

# COUNCIL CHARTER



## Table of Contents

<b>OVERVIEW .....</b>	<b>3</b>
<b>THE UNIVERSITY COUNCIL'S ROLE IN GOVERNANCE .....</b>	<b>3</b>
Role of the University Council .....	3
Structure of the University Council .....	5
Appointment and Election of Members .....	5
Council Member Independence .....	6
Delegations of Authority to Committees .....	6
Delegations to the Vice-Chancellor .....	6
Rules .....	7
<b>KEY GOVERNANCE ROLES AT THE UNIVERSITY .....</b>	<b>7</b>
The Chancellor .....	7
The Deputy Chancellor .....	7
The Vice-Chancellor and President .....	7
President of Academic Senate .....	8
Academic Senate .....	8
Pro Chancellors and other Council Roles .....	8
University Secretary .....	9
<b>WHAT IS EXPECTED OF COUNCIL MEMBERS? .....</b>	<b>9</b>
Skills, Qualities and Experience .....	9
Standards of Behaviour .....	9
Conflict of Interest or Duty .....	11
Breaches of Standards of Behaviour .....	11
<b>HOW THE COUNCIL OPERATES .....</b>	<b>11</b>
Meetings .....	11
Starring .....	13
Urgent Decision Making .....	13
Major Correspondence .....	13
Independent Professional Advice .....	14
Engagement with Senior Management .....	14

<b>MAINTAINING EFFECTIVENESS .....</b>	<b>14</b>
Council Evaluation .....	14
Vice-Chancellor Evaluation.....	15
Council Member Remuneration.....	15
Executive Remuneration .....	15
<b>REVIEW .....</b>	<b>15</b>
<b>SCHEDULE 1.....</b>	<b>15</b>
<b>Version History .....</b>	<b>16</b>

<b>Date Approved</b>	24 August 2021
<b>Approved by</b>	Council
<b>Review Date</b>	24 August 2023
<b>Document Reference</b>	D16/157902[v13]
<b>Document Contact</b>	University Secretary

## OVERVIEW

- 1) This Charter sets out the role and responsibilities of the Council and its members, responsibilities delegated to committees or to management, as well as the membership and the operation of the Council.
- 2) The Charter plays a significant role in the University's governance framework as the primary reference point for Council members and is supported by a broader suite of documents assembled in handbook format. The handbook can be accessed in the Resource Centre on the Council member's Diligent Boards portal. The index and publicly available information is also published on the University's [Council Handbook](#) website.

## THE UNIVERSITY COUNCIL'S ROLE IN GOVERNANCE

### Role of the University Council

- 3) The University Council is the governing body of the University.
- 4) The Council acts in the best interest of the University, is responsible for the strategy for the University and for overseeing senior management in carrying out that strategic direction.
- 5) The Council operates in accordance with the [University of Newcastle Act 1989](#) No 68 (the Act) and the [University of Newcastle By-law 2017](#) (the By-law), which set out the powers and functions of the Council and how these must be performed.
- 6) The Council has reserved matters to itself to achieve its role and hereby adopts the following statement of its primary responsibilities in accordance with section 16(1B)(k) of the Act:
  - a) Strategic direction:
    - i. Oversee the development of, and approve, the University's mission and strategy, and annual plans and budgets.
    - ii. Monitor the University's performance in meeting these plans and objectives.
  - b) Management oversight:
    - i. Appointment to the position, and if required the removal, of the Vice-Chancellor, determining the remuneration of the Vice-Chancellor, and monitoring the Vice-Chancellor's performance.
    - ii. Approve the appointment, remuneration and employment conditions of senior executive staff, ensuring the University has the right people with the right skills.
  - c) Research, education, and University awards:
    - i. Oversee and monitor the academic activities of the University, including the maintenance of academic standards.
    - ii. Approve revocation of courses, degrees and awards if required.
    - iii. Award honorary degrees and other honorary awards and approve the revocation of such awards if required.
    - iv. Approve membership and delegations relating to the activities of the Academic Senate.
  - d) Financial and capital oversight:
  - e) Oversee, review and approve the annual financial reports.
    - i. Monitor financial results for the University and its controlled entities on an ongoing basis.

