

## **COUNCIL'S FULFILMENT OF ITS 2021 BUSINESS SCHEDULE**

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### **FULFILMENT OF BUSINESS SCHEDULE AND COMPLIANCE WITH CORPORATE GOVERNANCE STANDARDS AND CODES**

Council fulfilled its business schedule in 2021 as demonstrated by the table of actions set out in the below table.

Council met its responsibilities under relevant legislation and codes of practice:

- *Deakin University Act 2009* (Vic)
- Deakin University Council Charter
- corporate governance and accountability standards specified by the Tertiary Education Quality and Standards Agency (TEQSA)
- Voluntary Code of Best Practice for the Governance of Australian Universities.

### **Additional Compliance Actions**

Additional compliance actions were undertaken during the year in the following areas and they have been integrated into Council's annual business schedule:

- increased workplace health and safety reporting – quarterly reporting to full Council via Audit and Risk Committee as approved by Council 20 May 2021
- Modern Slavery Statement – annual compliance statement for review and approval by Council and lodgement with the Department of Home Affairs
- Code for Upholding Freedom of Speech and Academic Freedom – annual compliance statement using the UCC template to be published in the University's Annual Report
- Australian Universities Code for Vice-Chancellor and Senior Staff Remuneration – Council adopted this Code on 30 September 2021 and the University will report on compliance in our Annual Report.

### **REPORT 'UNIVERSITY GOVERNING BODIES – OPTIMISING PERFORMANCE AND GOVERNANCE'**

The management and corporate governance advisory firm Blackhall & Pearl is conducting a project on optimal performance by university Councils and other 'composite boards' (ie with a mix of Government, Board appointed and elected members). The firm has conducted interviews with a number of Chancellors, including Deakin's Chancellor John Stanhope.

The report contains ten recommendations to underpin good performance.

It is pleasing that the ten recommendations are covered by Deakin's existing practices or action plans, notably the action plan arising from the 2021 Council Questionnaire.

### **REPORTS ON OUTCOMES FROM COUNCIL MEETINGS**

Following each meeting of Council a report on outcomes from the meeting was published on the Council website.

