

# University Council Membership Procedure

Version 2 – Approved 9 September 2022

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## Purpose

This Procedure describes how University Council membership and the membership of Council committees is established and managed in accordance with the provisions of the *University of Tasmania Act 1992 (the Act)*.

## Applicable governance instruments

| Instrument                             | Section                         | Principles |
|--|---------------------------------|------------|
| <i>University of Tasmania Act 1992</i> | 8 – Constitution of the Council |            |

## Procedure

### 1. Objective

The University will appoint members of the University Council and Council committees consistent with the requirements set out in the *Act* and/or other governing document and will ensure that Council and its committees possesses the expertise and experience necessary to provide proper stewardship and governance for the University. The University Secretary will ensure that within the requirements of the *Act*, Council has an effective composition, consistent with an agreed mix of skills and diversity, able to appropriately discharge its responsibilities and duties. Council has agreed on a skills matrix (outlined at 1.5 below) of expert knowledge referenced when selecting appropriate Council appointments.

### 1. Membership of University Council

- 1.1. The *Act* provides that the Council consist of not less than 10 and not more than 14 members as follows:
  - a. Chancellor, Vice-Chancellor and Chair of Academic Senate (all ex officio)
  - b. Two Ministerial appointees (not staff or students)
  - c. Up to six Council appointees (not staff or students)
  - d. One elected member of academic staff
  - e. One elected member of professional staff
  - f. At least one student (appointed by Council after consultation with relevant student associations)
- 1.2 Current membership of Council is published on the University website at <https://www.utas.edu.au/university-council>
- 1.3 Members hold office for the terms specified in the *Act*, up to three years for appointed members (but one year for the appointed student) and two years for elected members.
- 1.4 The Council will take reasonable steps to make sure that a person who is proposed to become a member of Council is eligible to be a member. Members will be required to complete a Tertiary Education Quality and Standards Agency (TEQSA) fit and proper person declaration and a request for registration as a director with [Australian Securities and Investments Commission \(ASIC\)](#) and/or the [Australian Charities and Not-for-profits Commission \(ACNC\)](#).
- 1.5 Appointed members of Council are expected to have skills in one or more of the following priority areas, complementary to those skills offered up by elected members of Council (note: this set of skills is referred to as the 'Skills Matrix' in this Procedure):
  - a. Higher Education strategy/teaching quality management
  - b. People and culture
  - c. Legal Experience
  - d. Regionally located
  - e. Technology/social media marketing/data mining
  - f. Chief Executive Officer level financial management/accounting
  - g. Economic development/infrastructure planning
  - h. Chief Executive Officer level operational and people management
  - i. Research commercialisation
  - j. Property management/construction

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Definitions and acronyms can be found at: <https://www.utas.edu.au/policy/policy-definitions>

Related policies and procedures can be found at: <https://www.utas.edu.au/policy>

- 1.6 All formal offers of membership to Council will include reference to the responsibilities of Council members and the responsibilities of the University in respect to Council members as outlined in Appendix A.

## **2. Chancellor**

- 2.1. The Chancellor must be an exemplary leader with a strong commitment to the mission of the University to serve the future of the State. The Chancellor must understand the complexities of large organisations and have a broad spectrum of strategic, financial, and organisational skills. Among other things, the Chancellor must have a clear understanding of the role of governance versus management and understand the complexities of navigating the politics of the State.
- 2.2 At least one year before the current Chancellor's term of office expires, Council will establish whether the sitting Chancellor is eligible/willing to re-nominate for the role. If not, a Chancellor Selection Committee, chaired by the Deputy Chancellor will be established, to identify a suitable candidate to become Chancellor Elect. The Chancellor Selection Committee may choose to enlist the assistance of a Search Firm if deemed necessary.
- 2.3 A candidate for Chancellor is not necessarily a member of Council.
- 2.4 Council elects the Chancellor, for a term of up to four years, and fixes the terms and conditions of that office.
- 2.5 A person may be re-elected to the office of Chancellor.
- 2.6 The Chancellor chairs the Council, confers degrees, and has other functions as set out in the Chancellor's Position Description.

