

# DEAKIN UNIVERSITY COUNCIL CHARTER

## Contents

1. Introduction
2. Membership of the Council
3. Responsibilities of the Council
4. Powers and functions of the Council
5. Responsibilities of Council members
6. Chancellor and Deputy Chancellor
7. Vice-Chancellor
8. Meetings
9. Council committees
10. Indemnity and insurance

## 1. Introduction

- 1.1 Deakin University (“University”) was established by the *Deakin University Act 1974 (Vic)* and now operates under the *Deakin University Act 2009 (Vic)* (“Deakin Act”) which came into effect on 1 January 2011.
- 1.2 The Council is established by the Deakin Act as the governing body of the University, responsible for the general direction and superintendence of the University.
- 1.3 The Council is committed to ensuring that the highest standards of governance are maintained at all times. This Charter outlines the legislative framework under which the Council operates and the processes the Council has developed to help discharge its responsibilities.
- 1.4 The Charter also reflects good governance principles promoted by:
  - (a) the Tertiary Education Standards and Agency<sup>1</sup>
  - (b) the Australian Ministerial Council for Tertiary Education and Employment<sup>2</sup>
  - (c) the Australian Stock Exchange Corporate Governance Council.<sup>3</sup>
- 1.5 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 the Deakin Act and University Regulation 2.1(1)–*The Council* and consists of:
  - (a) official members, being the Chancellor, Vice-Chancellor and the Chair of the Academic Board
  - (b) Government appointed members
  - (c) Council appointed members, the number of whom must not exceed the number of Government appointed members.
- 2.2 The process for recommending the appointment and reappointment of Council and Government appointed members are set out in Council approved Guidelines reflecting the requirements of the Victorian Government.<sup>4</sup>

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<sup>1</sup> Tertiary Education Quality and Standards Agency Act 2011 (Cth) and associated Higher Education provider Standards

<sup>2</sup> Voluntary Code of Best Practice for the Governance of Australian Universities (2011)

<sup>3</sup> Corporate Governance Principles and Recommendations (3<sup>rd</sup> edition 2014)

<sup>4</sup> Guidelines on Appointment of Council and Government Appointment Members

- 2.3 Each Council member holds office for the term determined in accordance with the Deakin Act, generally being to 31 December of the second full year following the member's appointment. Members may be reappointed in accordance with the Deakin Act and University regulations.
- 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 Act and the Tertiary Education Quality and Standards Agency Act 2011 (Cth) are met.
- 2.5 The membership of Council is published on the University's website at <http://www.deakin.edu.au/about-deakin/leadership-and-governance/university-council/members-of-council>
- 2.6 All Council members are expected to attend all meetings of Council, unless granted leave of absence from the meeting by Council.
- 2.7 Before being reappointed for a further term of office a member is expected to have attended a minimum of 75% of meetings which he or she was eligible to attend in his or her 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 of the management of the University and its 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, including those required to maintain a general overview of any entity over which the University has control
  - (f) overseeing and monitoring the assessment and management of risk across the University, including university commercial activities
  - (g) overseeing the monitoring the academic activities of the University
  - (h) approving any significant University commercial activities.
- 3.2 The Council maintains and reviews at least annually the list of Matters Requiring Council Decision.<sup>5</sup>
- 3.3 The Chancellor will ensure that there is a procedure for the review of the performance of Council every two years.

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<sup>5</sup> [http://www.deakin.edu.au/\\_\\_data/assets/pdf\\_file/0011/395993/Matters-Requiring-Council-Decision.pdf](http://www.deakin.edu.au/__data/assets/pdf_file/0011/395993/Matters-Requiring-Council-Decision.pdf)

## **4. Powers and functions of the Council**

4.1 The Council has the following functions and powers:

- (a) to appoint the Chancellor, any Deputy Chancellor and the Vice-Chancellor
- (b) to establish policies relating to the governance of the University
- (c) to oversee and review the management of the University and its performance
- (d) to oversee the management and control of the property and business affairs of the University
- (e) to oversee the management and control of the University's finances
- (f) any other powers and functions conferred on it by or under the Deakin Act, any other Act or any University statute or regulation
- (g) the power to do anything else necessary or convenient to be done for or in connection with its powers and functions.

