



BOARD OF TRUSTEES REMUNERATION AND NOMINATIONS COMMITTEE CHARTER

1 Introduction

- 1.1 The Remuneration and Nominations Committee is a committee of the Board of Trustees of Western Sydney University.
- 1.2 The Committee assists the Board with respect to the efficient discharge of its responsibilities in respect of:
- (a) the appointment and monitoring of performance of the Vice-Chancellor and President;
 - (b) succession planning, selection, appointment and remuneration practices in respect of the Board and its committees;
 - (c) nominations for honorary titles and awards and conferral of naming rights in accordance with University policies; and
 - (d) remuneration of the Vice-Chancellor and President and Senior Executives of the University.

2 Appointment and Composition

- 2.1 The Committee comprises the following members:
- (a) the Chancellor (who acts as Chair);
 - (b) the Deputy Chancellors;
 - (c) the Vice-Chancellor and President (except in relation to item 3.1(a)); and
 - (d) any additional Board member(s) appointed by the Board, so as to ensure the inclusion of the Chairs of the Audit and Risk Committee, Finance and Investment Committee, People and Culture Committee, and Cyber and Information Technology Committee.
- 2.2 If a member of the Board of Trustees is appointed to the Committee under clause 2.1(d), they remain a member for the duration of the term agreed by the Board.
- 2.3 A member of the Committee appointed under clause 2.1(d) ceases to be a member of the Committee if that person:
- (a) resigns from the Committee;
 - (b) ceases to be a member of the Board;
 - (c) is removed for any reason by resolution of the Board.
- 2.4 So far as is relevant and in accordance with clause 7 of Schedule 1 of the *Western Sydney University Act 1997*, at any meeting of a committee constituted by the Board of Trustees:
- (a) a member of the Board appointed by the Board is to preside; or
 - (b) if no member is appointed or in the absence of the appointed member, a Board member elected by and from the Committee members present is to preside; and



3 Role of the Committee

3.1 The role of the Committee is to:

Remuneration matters

- (a) receive and consider an annual report on the Vice-Chancellor's performance and remuneration;
- (b) receive and consider an annual report from the Vice-Chancellor on Senior Executive Remuneration;
- (c) advise the Board on sector best practice remuneration practices, and recommend for approval by the Board of Trustees any changes to the University's *Remuneration (Executive and Senior Managers) Framework Policy*;
- (d) approve variations to the remuneration spans for Bands within the University's *Remuneration (Executive and Senior Managers) Remuneration Framework Policy*, over and above any adjustments to reflect salary increases payable under relevant University Enterprise Agreements;
- (e) monitor the remuneration of the Senior Executive (Deputy Vice-Chancellors, Vice-Presidents and Provost) following a decision by the Vice-Chancellor; and
- (f) monitor gender participation and pay equity within the University's *Remuneration (Executive and Senior Managers) Framework Policy*.

Nomination matters

- (g) oversight the skills, experience and diversity mix and succession planning of the Board of Trustees, and recommend to the Board of Trustees proposals for appointment of external and graduate members to the Board of Trustees (including terms of office);
- (h) review an annual report from the University Secretary of any changes in directors of controlled entities of the University, or to entities in which the University has a significant interest, taking into account the Board's responsibilities in relation to controlled entities under s.22A of the *Western Sydney University Act 1997*;
- (i) recommend for approval by the Board of Trustees naming proposals in accordance with the University's *Naming Policy*;
- (j) recommend for approval by the Board of Trustees proposals to confer honorary awards and titles in accordance with the University's *Honorary Titles and Awards Policy*;
- (k) perform other functions delegated to it from time to time by the Board.

3.2 The Committee also considers any matters referred to it by the Board, the Chancellor or the Vice-Chancellor.

3.3 Except as set out in this Charter or as delegated by the Board, the Committee does not exercise any executive power, delegated authority or supervisory function in relation to operational matters.