## **3. Deputy Chancellor/s**

- 3.1 Council will elect one or more of its experienced members as Deputy Chancellor/s for terms of up to four years and fixes the terms and conditions of that office. Experienced members are those members who have served on the Council for a minimum of one year and have demonstrated qualities and skills that align with the attributes necessary to perform the role of the Chancellor.
- 3.2 No more than six months before the current Deputy Chancellor/s term of office expires, the University Secretary will invite eligible members to nominate for the position/s. Only Council or Ministerial appointed members are eligible for the position of Deputy Chancellor.
- 3.3 Council will be advised of all eligible nominees for Deputy Chancellor/s at least seven days before the Council meeting where the anonymous ballot for Deputy Chancellor/s will take place.
- 3.4 The outcome of the anonymous ballot is final, and the recommendation will be put to Council that the nominee/s with the majority of votes is elected Deputy Chancellor/s.
- 3.5 A person/s may be re-elected to the office of Deputy Chancellor.

## **4. Acting Chancellor**

- 4.1 The Chancellor may authorise the Deputy Chancellor (or if more than one, the Deputy Chancellor nominated by the Chancellor) to perform the functions of the Chancellor as required.

## **5. Ministerial Appointments**

- 5.1 The University Secretary will notify the Tasmanian Minister for Education of any upcoming vacancies at least four but no more than five months ahead of the role/s on Council becoming vacant.

- 5.2 The University Secretary will advertise and manage the application process.
- 5.3 The University Secretary in liaison with the Chancellor and Vice-Chancellor will provide a shortlist of applicants to the Minister, noting the requirement of the *Act* to have regard to the balance of skills and experience, regional representation, and an appropriate gender balance.
- 5.4 The Minister via the Department of Premier and Cabinet will liaison with the Chancellor and Vice-Chancellor to finalise the Minister's appointments, noting that the *Act* prescribes that one of the two ministerial appointments must be a graduate of the University.
- 5.5 The Minister will contact the successful applicants to discuss their selection.
- 5.6 The Minister will write to the Chancellor and Vice-Chancellor to confirm the names of selected appointees.
- 5.7 The University Secretary on behalf of the Chancellor will formalise appointments with the successful applicants and advise Council at its next meeting.

## **6. Council Appointments (not including student members)**

- 6.1 An Extended Nominations Committee will be established. The Extended Nominations Committee must include two independent members (i.e. members who are not Council members) with the remaining members being drawn from the Remuneration and Nominations Committee.
- 6.2 The University Secretary will give public notification of the vacancy no less than two months ahead of the role/s on Council becoming vacant, and manage the application process, noting that the advertisements must refer to the specific skills from the Skills Matrix that are required to ensure an appropriate and ongoing balance of skills among members of Council.
- 6.3 Applications that are deemed to adhere to the stated requirements will be provided to the Extended Nominations Committee, noting that each applicant put forward to the Committee must not be a member of the academic or professional staff or a student of the University and of whom at least one must be a graduate of the University as required by the *Act*.
- 6.4 The recommendation of the Extended Nominations Committee will be submitted to Council for approval.
- 6.5 The University Secretary will provide a formal offer of Council membership to the approved applicants.

## **7. Elected Staff Members**

- 7.1 Membership of Council includes one member of academic staff elected by academic staff and one member of professional staff elected by professional staff for a term of two years.
- 7.2 The University Secretary will maintain an academic staff electoral roll and a professional staff electoral roll containing the name and position of each person eligible to vote in Council Elections.
- 7.3 The Returning Officer for University Council staff elections is the University Secretary unless this responsibility is delegated in writing by the University Secretary.
- 7.4 The Returning Officer will invite nominations of candidates by any means of communication the returning officer considers appropriate. Calls for nominations are to be made no less than 30 and no more than 90 days before the elected staff are to take office. Each call for nominations will specify a closing date and will outline the details to be included in a nomination.
- 7.5 The closing date for nominations will be fixed by the returning officer but is to be no less than 10 and no more than 15 days from the call for nominations.

