

Nominations Committee Charter

Introduction

1. The Nominations Committee (the Committee) is a statutory committee established under the *Australian National University Act 1991* ('the ANU Act'). The Australian National University (ANU) Council may confer further functions upon the Committee in accordance with the *Australian National University (Governance) Statute 2020*.
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 an 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. Other than the Chancellor, Pro-Chancellor and Vice-Chancellor, a member may not ordinarily hold office as a member of the Committee for longer than 6 consecutive years.
 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.
 10. A Committee member may resign by written notice given to the Chancellor.

Roles and Responsibilities

11. 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 powers as are explicitly delegated to it.
12. The Committee is directly responsible and accountable to the responsible Minister and the Council for the exercise of its responsibilities.
13. 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.
14. 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 Council members;
 - 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.

15. 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.

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 (professional) 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, following each meeting, the Chancellor will report to the Council at the next Council meeting about its deliberations.

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 (Council) composition, as well as related emerging issues by the Director, Corporate Governance and Risk Office (CGRO).

Attendance at Meetings and Quorums

24. A quorum will consist of 50 per cent of Committee members who hold office for the time being, which must include the Chancellor or Pro-Chancellor.
25. Meetings can be held in person or online (including by email),
26. Meetings of the Committee are closed and confidential, and attendance at meetings by non-Committee members, including members of the Council, are only permitted by authorisation 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 and Procedural Advice

28. CGRO will provide secretariat support to the Committee.
29. CGRO will be responsible for the development and preparation of reports and other papers to be presented to the Committee.
30. CGRO will ensure, to the extent possible, that the agenda for each meeting and supporting papers are circulated, after approval from the Chair, at least 7 days before the meeting.
31. CGRO 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.
32. The Director CGRO provides procedural and contextual advice and drafting support, especially in respect of recommendations being presented to the Minister.

Conflicts of Interest

33. 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.

34. 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

35. 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

36. The Chair of the Committee will initiate a review of the performance of the Committee, and this Charter, at intervals of three years with input sought from members of the Committee and the Council, as may be appropriate. The review of performance will be conducted on a self-assessment basis unless otherwise determined by the Council.

Approved by the ANU Council on 10 February 2022