



Charles Sturt University

Governance (Corporate Governance and Nominations Committee)

Rule 2006 No 3

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



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Division 1 Introduction

1 Name of Rule

- (1) This Rule is the *Governance (Corporate Governance and Nominations Committee) Rule 2006 No 3*.
- (2) This Rule may be referred to as the *Terms of Reference – Corporate Governance and Nominations Committee*.

2 Commencement

This Rule commences on 24 February 2006 (CNL06/06).

3 Purpose

This Rule is enacted to establish the Corporate Governance and Nominations Committee and to confer on that Committee the role 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 Corporate Governance and Nominations 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.

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.

Division 2 Committee

7 Establishment of Committee

There is a Corporate Governance and Nominations Committee which shall be the Council Nominations Committee under clause 21 (1) of the By-law.

8 Committee to act as Council Nominations Committee

- (1) The Committee shall exercise all the functions of the Council Nominations Committee provided 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.

9 Terms of Reference

- (1) In addition to the functions conferred on the Committee under clause 22 of the By-law, the Committee shall have the following additional functions:
 - (a) consider and recommend to Council nominees for honorary awards of the University, and
 - (b) review and recommend to the Council remuneration for the Vice-Chancellor of the University including the terms of employment contracts, and
 - (c) review and recommend to the Council senior executive remuneration plans, salary packaging, bonus and other senior executive incentive plans, and
 - (d) review and recommend any annual payments to be made under senior executive incentive plans, and
 - (e) 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;
 - (f) recommend to the Council policies and procedures within the area of responsibility of the Committee; and
 - (g) ensure that an effective orientation and development program for new and existing councillors is in place, and regularly reviewing its effectiveness,

including developing and implementing a program for identifying, assessing and enhancing council competencies.

Notes

Under clause 22 (1) of the By-law the principal 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.
- (3) 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 conformance with the *National Governance Protocols* [*Governance (Assessment of Council Performance) Rule 2005*].
- (4) 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.

10 Membership

The membership of the Committee shall be the same as the Council Nominations Committee as provided under clause 21 of the By-law.

Notes

Under clause 21 (2) of the By-law the membership of the Committee is:

- (a) the Chancellor, who is to be the Chair, and
- (b) the Deputy Chancellor, who is to be Deputy Chair, and
- (c) the Vice-Chancellor, and
- (d) two external persons who are members of the Council, selected by the Council.

11 Membership

In accordance with clause 23 of the By-law, a member of the Committee:

- (a) must not be present during any deliberations of the Committee, or the Council, with respect to his or her own re-appointment to the Council, and
- (b) must not take part in any decision of the Committee or Council with respect to his or her own appointment or re-appointment to the Council.

Division 3 Transitional and savings provisions

12 Transitional provisions

- (1) The conferral of the functions of the Council Nominations Committee under this Rule shall take effect on the date on which the By-law commences.

- (2) No amendment made by this Rule to the role or function of the Committee as constituted by the Council prior to the commencement of this Rule affects the continuity of the Committee.

Historical notes

Abbreviations

The following abbreviations are used in the Historical notes:

Am	Amended	p	page
Cl	clause	pp	pages
Cll	clauses	Rep	repealed
Chpt	Chapter	Sch	Schedule
Chpts	Chapters	Schs	Schedules
Ins	inserted	Subst	substituted
No	number		

Table of amendments

Amendment	Date	Short Description