- 7.6 A nomination will be in writing and will specify the category of membership to which it relates. The nomination must be signed by at least two people eligible to vote in the election and include the written consent of the candidate. A nomination must be submitted electronically to the returning officer.
- 7.7 All nominations must be received by 5 pm on the closing date.
- 7.8 A person nominated as a candidate may withdraw at any time before the close of nominations.
- 7.9 At the close of nominations, if no more than the required number of people have been nominated for any category of membership of the Council the returning officer will declare those people elected.
- 7.10 At the close of nominations, if the number of people nominated for one or more of the relevant categories of membership of the Council exceeds the number required to be elected, the returning officer will set a day for an election for that category (or those categories).
- 7.11 The set date for the elections must be no earlier than 14 days after the close of nominations or no more than 28 days after the close of nominations.
- 7.12 If by the close of nominations there are fewer nominations than vacancies, a second call for nominations will be undertaken.
- 7.13 The Returning Officer will use an electronic voting system to facilitate the distribution of ballot papers to all eligible voters.
- 7.14 Votes are to be submitted via electronic ballot papers.
- 7.15 Ballot papers relating to the election of academic staff members are to include:
- a. the heading "University of Tasmania – Election of Academic Staff members to Council".
  - b. a list of the full names of the candidates for election in the order determined by the Returning Officer by drawing lots in the presence of the Vice-Chancellor or nominee.
- 7.16 Ballot papers relating to the election of professional staff members are to include:
- a. the heading "University of Tasmania – Election of Professional Staff members to Council"
  - b. a list of the full names of the candidates for election in the order determined by the Returning Officer by drawing lots in the presence of the Vice-Chancellor or nominee.
- 7.17 No later than 10 days before the election date, the Returning Officer will forward the documents relating to the election, via the electronic voting system, to each person whose name appears on:
- a. the academic staff electoral roll, in relation to an election being conducted for an academic staff member.
  - b. the professional staff electoral roll, in relation to an election being conducted for a professional staff member.
- 7.18 The documents forwarded to eligible voters must include the following information about each candidate:
- a. name, occupation, formal qualifications, particulars of prior service to the University
  - b. other brief biographical material provided by the candidate.

- 7.19 Each voter is to be issued with only one ballot paper per election. A vote will **not** be valid if:
- a. the voter has chosen more than one candidate; and/or
  - b. the ballot paper was received after 5pm on the closing date set for the poll.
- All invalid votes will be rejected, and all valid votes will be counted.
- 7.20 Where there is a casual vacancy of more than four months in the academic or professional staff members of the Council, the Returning Officer is to invite nominations of candidates for the election to fill the vacancy.
- 7.21 Each call for nominations will specify a closing date and the details that should be included in the nomination.
- 7.22 The Returning Officer is to invite nominations within a reasonable time after becoming aware of the casual vacancy.
- 7.23 If there are two casual vacancies for staff members at the same time, the Returning Officer may conduct one election.
- 7.24 If a casual vacancy occurs and the unexpired portion of the staff member's term is less than four months, the Council may either:
- a. Leave the position vacant for the unexpired portion of the term, or
  - b. Replace the casual vacancy in accordance with 7.20.
- 7.25 The Returning Officer is to advise candidate of the outcome and then announce the elections results by any means of communication the Returning Officer considers appropriate and is to report the outcome of the election to the next meeting of Council.
- 7.26 The Chancellor may extend or abridge any prescribed time limit that applies to elections, as outlined in this Procedure

## **8. Appointed Student Member/s**

- 8.1 A student member's term of office is one year. Council may choose to extend the term of office for a maximum of one additional year (two years in total)
- 8.2 After consultation with the relevant student associations, the University Secretary will advertise and manage the application process to appoint a student member no less than two months ahead of the role on Council becoming vacant, noting that the advertisements must refer to the specific skills from the Skills Matrix that are required to ensure an appropriate and ongoing balance of skills among members of Council.
- 8.3 A Student Council Member Selection Panel will be convened by the University Secretary and comprised of the Chair Academic Senate (as Chair), the Executive Director Student Experience or nominee, President of Tasmanian University Student Association, and the University Secretary.
- 8.4 Applications that are deemed to adhere to the stated requirements will be provided to the Student Council Member Selection Panel, noting that each applicant put forward to the Panel must be a current student of the University as required by the Act.
- 8.5 The Student Council Member Selection Panel must include two (2) independent members (i.e. members who are not Council members).

- 8.6 The recommendation of the Student Council Member Selection Panel will be submitted to Council for approval.
- 8.7 The University Secretary will provide a formal offer of Council membership to the approved applicant.

## 9. Council committee membership

- 9.1 Council is advised by its committees:
  - a. Audit & Risk Committee
  - b. Strategic Resourcing Committee
  - c. Ceremonial & Honorary Degrees Committee
  - d. Remuneration & Nominations Committee
  - e. University Foundation Committee
- 9.2 Each committee is chaired by a member of Council (unless the Council resolves otherwise in a particular case) and the committee membership includes at least one other Council member.
- 9.3 Members of Council committees are either Council members, University employees, University students or external members (i.e. external to the University).
- 9.4 Based on the Skills Matrix, suitable candidates are identified by the Chancellor and Vice-Chancellor and nominations are submitted to the University Secretary for review and endorsement by the Remunerations and Nominations Committee prior to submission to Council for approval.
- 9.5 In appointing members to Council committees, Council will ensure that the committee is of an effective composition (including mix of skills and diversity), size and commitment to properly discharge its responsibilities and duties.
- 9.6 The current membership structure and terms of reference of the Council committees are published on the University website at:  
<https://www.utas.edu.au/university-council>
- 9.7 Council may, by resolution, establish or discontinue any of its committees and may by resolution amend the membership structure and terms of reference of those committees.
- 9.8 Council will ordinarily consider committee membership and make any appropriate appointments of Chairs and members at the first scheduled Council meeting each year.
- 9.9 The Chairs and Council appointed members of a committee hold office until the Council next makes appointments under clause 7.6, unless they:
  - a. Resign in writing to the Chancellor
  - b. Are dismissed by the Chancellor on the grounds that they have, in the Chancellor's opinion, become unable or unwilling to act as a Chair or member of a committee
  - c. In the case of a Chair, cease to be a member of Council (unless Council resolves or has resolved otherwise in a particular case).

