Guideline for Appointment of Co-opted Members to Council Committees

Section 1 - Context

(1) This Guideline sets out the details of the terms of appointment for all persons who are appointed by the Council as co-opted members of Council Committees.

(2) Schedule 1, Clause 4, of the University of Newcastle Act 1989 provides that the Council may establish committees to assist it with the exercise of any of its functions. The Act further stipulates any or all of the members of a committee may or may not be members of the Council.

(3) At its meeting of 23 August 2013, the Council resolved (C13:133) that a process be established for the appointment of expert co-opted persons on relevant Council committees to add diversity and complement the range of skills and expertise on the Committees.

Section 2 - Appointment of Co-opted members

(4) As set out in the Council Charter, unless a Committee's Terms of Reference provide otherwise, all Committees shall have the power to co-opt up to two (2) persons as members, provided that any such co-opted appointments are endorsed by the Council.

(5) Co-opted persons should be appointed for their special skills and knowledge that will add diversity, complement the range of skills and expertise on Council's committees and assist with the issues and opportunities the Institution is facing.

(6) Any appointment will be subject to endorsement by the Council, meeting any regulatory requirements prior to the co-opted member being appointed and to the receipt of the co-opted member's agreement and consent to act.

(7) A letter of appointment incorporating the terms of this Guideline shall be provided by the Chancellor, on behalf of the Committee, to each appointee requesting their agreement and consent to act as a co-opted committee member.

Section 3 - Term of Office and Vacation of Office

(8) Co-opted members shall hold office for a term in accordance with the relevant Committee Constitution or Terms of Reference or for a specific term as determined by Council.

(9) Members co-opted onto Council Committees shall have membership rights as outlined in the relevant Committee Constitution or Terms of Reference.

(10) A co-opted member will have deemed to have vacated office where they meet the provisions for termination of appointment of Council members in Schedule 1 of the Act.

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Section 4 - Duties of Co-Opted Members

(11) The duties of co-opted members of Committees of Council shall be the same as the duties of Council members as set out in Schedule 2A of the Act and include the requirement to:

a. assist Council to execute the functions of Council;
b. act in the best interests of the University;
c. exercise care and diligence;
d. not improperly use position on Council Committees;
e. not improperly use information; and
f. disclose material interests.

Section 5 - Code of Conduct

(12) Co-opted members of Council Committees are subject to the University's Code of Conduct, which provides that all members of the University community are committed to the values of honesty, fairness, trust, accountability and respect.

(13) The University is also firmly committed to the principles of cooperation, collaboration, inclusion, flexibility and innovation. The Code aims to maintain public trust and confidence in the integrity and professionalism of all members of the University community.

Section 6 - Indemnity, Insurance and Access to Documents

(14) The University's Directors' and Officers' Insurance Policy will be extended to all co-opted members from the date of their appointment.

(15) Co-opted members on Council Committees shall have a right of access to financial records and may make copies of records (other than financial records) for the purposes of certain legal proceedings. This latter right shall continue for seven (7) years after they cease to be co-opted members.

(16) A Deed of Access and Indemnity, which covers insurance, indemnity and access to records, shall be provided to co-opted members.

Section 7 - Independence and other Interests

(17) The University accepts that co-opted members will have business interests other than those of the University.

(18) In accordance with the University's Conflict of Interest Policy, co-opted members shall provide an annual declaration of interest. Relevant interests will be listed as standing declarations at all meetings.

(19) Disclosure of interests is a continuing obligation. If a co-opted member acquires any office or property that may conflict with their duties then the co-opted member must disclose its character and extent as soon as possible in writing to the University Secretary.

Section 8 - Remuneration and Expenses

(20) Co-opted members may be entitled to a remuneration package totalling 50% of the full Council member payment and payable in quarterly instalments.

(21) As provided by the Reimbursement of Council Members' Expenses Policy, co-opted members may claim for reimbursement of other expenses properly incurred whilst exercising duties associated with their membership of Council Committees. Except for expenses associated with travelling, co-opted members should obtain the Chancellor's approval of the expense before it is incurred.

Section 9 - Induction

(22) Co-opted members are required to participate in an induction program.

(23) An induction information pack will be provided to co-opted members by the University Secretary. Co-opted members may request any further information which they require at any time.

Section 10 - Independent Advice

(24) With the approval of the Chancellor, co-opted members may seek independent professional advice, at the expense of the University, on any matter connected with the discharge of their responsibilities as co-opted members. Copies of this advice must be made available to, and for the benefit of, all Council members, unless the Chancellor otherwise agrees.

Section 11 - University Secretary

(25) All co-opted members may access the advice and services of the University Secretary.

Section 12 - Confidentiality

(26) All information obtained during appointment as a co-opted member is confidential to the University and must not be released either during the appointment or following termination (by whatever means) to third parties without prior clearance, or as required by law.

Status and Details

Status	Historic
Effective Date	10th May 2016
Review Date	29th November 2018
Approval Authority	University Secretary
Approval Date	11th May 2016
Expiry Date	30th March 2023
Responsible Executive	Hamish Lithgow University Secretary
Enquiries Contact	Hamish Lithgow University Secretary Legal and Governance Services

Glossary Terms and Definitions

"Council" - The governing authority of the University established under section 8A of the University of Newcastle Act 1989.

"Council member" - A person who is a member of the University Council as described in Section 8B of the University of Newcastle Act, 1989.

"Law" - All applicable statutes, regulations, by-laws, ordinances or subordinate legislation in force from time to time anywhere in Australia, whether made by the Commonwealth, a State, a Territory or a local government and, where the context permits, includes the common law and equity.

"Program" - When referring to learning, a program is a sequence of approved learning, usually leading to an Award. For all other uses of this term, the generic definition applies.

"Term" - When referring to an academic period, term means a period of time aligned to an academic year for the delivery of a course in which students enrol and for which they are usually charged fees for example semesters, trimesters, summer, winter or full-year term. The academic year for a term is determined by the academic year in which the course commences, not concludes. For all other uses of this term, the generic definition applies.

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