

Governance (Nomination and Remuneration Committee) Rule 2015

Section 1 - Introduction

Name of Rule

(1) This Rule is the Governance (Nomination and Remuneration Committee) Rule 2015.

Commencement

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

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](#).

Authority

(4) This Rule is made pursuant to authority granted to the Council under clause 4(1) of Schedule 1 of the [Act](#) and sections 20 and 32 of the [Act](#).

Notes: 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.

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(1) of Schedule 1 of the [Act](#).
- d. Council - means the University Council established under Part 3 of the [Act](#).
- e. External person - means a person other than a member of the academic or general staff of the University or an undergraduate or graduate student of the University, as set out in section 8A of the Act. The [University Governance Framework](#) further provides that the person may not be an executive, employee or student of the University's controlled entities, and must be free from any business or other relationship which could materially interfere with the unfettered and independent exercise of their judgement (refer clause 76).
- f. University Secretary - means the Secretary appointed under the [By-law](#) and includes a person or persons appointed to act on behalf of the Secretary from time to time.

(6) In this Rule, unless the contrary intention appears:

- a. a word or term that has not been defined in this Rule has the same meaning attributed to that word or term in the [Act](#) or [By-law](#),
- b. a reference to an officer of the University includes any person acting in that position, and
- c. headings and notes do not form part of this Rule.

Section 2 - Committee

Establishment of Committee

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

Terms of Reference

(8) 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 their consideration for appointment under section 8H of the [Act](#),
 - iii. to make recommendations to the Council for its consideration for appointment under sections 8F and 8G of the [Act](#),
 - iv. to establish a 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 8(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 establish systems for the appropriate monitoring of the performance of the Council and its committees,
 - viii. to make recommendations to the Council in relation to the establishment, dis-establishment and functions of 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 demonstrating 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 \(Honorary Awards and Titles\) Rule 2021](#), 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 [Protocols Procedure - Naming Facilities and Memorials](#) 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.

(9) The Committee has such other functions as may be necessary to enable it to exercise the functions specified in clause 8.

Membership

(10) The Committee shall comprise at least five members:

- a. Chancellor, who will act as the Chair
- b. Deputy Chancellor, who will act as Deputy Chair
- c. Vice-Chancellor
- d. At least two external members of the Council.

(11) 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.

(12) 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 10, or
- b. the Committee is acting as a search committee with respect to the position of Chancellor or Vice-Chancellor.

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

Meetings

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

- a. the Executive Director, People and Culture, and
- b. an employee or contractor of the University.

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

(16) The Committee may meet at other times in accordance with the [Governance \(Council Meetings\) Rule 2007](#).

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