

## **Appendix 3 - Council Membership Guidelines**

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**Appendix 3 - Council Membership Guidelines**

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## Appendix 3 - Council Membership Guidelines

### INTRODUCTION

#### 1 Definitions and Abbreviations

1.1 The following definitions and abbreviations are used throughout this Supplementary Charter:

- (a) **Appointed Member** – a person that is appointed under section 14 of the FNU Act to be a member of Council
- (b) **Chancellor** – the chancellor of FNU
- (c) **Competency Assessment Tool** – a tool (as per Appendix 1) to assess the competencies of a Council Member against defined required competencies
- (d) **Competency Matrix** – a matrix (as per Appendix 2) that outlines the competencies of all Council Members at a point in time
- (e) **Co-opted Member** – a person that is appointed under section 16 of the FNU Act to be a member of Council
- (f) **Core Competencies** – behavioural and general technical competencies that every appointed Council Member should possess
- (g) **Corporate Governance Policy** – the most recently approved charter outlining Council's roles and responsibilities
- (h) **Council** – The FNU governing body established under section 7 of the FNU Act.
- (i) **Council Member** – a person currently holding the position of either an Official Member, an Appointed Member, an Elected Member or a Co-opted Member of Council.
- (j) **Council Membership Guidelines** – a supplement to the currently applicable Corporate Governance Policy
- (k) **Deputy Chancellor** – the deputy chancellor of FNU
- (l) **Elected Member** – a person that is appointed under section 15 of the FNU Act to be a member of Council
- (m) **FNU** – Fiji National University
- (n) **FNU Act** – *Fiji National University Act 2009*
- (o) **Guidelines** – the Council Membership Guidelines
- (p) **Minister** – as defined in section 3 of the FNU Act being the minister responsible for tertiary education in the Republic of Fiji
- (q) **Official Member** – a person that is appointed under section 13 of the FNU Act to be a member of the Council
- (r) **Specialist Competencies** – specialist technical competencies that should exist across the Council Membership but are not required to be possessed by every Council Member

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- (s) **Vice-Chancellor** – the vice-chancellor of FNU

## **2 Purpose and Scope**

- 2.1 FNU seeks to be a values-driven organisation with a strong commitment to best practice corporate governance principles, including the functioning of an effective Council.
- 2.2 The purpose of these Guidelines is to supplement the existing Corporate Governance Framework by:
- (a) establishing guiding principles to assist the Council in making nominations to the Minister for the selection of appointed Council Members (supported by Appendix 1: Competency Assessment Tool and Appendix 2: Competency Matrix); and
  - (b) providing guidance on the performance evaluation process of Council Members (supported by Appendix 3: Council Self-Assessment Questionnaire).
- 2.3 These Guidelines have effect from the date approved by Council.

## **3 Overview of Council membership and mandate**

- 3.1 The FNU Act provides that Council membership shall be made up as follows:
- (a) three Official Members being the Chancellor, the Deputy Chancellor, and the Vice-Chancellor.
  - (b) 14 Appointed Members appointed by the Minister who, in the opinion of the Minister, have adequate qualifications, skills, expertise and knowledge to contribute to the disciplines offered by the University and the general administration and financial management of a tertiary institution.
  - (c) five Elected Members comprising:
    - i. one head of a college of FNU;
    - ii. one member of FNU's full-time professorial staff;
    - iii. one member of FNU's full-time non-professorial academic staff; and
    - iv. representatives of FNU's full-time students, other than persons eligible for membership under (i) or (ii) above, where one student represents undergraduate students, and one student represents post-graduate students; and
  - (d) three Co-opted Members who must not be students or full-time members of FNU's academic or general staff, but who shall be persons of commercial, academic and professional eminence.
- 3.2 As FNU's governing body, the Council's mandate is to set the strategic direction of the university and oversee its management based on good governance principles. In order for the Council to deliver on this mandate, it is necessary for its members to have competencies that are both relevant and diverse.

