REMUNERATION AND NOMINATIONS COMMITTEE
Approved by Board of Trustees 11 August 2010 (with amendment to include Pro Chancellor approved 23 February 2011)

Terms of Reference
The Committee is responsible for:

(1) Remuneration
   a) Approving the remuneration of the UWS Executive in conjunction with performance appraisal;
   b) Approving general across the board increments for senior staff not covered by Enterprise Agreements; and
   c) Monitoring the remuneration of the Executive in conjunction with sector and other related standards and performance appraisal.

(2) Nominations
   a) Nominating prospective external appointed Board members and their terms of office in accordance with the UWS By-laws, having regard to:
      i. the skills and experience base of current Board members;
      ii. succession planning and continuity; and
      iii. the specific requirements stipulated in sub-sections 12(4) and 12(5), section 38, and Schedule 1, of the University’s Act.
   b) Nominating prospective external members of Board committees and their terms of office, having regard to:
      i. their skills and experience relative to the needs of the committee; and
      ii. succession planning, continuity and the interface with the Board and other committees.
   c) Reviewing and endorsing or otherwise, all proposals for director appointments to UWS controlled entities prior to their appointment under entity constitutions, having regard to:
      i. the Board’s responsibility under sub-sections 22A(5A)(a)(i) and 22A(5A)(a)(ii) of the University’s Act with regard to the composition of the governing bodies of controlled entities.
   d) Reviewing, and making recommendations to the Board in respect of, nominations for honorary awards and emeritus professorships in accordance with the provisions of the Board’s policies.

Membership
Chancellor (chair)
Deputy Chancellors (two)
Vice-Chancellor
One or more members of the Board who are external persons (within the meaning of section 12 (10) of the Act), being the chair of the Audit and Risk Management Committee, where the chair is a member of the BOT, otherwise the member who is the chair of the Strategy and Planning Committee, and the member appointed as Pro Chancellor.