*9 December 2021*

Responsibility or function	Ref	No.	Item	Actions	Achieved?
<b>1. Strategic direction, budget and business plan</b>					
Approving the mission and strategic direction of the University and its annual budget and business plan	8(3)(b)	1.1	Review and renewal of strategic direction	Strategic Plan 'Deakin 2030: Ideas to Impact' approved 12 November 2020. Strategic Plan KPI Dashboard approved 20 May 2021.	Yes
	8(3)(b)	1.2	Consider oral report from the Vice-Chancellor on strategy items and, where topical, a focus on one area of strategy	Reports considered at each meeting.	
	8(3)(b)	1.3	Augment Council meetings with lunch and presentations on future focussed issues in governance, technology and universities and deepen relationships with Executives through shared lunches and dinners	Opportunities limited due to lockdown but identified a priority in 2021 Council Questionnaire action plan.	
	8(3)(b)	1.4	Consider and if appropriate approve Business Plan for the coming triennium, including the next year budget and three-year financial plan including capital expenditure plan	2022-24 Financial Plan considered at meeting on 4 November 2021 and 2022 Budget approved and projections for 2023-24 noted. Financial Plan to be reviewed at meeting on 4 August 2022 ahead of consideration of 2023-25 Financial Plan.	
<b>2. Oversight and review of University performance</b>					
Appoint and monitor the performance of the Vice-Chancellor as chief executive officer of the University	8(3)(a)	2.1	Consider annual report on the Vice-Chancellor's performance and remuneration	Report from Chancellor considered in private session at meeting on 9 December 2021.	Yes
Oversee and review the management of the University and its performance	8(3)(c)	2.2	Review and if appropriate approve the University's Annual Report including annual financial statements and risk statement	Considered and approved at meeting on 18 March 2021.	
	8(3)(c)	2.3	Consider written report from the Vice-Chancellor on current matters	Considered at each meeting. Updates circulated between meetings as developments occur.	
	8(3)(c)	2.4	Monitor the performance of the University against headline key performance indicators in the strategic plan	Quarterly Dashboard reporting established and reports considered.	
	8(3)(c)	2.5	Consider Executive and senior staff presentations on University plans and developments in Faculties, Schools and Institutes (see also 5.7)	Presentation from Executive Deans Arts and Business and Law considered at meeting on 30 September 21 and 4 November 2021.	
	8(3)(c)	2.6	Consider presentation from the Chief Operating Officer on human resources issues, including: <ul style="list-style-type: none"> <li>workplace health and safety</li> <li>staff satisfaction, retention and turnover</li> </ul>	Presentation by COO considered at meeting on 9 December 2021.	
		2.7	Receive annual report on wellbeing, health and safety	Enhanced quarterly reporting cycle established. Reports considered at meetings on 5 August 2021 and 9 December 2021.	
	8(3)(c)	2.8	Consider annual report by University institutes on their performance against their KPIs	Report considered at meeting on 9 December 2021.	
Strategic human resources issues	8(3)(c)	2.9	Consider minutes of Remuneration Committee meetings and reports on performance and reward policies, succession planning and strategic human resources issues	Minutes and comments from Chair (Chancellor) on Remuneration Committee considered at meetings on 20 May 2021, 4 November 2021 (oral report) and 9 December 2021.	
Freedom of speech	Code for Upholding Freedom of Speech and Academic Freedom	2.10	Consider reports on Code for Upholding Freedom of Speech and Academic Freedom, as required	Code and associated action plan approved at meeting on 5 August 2021. Report on progress of action plan considered at meeting on 9 December 2021 (Academic Board Report and Legislation Committee minutes).	
Council session with current students and recent graduates	n/a	2.11	Meet with groups of students to discuss issues they face and how Deakin can meet their needs and improve their university experience	Student forum held over until 2022 due to COVID-19 restrictions and preference to hold forum in face-to-face format.	
<b>3. Overseeing the management and control of finances</b>					
Oversee the management and control of the University finances 9(1)(e)	9(1)(e)	3.1	Consider end of year financial report, including cash flow projections, capital expenditure performance and investment performance	Council considered projections for the end of year financial position throughout the year. Council considered detailed reports on projected monthly cash flow in the context of declining revenue from the COVID-19 crisis. Council considered reports from the Investment Committee on the performance of the University's investments throughout the year.	Yes

