

People, Nominations and Remuneration Committee Constitution

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Committee of the Council established: Council 5/2022 (10 October)

1. Introduction

- 1.1 The University Council (**Council**) has established the People, Nominations and Remuneration Committee (**Committee**).
- 1.2 The Committee incorporates the functions of the previous Council Nominations Committee, Honorary Degree Committee, and Senior Staff Remuneration Committee, all of which were disestablished by the Council [Council meeting 6/2022 (5 December)]. In addition, the Committee has a “People and Culture” function.
- 1.3 This constitution:
 - (a) provides a framework for the performance of the Committee’s activities
 - (b) supports the University in meeting its corporate governance, monitoring and accountability obligations under Standards 6.1 and 6.2 of the *Higher Education Standards Framework (Threshold Standards)* 2021.

2. Mandate

- 2.1 The Committee is a standing committee of the Council, and reports to the Council and is accountable to the Council. The Council has established the Committee to assist and advise the Council in the effective discharge of its responsibilities regarding the people and culture of the University on matters that relate to staff. The Academic Committee is responsible for assisting and advising the Council on all equivalent student matters and may provide additional oversight / advice to Council relating to staff where it has a specific academic related context.
- 2.2 In performing its function, the Committee supports the Council in meeting the University’s reporting obligations in accordance with the *Workplace Gender Equality Act 2012 (WGE Act)* (Cth).

3. Functions

Workforce functions

- 3.1 The workforce functions of the Committee include:
 - (a) overseeing alignment of the University’s workforce strategies with the University strategic and organisational plans
 - (b) reviewing the mandatory reports to Council on workplace gender equality which include the Workplace Gender Equality Agency (WGEA) Executive Summary and Industry Benchmark Report.
 - (c) monitoring strategies to manage and enhance the University’s workforce, including about:
 - (i) attraction, retention, remuneration, performance management, development and succession planning of academic and professional staff
 - (ii) equity and diversity

(iii) enterprise bargaining and other industrial relations matters

(d) monitoring strategies to enhance people, culture and organisational effectiveness.

Council and Council Committee Nominations and Remuneration

3.2 The Committee is responsible for the nomination of prospective members of the Council and Council Committees for categories of members that are not elected and for monitoring the renewal and succession plan for membership of Council and its committees.

3.3 The Committee may:

- (a) make recommendations to the Minister on the members to be appointed to the Council by the Governor-in-Council following consultation with the Council, which may occur outside of the ordinary meeting cycle by Flying Minute and requires Council members to notify the Chancellor or Chair as a matter of priority of any concerns or objections to the recommendation
- (b) consider nominations and make recommendations to the Council on the election of the Deputy Chancellor in accordance with the Election of the Chancellor and Deputy Chancellor Procedure and as permitted under the *Griffith University Act 1998* (Qld)
- (c) make recommendations to the Council on the appointment of such additional members, as are permitted under the *Griffith University Act 1998* (Qld)
- (d) make recommendations to the Council on the membership of Council Committees.

3.4 As part of the process of identifying possible nominations, the Committee will invite all the Council members to propose appropriate persons on a confidential basis.

3.5 In making its recommendations for the appointment of members, the Committee will consider the appropriate mix of qualities, skills and experience which will most likely contribute to the effective governance of the University. In doing so, the Committee shall consider:

- (a) whether the prospective member has an appreciation of the University's values; its teaching, research and community service activities, and its independence and academic freedom
- (b) whether the prospective member has an appreciation of external community needs
- (c) diversity of backgrounds in the overall Council and Committee membership
- (d) whether the prospective member has the needed skills, knowledge and experience to contribute to the University's strategic direction setting and to meet its obligations, assessed against the Council and / or relevant Committee composition and skills matrix.

3.6 The Committee is responsible for the annual review of the Council composition and skills matrix, and for ensuring that it remains current and reflects a clear, shared understanding of the specific skills, knowledge, experience and perspectives the Council needs to perform its role and discharge its responsibilities, including:

- (a) reflecting the need to have independent members with relevant experience working in the higher education sector
- (b) detailed skills and objective criteria for assessing the skills of individual Council members
- (c) the need for expertise in student and staff safety and wellbeing (in accordance with the National Higher Education Code to Prevent and Respond to Gender-based Violence 2025)
- (d) reflecting any other requirements or obligations for the collective Council membership.

Following this review the Committee will recommend changes to Council for approval and may propose changes to the Council membership renewal and succession plan that is reflective of the Council composition and skills matrix.

- 3.7 The Committee is responsible for reviewing and determining Council and Committee remuneration levels in accordance with the Council and Committees Remuneration Policy, informed by independent advice. The remuneration levels are set out in the Council and Committees Remuneration Procedure and will be communicated to Council.

Honorary Degrees

- 3.8 The Committee is responsible for:

- (a) receiving nominations from members of the University for the award of the degree of Doctor of the University (DUniv) and making recommendations thereon to the Council
- (b) generating nominations for DUnivs
- (c) vetting nominations and ensuring appropriate due diligence has been completed
- (d) considering revocation of awards in accordance with the conditions outlined in the Honorary Degree Policy.

