Establishment of Committee

(8) There is to be a Nomination and Remuneration Committee.

8 Terms of Reference

(9) The principal functions of the Committee are:

- a. to oversight and make recommendations to the Council in relation to nominations, including:
 - i. to establish and document processes for the identification of suitable candidates for appointment or election to the Council, the selection processes for appointment and processes for changes to the membership of Council;
 - ii. to make recommendations to the Council in relation to the nomination of candidates to the Minister for his or her consideration for appointment under section 9 (1) (b) of the Act;
 - iii. to make recommendations to the Council for its consideration for appointment under section 9 (1) (c) and (g) of the Act;
 - iv. to establish plan for the succession of Council members, and Council committee members, including key officeholders of the Council such as the Chancellor and chairs of committees;
 - v. to annually review the appropriate skills, qualities, experience and qualifications required by members of the Council and key officeholders;
 - vi. to determine whether the requirements as identified in clause 9 (a) (v) are satisfied by the current composition of the Council at least three months prior to the expiry of a member's term or when a member leaves the membership of the Council;
 - vii. to recommend to the Council whether to renew the term of a member having regard to clause 9 (a) (v);
 - viii. to establish systems for the appropriate monitoring of the performance of the Council and its committees;
 - ix. to ensure that an effective orientation and development program for new and existing Council members is in place, and regularly reviewing its effectiveness, including developing and implementing a program for identifying, assessing and enhancing Council competencies;
 - x. to conduct searches for the office of Chancellor and Vice-Chancellor;
 - xi. to prepare a succession plan and contingency plan for the position of Vice-Chancellor; and
 - xii. to review the succession plan and contingency plan for senior executive officers prepared by the Vice-Chancellor and make recommendations to the Council, including how succession and contingency planning impact on senior staff arrangements generally.
- b. to oversight and make recommendations to the Council in relation to remuneration, including:
 - i. to develop, in consultation with the Vice-Chancellor, the annual performance targets of the Vice-Chancellor and make recommendations to the Council;
 - ii. to advise the Council on the Vice-Chancellor's remuneration, annual salary adjustments, allowances, superannuation, fringe benefits, retirement and termination payments, variation to contract terms and bonuses;
 - iii. to ensure that the University's senior executive remuneration and incentive policies and practices are aligned to the University's vision, values and overall business objectives and performance by being designed to:
 - demonstrate a clear relationship between overall University performance, key executive performance and remuneration;
 - iv. to monitor the University's key senior executives to ensure that annual movements in the senior

executive remuneration model, including salary, salary packaging, allowances, fringe benefits, superannuation, bonuses, retirement and termination payments and other senior executive incentives, is aligned with respective responsibilities and individual contributions to the success of the University; and

v. to oversee statutory compliance with respect to disclosure of senior executive remuneration.

c. to oversight and approve, on behalf of the Council, honorary awards, as prescribed in the [Governance \(Honorary Awards\) Rule 2012 No. 1](#), including:

- i. to approve the naming or renaming of facilities of the University, or the withdrawal of naming rights with respect to a facility of the University, in accordance with the Official Naming Policy for noting to the Council; and
- ii. to review policies and procedures relating to honorary awards or naming for recommendation to the Council for approval.

(10) The Committee has such other functions as may be necessary to enable it to exercise the functions specified in clause 9 above.

9 Membership

(11) Subject to clause 12, the Committee shall comprise at least seven members:

- a. the Chancellor, who will act as the Chair;
- b. the Deputy Chancellor, who will act as Deputy Chair;
- c. the Vice-Chancellor;
- d. the Presiding Officer of Academic Senate; and
- e. at least three other members of the Council (of not less than two members must be external members).

(12) Where the Committee is considering matters relating to the office of the Chancellor, the Chancellor shall not be present, or vote, at that meeting of the Committee. The Deputy Chancellor shall chair any meeting of the Committee with respect to the office of the Chancellor.

(13) The Committee may co-opt other members of the Council to the membership of the Committee where:

- a. it is necessary to do so to comply with clause 12; or
- b. the Committee is acting as a search committee with respect to the position of Chancellor or Vice-Chancellor.

(14) The Committee may engage external consultants, through the Secretary, where appropriate to exercising its functions and to identify possible candidates.

10 Meetings

(15) The chair may approve for the whole, or any part, of a meeting of the Committee, the attendance of:

- a. Executive Director, Human Resources; and
- b. an employee or contractor of the University.

(16) The Committee shall meet at least twice a year.

(17) The Committee may meet at other times in accordance with the [Governance \(Council Meetings\) Rule 2007 No. 2](#).

Status and Details

Status	Historic
Effective Date	1st January 2016
Review Date	1st September 2017
Approval Authority	University Council
Approval Date	24th December 2015
Expiry Date	10th December 2017
Unit Head	Cassandra Webeck University Secretary +61 2 6338 4258
Author	Linda Breen University Secretary and Director, Governance and Corporate Affairs
Enquiries Contact	Office of Governance and Corporate Affairs +61 2 63384207