Responsibility or function	Ref	No.	Item	Actions	Achieved?
Safeguard integrity in financial reporting	ASX4,7	3.2 (see also 2.2)	Consider and if appropriate approve: <ul style="list-style-type: none"> <li>audited annual financial statements to ensure that they comply with the University's statutory responsibilities and with accounting standards</li> <li>written statement by CFO to accompany financial statements regarding risk management and internal compliance and control</li> </ul>	Council approved the annual financial statements at its meeting on 18 March 2021.	
	9(1)(e)	3.3	Monitor finances and major projects <i>(Note: Reporting on major projects is in accordance with the Governance Framework for Projects endorsed by Council on 4 August 2016 which includes the circumstances in which a project must be brought back to the Committee and Council for approval in relation to variations to scope, budget and schedule.)</i>	Major projects were monitored throughout the year and any material variations to budget and to major project milestones were analysed. The University partnered with the Victorian Government on a number of projects under the Victorian Higher Education State Investment Fund. Council monitored the progress of these projects at each meeting.	
	9(1)(e)	3.4	Consider outcomes of the Victorian Auditor-General's analysis of the financial performance of Victorian universities including financial sustainability indicators	At its meeting on 5 August 2021 Council considered a detailed analysis from the Chief Financial Officer of the Victorian Auditor-General's analysis of the financial performance of Victorian universities including financial sustainability indicators.	
	9(1)(e)	3.5	Consider and if appropriate approve amendments to the Financial Delegations policy, as required	No amendments to the Financial Delegations policy were made in 2021.	
	9(1)(e)	3.6	Consider minutes of Finance and Business Affairs Committees meetings and any issues arising	Council considered the minutes and an oral report from the Chair following each meeting of the Finance and Business Affairs Committee.	
Monitor activities of controlled and associated commercial entities	Commercial activity guidelines	3.7 (see also 7.7)	Receive summary quarterly reports on controlled commercial entities and consider any issues arising	Council considered full year and quarterly reports on controlled commercial entities.	
<b>4. University legislation and policies</b>					
Make statutes and regulations	28	4.1	Consider and if appropriate approve proposals for making, amending and revoking Council legislation	On 1 January 2021 the following new University legislation come into effect following Council approval in 2020: <ul style="list-style-type: none"> <li>Deakin University Statute</li> <li>Council Regulations</li> <li>Vice-Chancellor Regulations</li> <li>Academic Board Regulations.</li> </ul>	Yes
	28	4.2	Consider reports on Regulations made or amended by the Vice-Chancellor or the Academic Board, as appropriate		
	28	4.3	Consider minutes of Legislation Committee meetings and any matters arising		
Establish policy and procedural principles for the operation of the University consistent with legal requirements and community expectations Establish policies relating to the governance of the University	8(3)(d) 9(1)(b)	4.4	Consider and if appropriate approve proposals for making, amending and revoking policies relating to the governance of the University, including the Policy Framework, as required	Council approved amendments to the Policy Framework at its meeting on 5 August 2021.	
		4.5	Receive annual report on policies made, amended and revoked during the year	Council considered reports from the Council Secretary on policies and the Policy Framework, including a report to the meeting on 9 December 2021 about Council auspiced policies.	
<b>5. Overseeing and monitoring academic activities</b>					
Oversee and monitor the academic activities of the University	8(3)(g), TEQSA 6.1.1, 6.2.1f	5.1	Consider reports on academic governance, including admission and assessment standards, student progression and compliance with TEQSA academic governance requirements	Council considered the minutes and an oral report from the Chair following each meeting of the Academic Board.	Yes
Protect free intellectual inquiry and expression in learning, teaching, and research	TEQSA 6.1.4	5.2	Consider annual review of activities by the Academic Board on academic freedom	Council considered the annual review of activities by the Academic Board on academic freedom at its meeting on 9 December 2021. At its meeting on 5 August 2021 Council approved the Code for Upholding Freedom of Speech and Academic Freedom and an action plan for implementing the Code.	
Monitor academic standards and quality assurance	8(3)(g)	5.3	Consider oral reports on quality assurance in: <ul style="list-style-type: none"> <li>admission and English language standards</li> <li>course approval</li> <li>assessment</li> </ul>	Council considered reports from the Chair of the Academic Board about academic quality assurance following each meeting of the Board.	

