Guideline Title: Membership of Council and Council Bodies Guidelines

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1. Intent

The Membership of Council and Council Bodies Guidelines (the **Membership Guidelines**) support the Membership of Council and Council Bodies Policy (the **Membership Policy**) and provide a framework for consistent management of the membership lifecycle. The Membership Guidelines outline the University's governance processes and may be adapted to suit the individual circumstances of a position on Council or a Council Body, provided that the process aligns with ECU's values and strategic objectives.

2. Organisational Scope

The Membership Guidelines are applicable to:

- Council;
- Council Committees; and
- Council Boards.

3. Definitions

Definitions and interpretations provided in the Membership Policy and the ECU Glossary apply to these Membership Guidelines.

4. Guidelines – Content

PART I: Appointments and reappointments

Eligibility criteria

4.1.   Section 11 of the *Edith Cowan University Act 1984* (the **ECU Act**) sets out circumstances under which an individual would be ineligible to serve as a Council Member. Eligibility to serve as a Council Committee Member is set out in the composition of the Committee as approved by Council. Eligibility to serve as a Council Board Member is set out in the University Statute and Rules that govern the Board.

4.2.   The *Higher Education Standards Framework (Threshold Standards)* made under the *Tertiary Education Quality and Standards Agency Act 2011 (Cwlth)* require ECU to ensure that each Member of its governing body is a fit and proper person. A candidate who is unable to complete a Fit and Proper Person Declaration to the University's satisfaction is ineligible for membership of Council.

4.3. If a qualification or accreditation held by a candidate is a significant factor in Council's decision to appoint the candidate as a Member, the letter of appointment will include a statement to the effect that any further appointment is subject to the Member's maintenance of the applicable qualification or accreditation.

4.4. If the status of a Member who has been elected to Council or a Council Body changes such that the Member no longer meets the criteria of the membership category to which the Member was elected, the Member must advise the Chancellor or Chair (as applicable) as soon as possible.

Notice of impending term expiry

4.5. The University Secretary will ensure that each Chair is informed of an impending membership term expiry at least three months prior to the date of expiry.

4.6. The University Secretary will report to each meeting of the Governance and Nominations Committee on all membership terms that are to expire in the next six month-period.

Consideration of incumbent Member for reappointment

4.7. For each impending term expiry, the Chancellor or Chair (as applicable) will consider the incumbent Member's suitability to continue based on assessment of the Member's performance in the role, and the Member's eligibility to undertake a further term in accordance with the ECU Act, Statutes, Rules and other governing documentation of relevance to the position.

4.8. If the Chancellor or Chair is of the opinion that the incumbent Member's performance has been satisfactory, and that the incumbent Member is eligible to undertake a further term, the Chancellor or Chair will communicate with the Member to ascertain the Member's interest in reappointment and availability to serve for a further membership term.

4.9. The Chair of a Council Committee may, at the Chair's discretion, consult with the Committee regarding a proposed reappointment of an incumbent Member.

4.10. The Chair of a Council Board will consult with the Board regarding a proposed reappointment of an incumbent Member.

4.11. If the Chancellor or Chair supports the reappointment of the incumbent Member, the Chair will request that the University Secretary prepare a reappointment recommendation for the Governance and Nominations Committee. Following consideration, the Governance and Nominations Committee may recommend the proposed reappointment to Council.

4.12. If the Member declines the offer of a further term or a further term is not supported by the Chancellor or Chair, then the Chair will liaise with the University Secretary to have the matter treated as a vacant position by the Governance and Nominations Committee.

Appointments to vacant positions

4.13. Where a vacant position for a Council Member or a Council Committee Member is to be filled the following process for identification of candidates will apply:

4.13.1. The University Secretary will compile a list of potential Members by seeking nominations from Members of Council, Members of the University Executive and/or other sources as determined by the University Secretary or as requested by the Governance and Nominations Committee.

4.13.2. The Governance and Nominations Committee may determine that further nominations will be invited by way of an Expression of Interest process, which may include promotion via one or more of the following forums:

- the Australian Institute of Company Directors (AICD);
- ECU Alumni channels;
- ECU digital platforms (e.g. website, social media);

- Industry Specialist Membership Bodies (e.g. Risk Management Institute of Australia);

- other sources as determined by the Governance and Nominations Committee.

4.13.3. The Governance and Nominations Committee may from time to time appoint a Selection Advisory Panel to assist the Committee in the shortlisting and interviewing of candidates.

4.13.4. The Chair of a Council Committee may, at the Chair's discretion, consult with the Committee regarding a proposed appointment.

4.13.5. The Governance and Nominations Committee will recommend to Council the candidate/s considered by the Committee to be most suitable for appointment.

