



**TERMS OF REFERENCE**

COMMITTEE	PEOPLE AND CULTURE COMMITTEE
PURPOSE	<p>The role of the People and Culture Committee is to monitor and advise Senate on:</p> <ul style="list-style-type: none"><li>a) human resources (HR) policies, structures and processes that support the University's strategic objectives in:<ul style="list-style-type: none"><li>i. University culture and values;</li><li>ii. the attraction, development and <del>retention</del> of academic and professional staff;</li><li>iii. remuneration and reward;</li><li>iv. diversity and inclusion;</li><li>v. workplace relations; and</li><li>vi. performance management, succession planning and development programs for senior executive roles including the Vice-Chancellor and his or her executive direct reports;</li></ul></li><li>b) the culture at the University, including the need for any reviews or external advice;</li><li>c) effective risk management in areas covered by the Committee's Terms of Reference, including compliance with legal and regulatory requirements; and</li><li>d) conducting reviews in the areas covered by the Committee's Terms of Reference, including the need for any external advice.</li></ul> <p>The Committee shall determine and advise Senate on the remuneration and terms of employment of the Vice-Chancellor.</p> <p>The Committee shall determine the remuneration and terms of employment of:</p> <ul style="list-style-type: none"><li>• Executive positions defined in the <i>Executive and Senior Professional Staff Remuneration Policy 2019</i>; and</li><li>• Any non-executive direct reports to the Vice-Chancellor.</li></ul>
TERMS OF REFERENCE	<p>The Committee's Terms of Reference are reflected in the <i>University of Sydney Delegations of Authority Rule 2024</i> ('the Delegations'). The Committee is authorised by Senate to:</p> <ul style="list-style-type: none"><li>a) in accordance with <u>Delegations 6.34.1 and 6.34.2</u>, approve establishment, classification, re-classification, appointment and terms of employment for professional positions that directly report to the Vice-Chancellor and for the position of Chief Human Resources Officer;</li><li>b) in accordance with <u>Delegation 6.29.1</u>, approve establishment and classification of academic positions:<ul style="list-style-type: none"><li>i. Pro-Vice Chancellor;</li></ul></li><li>c) in accordance with <u>Delegations 6.29.4 and 6.34.5</u>, approve variation to remuneration for all executives; and direct reports to the Vice-Chancellor in the case of, annual salary review, terms of employment and annual bonus potential review;</li><li>d) in accordance with <u>Delegation 6.29.2 and 6.34.2</u> approve the extension or renewal of fixed term employment, of:<ul style="list-style-type: none"><li>i. Direct reports to the Vice-Chancellor;</li></ul></li></ul>

	<p>ii. any Executive Dean or Dean; and</p> <p>iii. Chief Human Resources Officer.</p> <p>e) in accordance with <u>Delegation 6.33.1</u> confer and revoke academic titles for non-professorial staff who occupy the position of:</p> <ul style="list-style-type: none"> <li>i. Pro-Vice-Chancellor;</li> <li>ii. any other principal officer; and any</li> <li>iii. Executive Dean or Dean</li> </ul> <p>after consultation with the Vice-Chancellor and Provost;</p> <p>f) in accordance with Delegations <u>6.31.5, 6.36.1 and 6.36.4</u>, terminate the employment of a Deputy Vice-Chancellor, direct reports to the Vice-Chancellor; Chief Human Resources Officer, after consultation with General Counsel and the Chief Human Resources Officer (in the case of direct reports to the Vice-Chancellor);</p> <p>g) determine and advise Senate on the remuneration and terms of employment of the Vice-Chancellor;</p> <p>h) approve remuneration policies, incentive plans and the application of those policies to executive, academic and professional staff;</p> <p>i) confirm the annual performance outcomes for executives (including the Vice-Chancellor);</p> <p>j) complete an annual review of executive remuneration in accordance with the <i>Executive and Senior Professional Staff Remuneration Policy 2019</i>;</p> <p>k) review the annual and three-year Internal Audit Plan to ensure audits that fall within the purview of the committee are appropriate, timely and comprehensive;</p> <p>l) review relevant Internal Audit Reports;</p> <p>m) complete an annual review of succession and development for executive positions and key roles at the University; and</p> <p>n) review regular reporting on:</p> <ul style="list-style-type: none"> <li>• Enterprise Agreement matters;</li> <li>• Achievement of Diversity and Inclusion Objectives</li> <li>• Staff Engagement and Culture Surveys; and</li> <li>• Key workplace relations matters.</li> </ul>
CHAIR	Appointed by Senate from the Fellows of Senate <sup>1</sup>
MEMBERSHIP	<p>The People and Culture Committee is comprised of the following members:</p> <p>Ex-officio members</p> <ul style="list-style-type: none"> <li>• Chancellor (or Deputy Chancellor as delegate)</li> <li>• Vice-Chancellor*</li> </ul> <p>Three Fellows of Senate appointed by the Nominations Committee who are external Fellows within the meaning of s9(9) of the <i>University of Sydney Act</i> after consultation by the Chair of the Committee with the Chancellor and the Vice-Chancellor.</p>

<sup>1</sup> Not a staff or student Fellow

	Up to three external members with appropriate professional expertise and experience, appointed by the Nominations Committee on the recommendation of the Chair of the Committee.
TERM OF OFFICE	All members, including the Chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.
ATTENDEES	The Chief Human Resources Officer and any others as determined by the Chair when necessary.
QUORUM	At any meeting of the Committee, four members shall form a quorum.
SECRETARIAT	Chief Governance Officer
MEETINGS	The Committee meets four times per year or at the discretion of the Chair.
REPORTING	The Committee reports to Senate following each meeting.
MINUTES	Available on Diligent.

<sup>1\*</sup> Except for the meeting to review the Vice-Chancellor's remuneration