

Terms of Reference (Council approved) - Chancellor Selection Committee - Annex A to UNE Council Charter - Annexure 2 - Appointment of Chancellor and Deputy Chancellor

Section 1 - Overview

Establishment of Committee

- (1) The Chancellor Selection Committee is established as a Committee of Council.
- (2) The Committee is delegated Council functions in relation to the executive search and appointment of the Chancellor.
- (3) The establishment of this Committee and the delegation of Council powers to it are actions authorised under Section 17 of the [University of New England Act 1993 \(NSW\)](#). The provisions of this document take effect as a Council Rule made under Section 29 of the [UNE Act](#).

Objectives

- (4) The Committee will have the authority on behalf of Council to conduct the search process for the Chancellor and matters incidental to this process. The Committee will report and make recommendations to Council. Council will make the final decision on the appointment of the Chancellor.

Section 2 - Timing of Committee

- (5) The Chancellor Selection Committee will conduct a search for a Chancellor where:
 - a. the office of the Chancellor is vacant or filled temporarily by a person in an acting role; or
 - b. an incumbent Chancellor gives notice that they will not stand for a further term; or
 - c. a resolution under Clause (4) of the [Appointment of the Chancellor and Deputy Chancellor](#) is voted down.
- (6) This Committee is a temporary Committee. It will exercise its functions only when it is required to conduct an executive search process for a Chancellor. When it has completed its functions and a Chancellor has been appointed, it will go into abeyance until a new search process is required. On each occasion, its membership will be re-constituted.

Section 3 - Function

- (7) The function of the Committee is to:
 - a. conduct the search for a Chancellor.

- b. make a recommendation to Council in relation to the Selection Criteria for the Chancellor position.
- c. undertake a search process for appropriately qualified candidates.
 - i. The Committee has the power to appoint an executive search consultant or recruitment agency to assist in the recruitment process where it determines this is appropriate.
 - ii. The Committee has the power to engage and direct University staff or an external advisor regarding communication to the University and community about the selection of a Chancellor.
- d. evaluate candidates in a method determined by the Committee, in accordance with the Selection Criteria.
- e. report to Council about the progress of the Committee.
- f. make recommendation to the Council in relation to the appointment of a Chancellor and the terms of such appointment.
 - i. The Committee is only required to recommend the preferred candidate to Council and for privacy reasons will not share other candidate information with Council members.
- g. The Committee is not authorised to appoint a Chancellor.

Section 4 - Committee Membership

Membership

(8) The Chancellor Selection Committee will comprise:

- a. Ex-Officio Members:
 - i. Deputy Chancellor (Chair), except where they are a candidate for the Chancellor role, then the Committee shall appoint an external member of Council as Chair and the Deputy Chancellor will not participate in the process.
 - ii. Vice-Chancellor and Chief Executive Officer (VC&CEO)
 - iii. Chair of Academic Board
- b. Elected Members
 - i. Up to 3 University Council members (including at least two external members of Council).
- c. Appointed Members
 - i. The Committee may, at its discretion, appoint up to 2 external members (not members of Council) where they possess specific skills, knowledge or qualifications relevant to the process.

Election Process

(9) The elected members of the Committee will be determined by the Council.

(10) The University Secretary will issue a call for nominations, and any Council member may be nominated unless they are a candidate for Chancellor.

(11) Self-nominations are permitted.

(12) If there are more nominations than places available on the Committee, then a secret ballot will be held and nominees with the highest numbers of votes (by simple majority) will be elected to the available positions on the Committee.

(13) The University Secretary will act as returning officer for this ballot and is authorised to conduct the ballot process and make decisions in relation to it.

In Attendance

(14) Official attendees:

- a. University Secretary and/or nominee;
- b. Any other person invited by the Chair.

Section 5 - Selection Criteria

(15) The Committee is to conduct the recruitment process and evaluate candidates against the Selection Criteria determined by the Council.

