

Governance and Nominations Committee Terms of Reference

1. Preamble

The Governance and Nominations Committee advises Council and makes recommendations on appointments to Council; on the appropriate form of University statutes, regulations, policy and governance arrangements; and on appointments or awards of special distinction.

2. Membership

Chair (external member of Council)	Chancellor Allan Myers AC QC
Two Deputy Chancellors	Mr Ross McPherson Vacancy
<i>In the absence of a second Deputy Chancellor Mr Martyn Myer will attend the meeting as an additional Council member.</i>	Mr Martyn Myer AO
Vice-Chancellor	Professor Glyn Davis AC
President of the Academic Board	Professor Nilss Olekalns
One member of the Academic Board nominated annually by the President of the Academic Board	Professor Pip Nicholson
The Chairperson of Finance Committee	Chancellor Allan Myers AC QC
One legally qualified member appointed by Council	The Hon. Justice John Middleton

<i>In attendance:</i>	
Provost	Professor Margaret Sheil
Vice-Principal Policy and Projects	Dr Julie Wells
General Counsel and Executive Director Legal and Risk	Ms Kylie Gould

The Quorum for the Committee is three members.

3. Terms of Reference

The functions of the Governance and Nominations Committee are to:

3.1 Act as the selection panel for the shortlisting and recommendation of the following to Council:

- (a) Candidates for Ministerial and Governor-in-Council appointments to Council for the Minister's consideration;
- (b) Council's own appointments to the membership of Council; and
- (c) Reappointments in the categories listed in (a) and (b).

3.2 Advise Council on:

- (a) Matters relating to the overall governance of the University and Council, and to ensure adherence to good governance principles and practice;
- (b) Proposed amendments to the *University of Melbourne Act 2009*;
- (c) Any proposed University statutes or regulations or amendments to existing legislation;
- (d) The making of or amendment to key University policies dealing with governance-related matters; issues relevant to any policies of the University (whether proposed or existing); other Council-approved policies; and policy matters regarding the

membership of Council.

(e) Any comments on legislation or policies made by stakeholder groups.

3.3 Review regularly the operating procedures of Council, including its committee structures, standing orders, standing resolutions, and annual cycle of business.

3.4 Consider and recommend to Council proposals for the awarding of:

- (a) The degree of Doctor Honoris Causa (discipline based) under Section 20 of the Council Regulation;
- (b) The degree of Doctor of Laws *Honoris Causa* under Section 20 of the Council Regulation;
- (c) Silver Medals for Exceptional Service in a particular capacity or field of activity to members of staff and those serving in an honorary capacity upon or after retirement;
- (d) Gold Medals for Exceptional Service to the University to members of staff and those serving in an honorary capacity upon or after retirement;
- (e) Fellow of the University (*F.Melb*) to recognise exceptional contributions or service to the University or in a community engaged with the University;
- (f) The Wilson Medal to recognise outstanding contributions or service to the University from the community, or from staff in the event that a staff member makes a significant philanthropic contribution; and
- (g) The Sir William Upjohn Medal for distinguished services to medicine in Australia.

3.5 Recommend to Council for approval:

- (a) naming proposals;
- (b) governance arrangements, and any amendments to such arrangements, of Faculties and Graduate Schools on behalf of Council;
- (c) requests for the issuing of ad hoc University medals to mark special occasions.

4. Frequency of meetings

Four times a year, or as required.

5. Reporting to Council

5.1 The Chair will provide a written report to Council on the outcomes of matters considered by the Committee. The report will be considered at the first meeting of Council held after the Committee meeting.

5.2 The Committee will report to Council annually, or more frequently as requested by Council on:

- (a) Conformance of University practices with good governance principles, taking into account any government policies in relation to university governance that might be in place from time to time;
- (b) Any skills and expertise identified as necessary for Council to operate effectively; and
- (c) Processes for monitoring the effectiveness of Council.