

# Terms of Reference

## Remuneration Sub-Committee

<b>Trim location</b>	12/G/42
<b>Responsible officer</b>	University Secretary
<b>Approval Date</b>	10 October 2022
<b>Approval Authority</b>	Council

### 1 Purpose

The Remuneration Sub-Committee is a sub-committee of the Chancellor's Committee and is responsible for ensuring the University has a transparent, competitive and appropriate remuneration and appointment structure concerning its Senior Executives.

The Remuneration Sub-Committee is responsible for making recommendations to the Chancellor's Committee on remuneration arrangements and renewal of contracts for the Senior Executive positions of the University.

### 2 Responsibilities

The Remuneration Sub-Committee may consider and make recommendations to the Chancellor's Committee in relation to the remuneration arrangements and performance assessments of Senior Executives based upon:

- performance measured against agreed performance objectives for each position and any key performance indicators and approved targets
- scope, complexity and accountabilities of each position
- market rates and market movements for comparable positions in other relevant institutions
- Consumer Price Index movements
- other factors and market indicators considered relevant to the Sub-Committee.

In considering its recommendations the Remuneration Sub-Committee may also consider the University's payment capacities and desired level of competitiveness for the position and appointment of the individual Executive.

Senior Executive positions are defined as:

- Vice-Chancellor
- Provost
- Deputy Vice-Chancellor (Research and Innovation)
- Deputy Vice-Chancellor (Enterprise Services)
- Deputy Vice-Chancellor (Academic Affairs)

In making its recommendations concerning Senior Executive positions other than the Vice-Chancellor's position, the Remuneration Sub-Committee shall consider, in addition to the items listed above, the recommendations from the Vice-Chancellor.

### 3 Authority

Council authorises the Remuneration Sub-Committee, within the scope of its responsibilities, to:

- perform activities within its terms of reference
- engage independent counsel and other advisers as it deems necessary to carry out its duties
- require the attendance of University employees at meetings as appropriate
- have unrestricted access to members of management, employees and relevant information
- receive any relevant information it requires from any employee of the University or any of its controlled entities.

### 4 Membership

Council nominates and appoints the Remuneration Sub-Committee members.

Membership of the Sub-Committee shall consist of:

- Chancellor (Chair)
- Four Council Members who are not employees of the University and who have the appropriate skills and relevant experience in relation to business, human resource management or financial experience in medium to large size organisations.

The Vice-Chancellor is an invited member of Remuneration Sub-Committee for all deliberations, except in regards to the Vice-Chancellor's remuneration discussions.

Members will be appointed for a term of office to run concurrently with the term of the Council.

The Charter of University Governance determines the expectations for the Committee in terms of diversity and equality. Council strives to ensure that neither gender will comprise more than 60% of the membership of the Sub-Committee, and acknowledges there is a limit to achieving this aim given the structure of Council's membership.

### 5 Meetings

The Remuneration Sub-Committee will meet to consider remuneration reviews generally in January or February each year to link in with the University's performance review and goal setting cycle and Senior Executive contract conditions.

Meetings to consider appointments and reappointments to Senior Executive positions may be held as required.

Meetings are conducted in accordance with the Guidelines for the Conduct of Meetings of Council and Council Committees – available at:

<https://www.unisq.edu.au/about-unisq/governance-leadership/governance/council>

### 6 Ethical Practices, Confidentiality and Independence

Members of the Remuneration Sub-Committee are to:

- exercise objectivity and probity in the discharge of their duties and responsibilities
- refrain from performing any activity that may prejudice their ability to carry out their duties and responsibilities objectively and independently
- act in a proper and prudent manner in the use of information acquired in the course of their duties and responsibilities
- exercise sound judgement guided by highest personal standards of honesty and integrity in all matters relating to membership of the Sub-Committee

- ensure that they do not place themselves in situations which could lead to, or be perceived to, give rise to a conflict of interest
- disclose to the Sub-Committee any matter which could compromise, or be seen to compromise, the performance of their duties on the Sub-Committee or give rise to a perception of a conflict of interest.

## **7 Secretary**

The Chief People Officer acts as Secretary to the Sub-Committee.

## **8 Performance Evaluation**

At a time that coincides with the self-evaluation of performance undertaken by Council, the Sub-Committee will undertake a self-evaluation of its performance utilising such self-assessment tool as Council shall approve. The evaluation shall be submitted to Council.

If directed by Council, the Sub-Committee will arrange for an external review of its activities.

## **9 Review of Terms of Reference**

These Terms of Reference will be reviewed annually by Chancellor's Committee to ensure they remain consistent with the Sub-Committee objectives and responsibilities. Any proposed amendments to the Terms of Reference will be referred to Council for approval.

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## Modification History

Date	Source	Details
10/10/2022	Council	Revised Terms of Reference following annual review by Chancellor's Committee (revised Senior Executive positions)
18/10/2021	Council	Minor editorial change (under Section 7 – updated position title)
26/10/2020	Council	Revised Terms of Reference following annual review by Chancellors Committee (no change)
28/10/2019	Council	Revised Terms of Reference following annual review by Chancellor's Committee (revised Senior Executive positions)
4/02/2019	University Secretary	Minor editorial change (under Section 7 – updated position title)
22/10/2018	Council	Revised Terms of Reference following annual review by Chancellor's Committee (revised Senior Executive positions)
14/06/2018	Chancellor's Committee	Editorial change (Senior Deputy Vice-Chancellor removed from list of 'Senior executive positions')
30/10/2017	Council	Revised Terms of Reference following annual review by Chancellor's Committee (revised Senior Executive positions)
12/12/2016	Council	Revised Terms of Reference following annual review by Chancellor's Committee (added Executive Director, Finance and People Capability to 'Senior Executive positions')
7/12/2015	Council	Revised Terms of Reference following annual review by Chancellor's Committee
15/10/2014	University Secretary	Minor editorial change (under section 3 – replaced the term 'officers' with 'employees')
1/09/2014	Council	Revised Terms of Reference following annual review by Chancellor's Committee
9/12/2013	Council	Membership change - Increase
10/05/2013	Council	Revised Terms of Reference

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