- ii. Oversee the University's accounting and financial management systems.
- iii. Approve decisions affecting the capital of the University, including the capital management plan, investment policy, engaging a funds manager and major financing arrangements.
- iv. Review, approve and monitor the progress of major capital expenditure, material commitments, and commercial activities above delegated limits.
- v. Approve the development or acquisition of a new University campus or operating location, approve the purchase or sale of University land, buildings and/or facilities, estate master plans, asset management plans and policies.
- vi. Approve all naming rights, significant leases, licences and tenancy arrangements with a value greater than \$5 million or a term longer than 10 years and make recommendations to the Minister for arrangements over 21 years in accordance with the Act).
- f) Ethical standards:
  - i. Establish and model the University's culture, values and principles.
  - ii. Act to protect and enhance the University's reputation and corporate integrity.
  - iii. Actively promote ethical and responsible decision-making and monitor the system of accountability for ethical practice.
  - iv. Establish and maintain a code of conduct and monitor compliance with the code.
- g) Corporate governance and regulatory compliance:
  - i. Establish appropriate standards of corporate governance and regulatory compliance.
  - ii. Approve University rules and policy and procedure principles consistent with legal requirements and community expectations and review their effectiveness.
  - iii. Approve and monitor the effectiveness of the University's (and its controlled entities) control and accountability systems and review reporting under those systems.
- h) Risk oversight:
  - i. Establish, approve and regularly review policies governing risk oversight and management.
  - ii. Oversee the annual review of strategy and operations and updates to the University's risk profile, and review the profile in line with the risk appetite set by the Council in conjunction with management.
  - iii. Establish, oversee and regularly review the management of risk, including commercial undertakings, and other activities which may have a material impact on the University.
  - iv. Establish policies and oversee performance with respect to the University's commitment to the health and safety of employees, contractors, students and the community.
  - v. Review, approve and monitor the establishment of legal structures including a company, partnership, trust, other incorporated bodies, or joint venture, or the winding up of such entities.
  - vi. Take reasonable steps to understand the risks to the University arising from the University's interests in other entities.
- i) Stakeholder management and networking
  - i. Take into account the interests of the range of University stakeholders when making decisions.
  - ii. Establish and monitor policies governing the University's relationship with stakeholders and the broader community.

- iii. Establish and participate in an active stakeholder engagement strategy and create valued relationships with our communities – regionally, nationally and globally.
- j) Reputation
  - i. Approve, prior to release, communications, and other transactions (including legal and compliance matters) with third parties and/or state and federal governments or agencies which will have a material impact on the University's reputation.

### **Structure of the University Council**

- 7) The Council is comprised of 16 members:
  - a) Three official members - The Chancellor (an external member), Vice-Chancellor and the President of Academic Senate;
  - b) Four elected members – two academic staff, one professional staff member and one student;
  - c) Seven external members appointed by the Council; and
  - d) Two external members appointed by the Minister.
- 8) At least three external members must be graduates of the University.

### **Appointment and Election of Members**

- 9) Procedures for the appointment and election of members are prescribed under the By-law, and complemented by processes approved by the Nominations and Governance Committee. When considering appointment to Council, the Nominations and Governance Committee identifies candidates with appropriate skills, experience and expertise that would best complement the existing skills and experience on the Council and enhance its effectiveness, for recommendation to the Council. For some roles, the Council may be asked to advise the responsible NSW Minister on the Council's desired mix of skills, experience and diversity.
- 10) Council members are engaged by a letter of appointment setting out the terms and conditions of their appointment. Members are provided with a Councillor Protection Deed (Deed of Indemnity, Access, and Insurance) upon appointment which sets out the University's indemnity and insurance arrangements and the basis upon which Council members will have access to Council documents. This latter right continues for seven years after they cease to be members, as defined in the Deed.
- 11) The total time on Council must not be more than 12 consecutive years of office unless the Council otherwise resolves in relation to the person (for a particular reason, having regard to the particular circumstances).
- 12) The Chancellor of the University is elected by the Council in accordance with the Act for a term of four years. The Chancellor may be re-elected upon expiry of a term of office if eligible to hold the office.
- 13) Council members are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. The Council allocates an annual budget to encourage Council members to participate in training and professional development programs.

