

# COUNCIL APPOINTMENTS POLICY

## SCOPE

This policy applies to Monash University Council (the Council), Council members and staff involved in the nomination, appointment and reappointment of members of the Council, including the Chancellor and Deputy Chancellor(s).

For the purposes of this policy, references to 'Monash' refer to Monash University.

## POLICY STATEMENT

The *Monash University Act 2009* (Vic) (the Act) establishes Monash and provides for the constitution of the Council, including the appointment of Council members, the Chancellor and Deputy Chancellor(s), and the exercise of the Council's statutory functions.

The Act, together with the *Monash University Statute* and the *Monash University (Council) Regulations*, sets out the requirements for Council membership, including nomination, appointment and reappointment.

This policy establishes the framework and principles for the nomination, appointment and reappointment of members of the Monash University Council to support transparent, merit-based and accountable governance arrangements.

The Victorian Government's [Appointment and Remuneration Guidelines](#) and [Diversity on Victorian Government Boards Guidelines](#) (together, the Government Guidelines) outline the standard processes for appointing individuals to Victorian government non-departmental entities. While the Government Guidelines do not apply directly to appointments to the Council, the Victorian Government expects that principles in the Government Guidelines will be followed to the extent appropriate.

## 1. Selection Criteria

### Probity and Integrity Requirements

- 1.1. Under the *Tertiary Education Quality and Standards Agency (TEQSA) Act 2011* (Cth) and the *Higher Education Standards Framework (Threshold Standards) 2021*, members of the Council must be fit and proper persons. This requirement is embedded in the *Monash University (Council) Regulations* (the Regulations). In assessing fitness and propriety, Monash has regard to the [guidance provided by TEQSA](#).
- 1.2. The *National Higher Education Code to Prevent and Respond to Gender-Based Violence 2025* requires the University to ask prospective members of the Council to declare whether they have 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.
- 1.3. Appointments are subject to the satisfactory outcome of screening, probity checks and declarations in accordance with the [Council Appointments Procedure](#).

### Skills and Experience

- 1.4. Pursuant to the Act, in making or recommending an appointment, the Council or Minister (as applicable) must have regard to the following:

- at least two of the government appointed and Council appointed members must be persons with financial expertise with relevant qualifications or experience in financial management;
  - at least one of the government appointed and Council appointed members must be a person with commercial expertise at a senior level; and
  - appointing members to Council who have:
    - the knowledge, skills and experience required for the effective working of the Council;
    - an appreciation of the values of a university relating to teaching, research, independence and academic freedom; and
    - the capacity to recognise the needs of the external community served by the University.
- 1.5. Pursuant to the *National Higher Education Code to Prevent and Respond to Gender-based Violence 2025*, the Council (or a committee of the Council with delegated responsibility for student and staff safety and wellbeing) must have expertise in student and staff safety and wellbeing within its membership.
- 1.6. The Council maintains a skills matrix to inform Council appointments, renewal and succession planning. The skills matrix sets out the skills, knowledge and experience required by the Council in accordance with this Policy to perform its role and discharge its responsibilities.
- 1.7. Candidates for consideration for appointment to the Council are identified on the basis that they meet a number of criteria and fill any expertise or experience gap in the overall membership of Council: As explained in paragraph 1.4, the Act requires financial and commercial expertise. Other criteria are determined by the Council and are periodically subject to revision to reflect changing circumstances. Currently these include:
- **Financial** – Expertise and experience in financial management, including:
    - interpreting financial statements;
    - critically analysing an enterprise's performance; and / or
    - audit.
  - **Commercial** – Expertise and experience at a senior level in a significant business. Active links at a senior level to industry of importance to the educational or research roles of the University, ideally with experience in cross-sector partnerships.
  - **Higher education** – Senior leadership and management expertise and experience in a large and research-intensive university.
  - **Student Experience and Educational Pathways** – expertise and experience in pathways into and through higher education, the academic, social and developmental factors that shape student outcomes, and contemporary learning environments.
  - **Governance and legal** – Expertise and experience in the application of corporate governance and/ or legal expertise in the context of a large organisation. Demonstrated ability to work productively and cooperatively in a board or council setting.
  - **Organisational and risk management** – Expertise and experience in leadership and management at a senior level of a large or complex entity, coupled with specialist expertise in a field relevant to university governance (for example, organisational culture, strategy development, risk and compliance management, major project management, accounting).
  - **Safety and wellbeing** – Expertise and experience in the management or oversight of safety and wellbeing in a large complex organisation, including the prevention of and response to gender-based violence.
  - **International** – Recognised experience working across multiple geographies, including exposure to a range of different political, cultural, regulatory and/or business environments and including developing country experience.
  - **Cyber, digital and AI** – Expertise and experience in the adoption and implementation of digital technologies (including digital analytics and artificial intelligence) and in digital transformation and innovation.

