

Terms of Reference (Council approved) - Nominations Committee

Section 1 - Overview

Establishment of Committee

(1) The Nominations Committee is established as a Committee of Council, and the Committee is delegated a number of Council functions in relation to financial matters of the University.

(2) The establishment of this Committee and the delegation of Council powers to it are actions authorised under [Section 17 of the UNE Act](#). The provisions of this document take effect as a Council Rule made under [Section 29 of the UNE Act](#).

Objectives

(3) The Committee shall have the authority to:

- a. Receive nominations for Council membership from members of Council and assess the suitability of these nominations for recommendation to the Minister;
- b. Receive nominations for Council membership from members of Council and assess the suitability of these nominations for recommendation to the Council;
- c. Make recommendations to the Council on submissions to the Minister for Ministerial appointments to the Council; and
- d. Make recommendations to the Council for appointment of members to the Council by the Council.

Section 2 - Committee membership

Membership

(4) The members of the Committee are as follows:

- a. Chancellor;
- b. Deputy Chancellor;
- c. Vice-Chancellor and Chief Executive Officer; and
- d. Chair of Academic Board (or nominee, who shall be a member of the Academic Board).

In attendance

(5) Official attendees:

- a. University Secretary and/or nominee

(6) Other:

- a. Any other person invited by the Chair

Election procedure for elected members

(7) N/A

Term of office

(8) The ex-officio members (Chancellor, Deputy Chancellor, Vice-Chancellor and Chief Executive Officer and Chair of Academic Board) will be Committee members whilst they hold their primary office.

Chair

(9) The Chancellor will act as Chair. If the Chancellor is unavailable to act as Chair then the Deputy Chancellor will act as Chair. If the Deputy Chancellor is unavailable to act as Chair then the Committee will elect a Chair to act during the period the Chancellor and Deputy Chancellor are unavailable.

Gender representative objectives

(10) The objective will be to ensure, so far as is practicable, that the membership of the Committee includes the following gender representation:

- a. Where the Committee has five or more members, at least two of each gender; and
- b. Where the Committee has four or less members, at least one of each gender.

Section 3 - Terms of reference

Functions

(11) The functions of the Committee are as follows:

- a. Approval functions:
 - i. N/A
- b. Advisory functions:
 - i. Advise Council upon the suitability of nominations from members of Council, for recommendation to the Minister on the basis of the requirement for particular expertise within the Council membership (ie. A person experienced in the field of education, persons experienced in technology, industry, business, human services or industrial relations, persons who are practising, or have practised a profession, persons with other appropriate qualifications and experience).
 - ii. Advise Council upon the suitability of nominations from members of Council, for recommendation to the Council on the basis of the requirement for financial, commercial or other expertise relevant to the University's needs;
 - iii. Advise the Council on submissions to the Minister for Ministerial appointments to the Council; and
 - iv. Advise the Council in relation to recommendations for appointment of members to the Council by the Council.
- c. Monitoring functions:
 - i. N/A
- d. Authority:
 - i. Retain independent counsel or other experts to advise the Committee in the performance of its functions.
 - ii. Seek information it requires from the Senior Executive, in relation to the performance of its functions.

Section 4 - Sub-committees and working groups

(12) N/A.

Section 5 - Delegations

Delegation from Council

(13) This committee has delegated authority from the UNE Council to perform on behalf of Council the approval, advice and monitoring functions set out in the terms of reference above and all matters ancillary to those functions.

Section 6 - Conduct of Committee business

Reporting to Council

(14) The Chair of the Committee will report to Council regularly on the business conducted by the Committee.

Meetings

(15) The Committee will meet on an ad-hoc basis and is expected to use technology and "flying minutes" to attend to urgent matters. Committee members are expected to be available on short notice, however should be given as much notice as is practicable in the circumstances of matters arising.

Business papers

(16) Unless the Chair directs otherwise, Committee business papers, or "flying minutes" and explanatory documents accompanying them, will be distributed to Committee members as required and with as much notice as is practicable in the circumstances. Business papers must be treated confidentially by recipients. Any external disclosure of business papers should be made via the University Secretary.

Quorum

(17) A quorum shall consist of a simple majority of the members of the Committee at the time the meeting is held.

Use of technology

(18) For its business papers, meetings and otherwise to conduct its business the Committee and its members may use technology including telephone, video-conferencing, telepresence, email and internet as arranged by the Chair and/or University Secretary.

Resolutions

(19) The Committee may pass a resolution by "flying minute" provided that the resolution has been approved by a simple majority of the Committee members at the time the resolution is made.

Confirmation of minutes

(20) Draft minutes will normally be circulated to members for comment promptly after each meeting. Next the minutes (with any necessary changes) will be circulated for adoption by the Committee. The minutes will be finalised and adopted when they have been approved by a majority of the members present at the relevant meeting. Alternatively, the minutes may be included in the business papers for the next Committee meeting and

considered/adopted by the Committee at that meeting.

Self-Review

(21) Once every twelve-month period, the Committee shall devote at least one part of one meeting to the review of its policies, practices and procedures over the preceding 12 months.

Secretary to Committee

(22) The University Secretary and/or nominee will act as secretary and provide administrative support to the Committee.

Section 7 - Definitions and interpretation

Definitions

(23) Words and phrases used in this document have the following meanings, unless the context requires otherwise:

- a. Management means the Vice-Chancellor and Chief Executive Officer and his/her staff.
- b. Senior Executive means the Vice-Chancellor and Chief Executive Officer and his/her direct reports (excluding support staff).
- c. Senior Manager means staff at Head of School or Director level and above (including the Senior Executive).
- d. Student means a person who has been accepted into a course at the University and is entitled to enroll in units for the purposes of that course.
- e. UNE Act means the University of New England Act 1993 (NSW).
- f. UNE By-law means the University of New England By-law 2005 (NSW).

Interpretation

(24) This document should be interpreted using the following principles:

- a. Where Committee membership is defined by reference to an office held (for example "Chair of Academic Board"), that office-bearer is a member ex-officio and has all of the same rights and responsibilities (including voting) as other Committee members whilst holding the office specified.
- b. Where a dollar amount is stipulated as an approval limit, it is to be taken as a reference to the maximum contract value or maximum financial commitment/exposure of the University, whichever is greater.
- c. This document does not override or otherwise affect:
 - i. the Authorities Retained by Council Rule; or
 - ii. the Functions of the Vice-Chancellor Rule.
- d. However, it operates as a delegation of certain authorities that have been retained by Council.

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