## **Council Member Independence**

- 14) The Council's policy is that the Council will have a majority of members who are external members, judged by the Council to be independent (as defined by reference to generally accepted governance principles. Members will be of good character, free of material personal relationships with the University and its related entities, and be people that might positively influence decision-making or would be perceived to influence such judgement when participating in decision making.

## **Delegations of Authority to Committees**

- 15) The Council may establish and delegate responsibility to committees to consider certain issues on its behalf, or to discuss matters in further detail and report back to the Council. The Council adopts a specific charter setting out the authority, responsibilities, membership and operation of each committee. The Council has adopted the policy that its committees are comprised of a majority of external members.
- 16) The University's By-law prescribes a Nominations Committee, its composition, committee appointment terms and the procedures for the appointment and election of members to the Council.
- 17) With the exception of the Chancellor's Committee, Council members are entitled to attend committee meetings, including Academic Senate and its committees, with rights of audience and debate and to receive committee papers.
- 18) Committees maintain minutes of their meetings and are entitled to obtain professional or other advice including co-opting up to two external persons in order to effectively carry out their proper functions.
- 19) The Chair of each committee will report back on the business conducted at committee meetings to the Council at the next meeting of the Council.

## **Delegations to the Vice-Chancellor**

- 20) Through the Governance Rule, the Council has delegated to the Vice-Chancellor the authority to manage the day to day affairs of the University, other than those matters reserved to itself and its committees. The Vice- Chancellor has the authority to sub-delegate.
- 21) The Council is accountable for all of its decisions, even those made under delegation, and requires the Vice- Chancellor to establish reporting mechanisms to keep the Council informed of delegated activities. The Vice- Chancellor shall provide an annual attestation to Council.
- 22) The sub-delegations of authority by the Vice-Chancellor are maintained by the University Secretary and are made in accordance with the Conditions of Sub-delegation made by the Vice-Chancellor (Schedule 4 of the Governance Rule) reviewed by the Council as appropriate.
- 23) The Schedule of Matters Reserved for the Council and its Committees and the Academic Delegations Schedule are maintained by the University Secretary (Schedules 1 and 2 of the Governance Rule).

- 24) A delegation of authority does not prevent the Council exercising any of its powers, authorities, duties or functions.

## **Rules**

- 25) The Council may make Rules not inconsistent with the Act and By-law which have the same force and effect as a By-law.

# **KEY GOVERNANCE ROLES AT THE UNIVERSITY**

## **The Chancellor**

- 26) The Chancellor is appointed by the Council and holds office in accordance with the Act and on the conditions determined by the Council. The Chancellor (and Chairman of the Council) is an external, independent, non-executive member selected on the basis of achievement and record as a leader. The Chancellor utilises experience, skills and leadership abilities to implement and promote good governance processes and practices and is responsible for:
- a) Leadership of the University Council in performing its strategic and stewardship roles;
  - b) Efficient organisation and conduct of the Council's functions and meetings;
  - c) Facilitating the effective contribution and communications with members of the Council;
  - d) Promoting a positive culture for the Council and between the Council and management;
  - e) Promoting constructive relations between the position and Vice-Chancellor including the provision of mentoring and advice;
  - f) Representing the Council to the community as the official spokesperson for the University Council;
  - g) Scheduling regular evaluations of the Council's performance;
  - h) Ensuring that independent members of Council meet separately as required;
  - i) Reviewing corporate governance matters with the University Secretary and reporting on those matters to the Council; and
  - j) Presiding at official ceremonies and functions of the University.
- 27) The Council may, by resolution, confer other functions or authority upon the Chancellor as it deems appropriate.

