

Terms of Reference - Nominations Committee Rule

Section 1 - Authorisation

(1) The Council of Southern Cross University, as the Governing authority of Southern Cross University, by resolution makes the following Rule under section 30 (1) of the [Southern Cross University Act 1993](#) ('Act'), pursuant to section 52 of the [Southern Cross University By-Law 2005](#).

(2) Dated: 31 March 2016

(3) Authorised: Council

Section 2 - Purpose and Scope

Purpose

(4) The purpose of this Rule is to define terms of reference for Nominations Committee.

Scope

(5) This Rule applies to the members and operation of Nominations Committee.

Section 3 - Terms of Reference

Purpose

(6) The Committee supports the [Voluntary Code of Best Practice for the Governance of Australian Universities](#), which states:

- a. A university should adopt systematic procedures for the nomination of prospective members of the governing body for those categories of members that are not elected. The responsibility for proposing such nominations for the governing body may be delegated to a nominations committee of the governing body that the Chancellor would ordinarily chair.
- b. Members so appointed should be selected on the basis of their ability to contribute to the effective working of the governing body by having needed skills, knowledge and experience, an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom and the capacity to appreciate what a university's external community needs from it.
- c. To provide for the introduction of new members consistent with maintaining continuity and experience, members' terms should generally overlap and governing bodies should establish a maximum continuous period to be served. This should not generally exceed 12 years unless otherwise specifically agreed by the majority of the governing body.

Composition

(7) As per the [Southern Cross University By-Law 2005](#), section 37, the Council is to establish a Council Nominations

Committee consisting of the following persons:

- a. the Chancellor,
- b. the Deputy Chancellor,
- c. the Vice Chancellor,
- d. two members of the Council who are external persons.

(8) The Chancellor invites members to the Committee and all appointments are endorsed by Council.

(9) As far as practicable, Members should be appointed based on relevant background, expertise and qualifications.

(10) The Committee may co-opt additional members of Council as necessary.

Quorum

(11) A quorum shall consist of not less than half of the Committee members.

Meetings

(12) The Committee shall meet as required.

Responsibilities

(13) The Nominations Committee is responsible for:

- a. Reviewing the makeup and needs of the Council, identifying and recommending candidates for Council membership and determining the terms of service of councillors,
- b. Recommending required Council skills and ensuring that succession plans are in place to maintain the required competencies,
- c. Making recommendations to the Council on the reappointment of members whose term of office is expiring,
- d. Developing a policy and procedures for the selection and appointment of members to the Council.
- e. Ensuring that the membership of the Boards of controlled entities are consistent with Council policies and are balanced ones with the necessary skills and experience.
- f. In fulfilling its responsibility to recommend persons who may be qualified to become members of the University Council, the Committee will have regard to relevant factors including, but not limited to:
 - i. Relevant knowledge, judgement, qualifications and skills of the person,
 - ii. An appreciation of the values of the University and its core activities of teaching and research, its independence and academic freedom and the capacity to appreciate what the University's external community needs from it,
 - iii. The experience of the person with business and other organisations of a comparable size and complexity,
 - iv. Previous board experience,
 - v. Educational leadership in a field of study relevant to the University,
 - vi. The affiliation of the person with the regions served by the University,
 - vii. The interplay of the candidate's experience with the capabilities of other Council members,
 - viii. The overall diversity of the Council, including the number of women, indigenous people, people with disabilities and other groups within the community,
 - ix. The extent to which the candidate would be a desirable addition to the Council and any Council committees,
 - x. The requirements of the [Voluntary Code of Best Practice for the Governance of Australian Universities](#), and

xi. Such other external standards of corporate governance as may be relevant from time to time.

Review

(14) The Committee will report to Council annually on conformance with the [Voluntary Code of Best Practice for the Governance of Australian Universities](#) and on any skills and expertise identified as necessary for Council to operate effectively for the future.

Current Membership

(15) Ms Sandra McPhee AM, Chancellor (Chair)

(16) Mr Murray d'Almeida, Deputy Chancellor

(17) Professor Tyrone Carlin, Vice Chancellor

(18) Mr Scott Noble

(19) Ms Julie Granger

Status and Details

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