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### **4 Guiding principle of diversity and inclusion**

- 4.1 The Council is committed to promoting diversity, equity and inclusion across FNU, including in the recruitment of appointed Council Members.
- 4.2 The Council believes that inclusion is key to being a diverse organisation. Inclusion promotes diversity of thought which is critical to both balanced governance and serving the interests of a diverse group of both internal and external stakeholders.
- 4.3 The Council, and FNU, opposes discrimination on the basis of gender, marital status, religious belief, ethical belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status, sexual orientation, or socio-economic background.
- 4.4 The primary goal in the selection of appointed Council Members is to ensure that:
  - (a) The Council is comprised of members with the necessary range of competencies to appropriately govern FNU; and
  - (b) The Council endeavours to achieve a diverse and inclusive membership whilst ensuring the desired mix of competencies.

## **REQUIRED COMPETENCIES**

### **5 Overview of competencies**

- 5.1 The required competencies of appointed Council Members relate to the relevant skills, knowledge, abilities, attitudes and beliefs that each must possess and bring to the role of Council Member.
- 5.2 The required competencies are classified as follows:
  - (a) **Core Competencies** – behavioural and general technical competencies that every appointed Council Member should possess; and
  - (c) **Specialist Competencies** – specialist technical competencies that should exist across the Council Membership but are not required to be possessed by every Council Member.

### **6 Core Competencies**

- 6.1 Core Competencies reflect both personal behavioural qualities as well as general technical competencies that all Council Members should possess.
- 6.2 Behavioural Core Competencies include being:
  - (a) **Ethical** – having an ability to act honestly and with integrity, including the ability to put FNU’s interests before personal interests;
  - (b) **Engaged** – having an ability to commit to the role of Council Member including preparation for, and attendance at meetings and discussions;

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- (c) **Courageous** – having an ability to ask questions and challenge management and fellow Council Members where necessary;
- (d) **Collaborative** – having an ability to actively listen and work well in a group;
- (e) **an Effective communicator** – having an ability to provide information and express opinions in a respectful and effective manner;
- (f) **Committed to FNU values** – having the ability and willingness to commit to FNU’s core values of:
  - i. **Care** – for self and others
  - ii. **Honesty** – in the spirit of continuous improvement
  - iii. **Accountability** – to students, stakeholders and funders
  - iv. **Service** – to communities, the nation and region
  - v. **Excellence** – in everything that is done

#### 6.3 General technical Core Competencies include:

- (a) **Financial literacy** – having an ability to read and understand the financial reports of FNU;
- (b) **Strategic planning** – having experience in the strategic planning process, including identifying and assessing strategic opportunities and risks;
- (c) **Governance** – possessing an understanding of the separation between governance and executive management and the overall university regulatory framework; and
- (d) **Risk management** – possessing an understanding of risk management principles including conflict of interest disclosure obligations.

## 7 Specialist Competencies

7.1 Specialist Competencies are technical in nature, reflecting the professional skills, knowledge, and experience that need not be possessed by every Council Member, but for which a balance is required to be possessed across the Council membership.

7.2 Specialist Competencies include skills, knowledge and experience in the following areas:

1. Accounting and Finance
2. Law
3. Marketing
4. Information Technology
5. Public relations

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6. Governance, Risk Management and Compliance
  7. Human Resources
  8. Strategy development and implementation
  9. Public policy and management
  10. Capital Projects and Estates management
  11. Higher Education
  12. Technical Vocational Education and Training
  13. Student Affairs
- 7.3 Additional Specialist Competencies may be required from time to time to deliver on FNU's Strategic Plan.

### **8 Competency Assessment Tool and Competency Matrix**

- 8.1 Appendix 1 summarises the required competencies in the Competency Assessment Tool and allows for the individual assessment of each Council Member against the competencies using a rating system.
- 8.2 Appendix 2 contains a Competency Matrix which allows for the competencies of all Council Members to be mapped out.
- 8.3 The Competency Assessment Tool and the Competency Matrix allow the Council and Minister to evaluate the competencies of Council Members, determine competency gaps, and adjust the Council's composition strategy.

## **NOMINATION PROCESS**

### **9 Overview**

- 9.1 The Corporate Governance & Strategic Planning Committee is responsible for nominating individuals as appointed Council Members to the Minister.
- 9.2 The Corporate Governance & Strategic Planning Committee may select, at its discretion, the method of identifying potential individuals for nomination. Methods may include, but are not limited to, formal advertisement or headhunting by either an internal or third party appointed by the Committee.
- 9.3 To ensure that the Council maintains the appropriate balance of required competencies, the primary criteria in selecting individuals for nomination to appointed Council Members shall be merit. The Corporate Governance & Strategic Planning Committee shall base nominations on the required competencies outlined in Sections 6 and 7, and shall incorporate the principles of inclusion in all nomination decisions to enhance diverse representation.

