



1.1 Purpose

The Remuneration and Nomination Committee (the Committee) assists and advises the Synod Standing Committee (SSC) in fulfilling its obligations for human resource matters, through oversight of nomination and remuneration policies and practices.

In doing so, the Committee assists management to create and promote a culture of capable, engaged and service-oriented people operating in an environment that values diversity, talent management, safety and engagement in delivering against the Synod¹ strategy. The Committee's areas of accountability include but are not limited to:

- (a) performance management
- (b) compensation and reward
- (c) diversity and inclusion
- (d) talent management and succession planning.

The Committee provides advice, as requested, on:

- (a) organisational design and change
- (b) employee² engagement and workplace relations.

1.2 Responsibilities

The objectives of the Committee include:

- monitor and review Synod office staff remuneration to ensure alignment with market trends and church and community sector standards
- review management recommendations regarding remuneration for Synod office staff and Synod governing bodies
- review and make recommendations to the SSC on the terms and conditions of the General Secretary's employment contract, remuneration package and other benefits
- assist the SSC to undertake a formal review, at least annually, of the General Secretary's performance against agreed performance measures
- review and monitor succession planning for the General Secretary position
- review management recommendations regarding ministerial stipends and allowances and allowances for students, and provide approval of such
- oversee the strategy and approach to the creation of a diverse and inclusive workplace and membership of Synod governing bodies
- recommend the processes in relation to the recruitment, selection, appointment and induction of persons to serve as members of Synod governing bodies
- recommend required Synod governing body competencies
- assess the extent to which the necessary and desirable competencies are represented on the Synod governing bodies
- develop a process for evaluating the performance of the Synod governing bodies
- ensure that Synod governing body succession plans are in place to maintain the required competencies, number and profiles of members

¹ The definition of Synod incorporates all entities, agencies and institutions of The Uniting Church in Australia Property Trust (Q.) and entities where the Queensland Synod of the Uniting Church (the church) provides membership of governance bodies.

² Defined as someone who has an employment contract with The Uniting Church in Australia Property Trust (Q.) represented by The Uniting Church in Australia, Queensland Synod.



- advising on any other matters referred to the Committee by the SSC.

The Committee performs an advisory role in carrying out its functions, authorities and powers, except with respect to ministerial stipends and allowances and allowances for students, where it has an approval role from the SSC.

1.3 Synod governing bodies nomination criteria

When reviewing a nomination for membership to a Synod governing body, the Committee must take into account:

- skills, attributes and perspectives (as specified in the Synod by-laws) required of Synod governing body members, and complementary and diverse to those of the Synod governing body
- any other skills, attributes and perspectives the Committee believes will benefit the Synod governing body
- the standing of the nominee in the community
- declared/apparent conflict of interest.

1.4 Composition and term

The Committee is a committee of the SSC and consists of 6 members being:

- (a) a chairperson
- (b) the General Secretary as an ex-officio member
- (c) 2 members of the SSC, at least one of whom shall be a ministry agent
- (d) 2 external members³.

The SSC appoints all members, other than ex-officio members, to the Committee.

Appointment to the Committee is for a 3 year term or as determined by the SSC. The maximum continuous time a person can serve as a Committee member is 9 years, unless that person has served 1 or more terms as chairperson, in which case the maximum continuous time is 12 years.

The duties and responsibilities of a member of the Committee will be in addition to those duties set out for a member of the SSC.

The Governance Secretary or, with the approval of the Committee, a delegate of the Governance Secretary is the secretary of the Committee.

1.5 Meetings

The Committee meets a minimum of 2 times per calendar year. The Committee chairperson convenes meetings at other times when necessary to carry out the role of the Committee. Any member may request the Committee chairperson to convene a meeting.

The notice and agenda of meetings includes relevant supporting papers. The agenda for meetings is determined by the Committee chairperson in consultation with the Committee secretary and others as directed by the Committee chairperson.

³ Defined as those persons who are not: members of the SSC; employed by the Synod office; employed by a Synod agency or institution; ministry agents engaged in ministry placement and other religious activities of the Uniting Church in Australia within the bounds of the Queensland Synod. Independent Directors of institutions/agencies of the Uniting Church are deemed external members in the context of this Charter.



General governance protocols, including those relating to quorums and electronic decision making, are outlined in the Synod by-laws.

In the absence of the Committee chairperson or appointed delegate, members will elect one of their number as chairperson of that meeting.

Subject to the discretion of the Committee, the Executive Director Shared Services attends all Committee meetings by standing invitation, but does not have the right to vote and may be asked to withdraw for all or any part of a meeting. The Committee may invite other people including any employee of Synod to attend all or part of its meeting.

Any person with a material personal interest in a matter being considered at a meeting must not be present for consideration of that matter, except in the case of deliberations on ministerial stipends and entitlements⁴.

Decisions of the Committee are made at a duly called and constituted meeting or otherwise agreed by all Committee members. Where approvals are granted outside a meeting of the Committee, a report is to be provided to the next meeting of the Committee.

1.6 Minutes

The Committee secretary prepares minutes for each Committee meeting.

The draft minutes of each Committee meeting are reviewed by the Committee chairperson and circulated to all Committee members by the Committee secretary as soon as practicable after each meeting.

A copy of the Committee minutes, once approved by the Committee, are signed by the Committee chairperson.

1.7 Access to information

The Committee has the authority to seek any information it lawfully requires from any employee of the Synod and all employees must comply with such requests.

The Committee has the right to direct contact with management. The Committee holds a separate private meeting at least annually with the Executive Director Shared Services.

Professional advisers may be appointed at Synod's expense to assist the Committee in evaluating specific issues or risks and mitigating strategies put in place to meet the Committee's purpose and discharge its responsibilities. In engaging such advisors, the Committee must consider the reasonableness of the expense and budget availability.

1.8 Reporting to the Synod Standing Committee

The Committee provides the SSC with a copy of the minutes of its meetings.

The Committee chairperson reports the findings and recommendations of the Committee to the SSC after each meeting.

⁴ Refer Code of Ethics and Ministry Practice cl3.5(d).



1.9 Performance review

The Committee performs an annual self-evaluation of its performance to determine whether it is functioning effectively and meeting the requirements of its Charter and submits the results to the SSC.

1.10 Review of charter

The Committee reviews its charter annually to provide assurance that it remains consistent with the SSC's objectives and responsibilities.

The SSC approves or further reviews the charter.



Attachment A

The following matrix aims to clarify the Committee areas of accountability, as outlined in the Charter Purpose, as they apply to the Synod, the General Secretary, Synod governing bodies and ministry agents (Minister of the Word, Deacon, Deaconess, Ministry of Pastor).

| Charter areas of accountability | Synod | Governing Bodies | General Secretary | Ministers |
|---|-------|------------------|-------------------|---|
| (a) performance management | x | ✓ | ✓ | x |
| (b) compensation and reward | ✓ | ✓ | ✓ | ✓ (remuneration only for Ministry Locations) |
| (c) diversity and inclusion | ✓ | ✓ | x | x |
| (d) talent management and succession planning | x | ✓ | ✓ | x |