



# Remuneration Committee Charter

## Introduction

1. The Australian National University (ANU) Council has established the Remuneration Committee (“the Committee”) in accordance with section 18 of the *Australian National University Act 1991*.
2. This Charter sets out the Committee’s objective, authority, composition, role and responsibilities, reporting and administrative arrangements.

## Objective

3. The objective of the Committee is:
  - a) to determine, and report to Council on, the remuneration and conditions of employment of the Vice-Chancellor;
  - b) to monitor, review and where appropriate make recommendations to the Vice-Chancellor on the remuneration and conditions of employment of the University’s senior management; and
  - c) to exercise such other functions, powers and authority as may be assigned or delegated to it by the Council.

## Authority

4. For the purpose of meeting its objectives, the Council authorises the Committee subject to relevant confidentiality considerations, to:
  - obtain any information it needs from the Vice-Chancellor, the Director, Human Resources, the University Counsel and/or any external party);
  - request the attendance of any ANU employee, or a Council member at Committee meetings; and
  - obtain professional advice, as considered necessary to meet its responsibilities, at the University’s expense.

## Composition

5. The Committee will consist of:
  - *ex officio*, the Chancellor, as Chair;

- *ex officio*, the Pro-Chancellor, as Deputy Chair
- *ex officio*, the Chair of the Finance Committee.

## Roles and Responsibilities

6. The Committee is directly responsible and accountable to the Council for the exercise of its responsibilities.
7. The Committee's responsibilities, subject to revision by Council, are:
- a) to determine, and report to Council on, the remuneration and conditions of employment of the Vice-Chancellor;
  - b) to monitor, review and where appropriate make recommendations to Council on:
    - i) the performance of the Vice-Chancellor;
    - ii) the processes for the appointment of a Vice-Chancellor;
    - iii) decisions of the Vice-Chancellor on matters concerning the performance and remuneration of the senior management of the University.
  - c) to monitor, review and where appropriate make recommendations to the Vice-Chancellor on the remuneration and conditions of employment of the University's senior management.
8. The Committee may in an emergency, exercise the power of the Council to make acting appointments under sub-section 37 of the *Australian National University Act 1991* in relation to the office of Vice-Chancellor, provided that no such appointment by the Committee will, except with the approval of the Council, continue after the next succeeding meeting of the Council. When exercising this power, the Committee will only make appointments if the office of Vice-Chancellor is vacant without notice, or in the event of an extended and unanticipated absence by the Vice-Chancellor who is otherwise unable or unavailable to perform the functions of that office.

## Responsibilities of Members

9. Members of the Committee are expected to act in the interests of the ANU, and to understand and observe the legal requirements of the *Australian National University Act 1991* and the *Public Governance, Performance and Accountability Act 2013*.

## Reporting

10. The Committee will at least once a year, report to the Council, on a confidential basis, on its activities during the year. The report should include:

- a summary of the work it performed to fully discharge its responsibilities during the preceding year, including any recommendations for Council approval regarding the remuneration and performance of the Vice-Chancellor;
- details of meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.

11. The Committee may, at any time, report to the Council, on a confidential basis, any other matter it deems of sufficient importance to do so.

## **Administrative Arrangements**

### **Meetings and Planning**

12. The Committee will meet at least once each year on dates determined by the Chair.

13. The Chair is required to call a meeting if asked to do so by the Council and decide if a meeting is required if requested by another member of the Committee.

14. The Chair will be regularly updated on matters relating executive remuneration and performance, as well as any emerging issues, by the Vice-Chancellor or the Director, Human Resources.

15. The Director, Human Resources will provide an annual briefing to a meeting of the Committee (and other briefings if requested) on contemporary developments and leading practice related to executive remuneration, to assist it to meet its responsibilities.

### **Attendance at Meetings and Quorums**

16. A quorum will consist of two Committee members who hold office for the time being.

17. Meetings can be held in person, by telephone or by videoconference.

18. Meetings of the Committee are closed and confidential, and attendance at meetings by non-Committee members, including members of the Council, is only by invitation from the Chair.

### **Secretariat**

19. The Director, Human Resources will provide secretariat support to the Committee.

20. The Director, Human Resources will be responsible for the development and preparation of reports and other papers on executive remuneration and performance matters to be presented to the Committee.

21. The Director, Human Resources will ensure the agenda for each meeting and supporting papers are circulated, after approval from the Chair and as far as practicable, at least 10 days before the meeting.

22. The Director, Human Resources will ensure the minutes of the meetings are prepared and maintained. Minutes must be approved by the Chair and circulated to each member, as appropriate.

### **Conflicts of Interest**

23. As members of the Council, Committee members will once a year provide written declarations to the Council declaring any material personal interests that would preclude them from being members of the Committee. Committee members will be asked to consider past employment, consultancy arrangements and related party issues in making these declarations. Where there are potential conflicts, Council must be satisfied there are sufficient processes in place to manage any real or perceived conflict.

24. Committee members must declare any additional material personal interests at the start of each meeting or before discussion of the relevant agenda item or topic. Details of material personal interests declared by Committee members, and actions taken, will be appropriately recorded in the minutes.

25. Processes associated with the declaration of material personal interests will be coordinated by the Corporate Governance and Risk Office.

### **Assessment and Review**

26. The Chair of the Committee will initiate biennially a review of the performance of the Committee, and this Charter, with appropriate input sought from the Council, the Vice-Chancellor, management and any other relevant stakeholders, as determined by the Council. The review of performance will be conducted on a self-assessment basis unless otherwise determined by the Council.

27. Support for the review of the Committee's performance and its charter will be provided by the Corporate Governance and Risk Office, in consultation with the Director, Human Resources.

*Approved by resolution of the ANU Council meeting of 2 October 2015.*