

DEAKIN UNIVERSITY COUNCIL CHARTER

Approved by Council on 8 December 2011

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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 and, as such, is responsible for the general direction and superintendence of the University.
- 1.3 The Council is committed to ensuring that standards of good corporate governance are maintained at all times. To that end, this Charter has been developed to provide an overview of the legislative framework under which the Council operates and to outline the processes the Council has developed to help discharge its responsibilities.
- 1.4 In developing this Charter, the Council has been mindful of the requirements set out in the Victorian Government’s *Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees*.
- 1.5 The Council will review this Charter as least every two years.

2. Membership of the Council

- 2.1 The Council consists of between 14 and 21 persons being the official members (being the Chancellor, Vice-Chancellor and the Chair of the Academic Board), the appointed members, the elected members and any person(s) appointed by the Council as Council appointed members.¹

¹ *Deakin University Act 2009*, part 4.

2.2 Each Council member holds office for the term determined in accordance with the Deakin Act. A Council member's office becomes vacant in accordance with the Deakin Act.

2.3 The Council will take reasonable steps to ensure that each person who is, or is proposed to become, a member of the Council is eligible to act as a Council member.

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.²

3.2 The Chancellor will ensure that there is a procedure for the review of the performance of Council every two years.

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

² Deakin University Act 2009, s8(3).

- (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.³

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.⁴ The Council will review the delegation of its functions and powers (including in relation to financial expenditure) from time to time and at least once each calendar year.

4.3 The Council may by resolution approve the payment to any eligible Council member(s) of remuneration and fees that are fixed from time to time by the Minister.⁵

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.⁶

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.⁷

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, 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.

³ *Deakin University Act 2009*, s9(1).

⁴ *Deakin University Act 2009*, s18.

⁵ *Deakin University Act 2009*, s16.

⁶ *Deakin University Act 2009*, s15(1).

⁷ *Deakin University Act 2009*, s15.

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

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.⁸
- 6.2 The Chancellor's role encompasses ceremonial, statutory, and regulatory functions. The ceremonial role includes presiding over degree conferrals, attending official functions and participating in delegations as a representative of the Council.
- 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 the 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.⁹

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 Deakin University Act 2009, s24.

⁹ Deakin University Act 2009, s25.

8. Meetings

- 8.1 The Council conducts meetings in accordance with the Deakin Act.¹⁰
- 8.2 No question must be decided at any meeting of the Council unless there is a quorum of at least eight members present.
- 8.3 Questions arising at a meeting are decided by a majority of the votes of members present. At any meeting, the Chairperson has a vote and, in the case of an equality of votes, a casting vote.
- 8.4 Council meeting papers will normally be distributed to Council members at least seven business days prior to each meeting to enable Council members' adequate time to read the papers and properly prepare for the meeting.
- 8.5 The Chancellor is responsible for chairing 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.
- 8.6 In the ordinary course, eight Council meetings are held each calendar year. Meetings will ordinarily include light refreshments with presentations from staff and other invitees on topics of interest.
- 8.7 The Chancellor or Vice-Chancellor may call a special meeting of the Council on any notice for business which he or she wishes to submit to Council as a matter of urgency.
- 8.8 Special meetings of Council may also be convened upon the written request of not less than six Council members. The Secretary must ensure that such meetings are called within fourteen days of receipt of the written request.
- 8.9 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 Faculties, Institutes and other areas
 - (c) updates on risk management, and
 - (d) self evaluation of the performance of Council.
- 8.10 Council members wishing to propose items for inclusion in the printed agenda are required to advise the Council Secretary of their proposed agenda item not less than

¹⁰ Deakin University Act 2009, s 17 and schedule 1 clauses 10 to 14.

three weeks prior to the scheduled Council Meeting. Agenda papers are to be submitted electronically to the Council Secretary. Tabled papers should be kept to a minimum. No paper is to be tabled at meetings of Council, except with the approval of the Chancellor. At each meeting where one or more papers are tabled, time may be allotted for reading such papers; and the Chancellor's approval as referred to above is without prejudice to the right of Council to defer consideration of the subject of a tabled paper to a later meeting of Council.

- 8.11 The Deakin Act sets out a number of situations in which the office of a Council member becomes vacant. These include being failure to attend 3 consecutive ordinary meetings of the Council, without the Council's approval.
- 8.12 To assist the Council with its deliberations, the following University staff members shall regularly be in attendance at ordinary meetings of the Council:
- (a) members of the University Executive
 - (b) a staff member of the office of Vice-Chancellor nominated by the Vice-Chancellor
 - (c) the Secretary of the Council and an assistant to the Secretary of the Council.
- 8.13 To further assist the Council with its deliberations, staff, students or persons associated with the University required for consideration of a particular agenda item may from time to time be asked to attend a meeting of the Council.
- 8.14 Staff and students of the University may request permission to be present as observers for consideration of a particular agenda item. Such requests are to be submitted to the Secretary to the Council at least 48 hours prior to the meeting. Attendance will be at the invitation of the Chancellor. Observers cannot speak, interject, move or second motions or vote.
- 8.15 All attendees and observers at Council meetings are required to keep all information and discussions at the meeting confidential.
- 8.16 Outside of Council meetings, Council members are expected to support the letter and spirit of Council resolutions.
- 8.17 The Council may pass resolutions without a meeting in accordance with the Deakin Act.¹¹

9. Council committees

- 9.1 In accordance with its authority, the Council has established a number of standing committees which contribute to the effective governance of the University and to the effective review of the University's activities.¹²

¹¹ *Deakin University Act 2009*, schedule 1, clause 13.

9.2 Each standing committee has terms of reference which set out the committee's mandate and powers.¹³

9.3 The current standing committees are:

- (a) Audit and Risk
- (b) Campus Planning
- (c) Chancellor's Advisory
- (d) Finance and Business Affairs
- (e) Legislation.

9.4 Subject to the terms on which a power of the Council is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the principles and requirements set out or referred to in this Charter which regulate the meetings and proceedings of the Council.

9.5 The Chair of each standing 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. The Council is also responsible for establishing a search committee for the office of Chancellor.

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

¹² Regulation 2.1(1)—*The Council*, clause 5

¹³ Terms of reference for each Committee can be located at – <http://www.deakin.edu.au/council/committees/main.php>

purported exercise of any power or duty conferred or imposed on the Council or a person as a member of the Council.¹⁴

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.

¹⁴ *Deakin University Act 2009*, s19.