Date of meeting: Monday, 11/04/2005
Present: Emeritus Professor Geoffrey Bolton (Chair)
Malcolm McPherson Alison Gaines
Bob Pett
Secretary: John Pease
Apologies: Judge Kate O’Brien, Sir William Heseltine, Mike McCall, Terry Budge
Official attendees: Nil
Observers: Not applicable

1. DECLARATIONS OF INTEREST (SENATE STANDING ORDERS CLAUSE 4.2)
   Nil.

2. CONFIRMATION OF MINUTES
   The minutes of the meeting held on 12/03/2005 were confirmed.

3. GOVERNANCE MATTERS
   The Chancellor introduced this item, noting that:
   - The work of the Governance Working Party was valued, but it was not appropriate for it to continue on an ongoing basis constituted as a working party
   - There appeared to be 3 options advocated, namely (i) it was not necessary to allocate responsibility for governance to any particular committee; (ii) there should be a specific committee charged with dealing with governance matters; or (iii) responsibility for governance matters should be added to the responsibilities of an existing committee
   - The General Counsel & University Secretary had surveyed other universities, indicating that, of the 44% who responded to the survey, the majority approach is to allocate responsibility for governance policy to a nominations committee, or equivalent. The Chancellor’s recommendation was to allocate responsibility to the Nominations Committee
   - The existing Nominations Committee was happy to accept a broader role to deal with governance policy.

   Members discussed the different options, with all supportive of the Chancellor’s recommendation to add responsibility for governance to the terms of reference of the existing Nominations Committee, subject to adding Alison Gaines as a member of that committee. Key points raised included:
   - Senate already has 9 standing committees and must be vigilant not to create an undue workload (and cost), both in terms of members attending different committees and management servicing them; and
   - Governance is a broad concept and overlaps much of the work of different committees and the difficult issue will be in defining terms of reference.
Resolved: CC/06/2005

(i) It allocate ongoing responsibility for governance policy to the Nominations Committee (to be renamed Governance & Nominations Committee).

(ii) It amend the terms of reference for the Nominations Committee in the terms attached (amendments marked up) and authorises the General Counsel & University Secretary to make consequential amendments to the Statement of Governance Principles.

(iii) It notes that the Chancellor will appoint Alison Gaines as an additional member of the new Governance & Nominations Committee.

4. VICE CHANCELLOR’S CONTRACT

See separate, confidential minute.

Signed as a true record of the meeting of the Chancellor’s Committee held on 11/04/2005.

EMERITUS PROFESSOR GEOFFREY BOLTON
CHAIR

Dated: May, 2005
Draft amended terms of reference for the Nominations Committee:

7. **Governance & Nominations Committee**

7.1. **Terms of reference:**

7.1.1. To identify the skills, experience and knowledge that should be sought in filling any appointed vacancies on the Senate and:

7.1.1.1. to recommend to the Minister on the appointment or re-appointment of any of the 6 positions on the Senate appointed by the Governor;

7.1.1.2. to liaise with the Premier or the Leader of the Opposition on the appointment or re-appointment of the positions on the Senate appointed by them, respectively;

7.1.1.3. to recommend to the Senate on the appointment or re-appointment to of any of the 3 co-opted positions on the Senate.

7.1.2. To recommend to the Senate a systematic and transparent process and criteria for filling Senate vacancies, including who should be consulted.

7.1.3. In making its recommendations, the committee will also take into account the following criteria:

7.1.3.1. the National Governance Protocols mandate that there:

7.1.3.1.1. must be at least two Senators having financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector) and at least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector); and

7.1.3.1.2. must be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and

7.1.3.1.3. must not be current Senators of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself;

7.1.3.2. whether those considered have an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom;

7.1.3.3. whether they can contribute to the Senate by having (or having the capacity to develop) a good understanding of what the external community needs from the University; and

7.1.3.4. the extent to which the experience of the persons being considered will contribute to the effective working of the Senate.

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1 This is subject to the amendments to the size and composition of Senate.
7.1.4. To advise the Senate on matters relating to the overall governance policy of the University, to ensure that it adheres to the best governance principles and practice.

7.1.5. To regularly review the operating procedures of the Senate, including its committee structures, standing orders, standing resolutions and annual cycle of business.

7.1.6. To advise on any other governance issues referred to it by the Senate or the Chancellor.

7.2. Composition:

7.2.1. Chancellor (chair)
7.2.2. Pro Chancellor
7.2.3. Vice Chancellor
7.2.4. Guild President
7.2.5. 1-2 lay Senators
7.2.6. A Senator from those elected by the staff
7.2.7. The membership will include at least one male and at least one female
7.2.8. Standing observer: Director of Human Resources
7.2.9. Secretary: General Counsel & University Secretary

7.3. Membership criteria:

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<tr>
<th>All members</th>
<th>Among the members</th>
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<tr>
<td>• Respect for confidentiality of the discussions</td>
<td>• People used to negotiating sensitive selections</td>
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<td>• Knowledge of (and preferably personal acquaintance with) leaders in business and political circles and the community</td>
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<td></td>
<td>• Experience and knowledge in relation to developments and best practice in governance policy and practices</td>
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