

GUIDELINES ON THE APPOINTMENT AND REMUNERATION OF COUNCIL MEMBERS

1. Purpose

- 1.1. These Guidelines implement the requirements for the appointment of Council members set out in the *Deakin University Act 2009 (Vic)*, the Victorian Government's *Appointment and Remuneration Guidelines* and resolutions of Deakin University Council.
- 1.2. They apply to the appointment and reappointment of members by the Victorian Government or by Council. They do not apply to the appointment of official members of Council (the Chancellor, Vice-Chancellor and Chair of the Academic Board) or to members of Council elected by staff and students.

2. Authority

- 2.1. The appointment of Council members is subject to consideration by the Chancellor's Advisory Committee and recommendation to:
 - the Minister in the case of Government appointments
 - Council in the case of members appointed by Council.
- 2.2. In considering appointments the Chancellor's Advisory Committee will have regard to:
 - the *Deakin University Act 2009 (Vic)* and specifically sections 11-13 regarding Council membership and appointments
 - the Victorian Government's *Appointment and Remuneration Guidelines*
 - these Guidelines.

3. Principles

- 3.1. In making recommendations on all appointments the Chancellor's Advisory Committee will consider:
 - the needs of Council in terms of skills and experience
 - the importance of gender balance and inclusion of persons reflecting community diversity
 - the most appropriate method of identifying candidates with the required qualities
 - the balance between the benefits of continuity and change in membership.

Government Appointments

- 3.2. The following requirements set down in the Victorian Government's *Appointment and Remuneration Guidelines* (July 2019) will inform recommendations on appointments:

Appointments

- 3.2.1 It is Government policy that no less than 50 per cent of all new appointments be women. All appointment submissions must provide details on how the appointment will affect the gender composition of the Council.
- 3.2.2 Appointments should, as far as practicable, reflect the diversity of the Victorian community.
- 3.2.3 An individual should hold no more than three Victorian Government appointed board positions (including University Council).
- 3.2.4 Due process and the principles of merit selection are to be observed.

- 3.2.5 Individual members and Council as a group need to have a broad range of skills, expertise and personal attributes.
- 3.2.6 Accountability, strategic thinking, networking and teamwork are core competencies. It may also be desirable to appoint members with specific expertise in areas such as finance, investment, law, human resources, marketing or public sector administration.
- 3.2.7 Councils may include persons with superior knowledge of the higher education sector and who have valuable professional networks (though care should be taken to avoid potential conflicts of interest). Members, however, should not be appointed solely on the basis of functional expertise. Appropriate emphasis should also be placed on the skills and personal attributes required for effective Council performance.

Reappointments

- 3.2.8 Members whose terms are about to expire should not be encouraged to regard their reappointment as a right or automatic, especially where members have already served two terms.
- 3.2.9 All of the above appointment requirements and the attendance record and performance of the member in their previous term must be considered before recommending a reappointment.
- 3.2.10 A special case needs to be made out when recommending the reappointment of a member who has already served six years or who has an attendance rate at meetings of less than 75 per cent.
- 3.3. The Chancellor holds a standing delegation from Council to make recommendations for Government appointments to the Minister and reports to Council on recommendations made.
- 3.4. The Chancellor will discuss proposed appointments with the Minister as appropriate to explain the University's needs and approach to meeting those needs and to determine the Minister's views.

Council Appointments

- 3.5. In considering recommendations to Council on the appointment and reappointment of Council members the Chancellor's Advisory Committee will consider all of the criteria set out under sections 3.1 and 3.2 above including the effect on Council's skills mix of any potential Government appointments as discussed with the Minister in accordance with section 3.
- 3.6. The Chancellor's Advisory Committee will also consider:
 - any relevant recommendations from recent performance reviews of Council
 - emergent skill needs relevant to the University's strategic direction
 - succession planning to meet Council's skills needs.

4. Process

- 4.1. At least nine months before any appointed position is due to expire the Chancellor's Advisory Committee will consider the vacancy arising, having regard to Council's skills needs and the criteria set out in section 3 above. The Committee will identify the criteria required to fill the vacancy.
- 4.2. The Committee will consider the best method of identifying candidates to meet the required criteria which may include:

- engagement of a search firm
 - advertising the vacancy, issuing a call for expressions of interest or posting the position on an ‘Opportunities for Directors’ website such as offered by the Australian Institute of Company Directors
 - identifying candidates from the List of Prospective Council Members maintained by the Council Secretariat and including but not confined to individuals who have expressed an interest in serving on Council
 - targeted recruitment by the University
 - considering the incumbent member for reappointment in accordance with the criteria set out at section 3 above.
- 4.3. The Committee will identify preferred candidates in accordance with the criteria set for the position.
- 4.4. The Committee or the Chancellor on behalf of the Committee will meet with preferred candidates to ascertain their suitability and availability for appointment.
- 4.5. On the advice of the Committee the Chancellor will recommend appointments to the Minister or the Council and recommendations will specify:
- the selection criteria informing the recommendation
 - the method used to identify the best credentialed candidate
 - the recommended candidate and the rationale for the recommendation.

Casual Vacancies

- 4.6. Where any member of Council resigns or is unable to continue to hold office, the Council Secretary will declare a casual vacancy before the expiration of the term for which the member was appointed. The process for filling a casual vacancy will be the same as that for filling an ordinary vacancy.
- 4.7. If the vacancy occurs within six months before the expiry of the member’s term of office, the office may be left vacant for the remainder of the term.
- 4.8. A member appointed to fill a casual vacancy should normally be similarly qualified as the member whose office has become vacant.
- 4.9. A member appointed to fill a casual vacancy is entitled to hold office for the remainder of that term.

5. Timelines

- 5.1. All recommendations on (re)appointments will be made to Council or the Minister at least 12 weeks before the position is due to become vacant to facilitate planning by the University and by outgoing and incoming members.

6. Remuneration

- 6.1. Where eligible, Council members will be entitled to remuneration at rates set by the Remuneration Committee of Council within bands set out in the Government’s Appointment and Remuneration Guidelines.

- 6.2. Staff members of the University are ineligible for Council remuneration regardless of the time fraction of their staff appointment.
- 6.3. The Remuneration Committee will determine by November each year:
 - the remuneration payable to the Chancellor for the next year
 - the remuneration payable to Council members for the next year
 - any loadings payable for committee Chairs and members for the next year.
- 6.4. In setting remuneration the Remuneration Committee will have regard to:
 - the Government's Appointment and Remuneration Guidelines and any increments to remuneration bands in the Guidelines made during the year
 - relevant resolutions of Council
 - benchmarking against other Victorian universities.
- 6.5. The remuneration paid to Council members will be reported in the University's Annual Report.

Approved by Council on 14 November 2019