



Council Appointment Policy

Purpose

This policy outlines the processes for the nomination and appointment of members of the Council who are not official or elected members.

This policy implements the requirements for the appointment of Council members described in:

- Sections 8B, 8C, 8E-8G of the [University of New South Wales Act 1989](#), (**the Act**);
- [Part 4](#) of the [University of New South Wales By-law 2005](#) (**the By-law**);
- [The National Higher Education Code to Prevent Respond to Gender-based Violence 2025](#);
- [Code of Governance Principles and Practice for Australia’s Public Universities](#) (2024) (**Code of Governance**);
and

Requirements of the NSW Minister responsible for higher education.

Scope

The Council Appointment Policy applies to appointments of Council and Council committees. Unless stated otherwise, the policy applies to both Council appointments and Ministerial appointments. ‘Appointees’ in this policy refers to both categories of appointments unless qualified accordingly.

This policy does not apply to the appointment of:

- Official members of the Council – the Chancellor, the Vice-Chancellor and the President of the Academic Board; and
- Elected members of the Council.

Some sections of this policy state a more limited scope for those sections.

Table of Contents

Principles and criteria	2
1. Appointment principles	2
2. Appointment criteria.....	2
3. Legislative criteria	2
Council Appointment Procedure	4
1. Nominations Committee requirements - the Remuneration and People Committee	4
2. The role of the Remuneration and People Committee.....	4
3. Preparation for nominations.....	4
4. The role of Council and the Chancellor	5
5. Due diligence processes – Integrity and probity checks	6
6. Reappointments	6
7. Casual vacancies.....	7
Appendix 1	8

¹ Subject to passage of legislation

Principles and criteria

1. Appointment principles

- 1.1. Within the limits of the law and the powers, formal or informal, of the Council to determine or influence its own composition, it should seek to have a membership that collectively has the skills, commitment and knowledge of the university and the higher education sector to enable it to discharge its duties effectively and add value.
- 1.2. In addition to meeting specific requirements in the Act and the By-law, Council and Ministerial appointments to the Council and Council committees must demonstrate compliance with the principles of merit, fairness, diversity and integrity. All prospective Council and Ministerial appointees will be assessed against the following criteria based on the skills, experience and knowledge required for the role:
 - (a) Diversity: to the extent reasonable, all Council and Ministerial appointments should reflect the diversity of the Australian community, and the specific characteristics of the UNSW community.
 - (b) Merit and Fairness: in the interests of fairness, the same criteria will be used to assess all prospective Council and Ministerial appointees considered for an appointment. The process used to assess prospective appointees will be transparent, without bias and open to qualified persons.
 - (c) Integrity: only persons of sound reputation, who are prepared to discharge their responsibilities diligently and with the public interest in mind, will be appointed to the Council and Council committees.

2. Appointment criteria

- 2.1. Preference will be given to prospective appointees who demonstrate their capacity to meet the following criteria:
 - (a) Prospective appointees will contribute skills required by the Council and enable a balance between higher education and other expertise on the governing body. The Council will aspire to have at least one non-executive member who has university leadership expertise from outside UNSW.
 - (b) Nominations will consider opportunities to appoint people from diverse backgrounds, where possible, including Aboriginal people; people with a disability; young people; and people from culturally and linguistically diverse backgrounds.
 - (i) Particular attention will be given to the representation of women where there is less than a 50 per cent balance on the Council or Council committee.
 - (ii) First Peoples membership on the Council will also be a priority.
- 2.2. When recommending prospective appointees for Ministerial appointments, the Council will consider the criteria given by the Minister from time to time.

3. Legislative criteria

- 3.1. As prescribed in the Act:
 - (a) All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University. This includes an appreciation of the University's core activities of teaching and research, the promotion of scholarship, free inquiry or academic freedom, the interaction of research and teaching, and academic excellence.
 - (b) At least two members of the Council must have financial expertise as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector.

