

# **Council - Appointment, Performance and Removal of University Council Members and Senior Staff Procedure**

## **Section 1 - Purpose / Objectives**

(1) Nil

## **Section 2 - Scope / Application**

(2) Nil

## **Section 3 - Definitions**

(3) Nil

## **Section 4 - Policy Statement**

(4) [Council Policy](#)

## **Section 5 - Procedures**

### **Part A - Appointment of Chancellor**

(5) Under the provisions of Section 24 of the [Victoria University Act 2010 \(Vic\)](#) (the Act) and Section 19 of the [Governance, Academic and Student Affairs Statute 2013](#) (GASA) the Chancellor will hold office for a term not exceeding five years and may be reappointed.

(6) Where the current Chancellor wishes to be considered for re-appointment, the Deputy Chancellor will make discreet inquiries of all Council members as to the desirability or otherwise of re-appointment.

(7) The Council delegates to a Search Committee consisting of the Vice-Chancellor, the Deputy Chancellor, the Chair of the Nominations Committee, one or two external members of Council and the Chair of the Academic Board the function of bringing forward to Council a single name for consideration.

(8) The Search Committee may at its discretion invite up to two prominent members of the wider community to participate in its deliberations.

(9) In the process of bringing forward the name of a single person for appointment the Search Committee may engage an executive recruiter to assist in identifying candidates as well as relying on networking referrals.

## Part B - Appointment of Vice-Chancellor

(10) Section 26 of [the Act](#) and Section 21 of [GASA](#) provides that the term of appointment of the Vice-Chancellor will be specified in a written contract, and that appointees are eligible for reappointment for one or more further terms.

(11) The process for reappointment is as follows:

- a. Council's Remuneration Committee will commence a discussion with the Vice-Chancellor at least 12 months prior to the expiry of their term as to whether both parties are interested in a further term.
- b. If the Remuneration Committee and the Vice-Chancellor are interested, the Committee will then invite Council to consider reappointing the Vice-Chancellor for a further term, where terms can be agreed on.
- c. The Remuneration Committee will liaise with the Vice-Chancellor on behalf of Council with respect to the contract.

(12) The process for a new appointment is as follows:

- a. Council will delegate to a search committee consisting of the Chancellor, the Deputy Chancellor, the Chair of the Nominations Committee, 1 or 2 external members of Council and the Chair of the Academic Board to bring forward to Council a single name for consideration.
- b. The Search Committee may at its discretion invite participation in its deliberations of up to two prominent members of the wider community.
- c. In the process of bringing forward the name of a single person for appointment the search committee may engage an executive recruiter to assist to identify candidates as well as relying on networking referrals.
- d. The Search Committee may accept applications at a later date and invite direct applications.

(13) Performance categories and indicators will be set annually for the Vice-Chancellor by the Remuneration Committee of Council based on the University Strategic and Annual Plans.

(14) The performance of the Vice-Chancellor is monitored by an annual report provided to the Remunerations Committee, and then to a closed session of Council.

## Part C - Appointment of Deputy Chancellor

(15) [The Act](#) establishes the position of Deputy Chancellor of the University.

(16) Section 20 of GASA provides that the term of appointment for the Deputy Chancellor is not to exceed five years, and that appointees are eligible for reappointment for one or more further terms.

(17) The Deputy Chancellor does not receive any additional remuneration than that to which they are entitled as a Council member.

(18) Appointment of the Deputy Chancellor will be guided by the [Selection of Council Members Guidelines](#) . These Guidelines describe the role and required attributes for the position of Deputy Chancellor. The process for appointment is to call for expressions of interest; these must be forwarded to all Council members for consideration; and only external members are eligible.

## Part D - Appointment of Council Committee Chairs

(19) The Chair of a Council Committee fulfils an important leadership role in the University governance system.

(20) The Chair is a remunerated position with levels and eligibility set by the State Government.

(21) Chairs of Committees shall be appointed by Council.

(22) The Chair of each Committee shall be an external member of Council.

(23) No person shall chair more than one Council Committee (except for the Chancellor).

(24) Chairs shall be appointed for a term of two years and are eligible for reappointment.

(25) The Nominations Committee shall call for expressions of interest for imminent Chair vacancies from all external members of Council, and the relevant role statement and attributes will be published with the call for expressions of interest. Candidates will be encouraged to produce a general statement of his/her suitability for the position.

(26) The determination of a nomination to Council for a vacant position shall include careful consideration of the role, the requisite skills and any special criteria required.

(27) Feedback from the relevant Committee may be obtained before a nomination proceeds to Council.

(28) Appointment of Council Committee Chairs will be guided by the [Selection of Council Members Guidelines](#) . These Guidelines describe the role and required attributes for the position of Council Committee Chair.