4 Meetings and Procedures

4.1 The Committee will meet at least twice a year – this is considered a direction of the



Board to this Committee for the purposes of *Western Sydney University (Governance) Rule 2017* (clause 27(1)) and the Board's *Standing Orders* (under clause 1.1(b)), which provides there will otherwise be at least four meetings a year.

- 4.2 Additional meetings may be held as required. The Chair is required to convene a meeting if requested by another Committee member to do so or by the Board of Trustees.
- 4.3 The quorum will be as specified generally by the Board of Trustees for its committees in the Board's *Standing Orders*.
- 4.4 Meetings of the Committee shall be conducted in accordance with the procedures set out in the Board's *Standing Orders*.
- 4.5 Members of staff may be invited to attend meetings of the Committee to enable direct discussion of matters before the Committee.

5 Conflicts of interest

- 5.1 Committee members should register their interests and must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any perceived conflicts of interest should be appropriately minuted.
- 5.2 Where members or observers at Committee meetings are deemed to have a real or perceived conflict of interest in relation to a matter before the Committee, it may be appropriate to excuse them from Committee deliberations of that matter.

6 Performance reviews

- 6.1 The Chair of the Committee, in consultation with the Vice-Chancellor will initiate a review of the performance of the Committee at least once every two years.
- 6.2 The review will be conducted on a self-assessment basis, as well as in consultation with the internal and external auditors, management and any other relevant stakeholders, as determined by the Chair.

7 Review of Charter

- 7.1 The Committee will review this Charter at two yearly intervals to ensure it remains relevant and effective and will advise the Board of Trustees on any recommended changes.



BOARD OF TRUSTEES REMUNERATION AND NOMINATIONS COMMITTEE PROCEDURES

1 Introduction

- 1.1 These Remuneration and Nominations Committee Procedures are in addition to, and in support of, the Remuneration and Nominations Committee Charter. To the extent of any inconsistency between the documents, the Charter prevails.
- 1.2 The Procedures are in addition to the Board *Standing Orders*.

2 Procedures for dealing with nominations for Board (external members and graduates) and Committee membership

- 2.1 These procedures apply to consideration for appointments of:
- (a) graduate and external appointments to the Board of Trustees in accordance with sections 10E, 10F and 10G of the *Western Sydney University Act*; and
 - (b) members of Board Committees who are not members of the Board of Trustees.
- 2.2 The Committee is to seek nominations through outreach to Board members, relevant stakeholders (such as alumni groups in respect of graduate members) and other interested parties. The Committee may engage a search agency for the purpose of identifying and assessing prospective candidates.
- 2.3 Subject to these procedures, the Committee may conduct its selection process in any manner it thinks appropriate, including by conducting interviews or by engaging third parties to conduct professional evaluations.
- 2.4 In assessing the suitability of candidates for nomination, the Committee is to take into account:
- (a) qualifications for membership and other requirements specified in the *Western Sydney University Act* and the *Western Sydney University By-law 2017*;
 - (b) guidelines and documents provided by the Minister from time to time, in relation to Ministerial appointments to university governing bodies including section 10G of the *Western Sydney University Act*;
 - (c) the need to ensure a suitable mix of skills and experience, including the requirements of section 10C of the *Western Sydney University Act*;
 - (d) gender, age, cultural and other diversity factors;
 - (e) capacity to commit adequate time to serve as a member and work collaboratively with others;
 - (f) commitment to promoting the University's interests;
 - (g) in the case of existing members, whether they have performed satisfactorily and should be considered for reappointment;
 - (h) succession planning and continuity; and



- (i) any other factors that the Committee considers appropriate as part of its due diligence.
 - 2.5 When the Committee has selected a candidate for nomination, it is to make a recommendation for approval by the Board of Trustees (i) for appointment for Board-appointed members or (ii) for nomination to the Minister for Ministerial-appointed members.
 - 2.6 All selection processes are to be conducted in strict confidence.
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