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- 9.4 Except in the case of resignation during an appointment term, the Corporate Governance & Strategic Planning Committee shall forward all nominations to the Minister for approval prior to the completion of an appointed Council Member's term or vacation of the position.

## **PERFORMANCE EVALUATION**

### **10 Overview**

- 10.1 Assessing performance and overall effectiveness of the Council is good governance practice and important to the success of FNU. By assessing its performance, the Council can identify its strengths, weaknesses and improvement opportunities to ensure it is delivering on the strategic ambition of FNU.
- 10.2 The Council will self-assess its performance annually.
- 10.3 The Corporate Governance & Strategic Planning Committee is responsible for the evaluation and reporting of Council performance to Council.
- 10.4 Annually, the Corporate Governance & Strategic Planning Committee will circulate the Performance Assessment Questionnaire contained in Appendix 3 to each Council Member for completion.
- 10.5 Council Members will return their completed Performance Assessment Questionnaire to the Corporate Governance & Strategic Planning Committee within two weeks of receipt.
- 10.6 The Corporate Governance & Strategic Planning Committee is responsible for preparing a summary of responses and recommendations for improvement and submitting this to the full Council for discussion within three months of receiving all Performance Assessment Questionnaires.



## APPENDIX 1: COMPETENCY ASSESSMENT TOOL

### Assessment Score

1. **Basic** – General awareness and basic knowledge of the relevant competency area.
2. **Practiced** – Sound knowledge and understanding of the relevant competency area through some experience, on the job application, and/or professional training and development.
3. **Proficient** – High proficiency in the relevant competency area through extensive experience in the professional application of the competency in complex situations.

Competency area			Assessment method	Assessment score
<b>Behavioural Core Competencies</b>				
1.	Ethical	Ability to act honestly and with integrity, including the ability to put FNU's interests before personal interests.	Reference checks Interview Public online searches	
2.	Engaged	Ability to commit to the role of Council Member including preparation for, and attendance at meetings and discussions	Reference checks Interview Public online searches	
3.	Courageous	Ability to ask questions and challenge management and fellow Council Members where necessary	Reference checks Interview Public online searches	
4.	Collaborative	Ability to actively listen and work well in a group	Reference checks Interview Public online searches	

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Competency area			Assessment method	Assessment score
5.	Effective communicator	Ability to provide information and express opinions in a respectful and effective manner.	Reference checks Interview Public online searches	
6.	<u>Committed to FNU values</u>	<u>Ability and willingness to commit to FNU's core values of Care, Honesty, Accountability, Service and Excellence.</u>	<u>Reference checks</u> <u>Interview</u> <u>Public online searches</u>	
<b>General Core Competencies</b>				
7.	Financial literacy	Ability to read and understand the financial reports of FNU	Reference checks Interview Public online searches	
8.	Strategic planning	Experience in the strategic planning process, including identifying and assessing strategic opportunities and risks.	Reference checks Interview Public online searches	
9.	Governance	Possesses an understanding of the separation between governance and executive management and the overall university regulatory framework.	Reference checks Interview Public online searches	
10.	Risk management	Possesses an understanding of risk management principles including conflict of interest disclosure obligations.	Reference checks Interview Public online searches	
<b>Specialist Competencies</b>				
11.	Accounting & Finance	Possesses a national and/or international professional qualification in accounting, business and/or finance with experience of utilising this qualification in a professional capacity.	Reference checks Interview Public online searches	

