

Council Procedure 6 - Nomination of prospective Council members

Section 1 - Introduction

(1) The Voluntary Code of Best Practice for the Governance of Australian Universities (the Code) states that a "university should adopt systematic procedures for the nomination of prospective members of the governing body for those categories of members that are not elected. The responsibility for proposing such nominations for the governing body may be delegated to a nominations committee of the governing body that the Chancellor would ordinarily chair."

Section 2 - Governance, Nominations and Remuneration Committee

(2) Governance, Nominations and Remuneration Committee on delegated authority from Council, is responsible for nominating prospective members of Council to relevant appointment authorities.

Section 3 - Recognition of Council - Governor in Council Members

(3) At least four months prior to Council being reconstituted the Chancellor will invite members of Council to put forward names of prospective nominees for consideration as Governor in Council appointees on the next Council. The Chancellor will also ascertain from the current members their interest in continuing to serve on Council. The Code specifies that members should not generally exceed 12 years on a governing body, and if a member wishes to continue beyond 12 years, this must be specifically agreed by the majority of the governing body.

(4) The Vice-Chancellor and President may also seek names of prospective nominees from the Senior Staff of the University through a formal email to the Senior Staff.

(5) The names of prospective nominees accompanied by publicly available information on the nominee will be submitted to the Secretary, Governance, Nominations and Remuneration Committee. Nominees should not be contacted prior to the meeting of Governance, Nominations and Remuneration Committee.

(6) Governance, Nominations and Remuneration Committee will meet to consider the names of prospective members and will draw up a list ensuring that all the following categories are represented, noting that a minimum of two names in the continuing and financial categories is essential.

- a. Accounting, audit, and risk;
- b. financial investment;
- c. corporate governance;
- d. education sector experience;
- e. government, law, and regulations;

- f. research and development, technology; and
- g. senior leadership.

(7) To encourage diversity on the Council, when proposing prospective members the University will also endeavour to include Aboriginal and Torres Strait Islander peoples, as well as people from culturally and linguistically diverse backgrounds, and people with disability.

(8) A minimum of nine names for three positions will be agreed by category, with some names in reserve to be considered for the additional members category. Nominees who are alumni or have an existing association with QUT will normally be accorded a higher priority than those nominees who have no known association with the University. Gender balance of the nominees will also be a factor that may influence the agreed names.

(9) The Chancellor or Vice-Chancellor and President, as designated by the Committee, will meet with the prospective members to ascertain their willingness to be nominated and provide them with information on the role. If they do not agree to nomination, reserve nominees will be contacted. Those candidates who agree to be nominated will be asked to provide a detailed curriculum vitae.

(10) Governance, Nominations and Remuneration Committee will endorse the final list of names before it is forwarded to the Minister, at least two months before Council is due to be reconstituted. The Chancellor will meet with the Minister to discuss the names shortly after they have been submitted.

Section 4 - Filling of Additional Members and Casual Vacancies

(11) The approval authority for the appointment of additional members is Council. Additional members are normally appointed after the first meeting of a reconstituted Council, thus allowing the new Council to have input into the process and nominate prospective members.

(12) Governance, Nominations and Remuneration Committee will convene after the new Council has been provided with an opportunity to nominate prospective members as set out in clause (3) above. Any new names will be considered with names of other prospective members that were unsuccessfully nominated for Governor in Council appointment. In accordance with Section 16 of the [QUT Act](#), two of the four additional members must be alumni of the University. Considering alumni, the prevailing criteria for recommendation of additional members will be to fill any perceived weakness in Council's expertise and skill base, or to meet the requirements of the code which specifies the need for financial and commercial expertise.

(13) The Chancellor and/or the Vice-Chancellor and President will approach the prospective members as set out in clause (9) above. Following this process Governance, Nominations and Remuneration Committee will then recommend the two agreed names to Council for appointment as additional members. If possible the process should be expedited to allow the additional members to attend the Council Orientation Retreat and second meeting of the reconstituted Council.

(14) Governance, Nominations and Remuneration Committee will consider casual vacancies as they arise, but will normally seek to replace the skill set of the previous incumbent or fill any perceived weakness in Council's expertise or skill set with consideration to the number of alumni in the additional members category. Nominations will not be formally called for casual vacancies, although the Chancellor may seek advice from Council members who are not members of Governance, Nominations and Remuneration Committee. In the case of Governor in Council members, normally more than one name will be forwarded to the Minister for a casual vacancy.

Section 5 - Privacy and Confidentiality

(15) All nominations for prospective members forwarded to Governance, Nominations and Remuneration Committee should only contain publicly available information. The minutes will record the names of prospective members whom the Committee agrees to approach; the skills category they are seen to represent and any connection to QUT.

(16) The Governance, Nominations and Remuneration Committee discussion of prospective members will be confidential and access to the papers will be restricted. All members are expected to treat the Committee's deliberations in strictest confidence.

Status and Details

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Policy Owner	Sonya Betros Director, Governance and Performance
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