

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

## Section 1 - Summary

(1) This Procedure outlines the process for the appointment of the Vice-Chancellor, Chairs and Deputy Chairs of Council Standing Committees and Council members. It also outlines the performance management by the Council of the Vice-Chancellor and their direct reports and Councillors.

## Section 2 - HESF/ASQA/ESOS Alignment

(2) HESF: 6.1(1) and 6.1(2) Corporate Governance

## Section 3 - Scope

(3) Nil

## Section 4 - Definitions

(4) Nil

## Section 5 - Policy/Regulation

(5) [Council Policy](#)

## Section 6 - Procedures

### Part A - Summary of Roles and Responsibilities

Roles	Responsibilities
Council	Appointment of, Vice-Chancellor, Council Members, Council Committee Chairs, Performance Management of Vice-Chancellor and their direct reports and Councillors.

### Part B - Appointment and Performance Management of Vice-Chancellor

(6) Section 26 of the [Victoria University Act 2010](#) (the Act) and Section 21 of the [Governance, Academic and Student Affairs Statute 2013](#) (GASA) provides that there will be a Vice-Chancellor and 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.

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

- a. The Council will appoint a Search Committee consisting of the Chancellor, the Deputy Chancellor/s, the Chair of the Nominations Committee, one or two external members of Council and the Chair of the Academic Board to bring forward to the 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 network referrals.
- d. The Search Committee may accept applications at a later date and invite direct applications.

(8) 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.

(9) Performance categories and indicators will be set in line with the written contract.

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

## **Part C - Appointment of Council Committee Chairs**

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

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

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

(14) Appointment of Council Committee Chairs will be guided by the [Council - Selection of Council Members Guidelines](#), which describes the role and required attributes for the position of Council Committee Chair.

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

(16) 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.

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

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

(19) 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 the Council extending the term of an individual beyond the preferred term.
- b. All terms (initial and re-appointment) are dependent upon the Council approval.

(20) The Chair is a remunerated position with levels and eligibility set by the State Government. Council determine the remuneration based on the levels set by the State Government.

## **Council Committee Deputy Chair**

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

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

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

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

(25) Appointment of Council Committee Deputy Chairs will be guided by the [Council - Selection of Council Members Guidelines](#), which describes the role and required attributes for the position of Council Committee Deputy Chair.

## **Part D - Appointment of Council Members**

### **Process for Selection of New Council Members**

(26) 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;
  - iii. Council-Committee-appointments; and
- b. Any other processes for nomination of members.

(27) 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. Where appropriate, the Victorian Government's Appointment and Remuneration Guidelines.

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

(29) 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.

(30) The appointment process is as follows:

- a. Government appointees: the Nominations Committee recommends an appointment to Council; the Council submits the recommendation to the Victorian Government; the Victorian Government consider the recommendation and either makes the appointment or appoint an alternative candidate.
- b. Council appointees: the Nominations Committee recommends an appointment to Council; the Council approves

the appointment.

- c. Council Committee appointees: the Nominations Committee recommends an appointment to Council; the Council approves the appointment.

## **Documentation Required**

(31) 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 (this will be undertaken by Governance and Secretariat staff);
- 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 (this will be undertaken by Governance and Secretariat staff); and
- f. a Tertiary Education Quality and Standards Agency (TEQSA) "fit and proper person" check (for Council-appointed and Council-Committee-appointed members only).

(32) Information will be collected and requested dependent on whether a candidate will be a Council appointment, a Council Committee appointment, or a government appointment.

(33) 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.

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

- a. The Privacy Consent Form;
- b. The Consent to Check Release National Police Record Form; and
- c. The Declaration of Private Interest Form.

## **Part E - Appointment, Functions and Powers of the Vice-Chancellor, Acting Vice-Chancellor and Deputy Vice-Chancellor/s**

(35) Section 27 of [the Act](#) and Sections 22, 23 and 24 of [GASA](#) outline the process for appointment and functions and powers of the Vice-Chancellor, Acting Vice-Chancellor and the Deputy Vice-Chancellor/s the University.

## **Part F - Performance Management of Council Members**

(36) Performance of Council members will be reviewed annually by the Chancellor or Deputy Chancellor/s.

## **Part G - Performance Management of Vice-Chancellor's Direct Reports**

(37) Senior executive staff performance is monitored by the Council via an annual report provided to the Remuneration Committee by the Vice-Chancellor, and then to a closed session of Council.

## Part H - Removal of Council Members

(38) Under the provisions of [the Act](#) (Schedule 1), 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 2001](#); 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 failed to attend three consecutive ordinary meetings of the Council, without the Council's prior approval.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	To Be Advised
<b>Review Date</b>	To Be Advised
<b>Approval Authority</b>	
<b>Approval Date</b>	To Be Advised
<b>Expiry Date</b>	Not Applicable
<b>Accountable Officer</b>	Tara Schuurmans Chief of Staff +61 3 99194198
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