

## NOMINATIONS AND GOVERNANCE COMMITTEE

### 1. Establishment of the Committee

The Nominations and Governance Committee is established as a Committee of 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 is comprised of four or more members of the University 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. Members are appointed for a term of office that runs concurrently with the term of office of the Council.

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

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

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

3.7. 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 functions as follows:

- 5.1. oversee statutory and regulatory compliance of the University;
- 5.2. oversee and assist the Council to set expectations on governance matters;
- 5.3. approve policies and procedures concerning matters reserved for Council that relate to the Committee's functions;
- 5.4. make recommendations for Council approval in relation to University rules;

- 5.5. oversee the Council Induction and Development Program;
- 5.6. operate as the Council Nominations Committee;
- 5.7. recommend appointment of members to University and other bodies, (except controlled and associated entities, which will be considered by the Controlled and Associated Entities Committee);
- 5.8. assist the Council in enhancing the reputation of the University by overseeing the standards and expectations of honorary appointments;
- 5.9. oversee the conferral of degrees and awards, make recommendations on the conferral of honorary awards, and approve the conferral of the title Professor Emeritus;
- 5.10. oversee the preparation of the University's Annual Report; and
- 5.11. make recommendations for Council approval of all Committee Charters, functions and memberships.

## 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 a 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
Policy owner	Nominations and Governance Committee, facilitated by the University Secretary

## Revision History

Amendments	<p>11 December 2020 – Clarifying amendment relating to the authority to approve policy.</p> <p>14 August 2020 – Deputy Chancellor made an ex officio member of the Committee.</p> <p>3 July 2020 – Administrative amendment adding hyperlink to current members.</p> <p>5 February 2020 – Administrative amendment removing Professor Mark Jones and adding Professor Victoria Haskins as President of Academic Senate.</p> <p>7/12/2018 – Professor Kevin Hall removed and Professor Alex Zelinsky added as Vice-Chancellor.</p> <p>13 October 2018 – Professor Caroline McMillen removed and Professor Kevin Hall added as Acting Vice Chancellor.</p> <p>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)</p> <p>Update to member term for Dianne Allen (Council resolution C17:126)</p>
Approved by	Council
Date approved	11 December 2020