

## DEAKIN UNIVERSITY COUNCIL CHARTER

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### 1. Principles

- 1.1. Deakin University Council is responsible under the *Deakin University Act 2009 (Vic)* (Deakin Act) for the governance of the University.
- 1.2. The Council is committed to the highest standards of governance, integrity and ethical conduct and to making the best possible decisions for the sustained success of the University.
- 1.3. This Charter outlines the processes the Council has developed to discharge its responsibilities. It also reflects good governance principles in:
  - a) the Higher Education Provider Standards under the *Tertiary Education Quality and Standards Agency Act 2011 (Cth)*
  - b) the Voluntary Code of Best Practice for the Governance of Australian Universities
  - c) the Corporate Governance Principles and Recommendations of Australian Stock Exchange Corporate Governance Council.
- 1.4. The Council reviews this Charter at least every two years.

### 2. Membership of the Council

- 2.1. The composition of the Council is set out in University Regulation 2.1(1)–*The Council* and consists of:
  - a) three official members, being the Chancellor, Vice-Chancellor and the Chair of the Academic Board
  - b) five Government appointed members
  - c) five Council appointed members
  - d) two elected members, being one elected student and one elected staff member.
- 2.2. The Council is committed to gender equality and aspires to diversity of membership.
- 2.3. The process for recommending the appointment and reappointment of Council and Government appointed members are set out in [Guidelines](#) approved by Council and includes consideration of:
  - a) the optimal mix of skills and experience to meet the Council’s governance responsibilities
  - b) gender balance and diversity in membership
  - c) balancing the benefits of stability versus regular renewal in appointments and reappointments
  - d) awareness of the needs of, and engagement with, stakeholders.
- 2.4. The Council implements processes to ensure that each person who is, or is proposed to become, a member of the Council is a fit and proper person for the position. This includes ensuring that relevant requirements of the *Deakin University Act* and the *Tertiary Education Quality and Standards Agency Act* are met.
- 2.5. The membership of Council is published on the University’s [website](#).
- 2.6. All Council members are expected to attend all meetings of Council, unless granted leave of absence from the meeting by Council. Council members’ attendance at Council and committee meetings is published in the University’s Annual Report.
- 2.7. Before being reappointed for a further term of office a member is expected to have attended a minimum of 75% of meetings in their previous term(s) of office, unless exceptional circumstances exist.

### **3. Responsibilities of the Council**

- 3.1. The primary responsibilities of the Council include:
- a) appointing and monitoring the performance of the Vice-Chancellor as chief executive officer of the University
  - b) approving the mission and strategic direction of the University and its annual budget and business plan
  - c) overseeing and reviewing the University's performance
  - d) establishing policy and procedural principles for the operation of the University consistent with legal requirements and community expectations
  - e) approving and monitoring systems of control and accountability of the University
  - f) overseeing and monitoring the assessment and management of risk across the University, including University commercial activities
  - g) overseeing and monitoring the academic activities of the University
  - h) approving any significant University commercial activities.
- 3.2. The Council may delegate its powers and functions under the Deakin Act to a Council member, a committee of the Council or any member of staff of the University. Delegations made by Council are recorded in the Register of Council Delegations. The Council reviews the Register each year along with a report on actions taken under delegation during the year.
- 3.3. The Council may by resolution approve the payment to any eligible Council member(s) of remuneration and fees within ranges fixed from time to time by the Victorian Government.

### **4. Responsibilities of Council members**

- 4.1. Each Council member has an overarching duty to act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently.
- 4.2. When acting in their capacity as a Council member, Council members must:
- a) act in good faith, honestly and for proper purposes consistent with the objects and interests of the University
  - b) exercise reasonable skill, appropriate care and diligence, and
  - c) take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with the requirements of the Deakin Act.
- 4.3. A Council member must not make improper use of their position as a Council member, or of information acquired because of their position as a member, to gain, directly or indirectly, an advantage for the member or for another person.
- 4.4. Unless otherwise approved by the Council, all Council members must keep confidential all information obtained from or in relation to the University, and all discussions, deliberations and decisions of the Council which have not, been publicly disclosed by the University.
- 4.5. Outside of Council meetings, Council members are required to support the letter and spirit of Council resolutions. Council members must not speak publicly on behalf of the Council or the University unless approved by the Council.
- 4.6. All Council members are required to make a declaration of their interests every year and to declare any new or changed interests as they arise, including: significant sources of income, property holdings and positions or associations with other organisations held by themselves or close family members.
- 4.7. Council maintains a Register of Members' Interests and reports on all transactions with related parties in the University's Annual Report.

- 4.8. Council members are required to declare any interest they have in any matter before the Council. Unless otherwise resolved by Council any such declaration will result in the member being excluded from consideration of that matter.

## **5. Individual requests for advice and information**

- 5.1. With the prior approval of the Chancellor, a Council member may seek independent professional advice, at the University's expense, on any matter connected with the performance of the member's duties as a Council member. Where the Chancellor approves a request for independent professional advice to be obtained, the Council Secretary will facilitate obtaining such advice. Copies of any such professional advice must be made available to, and for the benefit of, all Council members, unless the Chancellor agrees otherwise.
- 5.2. The University will provide information about its operations as may reasonably be requested by Council members. Requests should be made to the Vice-Chancellor either directly or via the Council Secretary. The Vice-Chancellor will ensure that information provided is current, complete and clearly explained, e.g. the basis for any calculations will be set out. Responses will be provided within five working days unless there are complicating circumstances, e.g. information must be retrieved from archives or benchmarked against other organisations. Unless otherwise agreed with the member, the Council Secretary will circulate the Vice-Chancellor's response to any request to all members of the Council. This will ensure that all members are able to consider the same information.