Responsibility or function	Ref	No.	Item	Actions	Achieved?
Oversee conferral of higher education awards	TEQSA 6.1.1, 6.2.1h	5.4	Consider reports on conferral of higher education awards at graduation ceremonies – number of graduates, attendance at ceremonies, honorary degrees	Council considered reports and communications from the Vice-Chancellor to the University community about graduation ceremonies in the COVID-19 circumstances.	
Consider conferral of higher doctorates	n/a	5.5	Consider and if appropriate approve conferral of higher doctorates, as required	In 2021 the University discontinued the category of higher doctorates because it had fallen into disuse and was no longer required.	
Consider reports on research initiatives including commercialisation of research projects	8(3)(g)	5.6	Consider reports on research initiatives Consider and if appropriate approved research initiatives of strategic significance including major research commercialisation initiatives, as required	Council considered reports on research initiatives from the Vice-Chancellor and Deputy Vice-Chancellor Research. At its meeting on 9 December 2021 Council considered the annual report on the performance of University research institutes.	
Consider presentations from Faculties and Institutes on academic activities	8(3)(g)	5.7	Consider presentations from Faculties and Institutes on academic activities (see also 2.5)	Council considered presentations from the Executive Deans Arts and Education and Business and Law at its meetings on 30 September 2021 and 4 November 2021.	
<b>6. Overseeing and monitoring risk management, systems of control and accountability</b>					
Oversee and monitor the assessment and management of risk across the University	8(3)(f)	6.1	Review the University's risk appetite statement	At its meeting on 30 September 2021 Council reviewed and approved the University's risk appetite statement.	Yes
	8(3)(f)	6.2	Consider the Deakin risk profile (Headline Risk Report), including the treatment of high risks	Council considered reports of the Headline Risk Report including actions to bring risk items within their target operating range following each meeting of the Audit and Risk Committee.	
	8(3)(f)	6.3	Consider risk management program and monitor University risk register, including specific action plans to bring risk items within their target operating range		
	8(3)(f)	6.4	Consider minutes of Audit and Risk Committee meetings and any issues arising	Council considered the minutes and an oral report from the Chair following each meeting of the Audit and Risk Committee.	
Oversee and monitor the assessment and management of risk across University controlled and associated entities	8(3)(e)	6.5	Consider twice yearly risk assessment of controlled and associated entities	Council considered the twice-yearly risk assessment of controlled and associated entities.	
Oversee and monitor systems of control and accountability across the University	8(3)(e)	6.6	Receive annual reports on matters pertaining to the adequacy of University compliance management including breach reporting and prevention of fraud and corruption	Council considered a report from the Audit and Risk Committee about University compliance management and fraud and corruption prevention (May 2021).	
	8(3)(e)	6.7	Oversee internal audits and consider issues arising from audits as required	Council considered reports from the Audit and Risk Committee on internal audits and issues arising following each ARC meeting.	
	8(3)(e) (see also 7.6)	6.8	Receive annual report on crisis and emergency management Consider reports on crisis events, as required	Council received a report on crisis and emergency management via the Audit and Risk Committee. Council received reports at each meeting from the Vice-Chancellor about the COVID-19 pandemic. Council received communications from the Vice-Chancellor to the University community about the COVID-19 pandemic throughout the year.	
Consider annual report on student complaints and monitor the availability of information about internal grievance procedures	TEQSA 2.4 Code 9	6.9	Review handling of student complaints Monitor availability of information on staff grievance procedures and issues arising	Council received a report on student complaints management via the Audit and Risk Committee (5 August 2021). Internal grievance procedures are set out in University policy and procedures.	
<b>7. Overseeing management and control of property and business affairs</b>					
Oversee the management and control of the property and business affairs of the University	9(1)(d)	7.1	Consider and if appropriate approve the acquisition of property, as required	No property acquisitions made in 2021.	Yes
	9(1)(d)	7.2	Receive reports on any property acquired exercising delegated authority from Council, as required		
	9(1)(d)	7.3 (see also 3.3)	Consider and if appropriate approve business cases for projects over \$10m and variations to those projects in terms of scope, budget, schedule	Council approved and monitored the progress of projects under the Victorian Higher Education State Investment Fund.	
	9(1)(d)	7.4	Consider and if appropriate approve commercial ventures including establishing or joining companies, as required	Council considered reports on research commercialisation strategy and, via the Finance and Business Affairs Committee, on commercialisation vehicles such as Universal Motion Simulator Ptd Ltd and FIKA Entertainment Pty Ltd.	
	9(1)(d)	7.5	Consider annual report on campus infrastructure and property strategy	Council received a report on the Campus Infrastructure and Property Strategy via the Finance and Business Affairs Committee (November 2021).	
	9(1)(d)	7.6	Note actions on any issues arising from annual business asset management report	The Finance and Business Affairs Committee received the 2021 University Asset Management Report at its 27 October 2021 meeting and noted the management, utilisation, and risk responses in relation to Deakin assets.	