## Related procedures

Nil.

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**Versions**

| <u>Version</u> | <b>Action</b> | <b>Approved by</b> | <b>Business Owner/s</b> | <b>Approval Date</b> |
|----------------|---------------|--------------------|-------------------------|----------------------|
| 1              | Approved      | University Council | University Secretary    | 10 September 2021    |
| 2              | Approved      | Vice-Chancellor    | University Secretary    | 9 September 2022     |

**Definitions**

N/A



## Appendix A

### Responsibilities of Council Members

- Members of Council have a responsibility, to the best of their knowledge and ability, to:
  - Spend as much time as necessary to perform their duties.
  - Attend and contribute to Council meetings, committee meetings (as relevant), strategic sessions and the annual Council conference.
  - Critically read all agenda documents before each meeting.
  - Ensure critical review of all proposals put to the Council.
  - Maintain confidentiality.
  - Unless dissent is recorded, maintain public Council unity.
  - Act in a financially responsible manner.
  - Ensure compliance with all relevant legislation.
- The *Act* sets out the constitution of the Council and its role and powers, including powers of delegation and conferring of degrees. It imposes on Council members the obligations of care and diligence (section 11A) and the obligation to act in good faith (section 11B) and requires the Council to report annually to the Governor and the Minister for Education.
- The *Act* also provides that a member of the Council is responsible and accountable to the Council, rather than to any constituent body by which they are appointed or elected (section 8 (3)), and that the Council must act in the way it considers will best advance the interests of the University (section 9 (2)).
- Schedule 1 to the *Act* sets out the terms of office of the various categories of Council members, provides for resignation and dismissal, and sets out eligibility for membership. The schedule also requires members to disclose any direct or indirect pecuniary interest in a matter under consideration by Council.
- As well as the specific requirements of the *Act*, the University is required to comply with hundreds of legislative provisions, both State and Federal. Regular reports about the University's compliance program are provided to Council through the Audit and Risk Committee. The role of Council is that of oversight, and members have an obligation to satisfy themselves that the University adequately addresses compliance.
- Council is responsible for ensuring that the University complies with the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#). Clause 14 of the voluntary code requires a university to disclose in its Annual Report its compliance with the voluntary code and provide reasons for any areas of non-compliance.

### Responsibilities of the University in respect of Council members

- The University will ensure that an appropriate induction program for members is developed and that all members undertake it.
- The University will provide Council members with complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions, in sufficient time to allow proper consideration.

- The University will provide any legal and financial advice that may be necessary to enable members to discharge their fiduciary duties.
- The University will provide any other administrative assistance that may be required from time to time to assist members in carrying out their Council functions (including arranging reimbursement of expenses incurred by members, accommodation bookings and transport arrangements).
- The University will make sure that all requirements in respect of Council, as set out in the *University of Tasmania Act*, University legislation, legislation applicable to the University and policies and processes approved by Council, are met.
- The University is obliged to indemnify members of Council for their actions done in good faith. Section 22 of the *Act* provides:
  - f. The University is to indemnify each person who does or purports to do, or omits or purports to omit to do, any act or thing in good faith under the direction of the University or the Council or otherwise for the purpose of administering or executing this Act against any action, liability, claim or demand in respect of that act or omission.
- The University fulfils its obligation to indemnify members through the maintenance of adequate levels of insurance cover, reviewed on an annual basis. Members are expected to sign a deed of access and indemnity, which sets out confidentiality requirements of Council members, and their right to access to records.
- The University will remunerate members in accordance with the decision of the Council on 11 December 2009 and the subsequent decision of Council on 5 May 2020 to remuneration professional and academic elected members on Council in a manner consistent with other external members of Council (Ref 22-05-2020\_UC\_10673-7915)