Senior Staff Remuneration and Performance

- 3.9 The Committee will advise:

- (a) the Council on the University's remuneration strategy and framework
- (b) the Council on the terms and conditions of the appointment of the Vice Chancellor and President, including remuneration
- (c) the Council on the performance objectives of the Vice Chancellor
- (d) the Council on the terms and conditions of appointment of the Provost, Deputy Vice Chancellors, Vice Presidents, Pro Vice Chancellors, and the Chief Operating Officer (known collectively as the Executive Group)
- (e) the Vice Chancellor on the terms and conditions of appointment of any other positions referred to it by the Vice Chancellor.

- 3.10 The Committee will:

- (a) review annually and approve the Executive Group remuneration on the recommendation of the Vice Chancellor
- (b) consider the performance of the Executive Group on the advice of the Vice Chancellor
- (c) approve remuneration ranges for staff employed under Senior Staff or Executive Contracts for implementation via the Vice Chancellor's Staffing Committee (in accordance with the Remuneration, Recognition and Benefits Policy).

4. Authority

- 4.1 The Council has delegated certain of its powers to the Committee in accordance with section 11(1)(b) of the *Griffith University Act 1988* (Qld).
- 4.2 The Committee may exercise such powers as the Council may delegate to the Committee from time to time, as set out in the University's register of delegations.

- 4.3 The Committee has authority to approve:
- (a) the Council and Committees Remuneration Procedure, which includes the remuneration levels for Council and committee members
 - (b) Executive Group remuneration
 - (c) remuneration ranges for staff employed under Senior Staff or Executive Contracts for implementation via the Vice Chancellor's Staffing Committee.
- 4.4 The Council authorises the Committee to perform its role as established within the scope of this constitution. In discharging its responsibilities, the Committee shall:
- (a) have no executive powers, delegated financial responsibility or management functions
 - (b) have unrestricted access to records, data and reports and to obtain any information it needs from any employee of the University and/or external party (subject to their legal obligation to protect information)
 - (c) discuss any matters with external parties (subject to confidentiality considerations)
 - (d) consult with the Vice Chancellor over the need to obtain external legal or other professional advice where this advice is considered necessary by the Committee to meet its responsibilities.

5. Committee Composition

- 5.1 The Committee is composed of up to seven members appointed by Council, up to two of whom may be external to the Council, and two of whom are *ex officio*:
- (a) Chancellor (*ex officio*)
 - (b) Vice Chancellor (*ex officio*).
- 5.2 The Chair must be a member of the Council.
- 5.3 The Committee will periodically review its collective skills and experience using a skills matrix to identify any gaps. Where gaps are identified, targeted recruitment, training, or inviting external experts as guests will be considered.

6. Terms of Appointment

- 6.1 The term of office of members external to Council is three years. Council members will serve for the duration of their appointment to the Council.
- 6.2 The Council may re-appoint members at the expiration of their term. Resignations are to be provided to the Chair in writing.
- 6.3 The Council may dismiss a member from the Committee in accordance with the member's letter of appointment.

7. Rights of Audience and Debate

- 7.1 Management representatives will attend Committee meetings with rights of audience and debate as needed and with the approval of the Chair.

8. Operating Principles and Procedures

- 8.1 The Committee will operate, and meetings will be conducted in accordance with the Council approved Committee Operations Procedure except where the constitution states otherwise.

Meetings

- 8.2 The Committee shall meet at least four times a year.

Conflicts of Interest

- 8.3 Committee members must disclose conflicts of interest on or before the commencement of each meeting. All actual, perceived, or potential conflicts will be recorded in a register, which will be updated at each meeting and formally reviewed annually.
- 8.4 Members are required to identify any conflict of interest, including family or other personal relationship/s which may exist in respect of any of the items on the agenda. When an interest has been declared, the Chair may resolve that the member:
- (a) leaves the meeting while the item of business is discussed; or
 - (b) participates in the discussion but withdraws from the meeting before the vote and/or decision; or
 - (c) stays but does not participate in either the debate or vote/decision; or
 - (d) stays with full debating and voting/decision rights.

- 8.5 All declarations of interest will be recorded in the minutes, together with any ensuing action.

Confidentiality

- 8.6 Members must not disclose information acquired during their term of office to third parties other than as authorised by the Chair or as permitted by or required by law. This restriction applies during their term of office and continues after expiry or termination.

Secretariat Services

- 8.7 The Chief Operating Officer is responsible for appointing the Secretary of the Committee who has rights of audience.

Annual Work Plan

- 8.8 The Committee will develop and maintain an annual work plan aligned to its constitution, ensuring all key responsibilities and risks are addressed at appropriate times throughout the year.

9. Sub-committees

- 9.1 The Committee may establish sub-committees of either a standing or ad hoc nature. Membership of sub-committees is not restricted to persons who are members of the Committee or the Council.

10. Evaluation of Performance

- 10.1 The Committee will evaluate its own performance annually under the coordination of the Chair of the Committee. The evaluation may seek input from the Director, Human Resources. Training needs will be monitored by the Chair.
- 10.2 The Council may determine that there be an external peer review of the performance of the Committee and/or its processes and procedures.

11. Review of Constitution

The Committee will review this constitution annually. Any proposed changes to the constitution will be recommended by the Committee to the Council.