



Remuneration Committee Charter

Introduction

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

Objective

3. The objective of the Committee is to
 - 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 Executive; 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 purposes of meeting its objective, the Council authorises the Committee, within the scope of its role and responsibilities, and subject to relevant confidentiality considerations to:
 - obtain any information it needs from the Vice-Chancellor, the Chief People Officer, the University General 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 and Tenure

5. The Committee shall consist of:
 - ex officio, the Chancellor, as Chair;
 - ex officio, the Pro-Chancellor, as Deputy Chair;
 - ex officio, the Chair, Finance Committee;
 - if required, due to an ex-officio member holding roles of both Pro Chancellor and Chair of Finance Committee, up to one other Council member appointed by the Council;

Roles and Responsibilities

6. The Committee is directly responsible and accountable to the Council for the exercise of its responsibilities.
7. The Committee 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 Executive.
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.

- plans, financial statements and auditors' reports; and

Responsibilities of Members

9. Members of the Committee are expected to understand and observe the legal requirements of the *Australian National University Act 1991* (Cth), the *Public Governance, Performance and Accountability Act 2013* (Cth) and University legislation.

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 if more than one, 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 any other matter it determines of sufficient importance to do so.

Administrative Arrangements

Meetings and Planning

12. The Committee shall meet at once per 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 Committee member.
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 Chief People Officer.
15. Chief People Officer will provide briefings as required at 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 shall consist of at least two Committee members who hold office for the time being.
17. Meetings may be held in person or online.
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 of the Chair.

Secretariat

19. The Chief People Officer will provide secretariat support to the Committee.
20. The Chief People Officer 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. With the approval of the Chair, the Chief People Officer will ensure the agenda for each meeting and supporting papers are circulated to members and, as far as practicable, at least seven days before the meeting.
22. The Chief People Officer will ensure the minutes of the meetings are prepared and maintained. Minutes must be approved by the Chair and circulated to members, 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 managed by the Chief People Officer as appropriate together with the Corporate Governance and Risk Office.

Assessment and Review

26. The Chair of the Committee will initiate a review of the performance of the Committee, and this Charter, at intervals of three years 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 performance and its Charter will be provided by the Corporate Governance and Risk Office, in consultation with the Chief People Officer.

Approved by resolution of the ANU Council on 10 February 2022 and amended on 5 April 2024