Senior Remuneration Committee

Terms of Reference

1. Establishment

1.1. The Senior Remuneration Committee (***Committee***) is a committee established by the Adelaide University (***University***) Council (***Council***) as both an advisory and a decision-making body.

1.2. The Committee's Terms of Reference are approved by the Council:

1.2.1 in accordance with section 15(2)(c)(i) of the *Adelaide University Act 2023* (***AU Act***); and

1.2.2 having regard to section 31 of the AU Act, which provides guidance on the matters that ought to be included in Terms of Reference of committees established by the Council.

1.3. In accordance with section 31(2) of the AU Act, these Terms of Reference may be varied, substituted or revoked by the Council from time to time.

2. Purpose

The Committee operates under the authority of the Council and is responsible for assisting the Council to fulfil its governance responsibilities relating to the employment, remuneration and performance of the Vice Chancellor and Senior Staff (defined below).

The Committee ensures that these arrangements support the strategic goals of the University and reflect principles of transparency, fairness, accountability and public sector integrity.

3. Definition of Senior Staff

For the purposes of these Terms or Reference, "Senior Staff" means:

- Level 1: Vice Chancellor
- Level 2: Deputy Vice Chancellor
- Level 3: Pro Vice Chancellor, Chief (e.g. Chief Information Officer), or Executive Director

4. Authority

The Committee has delegated authority from the Council to perform its responsibilities and make recommendations to the Council as set out in these Terms of Reference.

5. Membership

5.1. The Committee will comprise the following members of the Council:

- Chancellor (Chair of the Committee);
- Deputy Chancellor(s);
- A Pro-Chancellor (as and when appointed).
- Chair of the People, Culture and University Community Safety Committee.

5.2. The following University staff may attend parts of the meetings in which they do not have a conflict in an advisory capacity:

- Vice Chancellor;
- Deputy Vice Chancellor - People and Culture.

6. Functions

The Committee is responsible for the following functions:

Vice Chancellor

6.1. Review and recommend the remuneration package, employment terms and performance-related outcomes of the Vice Chancellor, including incentive payments.

6.2. Review and recommend adjustments to arrangements contemplated by clause 6.1.

6.3. Review and recommend the Vice Chancellor's annual performance objectives and monitor progress.

6.4. Inform Council upon completion of the Vice Chancellor's annual performance review, including any outcomes or recommendations arising from the review in a manner deemed appropriate by the Committee.

6.5. Oversee the Vice Chancellor's development program as well as contingency / succession planning for the Vice Chancellor.

Senior Staff Reporting Directly to the Vice Chancellor

6.6. Review the remuneration arrangements for all Senior Staff who report directly to the Vice Chancellor, including general remuneration adjustments for such staff, ensuring they are competitive and aligned with comparable roles in the higher education sector and taking into account market conditions, sector benchmarks, and the University's financial position.

6.7. Review and endorse the proposed appointments to Senior Staff roles reporting to the Vice Chancellor.

All Senior Staff

6.8. Review and oversee the approach for monitoring the performance of Senior Staff that underpins the remuneration frameworks of direct reports, ensuring alignment with strategic objectives, market benchmarks, and institutional performance.

6.9. Provide oversight and receive advice from the Vice Chancellor on the framework, principles, and strategic alignment of remuneration, performance outcomes, and KPIs for Senior Staff (excluding the Vice Chancellor). This includes ensuring consistency with institutional objectives, market benchmarks, and governance expectations, rather than involvement in individual remuneration determinations.

6.10. Review the University's Remuneration Framework applying to Senior Staff.

6.11. Review and approve any proposed remuneration arrangements, incentives, payments or contract arrangements for Senior Staff which are non-standard or are, outside of or, not covered by University policy.

6.12. Maintain visibility of succession strategies and plans for Senior Staff.

General

6.13. Engage external parties to provide specialist advice relating to remuneration, performance and associated matters as required, including, but not limited to benchmarking, specialist remuneration and legal advice, and performance evaluation.

6.14. Monitor risks associated with remuneration arrangements and refer significant issues to the Chair of the Audit and Risk Committee for further consideration.

6.15. Uphold and promote principles of equality, diversity, and fairness in remuneration decisions and related processes.

6.16. Monitor and receive advice on compliance with employment-related legislation and industrial instruments.

7. Meetings and Procedures

7.1. The Committee shall meet at least twice a year and as otherwise necessary to fulfill its responsibilities.

7.2. A quorum for meetings shall be half of the membership plus one (ignoring any fraction). No business may be transacted at a Committee meeting unless a quorum is present.

7.3. If the Chair is absent, the Chair will nominate another member of the Committee to preside over the meeting.

7.4. The Committee will prepare an annual work plan.

7.5. The Committee agenda shall include declaration of any conflict of interest and an in-camera session.

7.6. The Terms of Reference will be reviewed at least every two years or earlier as and when required.

8. Reporting

8.1. The Chair will advise Council of the Committee's deliberations and any recommendations at Council's next regular meeting.

8.2. The Committee will provide an annual written report to Council on its activities.

9. Document governance

Policy this procedure supports	Policy Framework Policy
Approving authority	Transition Council
Policy owner	Chancellor
Responsible officer	Council Secretary
Effective from	**30 September 2025**
Review date	September 2027 or earlier as required
Enquiries	Council Secretary
Replaced documents	None