## **The Deputy Chancellor**

- 28) The Deputy Chancellor is elected by the Council to support the Chancellor. The Deputy Chancellor assumes all functions of the Chancellor including presiding at official ceremonies and functions of the University on behalf of the Chancellor in the absence of the Chancellor, during a vacancy in the office of Chancellor or during the inability of the Chancellor to act.

## **The Vice-Chancellor and President**

- 29) The Vice-Chancellor and President (Vice-Chancellor) or principal executive officer of the University, is appointed by the Council.
- 30) The Vice-Chancellor is responsible for the attainment of the University's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Council.

- 31) The Vice-Chancellor represents the University to the community as the official spokesperson for the University on operational matters.
- 32) The Vice-Chancellor manages a team of executives responsible for the functions contributing to the success of the University, and maintains succession plans for these roles.
- 33) The Vice-Chancellor's performance is assessed annually in light of the achievement of goals, targets and other key performance indicators as determined by the Chancellor's Committee.
- 34) The Vice-Chancellor is an ex-officio member of Council, with the duties and responsibilities of a member of the Council.

### **President of Academic Senate**

- 35) The President of Academic Senate is elected by the academic staff of the University from amongst the Professors and Associate Professors, to:
  - a) Provide leadership of the Academic Senate in performing its academic governance role;
  - b) Apply efficient organisation and conduct of the Academic Senate's functions and meetings;
  - c) Facilitate the effective contribution and communications with members of the Senate;
  - d) Promote a positive culture for the Academic Senate and between the Senate and management; and
  - e) Represent the outcomes of the Academic Senate – the principal academic forum for discussion and principal advisory committee on academic matters – to the University Council and facilitate communications and advice on academic matters to the University Council.
- 36) The President of Academic Senate is an ex-officio member of the Council, with the duties and responsibilities of a member of the Council.

### **Academic Senate**

- 37) The Academic Senate is the primary forum for debate on academic issues in the University and has a major role in academic quality assurance processes. It is the principal advisory committee to the Council on academic matters. The Academic Senate reports to the Council through its President.

### **Pro Chancellors and other Council Roles**

- 38) The Council may appoint one or more of its members to the office of Pro Chancellor for a term of up to 2 years. A Pro Chancellor is eligible for re-appointment upon expiry of a term of office.
- 39) A Pro Chancellor supports the Chancellor and Deputy Chancellor and may preside at official ceremonies and functions of the University on behalf of the Chancellor, specifically in the absence of the Chancellor and Deputy Chancellor.
- 40) The Council may confer functions or authority upon Council members as it deems appropriate.



## University Secretary

- 41) The University Secretary is the secretary to the Council and is accountable to the Council through the Chancellor, on all corporate governance matters. Responsibilities to Council include:
- a) Advising Council members on the obligations of the University and themselves;
  - b) Facilitating the University's corporate governance processes and advising the Council on governance programs, compliance activities and risk management;
  - c) Providing corporate secretarial services including agendas, meeting papers and minutes to Council and its committees ;
  - d) Carrying out the instructions of the Council, usually in conjunction with the Vice-Chancellor, giving practical effect to the Council's decisions;
  - e) Seeking and obtaining external professional advice (including legal advice) on any governance related matters for the benefit of the Council.
  - f) Communicating with regulatory bodies, and attending to statutory and other filings;
  - g) Facilitating the induction of newly appointed members and professional development programs;
  - h) Developing and maintaining information systems and processes, appropriate for the Council to fulfil its role; and
  - i) Making administrative amendments to University rules, policies and procedures.
- 42) The University Secretary is a key point of contact for Council members on Council matters.
- 43) The Vice-Chancellor, in consultation with the Chancellor, is responsible for the appointment, termination, monitoring and ongoing evaluation of the performance of the University Secretary.

## WHAT IS EXPECTED OF COUNCIL MEMBERS?

### Skills, Qualities and Experience

- 44) The Council has developed a Council Skills and Experience Matrix identifying the skills, experience, expertise and qualities it requires of its members. The Council reviews its skills profile as part of its regular performance review.

