

People, Selection and Remuneration Committee

Terms of Reference

1. Roles

1.1 The role of the People, Selection and Remuneration Committee (**Committee**) is to assist Council to discharge its responsibilities in relation to:

- 1.1.1 Monash's people and culture plan;
- 1.1.2 risk and compliance matters relating to people and culture, including compliance with industrial and employment law obligations;
- 1.1.3 the National Higher Education Code to Prevent and Respond to Gender-based Violence;
- 1.1.4 appointment and succession planning for the Vice-Chancellor and other senior executive staff;¹
- 1.1.5 remuneration of independent members of Council;
- 1.1.6 remuneration and performance review of the Vice-Chancellor, and other senior executive staff;
- 1.1.7 external appointments of the Vice-Chancellor and other senior executive staff; and
- 1.1.8 other matters delegated by Council from time to time.

1.2 The Committee will have regard to the identification and management of risk in the discharge of its responsibilities and will inform the Risk and Audit Committee of relevant matters.

2. Authority

- 2.1 The Committee is a standing committee of Council, established pursuant to Schedule 1, Clause 15(1) of the *Monash University Act 2009 (Vic)* (**the Act**), and is accountable to Council.
- 2.2 Council has delegated to the Committee the functions and powers set out in these Terms of Reference in accordance with section 18(1)(b) of the Act.
- 2.3 The Committee must not delegate any function or power delegated to it by Council.

¹ 'Senior executive staff' refers to the members of the Vice-Chancellor's Executive Committee and any other executive who reports directly to the Vice-Chancellor.

- 2.4 The Committee may seek external legal or other professional advice as the Committee considered necessary and appropriate. Any such advice may be obtained at the University's expense and independent of management (including the Vice-Chancellor).

3. Membership

- 3.1 Council will appoint and remove the members of the Committee and, with the assistance of the Governance and Nominations Committee, will review the composition of the Committee periodically.
- 3.2 Unless Council determines otherwise, the Committee will comprise:
- (a) The Chancellor (ex-officio)
 - (b) The Vice-Chancellor & President (ex officio)
 - (c) All Deputy Chancellors (ex officio)
- 3.3 The Chair of the Committee is the Chancellor. If the Chair is unable to attend (for any reason) at the appointed time for the commencement of a meeting, a Deputy Chancellor or, in the absence of a Deputy Chancellor, an appointed Council member elected by the Committee members in attendance will preside as Chair.
- 3.4 The University Secretary (or delegate) will be the Secretary of the Committee.
- 3.5 The Committee may not co-opt members.

4. Responsibilities

The Committee has delegated responsibility to:

People and Culture Plan

- 4.1 Provide oversight of the University's people and culture plan (however described).

Risk and Compliance

- 4.2 Provide oversight of the Monash Group's compliance with industrial and employment law obligations (including enterprise agreements).
- 4.3 Provide oversight of the University's compliance with the National Higher Education Code to Prevent and Respond to Gender-based Violence.
- 4.4 Review and recommend to Council for approval, the following:
- 4.4.1 Staff Code of Conduct;
 - 4.4.2 Student Code of Conduct;
 - 4.4.3 Freedom of Speech and Academic Freedom Policy;
 - 4.4.4 Equity, Diversity and Anti-Discrimination Policy;
 - 4.4.5 Gender-based Violence Prevention and Response Policy; and
 - 4.4.6 Indigenous Employment Policy.

- 4.5 Monitor the appropriateness and effectiveness of the Conflict of Interest Procedure (and cognate procedures, including for regulating external appointments of senior executive staff).

Appointment and Remuneration Frameworks, Strategies, Policies and Practices

- 4.6 Monitor the appropriateness and effectiveness of the following:
 - 4.6.1 Remuneration frameworks, strategies, policies and practices of the University, and where relevant, those of the University's controlled entities, including whether there is any gender or other inappropriate bias; and
 - 4.6.2 Appointment frameworks, strategies, policies and practices of the University (including the involvement of Council in the selection and appointment of senior executive staff), and where relevant, those of the University's controlled entities.
- 4.7 Approve the remuneration policy and structure for the remuneration of independent members of Council and external members of Council committees.
- 4.8 Approve the remuneration policy and structure for University staff on performance based contracts.
- 4.9 Approve the remuneration policy and structure for external directors of controlled entities.
- 4.10 Review and recommend to Council, any remuneration disclosures specified by legislative requirements, industry codes or standards, for inclusion in the University's annual report.

