



BRISBANE BOYS' COLLEGE



Clayfield College



SUNSHINE COAST  
GRAMMAR SCHOOL

# Nominations and Remuneration Committee Charter

August 2022



# PMSA

PRESBYTERIAN AND METHODIST  
SCHOOLS ASSOCIATION

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## 1. Preamble

*“It will be asked, what is the aim of the promoters of this undertaking and of the Churches which have accepted it?”*

*Our answer is – The whole movement has been an inspiration of faith ...*

*The education of our young people is to us a matter of vital concern, and we felt we ought to be doing more than we have done to surround them with influences which would help to strengthen their Christian faith, and to form in them the Christian character.”*

Hardie, D. (1918). ‘The Official Historic Statement,’ PMSA

## 2. Purpose

The Board of the Presbyterian and Methodist Schools Association (PMSA) has resolved to establish a committee of the PMSA Board (Board) to be known as the Nominations and Remuneration Committee (Committee) with objectives, composition, term of office, powers and authority, and duties and responsibilities as set out below.

The Committee was previously known as the Nominations and Human Resources Committee and renamed the Nominations and Remuneration Committee by resolution of the Board on 24 May 2022.

## 3. Legal entity

- 3.1. The PMSA was established as a body corporate by letters patent granted in 1918 pursuant to the “Religious Educational and Charitable Institutions Act 1861” and is the legal entity for the four PMSA schools. The PMSA is a joint mission of the Uniting and Presbyterian Churches with a mission to provide outstanding teaching and learning environments, permeated by Christian faith and actions.
- 3.2. The PMSA is a large not-for-profit organisation registered under the “Australian Charities and Not-for-Profits Commission Act 2012 (Cth.)” (ACNC Act) whose purposes are to advance education and to advance religion.
- 3.3. The PMSA is subject to the “ACNC Act”, the Australian Education Act, 2013 and the “Education (Accreditation of Non-State Schools) Act 2017 (Cth.)”.

## 4. Establishment

The PMSA Board (Board), through the PMSA Constitution and By-laws, has resolved to form the Nominations and Remuneration Committee. The Committee is responsible to the Board to govern the activities of the Committee within the parameters, guidelines and frameworks determined by the Board and reports regularly to the Board.

## 5. Relationship

The Committee has an important relationship with the Board, all PMSA schools, Group office, School Councils, Committees and other PMSA entities. Together they work collaboratively to achieve the objects of the PMSA and support and promote the sustainability of each individual PMSA school.

## 6. Objectives

- 6.1. The primary objectives of the Committee are to support the PMSA in achieving the objects of the PMSA’s vision and mission through the good governance of the Committee. This includes advising and assisting the Board in oversighting:
  - (1) the Board’s responsibilities regarding Board, Committee, School Council membership; and
  - (2) On matters relating to workforce remuneration frameworks and people and culture practices.

## **7. Roles and responsibilities**

- 7.1. Consistent with the objectives of the PMSA, the Committee will ensure the smooth continuity of operations of the PMSA through:
- (1) sourcing, recommending and/or providing the framework for safeguarding a pipeline of appropriate personnel for the Board and various Board and Committee roles;
  - (2) supporting the Board, Committees and School Councils in recruitment, appointment, onboarding, professional development and succession planning for each to safeguard the smooth continuity of the operation of the affairs of the Board;
  - (3) setting the remuneration frameworks for the organisation including those for the CEO, Principals and Chaplains;
  - (4) monitoring, evaluating and advising on the overall performance of the Board and it's Committees;
  - (5) management and maintenance of the Board Skills Matrix;
  - (6) overseeing key people, culture and human resources policies and frameworks; and
  - (7) setting enterprise agreement bargaining parameters

## **8. Powers**

- 8.1. The Committee shall have the authority to seek any information they require, as authorised by the Committee, from any officer or employee of the PMSA or the PMSA's associated bodies.
- 8.2. The Committee is authorised to consult with independent experts for such advice as it reasonably considers necessary to execute its duties and responsibilities.
- 8.3. The Committee has no authority to engage any services without prior approval of the PMSA Board.