### Standards of Behaviour

- 45) Council members are required to behave ethically, in keeping with Part 4A and Schedule 2A of the Act, and must act honestly in the best interests of the University, at all times preferring the University's benefit to:
- a) Personal advantage, whether financial or otherwise;
  - b) The advantage of any other person or organisation; or
  - c) The advantage of any group qualifying a member for election or appointment to Council.
- 46) Council members should be familiar with the University's [Ethical Framework](#), [Conflict of Interest Policy](#), [Code of Conduct](#), [Code for the Protection of Freedom of Speech and Academic Freedom](#) and Social Media Communication Policy.

- 47) In addition, the Council requires all Council members to comply with the following behaviours and obligations:
- a) Act in the best interests of the University – demonstrate accountability for actions, accept responsibility for decisions, not to engage in activities that could negatively impact the reputation of the University;
  - b) Exercise care and diligence – commit the time necessary to effectively discharge the role, prepare adequately, attend and participate at Council meetings, ascertain all relevant information, make reasonable enquiries, understand the financial, strategic, and other implications of decisions;
  - c) Act honestly and for a proper purpose – be open and transparent in dealings, avoid bias or self-interest, demonstrate respect for others;
  - d) Use the position appropriately – do not use a position on Council to seek an undue personal benefit, advantage family members or associates, or to cause detriment to the University. Members must decline gifts that may cast doubt on the ability to apply independent judgement as a member of the Council;
  - e) Avoid conflicts - disclose any interest, direct or indirect, which conflicts with the duty to the University. It is not obligatory to disclose an interest which naturally follows from membership of the group qualifying you for election or appointment to the Council and is not otherwise special or personal;
  - f) Be financially literate and responsible – understand financial reports, audit reports and other financial material that comes before the Council, actively enquire into this material, do not trade if insolvent;
  - g) Act within the powers and functions set out in the [University of Newcastle Act 1989 No 68](#);
  - h) Strive for the highest standards of personal behaviour in their dealings with other members of Council and with other members of the University community. Council members should not conduct themselves in any manner likely to cause harm or damage to the reputation of the Council or the University.
  - i) Act collegiately and in a mutually respectful manner – be a team player and treat fellow members, University staff and students and members of the public with honesty, respect and courtesy;
  - j) Demonstrate leadership and stewardship, promoting and supporting the University's values in accordance with the expectations of the Council outlined in this Charter.
  - k) Maintain confidentiality in respect of information provided in relation to Council and Committee matters and take reasonable precautions against its unauthorised disclosure or use. This obligation will continue during and after the conclusion of their term of office, unless:
    - i. the relevant information enters the public domain otherwise than as a result of a breach of this obligation; or
    - ii. the confidential status of the information is revoked by a resolution of Council.These restrictions do not apply where a Council member is obliged by law to disclose the information.
- 48) Communication with the media about Council related matters is the sole province of the Chancellor, the Vice-Chancellor and their respective delegates for that purpose.
- 49) Council members must not, during their term on Council, and following termination or resignation from Council:
- a) take part in any discussion with a media representative about Council business or affairs; or

- b) provide any information, or cause or allow any information to be provided to a media representative about Council business or affairs; except with the express prior approval of the Chancellor or Vice-Chancellor.
- 50) Council members are encouraged to attend University events such as graduation ceremonies and public lecture series. Council members will, on occasions, receive invitations from the Council Secretariat to attend a function of potential interest to them in their capacities as Council members. Council members are encouraged to join their Council colleagues and senior members of University management at such functions, as and when they can.

### **Conflict of Interest or Duty**

- 51) If a conflict exists, it must be declared and managed in the best interests of the University. An interest in relation to any matter on the agenda must be declared at the meeting, even if it has been declared previously. Declared conflicts are recorded in the minutes of the Council meeting, together with details of how the Council dealt with the conflict.
- 52) A Chair or the Chancellor may instruct the University Secretary to withhold papers relating to a particular matter from a Council member after that Council member has declared a conflict of interest with respect to that matter. Additional steps and actions may be necessary in order to properly manage a conflict of interest (having regard to standard practice in the corporate sector as a guide).
- 53) Council members complete a [Statement of Interests Declaration](#) as part of their induction process, and update the declaration annually, or as circumstances change. The University Secretary maintains a Register of Interests, which is published each Council meeting.