Remuneration of Council Members and External Members of Council Committees

- 4.11 Approve the remuneration of independent members of Council (excluding the Chancellor and Deputy Chancellor(s)) and external members of Council committees.
- 4.12 Review and recommend to Council for approval the remuneration of the Chancellor and Deputy Chancellor(s).
- 4.13 Oversee compliance with the Victorian Government's *Appointment and Remuneration Guidelines* in relation to remuneration of external Council members.

Remuneration and Performance of Senior Executive Staff

- 4.14 Monitor the application of the remuneration policy and structure for senior executive staff by the Vice-Chancellor, and consider reports from the Vice-Chancellor in relation to remuneration proposals approved within their delegated authority.
- 4.15 Approve the remuneration for senior executive staff, on advice from the Vice-Chancellor.

- 4.16 Consider reports from the Vice-Chancellor in relation to the annual review of performance of senior executive staff.
- 4.17 Consider reports from the Vice-Chancellor in relation to executive performance management and leadership development of senior executive staff.
- 4.18 Oversee succession planning for the Vice-Chancellor and other senior executive staff.
- 4.19 Recommend to Council a candidate for appointment as Vice-Chancellor.
- 4.20 Assess the performance and determine the remuneration of the Vice-Chancellor.
- 4.21 Review external appointments of the Vice-Chancellor and other senior executive staff.

Controlled and Associated Entities

- 4.22 Approve the appointment and terms of appointment, including remuneration, of the Chief Executive Officer, Company Secretary, Chief Financial Officer and Chief Operating Officer (or equivalent roles) of the University's controlled entities, on advice from the Vice-Chancellor.
- 4.23 Approve any remuneration to be provided to an external director (or equivalent) of a controlled entity.
- 4.24 Approve any remuneration to be provided to a nominee director (or equivalent) of an associated entity.

5. Meetings

- 5.1 The Committee will meet sufficiently regularly to perform its role effectively (at least three times each year). Meetings may be convened with approval of the Chair or, where the Chair has a conflict of interest, any three other members.
- 5.2 Meetings may be held face to face or using any technology which enables members to participate in a discussion. Members located at another physical location are deemed to be present at the meeting, if they are connected by such technology.
- 5.3 Unless otherwise determined by Council and subject to 5.3.1, the quorum for a Committee meeting is a majority of the members. Meetings of the Committee shall not proceed if a quorum is not present within half an hour after the appointed commencement time of the meeting.
 - 5.3.1 Where the matter concerns the remuneration of Deputy Chancellors, quorum is the remaining members of the Committee.
- 5.4 A decision of the Committee is deemed to have been made at a meeting if the majority of members present and entitled to vote support the recommendation. If the members' votes result in a tie (50% each way), the Chair will have the casting vote.

- 5.5 A member of staff, professional advisor or other person may be invited to attend meetings as an attendee or observer at the discretion of the Chair. The Chair may determine that a person is to be a standing attendee. Non-members will not participate in the deliberations of the Committee unless invited by the Chair.
- 5.6 The Chair may ask any person to withdraw from any part of a meeting where there is an actual, potential or perceived conflict of interest.

6. Conflict of Interest

- 6.1 Members of the Committee must comply with the conflict of interest requirements set out in the Council Charter. For that purpose, references in the Council Charter to the Council are taken to include the Committee and references to a Council member are taken to include a member of the Committee, with any other necessary modifications.

7. Written resolutions

- 7.1 The Committee may deal with matters requiring a decision by way of written resolution sent to all members, with prior approval from the Chair. A written resolution will be deemed to have been passed once a majority of members entitled to vote has approved it by signing, email confirmation or other electronic means, and will be effective on the date the last member constituting the majority approves.

8. Reporting to Council

- 8.1 The Chair will report to Council at the next practicable meeting following each meeting of the Committee on the outcome of matters considered by the Committee.

9. Performance Evaluation

- 9.1 The Committee will conduct an annual assessment of its activities under these Terms of Reference, and report any conclusions and recommendations to the Governance and Nominations Committee.

10. Review of Terms of Reference

- 10.1 The Governance and Nominations Committee shall review the Terms of Reference periodically, in consultation with the Chair, and recommend any proposed changes to Council for approval.

Effective date: 29 June 2026