- (c) At least one member of the Council must have commercial expertise as demonstrated by relevant experience at a senior level in the public or private sector.
 - (d) There must be a balance of experienced and new members on the Council.
 - (e) The majority of the total number of Council members must be external persons.
 - (f) Without limiting the discretion of the Minister under the Act, the Council may suggest to the Minister persons who the Council considers would be appropriate for appointment by the Minister.
- 3.2. Pursuant to [The National Higher Education Code to Prevent Respond to Gender-based Violence 2025](#)², there must be expertise in student and staff safety and wellbeing within the membership of either the Council or a subcommittee that reports directly to the Council that has delegated responsibility for student and staff safety and wellbeing.
- 3.3. As prescribed in the Act and the [UNSW Constitution Rules for the Council](#):
- (a) The Council may appoint as members of the Council a total of 5 external persons;
 - (b) The Minister may appoint as members of the Council a total of 2 external persons;
 - (c) A minimum of 3 external members of the Council (appointed by Council or the Minister) must be graduates of UNSW; and
 - (d) In addition to the 3 official members, the Council must include five elected members – two academic staff members, 1 non-academic staff member, 1 undergraduate student member and 1 postgraduate student member.

Effective: 14 April 2025

Responsible: Council

Lead: Director of Governance & University Secretary

² Subject to passage of legislation

Council Appointment Procedure

1. Nominations Committee requirements - the Remuneration and People Committee

- 1.1. In accordance with Clause 48 of the By-law, the Council must establish a nominations committee to propose persons eligible for appointment to the Council.
- 1.2. The Remuneration and People Committee of Council performs the functions of a nominations committee and must consist of:
 - (a) the Chancellor, the Deputy Chancellor and the President of the Academic Board; and
 - (b) two members of the Council who are external persons,unless the Council decides that the committee may be constituted differently.

2. The role of the Remuneration and People Committee

- 2.1. The Remuneration and People Committee must:
 - (a) propose persons eligible for appointment to the Council under sections 8F or 8G of the Act;
 - (b) recommend which of those persons are to be (as the case may be):
 - (i) suggested for appointment by the Minister; or
 - (ii) appointed by the Council;
 - (c) recommend the length of appointment for each such person; and
 - (d) forward those recommendations to the Council.
- 2.2. Where possible, terms of appointment should overlap.
- 2.3. The Remuneration and People Committee must propose persons eligible for reappointment to the Council under sections 8F or 8G of the Act, and in accordance with clause 6 of this procedure.
- 2.4. The Remuneration and People Committee must propose persons to fill casual vacancies in accordance with clause 7 of this procedure.

3. Preparation for nominations

- 3.1. The Remuneration and People Committee, working with the Chancellor and the University Secretary, must, so far as possible, identify a vacancy and begin the recruitment process at least six months prior to the expiry of an appointment.
- 3.2. The Remuneration and People Committee must use a skills and diversity matrix to assess the skills and attributes to be considered when vacancies arise and to assist with Council member succession planning. The Remuneration and People Committee must review the skills and diversity matrix annually and recommend any changes to the Council.

- 3.3. Nominations for prospective appointees must include:
- (a) information that demonstrates how the candidate meets clause 2 (Appointment criteria) and clause 3 (Legislative criteria) of the Council Appointment Policy;
 - (b) information that addresses any other requirements of the NSW Minister responsible for higher education; and
 - (c) a curriculum vitae for the candidate.
- 3.4. In exercising its functions under clause 2 of this procedure, the Remuneration and People Committee may decide to:
- (a) receive and review proposals made by members of the Council;
 - (b) consider the *UNSW Leadership Identification Register* for prospective appointees;
 - (c) advertise vacancies or seek expressions of interest from prospective appointees;
 - (d) engage a search firm; and/or
 - (e) conduct interviews or meet with the preferred appointee(s) to ascertain their suitability and availability for the appointment. The Chancellor may meet with the preferred appointee(s) on behalf of the Remuneration and People Committee. Where it is confident that it has sufficient information, the Remuneration and People Committee may make its assessment on the documentation alone.
- 3.5. Nomination documentation for Ministerial appointments must include information about the Remuneration and People Committee's assessment of the prospective appointee and whether the vacancy was advertised. If the vacancy was not advertised, a rationale must be provided to the Minister.

4. The role of Council and the Chancellor

- 4.1. Upon receiving the recommendations of the Remuneration and People Committee, Council must:
- (a) consider the recommendations provided by the Remuneration and People Committee; and
 - (b) determine
 - (i) which of those persons are to be suggested for appointment by the Minister and the recommended length of appointment for each such person; or
 - (ii) which of those persons are to be appointed by the Council and the length of appointment for each such person.
- 4.2. The Chancellor must forward the determinations referred to in subclause 4.1(b)(i) to the Minister. In accordance with the Minister's requirements, the Council provides at least two nominations for a Ministerial vacancy on the Council.
- 4.3. The Chancellor is authorised to discuss proposed Ministerial appointments with the Minister, as appropriate, to explain the University's needs and approach to meeting those needs and to ascertain the Minister's views.
- 4.4. The Council may make the determinations referred to in clause 4.1 only at a meeting of the Council:
- (a) convened by the Chancellor, the Deputy Chancellor or the Vice-Chancellor; and
 - (b) of which the University Secretary has given each member of the Council at least 7 days' notice.
- 4.5. The notice referred to in subclause 4.4(b) must:

- (a) be posted or delivered electronically to each member of the Council; and
- (b) state the date, time and place of the meeting; and
- (c) state the purpose of the meeting.

