



Nominations Committee Charter

Introduction

1. The Nominations Committee (the Committee) is a statutory committee established under section 10 of the *Australian National University Act 1991* ('the ANU Act'). The Australian National University (ANU) Council has conferred further functions upon the Committee in accordance with section 18 of the *Australian National University Act 1991*.
2. This Charter sets out the Committee's objective, authority, composition and tenure, roles and responsibilities, and reporting and administrative arrangements.

Objective

3. The objective of the Committee is to provide recommendations to the Minister responsible for the ANU Act, for appointment of members of the Council under section 10(1)(q) of the ANU Act.

Authority

4. The Council authorises the Committee, within the scope of its role and responsibilities, to:
 - obtain any information it needs from any relevant employee and/or external party (subject to their legal obligation to protect information);
 - discuss any matters with external parties (subject to confidentiality considerations); and
 - request the attendance of any relevant ANU employee or Council member at Committee meetings.

Composition and Tenure

5. The Chancellor is responsible for the appointment of the Committee members and this Charter is intended to provide the guidelines for appointment of Committee members in accordance with section 10(2)(b) of the ANU Act.
6. The Committee will consist of:
 - a. ex officio, the Chancellor, as Chair;
 - b. ex officio, the Pro-Chancellor;

- c. *ex officio*, the Vice-Chancellor;
 - d. three other persons, appointed by the Chancellor; and
 - e. one person, who is an academic staff member of a College Executive Committee of an ANU College, appointed by the Chancellor.
7. The Pro-Chancellor will be Deputy Chair of the Committee.
 8. Members will be appointed for up to three years and are eligible for re-appointment.
 9. The Chancellor will have regard to the University's objectives on gender equity, and the need for both continuity and regular renewal, in filling positions on the Committee.

Roles and Responsibilities

10. The Committee exercises such functions, responsibilities and authorities as may be assigned or delegated to it under the ANU Act or by Council from time to time, but only such executive powers as are explicitly delegated to it.
11. The Committee is directly responsible and accountable to the responsible Minister and the Council for the exercise of its responsibilities.
12. The Committee's responsibility is to provide recommendations to the responsible Minister, on the appointment, or reappointment, of members of the Council under section 10(1)(q) of the ANU Act.
13. In making recommendations to the responsible Minister, the Committee is to ensure that there is among the members of the Council:
 - people who can be regarded as fit and proper persons;
 - people who must have an appreciation of the values of the University and its core activities of teaching and research, its independence and academic freedom, and the capacity to appreciate what the University's external community needs from it;
 - a balance of gender;
 - a balance of relevant skills and expertise, as reflected in the skills matrix endorsed by the Council;
 - at least 2 of the members appointed by the Minister having a high level of relevant financial expertise;
 - at least 1 of the members appointed by the Minister having a high level of relevant commercial expertise;
 - a balance of members who reside amongst the States and Territories of Australia;
 - appropriate representation of indigenous Australians; and

- normally, no member of the Council who has served for more than 8 consecutive years.
14. In making recommendations to the responsible Minister, the Committee will also recommend the duration of the appointment, having regard for ensuring a level of continuity within the Council membership such that where possible members' terms of office overlap.
15. In making recommendations to the responsible Minister, the Committee will put forward at least one more name than the number of vacancies.
16. In making recommendations to the responsible Minister, the Committee must not recommend a person who is:
- a. a current member of:
 - the Commonwealth Parliament; or
 - a State Parliament; or
 - the legislature of a Territory; or
 - b. a current member of the academic or general staff of the University; or
 - c. a student of the University; or
 - d. a member of the Committee, who is not the Pro-Chancellor.

Responsibilities of Members

17. Members of the Committee are expected to understand and observe the legal requirements of the *Australian National University Act 1991* and the *Public Governance, Performance and Accountability Act 2013*.
18. Members are also expected to:
- act in the interests of the ANU;
 - contribute the time needed to study and understand the papers provided; and
 - apply good analytical skills, objectivity and good judgment.

Reporting

19. The Committee will meet when required, and report to the Council, on its operation and activities during each year, as appropriate. The report should include:
- a summary of the work it performed to fully discharge its responsibilities during the preceding year;
 - details of meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.

20. The Committee may, at any time, report to the Council, on a confidential basis, any other matter it considers of sufficient importance to do so.

Administrative Arrangements

Meetings and Planning

- 21. The Committee will meet as required on dates determined by the Chair.
- 22. The Chair is required to call a meeting if asked to do so by the Council.
- 23. The Chair will be regularly updated on matters relating to the management of governing body composition, as well as related emerging issues by the Director, Corporate Governance and Risk Office.

Attendance at Meetings and Quorums

- 24. A quorum will consist of 50 per cent of Committee members who hold office for the time being.
- 25. Meetings can be held in person, by telephone, by videoconference or by circular resolution.
- 26. Meetings of the Committee are closed and confidential, and attendance at meetings by non-Committee members, including members of the Council, are only by invitation from the Chair.
- 27. The Chair of the Committee may request any other ANU employee and/or external party to attend Committee meetings or participate in certain agenda items.

Secretariat

- 28. The Corporate Governance and Risk Office will provide secretariat support to the Committee.
- 29. The Corporate Governance and Risk Office will be responsible for the development and preparation of reports and other papers to be presented to the Committee.
- 30. The Corporate Governance and Risk Office will ensure the agenda for each meeting and supporting papers are circulated, after approval from the Chair, at least 10 days before the meeting.
- 31. The Corporate Governance and Risk Office will ensure the minutes of the meetings are prepared and maintained. Minutes must be approved by the Chair and circulated to each member, as appropriate.

Conflicts of Interest

32. Upon joining the Committee and then once a year thereafter, as required, the Committee members will provide written declarations to the Council declaring any material personal interests that would preclude them from being members of the Committee. External members will be asked to consider past employment, consultancy arrangements and related party issues in making these declarations. Council will need to be satisfied that there are sufficient processes in place to manage any real or perceived conflict.

33. The Committee members must declare any material personal interests at the start of each meeting or before discussion of the relevant agenda item or topic. Details of material personal interests declared by Committee members, and actions taken, will be appropriately recorded in the minutes.

Induction

34. The Corporate Governance and Risk Office, will maintain a program of induction, training and awareness-raising for Committee members, with the objective of enabling it to keep abreast of contemporary developments and leading practices to assist them to meet their responsibilities.

Assessment and Review

35. The Chair of the Committee will initiate biennially a review of the performance of the Committee, and this Charter, with appropriate input sought from members of the Committee and the Council. The review of performance will be conducted on a self-assessment basis unless otherwise determined by the Council.

Approved by resolution of the ANU Council meeting of 24 July 2015.