

## Nominations and Senior Appointments Committee Charter

### Establishment

1. The Nominations and Senior Appointments Committee (**the Committee**) is established by the University Council (**the Council**) in accordance with section 17 of the [University of Canberra Act 1989](#) (**the Act**) and the [University of Canberra \(Honorary Degree\) Rules](#).

### Purpose

2. The Committee will monitor and make recommendations to the Council in relation to nominations, membership, performance and remuneration of the Council and Executive positions identified in the Reserved Powers and will make recommendations to the Council for the award of honorary degrees, titles or naming.

### Authority

3. The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter.
4. The Council authorises the Committee to:
  - a. establish internal University working groups as required to assist it in the exercise of its responsibilities;
  - b. request the attendance of any University employee, officer of a Controlled Entity or Council member at Committee meetings;
  - c. obtain legal or other professional advice as considered necessary to execute its functions;
  - d. obtain any information it needs from any University employee or external party (subject to their legal obligation to protect information); and
  - e. exercise such other functions as may be necessary to enable it to exercise the responsibilities set out in this Charter.

### Terms of Reference

5. The primary responsibilities of the Committee include:
  - a. making recommendations to the Council with respect to honorary degrees or naming, including:
    - i. considering proposals for admission to an Honorary Degree or awarding of the title of Emeritus Professor;
    - ii. considering proposals for the naming or renaming of facilities of the University, or the withdrawal of naming rights with respect to a facility of the University, in accordance with the [Naming Rights Policy](#); and
    - iii. reviewing the Statutes, Rules, policies and procedures relating to honorary degrees or naming.

- b. making recommendations to the Council with respect to Council nominations and membership, including:
  - i. identifying candidates for consideration by the Chief Minister for appointment under section 11(1)(d) of the Act (Note: A Joint Selection Panel may be convened to make recommendations to the Committee);
  - ii. establishing nomination and selection processes for the identification of suitable candidates for appointment to the Council and processes for changes to the membership of the Council; and
  - iii. reviewing and recommending any policy matters regarding the membership of the Council.
- c. conducting searches for the office of the Chancellor, Deputy Chancellor and Vice-Chancellor and President.
- d. making recommendations to the Council with respect to Council performance and remuneration, including:
  - i. undertaking a biennial self-assessment of Council performance and the skills and experience of members, taking into account the *Voluntary Code of Best Practice for the Governance of Australian Universities* and the requirements of section 11A of the Act;
  - ii. undertaking a biennial external, independent review of Council performance;
  - iii. monitoring the performance of the Chancellor; and
  - iv. reviewing Council remuneration every three years for approval by the Council.
- e. making recommendations to the Council with respect to University performance, including recommending the University's Primary Key Performance Indicators (**KPIs**) for approval and monitoring performance against the Primary KPIs on an annual basis.
- f. making recommendations to the Council with respect to Executive appointments, performance and remuneration, including:
  - i. advising the Council on the appointment of and contract parameters for the position of the Vice-Chancellor.
  - ii. monitoring the performance of the Vice-Chancellor and recommending the Vice-Chancellor's annual performance to the Council;
  - iii. establishing and appointing the senior executive positions identified by the Council in the Reserved Powers; and
  - iv. monitoring and advising the Council on the conditions of employment for senior executive positions identified by the Council in the Reserved Powers.
- g. make recommendations to the Council on the appointment of a Professor as the Chair of the Academic Board.
- h. ensuring that every 5 years an external review of the performance of academic governance is undertaken with the results being made available to the Council.

6. The Committee will, on the delegated authority of the Council:
  - a. review and approve the performance and remuneration of the University's senior executives (senior management); and
  - b. oversee statutory compliance with respect to disclosure of senior executive remuneration.
7. The Committee exercises such additional functions, responsibilities and authorities as may be assigned or delegated to it by Council from time to time.
8. Where there is a perceived overlap of responsibilities between the committees of the Council, the respective Chairs will determine the most appropriate committee to consider the item, or alternatively to hold a special joint meeting of both committees.

## Membership

9. The Committee shall comprise a minimum of five members, including:
  - a. the Chancellor, who will act as the Chair;
  - b. the Deputy Chancellor, who will act as Deputy Chair;
  - c. the Vice-Chancellor and President;
  - d. the Chair, Academic Board; and
  - e. up to three external members of the Council.
10. Members shall be appointed by the Council for a term not exceeding three years or their term on the Council (if applicable). Members may be reappointed at the end of a term.
11. The Committee may temporarily co-opt other members of the Council to the membership of the Committee where it is necessary to do so to comply with clauses 9 and 23.
12. In appointing the membership of the Committee, the Council will have regard to the relevant skills and experience commensurate to the functions of the Committee, the University values and equity and diversity objectives, and the need for both continuity and regular renewal of the membership.

## Role and Responsibilities of Members

13. Members of the Committee are expected to understand and observe the legal requirements of the *University of Canberra Act 1989*, University Statutes and Rules.
14. Members are also expected to:
  - a. act in the best interests of the University;
  - b. contribute sufficient time to review and understand the papers provided; and
  - c. apply analytical skills, objectivity and good judgment.

## Administration

15. The Committee will be supported by the Office of the General Counsel and University Secretary.

## **Decisions**

16. Decisions will be determined by resolution passed by at least two-thirds (2/3) of the members present at the Committee meeting.

## **Meetings**

17. The Committee will meet at least two times per year on dates determined by the Committee, unless otherwise agreed by the Chair.
18. The Chair is required to call a meeting if asked to do so by the Council and may determine whether a meeting is required if requested by another Committee member.
19. Meetings may be held in person, by telephone or by videoconference.
20. A Committee Annual Plan, including meeting dates and key agenda items, will be agreed by the Committee each year. The Annual Plan will cover all responsibilities as detailed in this Charter.
21. Papers may only be tabled at a meeting with the approval of the Chair.

## **Quorum and Attendance**

22. A quorum consists of a majority of the people for the time being holding office as members of the Committee.
23. The Chair may approve for the whole, or any part, of a meeting of the Committee, the attendance of:
  - a. a member of the Council;
  - b. an employee or contractor of the University; or
  - c. any external persons for the purpose of providing advice or consultation to the Committee.

## **Induction**

24. The Office of the General Counsel and University Secretary will maintain a program of induction for Committee members.

## **Remuneration**

25. The Chair and Council members appointed to the Committee are remunerated in accordance with the [Council Remuneration Policy](#). Remuneration is not payable to staff members appointed to the Committee.

## **Assessment and Review**

26. The Committee will:
  - a. review this Charter biennially and recommend to the Council any necessary amendments; and
  - b. assess its performance biennially with respect to the Committee's purpose and functions.

## Reporting

27. The Chair of the Committee or their delegate will report on the business of each Committee meeting at the next meeting of the Council.
28. The Committee will submit an annual report to the Council on its performance and activities, including:
  - a. a summary of the work it performed to fully discharge its responsibilities during the preceding year;
  - b. details of any outstanding business; and
  - c. details of meetings, including the number of meetings held during the relevant period and the number of meetings each member attended.
29. The Council may request additional reports on the business of the Committee as it deems necessary.
30. The Committee may report to the Council any other matter it deems of sufficient importance to do so.