5. Due diligence processes – Integrity and probity checks

- 5.1. Prior to forwarding any recommended appointees to Council for approval, the Remuneration and People Committee must:
 - (a) conduct reference checks for the recommended appointees;
 - (b) ensure that probity checks are conducted on the recommended appointees; and
 - (c) consider the outcomes of probity checks in deciding whether to recommend a person for appointment. Due regard must be given to any declaration regarding gender-based violence (see subclause 5.2(b)) and any risks arising from the declaration in determining the person's suitability for their position.
- 5.2. Recommended appointees will be subject to the following probity checks referred to in subclause 5.1(b):
 - (a) TEQSA fit and proper person declaration;
 - (b) Declaration regarding gender-based violence;³
 - (c) ASIC Banned and Disqualified search;
 - (d) ASIC Enforceable Undertakings Register search;
 - (e) Australian Financial Security Authority National Personal Insolvency Index search; and
 - (f) NSW Police Force National Police Check.
- 5.3. A Declaration of Private Interests must be made by all appointees:
 - (a) prior to formal appointment;
 - (b) in the event of reappointment;
 - (c) at least annually during the term of the appointment; and
 - (d) if there is a material change in the appointee's interests, including a change in their substantive employment.
- 5.4. The Council and Council Committees Code of Conduct and Values Code must be signed by all appointees immediately following appointment, prior to reappointment, and as requested when there are material changes to the Code.

6. Reappointments

- 6.1. It is preferable that candidates being considered for reappointment must undergo the same open and competitive appointment process (detailed in clauses 1-5 of the procedure), as candidates who have not served on Council.
- 6.2. Where it is more appropriate to reappoint a member without an open and competitive selection

³ The declaration relates to whether the person has been investigated for an allegation of gender-based violence, or determined to have engaged in conduct that constitutes gender-based violence during the course of their previous employment, or otherwise in a legal process. Gender-based violence means any form of physical or non-physical violence, harassment, abuse or threats, based on gender, that results in, or is likely to result in, harm, coercion, control, fear or deprivation of liberty or autonomy.

process, a performance review of the member must be undertaken.

- 6.3. Performance reviews will include consideration of the member's attendance record at Council and Council committee meetings and feedback on the member's participation and performance at Council and committee meetings. Feedback will be sought from the Chancellor and each committee chair for which the person is a member.

7. Casual vacancies

- 7.1. If a casual vacancy occurs in the office of a member of Council appointed under section 8G (Ministerially appointed members) of the Act, the Chancellor must forward to the Minister for consideration for appointment the name of another person recommended to it by the Remuneration and People Committee in accordance with Part 4, Division 2 of the By-law.
- 7.2. If a casual vacancy occurs in the office of a member of Council appointed under section 8F (Council appointed members) of the Act, the Council is to appoint another person recommended to it by the Remuneration and People Committee in accordance with Part 4, Division 2 of the By-law.

Effective: 14 April 2025

Responsible: Council

Lead: Director of Governance & University Secretary

Appendix 1

Legislative compliance

This policy is intended to ensure that UNSW complies with the:

1. [University of New South Wales Act 1989](#)
2. [University of New South Wales By-law 2005](#)
3. [University of New South Wales Rules](#) (2 December 2024)
4. [Council Constitution Rules](#) (5 December 2011)
5. [The National Higher Education Code to Prevent Respond to Gender-based Violence 2025](#)

Supporting documents

- [Code of Governance Principles and Practice for Australia's Public Universities](#) (2024)
- Assessment principles for making Ministerial appointments to public university governing bodies (NSW). Public Service Commissioner's [Appointment Standards: Boards and Committees in the NSW Public Sector](#).

Definitions and acronyms	
Act	University of New South Wales Act 1989
By-law	University of New South Wales By-law 2005
Code of Governance	Code of Governance Principles and Practice for Australia's Public Universities