4.2 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. The Council will review the delegation of its functions and powers (including in relation to financial expenditure) at least once each calendar year.<sup>6</sup>

4.3 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 Minister.

## **5. Responsibilities of Council members**

5.1 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.

5.2 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.

5.3 A Council member must not make improper use of his or her position as a Council member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or for another person.

5.4 Unless otherwise approved by the Council, all Council members must keep confidential all information obtained from or in relation to the University which has not, and all discussions, deliberations and decisions of the Council which have not, been publicly disclosed by the University.

5.5 Council members must not speak publicly on behalf of the Council or the University unless approved by the Council.

5.6 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 Chancellor will facilitate obtaining such advice. Copies of

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<sup>6</sup> [http://www.deakin.edu.au/\\_\\_data/assets/pdf\\_file/0005/215726/council-standing-delegations.pdf](http://www.deakin.edu.au/__data/assets/pdf_file/0005/215726/council-standing-delegations.pdf)

any such professional advice must be made available to, and for the benefit of, all Council members, unless the Chancellor agrees otherwise.

- 5.7 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.
- 5.8 Outside of Council meetings, Council members are expected to support the letter and spirit of Council resolutions.

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

- 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 role is described in the document [Role of Responsibilities of the Chancellor](#) approved by Council, encompassing ceremonial, statutory, and regulatory functions.
- 6.3 The Chancellor's functions include providing leadership and acting as the Chair of the Council, including ruling on questions of process at Council meetings. The Chancellor may chair meetings of committees of the Council and receive delegated authority to make determinations to facilitate business between meetings of Council.
- 6.4 The Chancellor is responsible for monitoring the performance of the Vice-Chancellor and reporting to Council on the matter.
- 6.5 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 acts 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 and in particular for the academic and administrative performance of the University.
- 7.3 The Vice-Chancellor represents the University at official functions, is the University's official spokesperson regarding matters of management and policy, leads delegations and provides leadership for external engagement activities.

## **8. Meetings**

- 8.1 The Council conducts meetings in accordance with the Deakin Act and [Council's Operating Provisions](#).

- 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 Chancellor is responsible for ensuring that there is an annual schedule of business which includes items that require the regular attention of the Council including without limitation:
- (a) the approval of the Strategic Plan, Operational Plan, Business Plan and Annual Report
  - (b) presentations by management on areas of the University's operations
  - (c) updates on risk management, and
  - (d) self-evaluation of the performance of Council.

## **9. Council committees**

- 9.1 In accordance with its authority, 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.
- 9.2 Each committee has terms of reference which set out the committee's mandate and powers.
- 9.3 The current committees are:
- (a) Audit and Risk
  - (b) Chancellor's Advisory
  - (d) Finance and Business Affairs
  - (e) Honorary Degrees
  - (f) Investment Committee
  - (g) Legislation
  - (h) Remuneration.
- 9.4 The meetings and proceedings of committees are guided by the [Operating Provisions for Council Committees](#) 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; the minutes accurately record all resolutions and items for noting; and that reports to the Council describe the major activities of the committee, drawing the Council's attention to the noteworthy issues, and inviting the Council to note major decisions made by the committee and consider recommendations made by the committee to Council.
- 9.6 The Chancellor's Advisory Committee will recommend to the Chancellor any matters notified by the Chair of a committee as requiring attention before the next scheduled meeting of the Council.
- 9.7 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 office of Chancellor.
- 9.8 The performance of each committee and of Council's overall committee system is reviewed every two years by the Council. Reviews of performance incorporate external perspectives and benchmarks.

## **10. Indemnity and insurance**

- 10.1 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.
- 10.2 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.