University of Newcastle Council

Committee Charter

NOMINATIONS AND GOVERNANCE COMMITTEE

1. Establishment of the Committee

The Nominations and Governance Committee is established as a Committee of the University Council (the Council) in accordance with Clause 4, Schedule 1 of the *University of Newcastle Act 1989*. The Committee operates as the Council Nominations Committee (*University of Newcastle By-law 2017*).

2. Current Membership

Membership of the Nominations and Governance Committee is available here.

3. Composition and Meetings

3.1. The Committee comprises four or more members of the Council, including the:

- Chancellor;
- Deputy Chancellor;
- Vice-Chancellor; and
- President of the Academic Senate.

3.2. The majority of members are to be external members of the Council.

3.3. The Chancellor approves the membership of the Committee, in consultation with Council members and the University Secretary;

3.4. Members are appointed for a term of office that runs concurrently with their term of office on the Council.

3.5. The Chancellor will be the Chair of the Committee ex officio.

3.6. The Committee will meet as frequently as required, with the consent of the Chair.

3.7. A quorum constitutes the nearest whole number above one half of the membership of the Committee.

3.8. The minutes and relevant documentation of each meeting will be provided to the Council.

4. In Attendance

4.1. The University Secretary (and nominee) has standing rights of audience at all meetings of the Committee.

4.2. The Chair may invite any other person to assist the deliberations of the Committee by attending either for particular items or for entire meetings.

5. Functions

The Committee has the authority to exercise the following functions, which relate to the governance functions as described in the Higher Education Standards Framework (HESF), 6.1.2, 6.1.3b, 6.2.1i, 6.5.1, 6.5.3, 6.6.1, 6.6.2, 6.6.3, 6.9.1 and 6.9.2:

5.1. oversee and assist the Council to set expectations on governance matters;

5.2. approve policies and procedures concerning matters reserved for Council that relate to the Committee's functions;

5.3. make recommendations for Council approval in relation to University rules and policies;

5.4. oversee the Council Induction and Development Program;

5.5. operate as the Council Nominations Committee;

5.6. approve the engagement of an executive search firm to be used for the Council Expression of Interest (EOI) process;

5.7. recommend appointment of members to University and other bodies;

5.8. oversee structures and measures to ensure good governance of associated entities, third-party entities, joint ventures, student associations and start-up business activities, and advise on proposals to establish, acquire, dispose of, or change the University's level of interest in such entities;

5.9. assist the Council in enhancing the reputation of the University by overseeing the standards and expectations of honorary appointments;

5.10. oversee the conferral of degrees and awards, make recommendations on the conferral of honorary awards, and approve the conferral of the title Professor Emeritus;

5.11. review and make recommendations on proposals that are referred to Council in accordance with the Building Naming Policy;

5.12. oversee the preparation of the University's Annual Report; and

5.13. make recommendations for Council approval of all Committee Charters and functions.

6. Authority

The Council authorises the Committee, within the scope of its responsibilities, to:

6.1. perform activities within its Charter as the Committee deems relevant and necessary;

6.2. engage independent counsel and other advisers as it deems necessary to carry out its duties;

6.3. establish working groups as required to assist the Committee in the exercise of its duties; and

6.4. receive such additional information required, sourced through the committee chair.

7. Overlap of responsibilities

Where there is a perceived overlap of responsibilities between the committees of Council, the respective chairs have discretion to agree the most appropriate committee to consider items, or alternatively to hold a special joint meeting of both committees.

8. Performance Review

The Committee will:

8.1. review this Charter at least annually and recommend to the Council any necessary amendments; and

8.2. assess its performance annually, relative to the Committee's purpose, duties and responsibilities.

Approval Authority

Approved by	Council
Owner	Nominations and Governance Committee, facilitated by the University Secretary

Revision History

Amendments	30 October 2026 – Amendments to reflect the authority of the Chancellor to approve the members of the Committee, approve the engagement of executive search firm for EOI process, oversee governance of associated entities, and role in reviewing building naming proposals. 31 October 2025 – Amendment to remove function pertaining to oversight of statutory and regulatory compliance of the University as this responsibility has been allocated solely to the Risk Committee. 1 November 2024 - Amendments to include reference to Higher Education Standards Framework (HESF) in Committee Functions, assume responsibility for recommending the appointment of Directors of controlled entities, and minor administrative updates. 11 December 2020 – Clarifying amendment relating to the authority to approve policy. 14 August 2020 – Deputy Chancellor made an ex officio member of the Committee. 3 July 2020 – Administrative amendment adding hyperlink to current members. 22 September 2017 - Name changed from Nominations and Legislation Committee to Nominations and Governance Committee and inclusion of function to make recommendations for Council approval of all Committee Charters, functions and memberships (Council resolution C17:124)
Approved by	Council
Date approved	30 October 2026