A. Current membership as at 1 January 2017

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr David Gonski AC, Chancellor</td>
<td>Chancellor (ex officio)</td>
<td></td>
</tr>
<tr>
<td>Ms Maxine Brenner</td>
<td>Council Member</td>
<td>to 30 June 2018</td>
</tr>
<tr>
<td>Professor Ian Jacobs</td>
<td>President &amp; Vice-Chancellor (ex officio)</td>
<td></td>
</tr>
<tr>
<td>Mr Warwick Negus</td>
<td>Council Member</td>
<td>to 30 June 2018</td>
</tr>
<tr>
<td>Associate Professor David Cohen</td>
<td>President, Academic Board (ex officio)</td>
<td>to 31 December 2018</td>
</tr>
<tr>
<td>Ms Jillian Segal AM</td>
<td>Deputy Chancellor (ex officio)</td>
<td></td>
</tr>
</tbody>
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B. Terms of Reference

*Authorised by UNSW Council (CL06/57) - Date Effective: 3 July 2006*

1. Composition – Total: six (6)
   - Chancellor
   - Deputy Chancellor
   - Vice-Chancellor
   - President, Academic Board
   - Two other members of Council

2. Presiding Member
   The Chancellor is the Presiding Member or may nominate a Presiding Member.

3. In attendance
   The Senior Management Group member with responsibility for personnel issues and the Director of Human Resources would normally be in attendance.

4. Reporting to Council
   The minutes and relevant documentation of each meeting will be referred to Council.

5. Schedule of Meetings
   Twice yearly, so as to report to the following Council meeting, or additionally as required, with the consent of the Presiding Member.

6. Quorum
   Quorum for the Nominations and Remuneration Committee is four.
7. Terms of Reference

a) To advise Council on procedures where Council appoints or nominates persons for appointment to Council; and, on direction of Council, to provide recommendations as to such nominations.
b) To monitor and, where appropriate, review personnel policy and its implementation, and to make recommendations to the Vice-Chancellor and/or Council as appropriate.
c) To review and transmit to Council reports on the exercise and outcomes of relevant personnel sections of the UNSW Register of Delegations.
d) To advise the Vice-Chancellor on policy and any other matters requested by the Vice-Chancellor concerning the staff of the University.
e) To deal with responsibilities under remuneration and staff appointment delegations of the UNSW Register of Delegations.

8. Resolutions without meetings of the Committee (Flying Minutes) - Approved by UNSW Council (CL05/94).

a) Subject to this clause, if a majority of the members for the time being of the Committee sign and return to the Presiding Member a document circulated by or on behalf of the Presiding Member containing a statement that those members are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to be the decision of the Committee, but only if:

   I. the document, signed by the majority of members, is received by the Presiding Member no later than the deadline for response stipulated in the circulated document; and
   II. no two or more members notify the Presiding Member in writing, before that deadline, that the members wish to have the proposed resolution listed for discussion at the next meeting of the Committee.

A resolution made by the procedure stated in this clause shall be deemed to be the decision of the Committee, effective from the day on which the document is signed or, if the members do not sign it on the same day, on the day on which the last member of the requisite majority to sign the document does so.

b) If a decision of the Committee is made by a resolution without meeting under clause [1], the Presiding Member shall cause a copy of the terms of the resolution to be promptly notified to all members and the resolution shall appear in the agenda for the next meeting of the Committee for the purpose of forming a record in the minutes of that meeting.

c) For the purposes of clause [1]:

   i. two or more separate documents containing a statement in identical terms, each of which is signed by one or more members, shall be taken to constitute one document;
   ii. 'sign', in relation to a document, means apply, affix or cause to be applied or affixed a member's signature or facsimile thereof; and
   iii. 'return to/notify the Presiding Member' means send to the Presiding Member or the person nominated by the Presiding Member by post, facsimile or email.