### **Breaches of Standards of Behaviour**

- 54) If a Council member is found (by the Council) to have breached one or various sub-clauses in this Section 4, the Council may use this as evidence in assessing whether the Council member has breached its duties under Schedule 2A of the University of Newcastle Act (1989) - which can lead to removal of office.

## **HOW THE COUNCIL OPERATES**

### **Meetings**

- 55) The Council will meet as frequently as required, but not less than four (4) times a year. The Council may rotate the location of its meetings to visit major facilities of the University.
- 56) In establishing the meeting agendas, the Chancellor and Committee Chairs meet with the Vice-Chancellor and University Secretary to determine which matters require the Council's attention and/or decision. The agenda may need to allow for relevant

presentations to the Council and where appropriate, management attendance to discuss a particular agenda item.

- 57) Best endeavours will be undertaken to provide the meeting agenda and papers to members one (1) week prior to the scheduled meeting. No papers requiring consideration or decision can be tabled at a Council meeting except with the unanimous approval of those members of Council present at the meeting.
- 58) [Council papers](#) should be concise stand-alone documents that provide the information that the Council requires to fully understand the issues being raised and, where required, to make an appropriately informed decision that meets the needs of the University. The Council has an agreed template for papers and requires the purpose of each Council paper to be clearly stated to assist Council members to understand management's requirements. The information needs of management and the Council are quite different, [Council papers](#) require context and succinct coverage of the key elements of strategy, risk, financial value and operational impact. The Council will source management reports from the Vice-Chancellor where greater detail may be required.
- 59) Members are required to attend and participate at Council meetings. Members unable to attend a meeting must advise the Chair or University Secretary ahead of the meeting. The Council's preference is to conduct meetings in person. The Council may also conduct meetings by telephone or video conference providing all Council members with a reasonable opportunity to participate in the meeting. Participation is equivalent to attendance at a regular meeting. The nearest whole number above one half of the membership of the Council for the time being constitutes a quorum.
- 60) Meetings are conducted so that matters are debated openly and constructively. Council members are committed to collective decision making, but have a duty to bring an independent judgement to bear in decision -making. Individual Council members must utilise their particular skills, experience and knowledge when discussing matters at Council meetings. The [Council member decision checklist](#) may be used to support decision processes. The Council also has a formal voting procedure which is required for some processes. When a decision is reached and resolved by a majority vote, Council members may ask that their dissent be recorded. Thereafter, no Council members should oppose or impede the implementation of the decision or use the fact of their dissent directly or indirectly to that end. Council members are expected to commit to the consensus view once a decision is made by the Council. It is essential for the good of the University that Council members are seen to be working in unison with a shared commitment to the advancement of the University's goals.
- 61) The signed minutes should be entered in the minute book within 1 month of the meeting. A full set of minutes is kept by the University Secretary. Annotations made by members in their electronic papers are not retained as part of the University's record-keeping process.

- 62) To facilitate an even workflow throughout the year, the Council adopts a twelve-month calendar, which includes all scheduled Council and committee meetings as well as major items of Council business.

### **Starring**

- 63) Any member may request that an item be starred for discussion at Council. This usually occurs at the conclusion of a Committee meeting or prior to consideration of business at a meeting of Council. The Chancellor may also use discretion on additional items to be starred for discussion by the Council.
- 64) At the Council meeting, non-starred items are considered 'en globo' and a vote taken in the affirmative is regarded as conclusive evidence that the resolutions are approved by the meeting.

### **Urgent Decision Making**

- 65) The process and consideration of business in between scheduled meetings of Council is at the Chancellor's discretion but will usually be reserved for routine matters where it is inconvenient to convene a meeting or where a matter is particularly urgent.
- 66) The Chancellor's Committee, or the Chancellor together with the Vice-Chancellor, have authority delegated from Council to consider urgent business. Authority exercised under this urgent business delegation is reported to the next meeting of the Council.
- 67) The Chancellor may request the Council to transact business by flying minute. A flying minute must be agreed by at least two-thirds of members and is deemed to be passed at the time it is approved by the requisite majority. Flying minutes are reported at the next meeting of the Council.