## Diversity

- 1.8. In considering candidates for appointment, consideration is given to bringing together members with diverse perspectives to support robust decision making. Diversity includes but is not limited to inherent attributes such as gender, age, ethnicity, or (dis)ability.
- 1.9. The University also takes into account the principles set out in the Government Guidelines, including expectations to achieve and maintain gender balance on boards.

## Other Expectations

- 1.10. Candidates for appointment are also required to confirm:
  - 1.10.1. their capacity and willingness to commit significant time and expertise to the work of Council and its committees; and
  - 1.10.2. that they are free from major conflict of interest with the activities or aspirations of the University.

## 2. Role of the Council and Council Committees

### Role of the Council

- 2.1. The Council appoints the Chancellor and the Deputy Chancellor(s).
- 2.2. The Council approves the criteria and University processes for the selection and appointment of Council-appointed members.
- 2.3. The Council appoints persons to the Council as Council appointed members.
- 2.4. The Council makes recommendations to the Minister for appointment of persons as Governor in Council appointed members.
- 2.5. The Council may make a recommendation to the Minister for appointment of a person as a Ministerially appointed member.

### Role of the Governance and Nominations Committee

- 2.6. The Governance and Nominations Committee assists the Council in discharging its responsibilities in relation to the selection and appointment of Council members (including the Chancellor and Deputy Chancellor(s)).
- 2.7. The Governance and Nominations Committee recommends to Council:
  - 2.7.1. criteria (including a skills matrix) and University processes for the selection and appointment of members of Council;
  - 2.7.2. the appointment and reappointment of members in accordance with the criteria and University processes approved by Council, having regard to any potential conflict of interest;
  - 2.7.3. a candidate for appointment as Chancellor; and
  - 2.7.4. a candidate for appointment to each position of Deputy Chancellor.

## 3. Cessation of appointment

- 3.1. A member's appointment to the Council ceases in accordance with the Act, *the Monash University Statute* and the *Monash University (Council) Regulations*, including in the circumstances set out in this section.
- 3.2. A member ceases to hold office on the expiry of their term of appointment, unless reappointed or re-elected in accordance with the Act and this Policy.
- 3.3. A member may resign from the Council by giving written notice to the Chancellor or, in the case of the Chancellor, to the Vice-Chancellor.
- 3.4. A member ceases to hold office if the member:
  - 3.4.1. becomes disqualified from holding office under the Act or the *Monash University (Council) Regulations*, including where the member is no longer a fit and proper person;
  - 3.4.2. is absent from three consecutive ordinary meetings of the Council, without the Council's prior approval; or
  - 3.4.3. otherwise vacates office in circumstances prescribed by the Act or the Regulations.
- 3.5. The Council may remove a member from office, in accordance with the process prescribed by the Act, only if it is of the opinion that the member has failed to comply with the responsibilities of a member of the Council.
- 3.6. A Government-appointed member may be removed at any time by the appointing authority, being the Governor in Council or the Minister, as applicable.
- 3.7. The cessation of a member's appointment does not affect any obligations of confidentiality or other continuing obligations that arose during the member's term of office.

## DEFINITIONS

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| <b>Government</b> | means the Government of the State of Victoria. |
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Minister

means the Minister responsible for administering the *Monash University Act 2009* (Vic).

## GOVERNANCE

|                       |                                                                                                                                                                                                                                                                 |                                    |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| Supporting procedures | <a href="#">Council Appointments Procedure</a>                                                                                                                                                                                                                  |                                    |
| Associated policies   | <a href="#">Gender-Based Violence Prevention and Response Policy</a><br><a href="#">Staff Code of Conduct Policy</a>                                                                                                                                            |                                    |
| Related legislation   | <a href="#">Monash University Act 2009 (Vic)</a><br><a href="#">Monash University Statute</a><br><a href="#">Monash University (Council) Regulations</a><br><a href="#">National Higher Education Code to Prevent and Respond to Gender-based Violence 2025</a> |                                    |
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