4.14. Where a vacant position for a Council Board Member is to be filled, the Chair will:

4.14.1. identify a suitable candidate in consultation with the Council Board for recommendation to the Governance and Nominations Committee, which may recommend the candidate to Council for appointment; or

4.14.2. request that the Governance and Nominations Committee conduct a candidate identification process as set out under Guideline 4.17, provided that consultation is undertaken with the Council Board prior to the appointment of a candidate by Council.

Determining compatibility and suitability of candidates for membership

4.15. ECU is guided by its purpose, vision and values. In addition to the assessment of a candidate's skills and experience, the candidate will also be assessed for their alignment with ECU's values. The promotion of every vacancy will articulate the expectations of the role both technically and with respect to ECU's values.

4.16. Candidates for membership will be considered against the criteria set out in Schedule 1. A candidate's skills and experience may also be assessed against additional criteria that have been determined to be of specific relevance to the objectives of the body to which the candidate is being considered for appointment.

4.17. The Council will establish and review periodically a Skills Matrix that articulates the mix of skills and experience which are considered essential and/or desirable for the functioning of Council. A Skills Matrix for a Council Body may be established by the Council Body to specify skills that are considered essential and/or desirable for the functioning of the Council Body that are additional to those set out in the Skills Matrix for Council.

4.18. Members will be requested to complete a personal self-assessment against the applicable Skills Matrix on commencement and to update the self-assessment at least triennially. Members' self-assessments will be de-identified and aggregated to assist the Governance and Nominations Committee to identify candidates who meet the current and future needs of the Council and Council Bodies, and will be referenced by the Committee in appointment recommendations to Council.

4.19. A governing body comprising a diverse range of backgrounds, age, ethnicity and gender will provide optimal governance for the University. A summary of the demographics of Council and Council Bodies will be provided to the Governance and Nominations Committee from time to time to ensure a focus on diversity is maintained.

Appointments requiring Governor Approval (ECU Act Section 9(1)(a)):

4.20. Nominations for the appointment of a Council Member by the Governor are made through the Western Australian Minister for Education. In considering a vacancy for an appointment by the Governor, the Governance and Nominations Committee will consider any protocols specified by the Minister.

Appointment of Chairs and Deputy Chairs of Council Bodies

4.21. Recommendations for the appointment of individuals as Chairs and Deputy Chairs of Council Committees will be made by the Governance and Nominations Committee to Council. The nominations process may include consultation with the relevant Committee.

4.22. Recommendations for the appointment of individuals as Chairs of Council Boards will be made by the Governance and Nominations Committee to Council. The nominations process will include consultation with the relevant Board.

4.23. Deputy Chairs of Council Boards are appointed or elected by the respective Board as required under the relevant University Statute or Rules.

4.24. Candidates for the role of Chair or Deputy Chair must be able to demonstrate the necessary skills and abilities to effectively perform the duties of a Chair.

Part II: Induction and Onboarding

4.25. In accordance with ECU's *Corporate Governance Statement,* the University will ensure that all Members are well informed with respect to:

- their role and responsibilities;
- the role of Council as the governing body of the University; and
- the strategic direction and key features of the University.

4.26. As soon as practicable after appointment:

- each Council Member will receive an invitation to meet with the Chancellor, the Vice-Chancellor and the University Secretary;
- each Committee Member will receive an invitation to meet with the Committee Chair and the University Secretary;
- each Board Member will receive an invitation to meet with the Board Chair and the Dean of WAAPA or the Managing Director of the South West Campus (as applicable).

4.27. The induction of Council and Council Committee Members may include:

- provision of electronic Members Handbook;
- access to ECU systems;
- provision of ECU corporate email account to be used for all communications;
- account to access software for agenda distribution, and training in use of software if required;
- mandatory ECU online inductions (Occupational Health and Safety and Equal Employment Opportunities)
- information about professional development opportunities;
- legislative compliance requirements including:
  - TEQSA Fit and Proper Person Declaration;
  - Council Code of Conduct Declaration and Deed of Indemnity;
  - Directors' and Officers' Liability Insurance Declaration;
  - Register of Interests;
  - Deed of Indemnity;
- meetings with other Executive / Officers;
- tours of ECU Campuses.

4.28. All new Council Members will be offered the opportunity of a buddy or mentor to support the new Member through the early stages of membership.

4.29. All Council Members and Council Committee Members are required to confirm that they:

- have read the Code of Conduct,

- have fully understood their obligations and duties as Council Member and/or as a Council Committee Member, and

- will abide by the obligations and duties of Council Members and Council Committee Members by signing the Code of Conduct declaration.

Part III: Professional development and performance appraisal

4.30. The University aims to provide a structured but flexible professional development program for Council Members and Council Committee Members. Opportunities for professional development will include:

- discussions on agreed topics of strategic interest;

- workshops on agreed themes; and

- individual professional development activities based on need, with a focus on key skills that all Members of Council or a Council Committee require to fulfil their role.

4.31. Professional development opportunities may be made available for Council Board Members from time to time.

4.32. A report on professional development activities offered, and the uptake of those offerings, will be provided to the Governance and Nominations Committee at least once per year.