## **9. Membership**

- 9.1. The Board shall appoint the Committee. It shall have a maximum of five members, composed of up to two Board members and other members as determined by the Board.
- 9.2. The PMSA Chief Executive Officer (CEO) and the Executive Director People & Culture are appointed as ex officio members with no voting powers. Other senior executives of the corporate office who have the appropriate skills and/or experience in relation to the business conducted by the Committee may be appointed as ex officio members with no voting powers.
- 9.3. It is preferable that all governance members be independent of School Advisory Councils, except in extenuating circumstances, and be free from interests, which might, in the opinion of the PMSA, be construed as a conflict of interest. If a member is a member of another PMSA Committee or School Advisory Council, such role shall be declared and the member shall abstain from any discussions or decisions concerning issues that may affect that committee or school.
- 9.4. The Committee may from time-to-time invite any other person to attend meetings and participate in discussions concerning specific issues.

## **10. The Chair**

The Chair of the Committee is appointed by the Board and may be either:

- (1) An independent member; with regular attendance at the PMSA Board meetings in accordance with the Board calendar; Or
- (2) The Chair of the Board.

## **11. Quorum**

A quorum shall consist of three appointed Committee members.

## 12. Skills and capabilities

The members shall be appointed based on their appropriate skills and/or experience in relation to the business conducted by the Committee.

## 13. Term of membership

- 13.1. The Chair shall be appointed for a period of up to two years as determined by the Board.
- 13.2. Member's term of membership of the Committee shall be for a period of up to three years as determined by the Board.
- 13.3. At the conclusion of a term, a Committee member shall be eligible for reappointment for a term of up to three years.

## 14. No remuneration

- 14.1. No Committee member may receive any remuneration for service in their capacity as a Committee member.
- 14.2. Notwithstanding Clause 14.1, a Committee member may be reimbursed for reasonable travel and other business expenses incurred in connection with their role on the Committee in line with Clause 7.2 of the Constitution.

## 15. Vacation of office

- 15.1. Removal from office
  - (1) The PMSA Board may dismiss a Committee member, including a Committee Chair. Prior to such action, the PMSA Chair will consult the CEO and the individual concerned.
  - (2) A Committee member has no right of appeal against the decision of the PMSA Board.
- 15.2. The office of a Committee member immediately becomes vacant if the Committee member:
  - (1) dies;
  - (2) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being related to bankruptcy;
  - (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (4) is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
  - (5) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine and the rehabilitation period in relation to the conviction has not expired;
  - (6) becomes disqualified from being a director under the Corporations Act 2001 (Cth) (Corporations Act) or a responsible entity under the ACNC Act or any order made under the Corporations Act or the ACNC Act;
  - (7) no longer complies with the Working with Children Act; or
  - (8) resigns from office in accordance with clause 13.3.
- 15.3. Resignation
  - (1) A Committee member may resign from office by giving written notice to the Chair.
  - (2) The resignation of a Committee member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

## 16. Meetings

- 16.1. The Company Secretary serves as the Secretary to the Committee and assists the Chair in drawing up the agenda for each meeting which shall be circulated, at least one week prior to the meeting, to Committee members. The Secretary is also responsible for keeping and circulating the Minutes of the meetings.
- 16.2. The Committee shall hold up to six regular meetings each year and such additional meetings as the Committee Chairman shall decide to fulfil their duties.

## 17. Reporting

- 17.1. The Chair of the Committee shall:
- (1) Ensure the minutes of each meeting are provided to the Board;
  - (2) Provide a written report to the Board at any time as requested by the Board; and
  - (3) Attend the PMSA Board meetings as outlined in the PMSA annual calendar.

## 18. Authority

- 18.1. The minutes of the Committee meetings will be provided to the PMSA Board after each Committee meeting (16.1).
- 18.2. The Committee shall have no executive powers with regard to its findings and recommendations. These executive powers remain with the PMSA Board.
- 18.3. The Nominations and Remuneration Committee may request and/or be granted delegated authority to undertake initial negotiations to employ or retain independent risk related experts.

## 19. Charter review

The Charter shall be reviewed annually or more frequently by the Board as required.

## 20. Revision register

Version	Date of approval	Responsible officer
01	2 Sept 2019	Company Secretary
02	15 June 2020	Company Secretary
03	2 August 2022	Company Secretary