## **6. Chancellor and Deputy Chancellors**

- 6.1. The Chancellor is appointed by the Council and holds office in accordance with the Deakin Act and on the conditions determined by the Council.
- 6.2. The Chancellor's responsibilities include providing leadership and acting as the Chair of the Council, including ruling on questions of process at Council meetings. The Chancellor may receive delegated authority to make determinations to facilitate business between meetings of Council. The Chancellor's role is described in the document [Role of Responsibilities of the Chancellor](#) approved by Council.
- 6.3. The Chancellor is responsible for monitoring the performance of the Vice-Chancellor and reporting to Council on the matter.
- 6.4. The Council must appoint at least one Deputy Chancellor. In the absence of the Chancellor, or during any vacancy in the office of the Chancellor, a Deputy Chancellor will act as Chancellor.

## **7. Vice-Chancellor**

- 7.1. The Vice-Chancellor is appointed by the Council and holds office in accordance with the terms of appointment determined by the Council.
- 7.2. The Vice-Chancellor is the Chief Executive Officer of the University and is responsible to the Council for the conduct and management of the University as a whole.
- 7.3. The Vice-Chancellor is the University's official spokesperson regarding matters of management and policy and provides leadership for external engagement activities.

## **8. Meetings**

- 8.1. The Council conducts meetings in accordance with the Deakin Act and the [Council Operating Provisions](#). The Council's annual business schedule sets out matters to be considered at Council meetings each year including Matters Requiring Council Decision. The business schedule covers all of Council's governance responsibilities.

- 8.2. The Chancellor is responsible for chairing Council meetings and ensuring they are conducted in a professional manner such that all members are able to contribute in a meaningful way; recommended actions are clear; and the minutes accurately record all resolutions and items for noting.
- 8.3. The format of meetings will encourage discussion, questions and expression of a range of viewpoints in the course of decision making.
- 8.4. Following each meeting the Council Secretary will publish a report on the outcomes from the meeting on the University's website.

## 9. Council committees

- 9.1. The Council has established a number of committees which contribute to the effective governance of the University and to the effective review of the University's activities. Council uses committees for the detailed scrutiny of matters but retains responsibility for overall decision-making.
- 9.2. Each committee has terms of reference which set out the committee's mandate and powers.
- 9.3. The current committees are:

<b>Committee</b>	<b>Advises Council on</b>	<b>Terms of reference and composition</b>
Chancellor's Advisory	Corporate governance matters Council appointments  Council operations and effectiveness	<a href="#">Available on the Council website</a>
Audit and Risk	University accounting, control and risk management reporting  External and internal audit reports and internal audit policy	<a href="#">Available on the Council website</a>
Finance and Business Affairs	University finances, management of fixed assets and commercial activities  Oversight over university controlled and associated entities	<a href="#">Available on the Council website</a>
Investment	Performance of the University's investments and investment advisors  Oversight over investment policy	<a href="#">Available on the Council website</a>
Legislation	Matters pertaining to the University Act, statutes and regulations  Governing legislative instruments and alignment between legislation and University policy	<a href="#">Available on the Council website</a>
Honorary Degrees	Nominations for Deakin Honorary Doctorates and Masters	<a href="#">Available on the Council website</a>
Remuneration	Strategic remuneration and human resource matters  Salaries, conditions and performance review of the Vice-Chancellor and members of the Executive	<a href="#">Available on the Council website</a>

- 9.4. The meetings and proceedings of committees are guided by the Operating Provisions for Committees of Council approved by the Council.

- 9.5. The Chair of each committee is responsible for ensuring that meetings are conducted in a professional manner, where all members are able to contribute in a meaningful way; recommended actions are clear; and the minutes accurately record all resolutions and items for noting.
- 9.6. The Council may from time to time establish one or more ad hoc committees in accordance with the Deakin Act and delegate power to such committee(s) to deal with specific issues on behalf of the Council including, for example, search or selection committees for the position of Vice-Chancellor or for the position of Chancellor.

## **10. The Academic Board**

- 10.1 Council has established the Academic Board by Statute 2.2 – *The Academic Board* as the principal academic authority within the University.
- 10.2 The Chair of the Academic Board is an official member of Council and reports to Council following each meeting of the Board.
- 10.3 The Board is responsible to the Council for maintaining the highest standards in teaching and research.

## **11. Review of effectiveness**

- 11.1. Each year the Council reviews the fulfilment of its business schedule and responsibilities during the year and publishes this review on the University's website.
- 11.2. Every two years the Council conducts a review of its own effectiveness and the effectiveness of its committees. These alternate between a review by an external consultant and a review by questionnaire to all Council members. Reviews of performance incorporate external perspectives and benchmarks.

## **12. Indemnity and insurance**

- 12.1 The Deakin Act requires the University to indemnify each Council member against all actions or claims (whether arising during or after a Council member's term of office) in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any power or duty conferred or imposed on the Council or a person as a member of the Council.
- 12.2 The University maintains a directors' and officers' liability insurance policy that offers coverage in relation to claims made against Council members which arise in connection with the performance of their duties.

*Approved by Council on 8 May 2018.*