Section 6 - Candidate Selection

(16) Following identification of a preferred candidate the Chancellor Selection Committee will organise a due diligence process to be undertaken in respect of the individual including at a minimum:

- a. conduct reference checks with other persons identified by the preferred candidate.
- b. conduct reference checks with other persons identified by the Chancellor Selection Committee, with consent of the preferred candidate, where the Committee considers this appropriate.
- c. conduct a Personal Name Search with the Australian and Securities Investment Commission to identify potential conflicts of interest arising from directorships and shareholdings.
- d. conduct a National Criminal Records Check.
- e. review the Australian Securities and Investment Commission register of prohibited and disqualified persons to ensure candidate is not listed.
- f. review the Insolvency and Trustee Service Australia National Personal Insolvency Index to ensure the preferred candidate is not listed on the Index.
- g. review mainstream and social media to identify any areas of concern which require investigation.
- h. obtain any information deemed relevant to the appointment to the role of Chancellor.

(17) The Committee will arrange a meeting and greet with Council members as appropriate.

(18) The Chancellor Selection Committee will prepare a recommendation report for distribution to Council members once the due diligence process is complete and all identified concerns have been addressed.

(19) The Chancellor Selection Committee will include as part of its recommendation report to Council a summary of the due diligence activities. Detailed documents will not be shared with Council unless a specific concern is raised by the Selection Committee that requires Council input.

(20) A Council meeting will be held to discuss the recommendation report and address any concerns identified by Council members.

(21) The election of a Chancellor will pass per the ordinary rules of Council.

(22) The approved candidate will be offered appointment as Chancellor.

(23) If Council cannot reach agreement on the appointment of the preferred candidate then the Chancellor Selection Committee will reconvene to consider identifying another preferred candidate or recommencing the selection process.

Section 7 - Delegations or Powers in the Policy

| Role | Delegation or Power | Ref |
|---------------------------------------|---|---------------|
| Council | Approve selection criteria for the appointment of the Chancellor. | (11) |
| Chancellor Selection Committee | Appoint and direct an executive search consultant or recruitment agency to assist in the recruitment process where they determine this appropriate. | (7c) (i) |
| Chancellor Selection Committee | Engage and direct University staff or an external advisor regarding communication to the University and community about the selection of a Chancellor | (7c) (ii) |
| Chancellor Selection Committee | Evaluate and identify a preferred candidate for the role of Chancellor | (15) |
| Chancellor Selection Committee | Undertake due diligence activities for the preferred candidate | (16) |
| Chancellor Selection Committee | Refer the preferred candidate to Council for approval | (7f) (iii) |
| Council | Approve appointment of Chancellor | (7g) |

Section 8 - Conduct of Committee Business

Reporting to Council

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

Meetings

(25) The Committee will meet on an ad-hoc basis and is expected to use technology and “flying minutes” to attend to urgent matters.

(26) 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

(27) 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

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

Use of technology

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

Resolutions

(30) 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. If votes for and against are equal then the Chair will have the casting vote.

Confirmation of Minutes

(31) 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.

Secretary to Committee

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

Status and Details

| | |
|--------------------|---|
| Status | Current |
| Effective Date | 22nd April 2024 |
| Review Date | 22nd April 2029 |
| Approval Authority | Director Governance and University Secretary |
| Approval Date | 22nd April 2024 |
| Expiry Date | To Be Advised |
| Unit Head | Kate McNarn Director Governance and University Secretary |
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Glossary Terms and Definitions

"Disclosure" - Refers to the provision of personal information to a party or person external to the University. Provision of personal information internally may also be considered a disclosure where the personal information is about a staff member, or the information is health information.

"Email" - Means electronic mail.

"Normally" - Where the word 'normally' is used in a rule, policy, procedure or guideline, it means that it is the default position that must be followed unless exceptional circumstances exist that require a departure from the default position, as determined by the Rule Administrator acting reasonably.