



## **Governance (Succession Planning Committee)**

### **Rule 2010 No. 1**

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A Rule for the purpose of establishing a Succession Planning Committee and conferring on that Committee the functions of the Council Nominations Committee established under the *Charles Sturt University By-law 2005*.

This Committee, alongside the Honorary Awards and Naming Committee, replaces the Corporate Governance and Nominations Committee.

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THE COMMON SEAL OF THE UNIVERSITY WAS  
AFFIXED IN ACCORDANCE WITH CLAUSE 2.5  
OF THE RULE ON THE USE OF THE COMMON  
SEAL BY THE SECRETARY PURSUANT TO A  
RESOLUTION OF THE COUNCIL.

\_\_\_\_\_  
Signature – Vice-Chancellor

\_\_\_\_\_  
Signature – University Secretary

\_\_\_\_\_  
CNL10/112  
Resolution



**Charles Sturt University**  
**Governance (Succession Planning Committee)**  
**Rule 2010 No.1**

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# Chapter 1 Introduction

## 1 Name of Rule

This Rule is the *Governance (Succession Planning Committee) Rule 2010*.

## 2 Commencement

This Rule commences on 9 December 2010.

## 3 Purpose

This Rule is enacted to establish the Succession Planning Committee and to confer on that Committee the roles and functions of the Council Nominations Committee established under the By-law and other relevant functions.

## 4 Authority

This Rule is made pursuant to authority granted to the Council under clause 4 of Schedule 1 of the Act, section 20 and 32 of the Act.

### Notes

Clause 4 of Schedule 1 of the Act states that the Council may establish committees to assist it in the exercise of its functions and may delegate to the Committee, under section 20 of the Act, all or any of its functions. Section 32 of the Act states that the Council may make rules with respect to the functions, processes and procedures of committees of the Council.

## 5 Definitions

In this Rule:

*Act* means the *Charles Sturt University Act 1989*.

*By-law* means the *Charles Sturt University By-law 2005*.

*Committee* means the Succession Planning Committee established under this Rule in accordance with clause 4 of Schedule 1 of the Act.

*Council* means the University Council established under section 9 of the Act.

*Secretary* means the University Secretary appointed under the By-law.

## 6 Notes and Headings

- (1) The notes in the text of this Rule do not form part of this Rule.
- (2) Headings do not form part of this Rule.

## Chapter 2      Committee

### 7      Establishment of Committee

There is a Succession Planning Committee.

### 8      Committee to act as Council Nominations Committee

- (1) The Committee shall have, and may exercise, all the functions of the Council Nominations Committee established under clause 22 of the By-law.
- (2) Where the Committee exercises a function under sub-clause (1), the function shall be deemed to have been exercised by the Council Nominations Committee.

#### Notes

Under clause 23 (1) of the By-law the principle functions of the Council Nominations Committee are:

- (a) to make recommendations to the Council in relation to the nomination of candidates to the Minister for his or her consideration for appointment under section 9 (1) (b) of the Act, and
- (b) to make recommendations to the Council for its consideration for appointment under section 9 (1) (c) and (g) of the Act.

### 9      Terms of Reference

- (1) In addition to the functions conferred on the Committee under the By-law, the Committee shall have the following additional functions:
  - (a) to prepare a documented plan for the succession of Council members, and Council committee members, including key officeholders of the Council such as the Chancellor, Deputy Chancellor and chairs of committees;
  - (b) to annually review and document the appropriate skills, qualities, experience and qualifications required by members of the Council and key officeholders;
  - (c) to determine whether the requirements identified in (b) above are satisfied by the current composition of the Council at least three months prior to the expiry of a member's term or when a member leaves the membership of the Council;
  - (d) to recommend to the Council whether to renew the term of a member having regard to (b) above;
  - (e) to establish and document processes for the identification of suitable candidates for appointment or election to the Council, the selection processes for appointment and processes for changes to the membership of Council;
  - (f) to establish systems for the appropriate monitoring of the performance of the Council and its committees;
  - (g) to ensure that an effective orientation and development program for new and existing Council members is in place, and regularly reviewing its

effectiveness, including developing and implementing a program for identifying, assessing and enhancing Council competencies;