(29) The position of Council Committee Chair is an initial two-year appointment with provision for one reappointment. Further:

- a. Mitigating circumstances may arise that results in Council extending the term of an individual beyond the preferred term; and
- b. All terms (initial and re-appointment) are dependent upon the Council approval.

### **Council Committee Deputy Chair**

(30) Each Council committee shall elect a Deputy Chair.

(31) The Deputy Chair will be elected by members of the relevant Council Committee, after a call for nominations from the membership.

(32) The Deputy Chair is elected for a period of one year and is eligible for reappointment.

(33) The Deputy Chair must be an external member of Council.

(34) Appointment of Council Committee Deputy Chairs will be guided by the [Selection of Council Members Guidelines](#) . These Guidelines describe the role and required attributes for the position of Council Committee Deputy Chair.

## **Part E - Appointment of Council members**

### **Process for selection of new Council members**

(35) The Nominations Committee has been established as a Council Committee to fulfil the function of recommending to Council:

- a. The following categories of members:
  - i. Government-appointed;
  - ii. Council-appointed; and
  - iii. Council-Committee-appointments; and
- b. Any other processes for nomination of members.

(36) The Nominations Committee will utilise a mixture of approaches to identify potential candidates for appointment, including:

- a. Networking referrals;
- b. An Expression of Interest process; and
- c. Consultation with a staff and student advisory group established by the Council.

(37) Prospective nominees may be invited to attend one or more interviews with a selection of Council members.

(38) Prospective nominees may also be invited to attend three Council meetings, and at least one meeting of a Council Committee, as part of the selection process.

(39) The appointment process is as follows:

- a. Government appointees: the Nominations Committee recommends an appointment to Council; Council submits the recommendation to the Victorian Government; the Victorian Government approves the appointment.
- b. Council appointees: the Nominations Committee recommends an appointment to Council; Council approves the appointment.
- c. Council Committee appointees: the Nominations Committee recommends an appointment to Council; the Council Committee approves the appointment.

#### **Documentation required**

(40) In order to ensure that all Council members are fit and proper persons and eligible to hold office, each member must undergo the following probity checks:

- a. curriculum vitae
- b. a National Police Check
- c. an Annual Declaration of Interest and Fitness check
- d. an ITSA check carried out against the National Personal Insolvency Index of Insolvency and Trustee Service Australia;
- e. an ASIC check carried out by reference to the register of persons banned from managing corporations which is held by the Australian Security and Investment Commission; and
- f. a TEQSA "fit and proper person" check (for Council-appointed and Council-Committee-appointed members only).

(41) The way the information will be collected and requested will be dependent on whether a candidate will be a Council appointment, a Council Committee appointment, or a government appointment.

(42) The required probity forms for Council-appointed and Council-Committee-appointed members are as follows:

- a. The Annual Declaration of Interest Form ;
- b. The Information Privacy and Consent Form ;
- c. The Consent for ASIC and ITSA Checks Form ; and
- d. The TEQSA Fit and Proper Person Requirements Form

(43) The required probity forms for Government-appointed members are as follows:

- a. The Consent Form ;
- b. The Consent to Check Release National Police Record Form ; and

- c. The Declaration of Private Interest Form

## **Part F - Performance of Council members**

(44) Performance of Council members will be reviewed annually by the Chancellor.

## **Part G - Removal of Council members**

(45) Under the provisions of the Act, the Council may only remove a member from office if it is of the opinion that the member has failed to comply with the responsibilities of a member of the Council. Specific grounds for removal include:

- a. if he or she is convicted of an indictable offence or an offence that, if committed in Victoria, would be an indictable offence; or
- b. if he or she becomes an insolvent under administration; or
- c. if he or she is elected as a member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory; or
- d. if he or she is or becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act; or
- e. if he or she ceases to be eligible for the category of member for which the member was elected or appointed; or
- f. if he or she has failed to attend three consecutive ordinary meetings of the Council, without the Council's prior approval.

## **Part H - Appointment of Senior Executives**

(46) Section 27 of [the Act](#) and Section 24 of [GASA](#) outline the process for appointment of senior executives of the University.

(47) Senior executive performance is monitored by an annual report provided to the Remunerations Committee, and then to a closed session of Council.

## **Section 6 - Guidelines**

(48) [Selection of Council Members Guidelines](#)

## Status and Details

<b>Status</b>	Historic
<b>Effective Date</b>	16th March 2016
<b>Review Date</b>	1st February 2020
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	15th March 2016
<b>Expiry Date</b>	29th October 2021
<b>Accountable Officer</b>	Tara Schuurmans Chief of Staff +61 3 99194198
<b>Responsible Officer</b>	Tara Schuurmans Chief of Staff +61 3 99194198
<b>Enquiries Contact</b>	Sofia Moisisdis Director, Governance and Secretariat +61 3 99194872 <hr/> Governance and Secretariat