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Competency area			Assessment method	Assessment score
12.	Law	Possesses a national and/or international professional qualification in Law with experience of utilising this qualification in a professional capacity.	Reference checks Interview Public online searches	
13.	Marketing	Possesses a higher education qualification in sales and/or marketing with experience of utilising this qualification in a professional capacity; or significant experience in a sales and/or marketing role.	Reference checks Interview Public online searches	
14.	Information Technology	Possesses a higher education qualification in Information Technology with experience of utilising this qualification in a professional capacity; or significant experience in an Information Technology role.	Reference checks Interview Public online searches	
15.	Communications and Public Relations	Possesses a higher education qualification in Journalism, Communications and/or Public Relations with experience of utilising this qualification in a professional capacity; or significant experience in a Communications and/or Public Relations role.	Reference checks Interview Public online searches	
16.	Governance, Compliance and Risk Management	Possesses a higher education qualification in Governance, Compliance and Risk Management with experience of utilising this qualification in a professional capacity; or significant experience in a Governance, Compliance and Risk Management role.	Reference checks Interview Public online searches	
17.	Human Resources	Possesses a higher education qualification in Human Resources with experience of utilising this qualification in a professional capacity; or significant experience in a Human Resources role.	Reference checks Interview Public online searches	
18.	Strategy development and implementation	Significant experience in a professional role that requires attributes related to strategy development and implementation e.g. Chief Executive Officer or equivalent, Strategy Consultant/Adviser etc.	Reference checks Interview Public online searches	

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Competency area			Assessment method	Assessment score
19.	Public policy and management	Possesses a higher education qualification in public policy and/or public sector management with experience of utilising this qualification in a professional capacity; or significant experience in a public policy and/or public sector management role.	Reference checks Interview Public online searches	
20.	Capital projects and Estates management	Possesses a higher education qualification in Architecture, Civil Engineering, and/or Construction with experience of utilising this qualification in a professional capacity; or significant experience in a related role e.g. property management, property project management etc.	Reference checks Interview Public online searches	
<u>21.</u>	Higher Education	Possesses a higher education qualification with experience of utilising this qualification in a professional capacity within a higher education setting.	Reference checks Interview Public online searches	
22.	<u>Technical Vocational Education and Training (TVET)</u>	<u>Possesses a relevant qualification with experience of utilising this qualification in a professional capacity within a TVET setting.</u>	<u>Reference checks</u> <u>Interview</u> <u>Public online searches</u>	
23.	Student Affairs	Possesses knowledge of current student issues by virtue of being a current registered student of FNU.	Student registration	



### APPENDIX 3: COUNCIL SELF-ASSESSMENT QUESTIONNAIRE

**Rating scale**

- 1 = Strongly disagree
- 2 = Disagree
- 3 = Neither agree nor disagree
- 4 – Agree
- 5 = Strongly agree

S/N	Questions	Rating Scale					Comments
		1	2	3	4	5	
<b>Structures and relationships</b>							
1	There are sufficient skills and experience on Council and the diversity and inclusion principles in this regard are embraced.						
2	Council Sub-Committees are adequate and functioning properly.						
3	Sub-Committees communicate adequately with the Council.						
4	The regularity of Council and Committee meetings are sufficient to enable the Council to discharge its duties fully and effectively.						

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S/N	Questions	Rating Scale					Comments
		1	2	3	4	5	
5	Council members are clear about their roles and responsibilities.						
<b>Leadership and Oversight</b>							
6	The Council is effective and provides clear direction as to the long-term success of the University.						
7	The Council adds value to strategy setting.						
8	The Council adequately monitors the performance of the University using appropriate KPIs for both operational and strategic matters.						
9	The Council monitors compliance with its policies and University-wide policies.						
10	The Council monitors staff engagement and ethical culture.						
11	There are appropriate mechanisms in place e.g. for Whistleblowing to report breaches of policy, procedure and other ethical misconduct.						
12	The Council receives the necessary information to undertake effective decision-making and actions.						
13	The Council members ask appropriate questions of Sub-Committees and management.						
14	The Council has open and frank discussions.						
15	The Council obtains independent advice when required.						

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S/N	Questions	Rating Scale					Comments
		1	2	3	4	5	
16	Council members make decisions for the benefit of the whole university and not segments of the university, community or for personal interest.						
17	The Council operates as an effective team.						
18	There are clear policies on ethical and governance standards and these are complied with.						
<b>Performance</b>							
19	The Council is action-oriented and its objectives for the last 12 months were achieved.						
20	The Council regularly discusses its performance and/or benchmarks its performance to other institutions.						
21	The Council effectively evaluates the performance of the Vice-Chancellor every year.						