- (h) to conduct searches for the office of Chancellor, Deputy Chancellor, Pro Chancellor, Vice-Chancellor and chairs of committees;
- (i) to review the adequacy of professional indemnity and Directors and Other Officers insurance policies;
- (j) to prepare a documented succession plan and contingency plan for the position of Vice-Chancellor;
- (k) to develop, in consultation with the Vice-Chancellor, the annual performance targets of the Vice-Chancellor and make recommendations to the Council;
- (l) to advise the Council on the Vice-Chancellor's remuneration, annual salary adjustments, allowances, superannuation, fringe benefits, retirement and termination payments, variation to contract terms and bonuses;
- (m) to review the documented succession plan and contingency plan for senior executive officers prepared by the Vice-Chancellor and make recommendations to the Council, including how succession and contingency planning impact on senior staff arrangements generally;
- (n) to ensure that the University's senior executive remuneration and incentive policies and practices are aligned to the University's vision, values and overall business objectives and performance by being designed to:
  - (i) motivate executives to pursue the long-term growth and success of the University, and
  - (ii) demonstrate a clear relationship between overall University performance, key executive performance and remuneration;
- (o) to review the leadership of the University, both executive and non-executive, with a view to ensuring the continued ability of the University to compete effectively in the sector;
- (p) to monitor the University's key senior executives to ensure that annual movements in the senior executive remuneration model, including salary, salary packaging, allowances, fringe benefits, superannuation, bonuses, retirement and termination payments and other senior executive incentives, is aligned with respective responsibilities and individual contributions to the success of the University; and

- (q) to oversee statutory compliance with respect to disclosure of senior executive remuneration.
- (2) The Committee shall exercise such other functions as may be conferred on the Committee under a rule or resolution of the Council.

**Notes**

Under the Council Rules, the Committee has the following additional functions:

- (a) conduct an assessment of the skills, knowledge and experience needed by the Council in future and make recommendations to the Council [*Governance(Criteria for Appointment) Rule 2005*], and
- (b) Conduct an annual assessment of the performance of the Council and its confirmation with the *National Governance Protocols* [*Governance (Assessment of Council Performance) Rule 2005*].
- (3) The Committee has such other functions as may be necessary to enable it to exercise the functions specified in sub-clause (1) and (2) above.
- (4) The Committee may engage external consultants, through the Secretary, where appropriate to exercising its functions and to identify possible candidates.

**10 Membership**

- (1) Subject to sub-clause (2), the Committee shall comprise seven (7) members:
- (a) the Chancellor, who will act as the Chair;
- (b) the Deputy Chancellor, who will act as Deputy Chair;
- (c) three external independent members of the Council;
- (d) one member of Council who is a graduate of the University; and
- (e) one member of the Council who is an elected member.
- (2) Where the Committee is considering matters relating to the office of the Chancellor, the Chancellor shall not be present, or vote, at that meeting of the Committee. The Deputy Chancellor shall chair any meeting of the Committee with respect to the office of the Chancellor.
- (3) The Committee may co-opt other members of the Council to the membership of the Committee where:
- (a) it is necessary to do so to comply with sub-clause (1); or
- (b) the Committee is acting as a search committee with respect to the position of Chancellor, Deputy Chancellor or Vice-Chancellor.

## **11 Meetings**

- (1) The Committee shall meet at least twice a year.
- (2) The Committee may meet at such other times in accordance with the *Governance (Council Meetings) Rule 2007 NO.2*.

## **12 Attendance at Meetings**

The Chair may approve the attendance of the Vice-Chancellor, Executive Director of Human Resources or another person for the whole, or any part, of a meeting of the Committee.

# **Chapter 3 Historical notes**

## **13 Table of amendments**

<b>Amendment</b>	<b>Date</b>	<b>Short Description</b>