



# REMUNERATION AND NOMINATIONS COMMITTEE CHARTER

# REMUNERATION AND NOMINATIONS COMMITTEE CHARTER OF THE AUSTRALIAN OLYMPIC COMMITTEE

## 1 / ROLE AND KEY RESPONSIBILITIES

The role of the Remuneration and Nominations Committee (Committee) is to:-

- (a) ensure the quality, integrity and probity of all remuneration policies and practices of the AOC;
- (b) review and determine, on behalf of the Executive, the remuneration of the President (if any), Chief Executive Officer (CEO), members of the AOC's Team Executives (if any), and senior management and any senior consultants reporting to the CEO;
- (c) review any employee grievance or staff complaints about remuneration;
- (d) ensure that the AOC's remuneration policies, practices and performance indicators are aligned to the AOC Executive's mission, values and overall business and sporting objectives and are appropriately designed to:
  - motivate the AOC staff and the CEO to pursue the long-term objectives and success of the AOC; and
  - demonstrate a clear relationship between the AOC's objectives and the CEO's and staff performance and remuneration; and
- (e) monitor the adequacy and effectiveness of the AOC's Diversity Policy.

This includes responsibility for the terms and conditions of employment, superannuation entitlements, any senior level dismissal or involuntary terminations, retirement and termination entitlements, any allowances, fringe benefits policies and professional indemnity and liability insurance policies.

The Committee shall conduct periodic audits of the AOC's remuneration policies and practices to ensure such policy is implemented.

The Committee may obtain independent advice.

## 2 / SUCCESSION PLANNING, EDUCATION AND CULTURE

The Committee shall review:-

- (a) and advise the Executive on the succession plans prepared by the CEO for the CEO, senior management and staff;
- (b) and authorise the education plans proposed by the CEO for the CEO, senior management and staff;
- (c) the AOC's corporate culture and report to the Executive.

## 3 / COMPOSITION AND MEETINGS

The Committee is a committee of the Executive who appoint the committee and its chair. The Committee shall comprise no less than three members of the Executive none of whom will be receiving any salary or consulting fees from the AOC. It shall meet at least once per year and report to the Executive. The quorum for meetings is two members.

The President, if not a member of the Committee, and the CEO shall be invited to meetings to discuss management performance and remuneration for all management, any consultants and

staff other than for themselves. Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion.

The notice and agenda of meetings will include relevant supporting papers, as appropriate.

The Committee may invite any such other persons to attend as it sees fit and consult with other persons or seek any information it considers necessary to fulfil its responsibilities.

#### **4 / SECRETARY**

The Committee secretary will be the AOC Secretary for that part of Committee meetings that the Chair does not deem to be closed to the Secretary or CEO. The CEO, Committee Chair or a delegated Committee member will minute the matters arising during those parts of meetings that are closed.

The Committee Chair will table or report on the outcome of deliberations at the next Executive meeting.

#### **5 / COMMISSION REVIEW**

The Committee will review this Charter from time to time to provide assurance that it remains consistent with the Executive's objectives and responsibilities.

#### **6 / CONFIDENTIALITY**

Unless otherwise required by law or the AOC Constitution, the members of the Committee are required to keep Committee discussions, Committee papers and deliberations confidential.

#### **7 / INCONSISTENCY WITH AOC CONSTITUTION**

This Charter may be amended by the Executive from time to time subject to the requirements of the AOC Constitution, the Victorian Associations Incorporation Reform Act 2012 and Regulations and the law. Whilst this Charter does not form part of the AOC Constitution, this Charter (as in force from time to time) is nevertheless binding on the Committee and each of the Committee members.

To the extent there is any inconsistency between this Charter and the AOC Constitution, the AOC Constitution will prevail.

#### **8 / ACCESS TO CHARTER**

This Charter will be made available to all members of the Executive, senior management and staff. It shall be posted on the AOC website [olympics.com.au](http://olympics.com.au).

ADOPTED ... February 2003.

AMENDED...December 2013.

AMENDED 19 March 2015.

AMENDED 17 March 2016