4.33. Performance appraisals will be undertaken in accordance with the Membership Policy to assist both Members and the Chancellor or Chair (as applicable) to fulfil their duties.

4.34. The appraisal of a Member's performance as undertaken in accordance with the Membership Policy may consider aspects such as:

- the Member's attendance and contribution to meetings;

- use by the Member of their professional and community networks to assist the functioning and standing of the Council and/or Council Bodies (as appropriate) and the University;

- the undertaking of additional duties (e.g. supporting new Members, membership or chairing of sub-Committees or working groups, reviewing papers, attendance at graduation ceremonies), as appropriate;

- the Member's feedback on the operations of Council and/or the Council Body on which they are serving, and the Member's self-reflection on their contribution.

Part IV: End of Service

4.35. Upon resignation or at the end of a Member's final term of office the Member will be afforded the opportunity to provide feedback on their membership experience, and may do so to the Chair of the Council Body on which they have served (if applicable), to the Chancellor or to the University Secretary.

4.36. The University Secretary will consult with the Chancellor or Chair (as applicable) as required regarding the appropriate form of recognition for a Member who is concluding their final term of office.

5. Accountabilities and responsibilities

5.1. The following accountabilities and responsibilities apply:

5.1.1. The Governance and Nominations Committee assists Council to discharge its responsibilities by providing advice on the suitability of proposed appointments of Members to Council and Council Bodies.

5.1.2. The Council is accountable for ensuring that a Membership Policy is established, implemented and maintained in accordance with sound governance practices.

5.1.3. The University Secretary is accountable for delivery of sound governance practices as they relate to the Membership Guidelines.

6. Contact information

6.1. For queries relating to this document please contact:

Guideline Owner	University Secretary
All enquiries contact	University Secretary
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7. Approvals

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Criteria for appointment to Council or a Council Body

In order to be considered for appointment to Council or to a Council Body, candidates must demonstrate the following:

1. Be a respected member of the community in their profession with a reputation for integrity;

2. Possess an appreciation of the values of the University and its strategic goals, its independence and academic freedom and the capacity to appreciate what the external community needs from the University;

3. Possess the capacities and experience to be an effective Member of Council or a Council Body (as applicable), preferably including an understanding of contemporary governance practices and experience of large complex organisations;

4. Be free from any ongoing conflict of interest in relation to their prospective position;

5. Be available for the relevant meetings and associated commitments;

6. Be able to make a contribution at one, and preferably more, of the following levels:

   - internally (through skills and experience which will enhance the operation of Council or a Council Body (as applicable);
   - externally (through community engagement); and/or
   - reputational (through reputation in the community or professionally).

7. Be able to fulfill the duties and responsibilities of a Member, as outlined in the Act, the Corporate Governance Statement and the Code of Conduct;

8. Be able to meet the requirements of any relevant regulatory body such as the Tertiary Education Quality and Standards Authority's Fit and Proper Person Declaration.

9. Be able to contribute to the University in at least one of the Skills/Experience categories.

Consideration will also be given to ensuring that the Members of Council and of Council Bodies reflect a broad range of backgrounds, insights and approaches so that there is diversity amongst the body to which the Member is proposed to be appointed.

Skills/Experience	Requirement
Board Experience	Experience as a board member or member of a governing body.
Strategy	A track record of developing, implementing and monitoring a plan of action to achieve long term strategic objectives.
Financial and Audit	Experience in financial or management accounting, and/or auditing, including the ability to interpret financial reports and probe adequacy of financial controls.
Commercial	Experience in strategic and/or operational management of commercial activities.
Risk	Experience in implementing and monitoring a risk management strategy, and/ or operating within an organisation that has established a risk management framework.
Legal	Experience as a legal practitioner or holding a legal qualification.
Research	Experience in, or understanding of research funding, operation and/or reporting, including publication of research.

Skills/Experience	Requirement
Internationalisation	A track record of successful operations in international markets, with exposure to a range of political, cultural, regulatory and business environments.
Tertiary Education	Experience of working in the higher or V.E.T. education sectors, including knowledge of the regulatory environment/s and culture. Experience in the Teaching and Learning environment, not necessarily in higher education.
Commercialisation	Experience in commercialisation of research and innovation.
Regional Interests	Experience in representing the views and interests of regional constituents, preferably having worked or resided in a regional area.
Corporate Services	Experience of managing and / or delivering corporate support services, including: Human Resources, Health and Safety and Quality Assurance/Control.
Information and Communications Technology	Experience in managing or overseeing ICT strategies including Cyber Security. Actively considers new and emerging technologies, techniques and future needs. Demonstrated skills and experience as they relate to technology change management.
Fundraising and Engagement	Experience in managing or overseeing successful philanthropic activities/programmes. Strong connections with business, industry, government and/or community groups. A track record of mutually beneficial interactions with the broader community.