### **Major Correspondence**

- 68) The Council is to be made aware of major correspondence received by the Chancellor, the Vice-Chancellor, University Secretary, or other senior officers of the organisation, including, but not limited to, any non-routine correspondence:
- a) from the Minister;
  - b) from the Auditor General (and other external auditors);
  - c) from any Federal, State or Local Government Body;
  - d) which significantly impacts on the compliance requirements of the members of the Council;
  - e) which may have a significant impact on the University;
  - f) in relation to any writ, summons or correspondence taking or threatening legal action against the University and whose claim is greater than \$100,000;

- g) in relation to any related party transactions which have occurred in the past month or are proposed to occur; or
- h) which purports to raise a serious matter, or which contains information which would be of significant interest or concern to the Council.

### **Independent Professional Advice**

- 69) Following consultation with the Chancellor, any member of Council may request access to independent professional advice at the expense of the University on any matter connected with the discharge of their responsibilities. Generally, this advice will be available to all members on Council. Such requests are communicated to the University Secretary, who will discuss these with the Vice-Chancellor when appropriate to do so.

### **Engagement with Senior Management**

- 70) Council members must respect the role of University management. Council is a governance body; it is not its role to manage the University.
- 71) Council members should ordinarily communicate with senior managers and other University leaders on matters relating to Council business through the Vice-Chancellor. Members are expected to advise the Chancellor of the matters discussed. Chairs of Council Committees are expected to be in communication with relevant senior management but should advise the Chancellor and Vice-Chancellor of the matters discussed.
- 72) Should any Council member wish to undertake a Council related site visit on any of the Universities campuses, the University Secretary can make the necessary arrangements, Council members are requested to avoid arranging such visits themselves.

## **MAINTAINING EFFECTIVENESS**

### **Council Evaluation**

- 73) The Council is responsible for its own effectiveness as a governing body. It assesses its own performance as well as the performance of individual members at least every two (2) years and develops actions plans as required. Independent advisory firms with relevant expertise may be engaged to facilitate the process, as the Council considers appropriate.
- 74) Annually, there is a performance evaluation of each of the committees of Council, and an assessment against the governance guidelines outlined in the Voluntary Code of Best Practice for the Governance of Australian Universities.
- 75) Processes are regularly reviewed to ensure they are consistent with good practice

guidelines.

### **Vice-Chancellor Evaluation**

- 76) The Chancellor's Committee will review the performance of the Vice-Chancellor on at least an annual basis and report to the Council the findings of those reviews.

### **Council Member Remuneration**

- 77) The Council determines the level of remuneration paid to external and student members of the Council. Elected staff members are not remunerated for their role on the Council, as membership of the Council is a valuable part of a staff member's professional development.
- 78) Members of the Council are entitled to be reimbursed for their reasonable travel, accommodation and expenses when travelling to and from meetings of the Council or its committees, or when otherwise engaged in the business of the University. (See the [Reimbursement of Expenses for Council Members Policy](#)).
- 79) Non-executive members of the Council receive statutory superannuation. In addition, all members of Council have directors' and officers' insurance premiums paid and are indemnified by the University as permitted by law.

### **Executive Remuneration**

- 80) The Chancellor's Committee reviews executive remuneration annually.

## **REVIEW**

- 81) The Council is responsible for reviewing the Council Charter and the division of functions and responsibilities between Council and management to determine appropriateness to the needs of the University at two (2) year intervals. Amendments to the Charter are approved by resolution of the Council.

## **SCHEDULE 1**

- 82) [Council Member Decision Checklist](#)

---

## Version History

Date	Details of Changes Since Previous Version
26 April 2023	This version has been re-formatted to meet the requirements of the University's Brand Guidelines. In doing so, changes to clause numbers have been made. No change to content has occurred.