Responsibility or function	Ref	No.	Item	Actions	Achieved?
	9(1)(d) and 8(3)(f)	7.7 (see also 6.7)	Note actions on any issues arising from annual report on disaster and critical incident management affecting the management and control of property	The Audit and Risk Committee reported to Council on management systems for disaster and critical incident management including effects on property, in particular campus de- and re-activation in the COVID-19 circumstances.	
Overseeing management and control of commercial activities	Commercial activity guidelines	7.8 (see also 3.7)	Review and approve commercial activities covered by Ministerial guidelines, as required	The Vice-Chancellor and Deputy Vice-Chancellor Research reported on key commercialisation activities.	
		7.9	Review and if appropriate approve changes to the Commercial Activities and Entities policy and procedure, as required	The Commercial Activities and Entities policy and procedure were reviewed and updated in 2020 and are up-to-date. No changes were made in 2021.	
		7.10	Report on progress against commercialisation strategy, as required	The Vice-Chancellor and Deputy Vice-Chancellor Research reported on key commercialisation activities. Research commercialisation strategy and partnerships will be a focus of the 2022 Strategy Conference.	
Oversee the management of University investments	46	7.11	Review the University's investment objectives	Investment objectives are set out in the Investment Governance Framework which was updated during the year and will be the subject of a session at the 2022 Strategy Conference. At its meeting on 1 July 2021 Council considered and endorsed the University's Responsible Investment Statement.	
	46	7.12	Authorise payments from the Future Fund, as required	No recommendations for payments from the Future Fund were made in 2021.	
	46	7.13	Consider reports from the Investment Committee on the performance of University investments including Responsible Investing impact	Council considered reports on investment performance from each meeting of the Investment Committee.	
	46	7.14	Note any changes to the Investment Governance Framework and associated documents made by the Investment Committee in accordance with its term of reference b)	See 7.11 above.	
<b>8. Council's own affairs, appointments and effectiveness</b>					
Appoint the Chancellor	Statute 7	8.1	Elect Chancellor as required by term of office	Not applicable in 2021.	Yes
Appoint Deputy Chancellors	Statute 8	8.2	Appoint Deputy Chancellors as required by terms of office	Council appointed two Deputy Chancellors at its meeting on 20 May 2021.	
Appoint Council appointed members and recommend government appointees	9(1)(a), 13(1)-(3) TEQSA 3.2	8.3	Make Council appointments and recommendations required to fill vacancies, ensuring appropriate expertise, diversity and independence	(Re)appointments of members made as required by terms of office. The Ministerial appointed position remained under consideration by the Minister at the ends of the year.	
Manage Council's own affairs	TEQSA 6.1	8.4	Consider minutes from Chancellor's Advisory Committee meetings and any issues arising	Council considered the minutes and an oral report from the Chair following each meeting of the Chancellor's Advisory Committee.	
Establish and empower committees	Sch 1, 15	8.5	Consider minutes from each meeting of committees and oral reports from Chairs highlighting key issues	Council considered the minutes and an oral report from the Chair following each Committee meeting.	
	Sch 1, 15	8.6	Appoint committee members, Chairs and Deputy Chairs	Council made Committee appointments at its meeting on 9 December 2021.	
Approve business schedule	8(3), 9(1)	8.7	Consider and if appropriate approve annual Council business schedule	Council received its 2022 business schedule at its meeting on 9 December 2021.	
Review fulfilment of responsibilities	8(3), 9(1)	8.8	Receive reports on fulfilment of business schedule for the current year	Council considered this report at its meeting on 9 December 2021.	
Conduct effectiveness review of Council and committees every two years against best practice standards	Code 6	8.9	Establish and complete Council and committee reviews alternating in a two-year cycle – in 2021 there is a review by questionnaire	Council conducted the review by questionnaire in July and approved actions arising at its meeting on 5 August 2021.	
Review implementation of improvement actions from previous review	Code 6	8.10	Consider report on implementation of actions arising from Council or committees review of previous year	The Council Secretary reported on the completion of actions from the previous two-yearly review in 2020.	
Corporate governance update	Code 3, 5	8.11	Receive and consider presentation on latest developments in corporate governance (see also 1.3)	Council considered reports on corporate governance actions by the University Chancellors Council (UCC) and on relevant reports such as those by the firm Blackhall & Pearl via the Chancellor's Advisory Committee (9 December 2021).	
<b>9. University appointments and remuneration</b>					
Executive appointments	27(2)	9.1	Consider and if appropriate approve the appointment of Executive members (DVCs, Faculty Executive Deans and Chief University Officers), as required	No Executives were appointed in 2021. Council adopted the Australian Universities Code on Vice-Chancellor and Senior Staff Remuneration at its meeting on 5 August 2021.	Yes
Appointment of Alfred Deakin Professors	Academic Promotion policy	9.2	Consider and if appropriate confer the title of Alfred Deakin Professor, as required	No conferrals in 2021 due to the paring back of activities under the COVID-19 circumstances.	

Responsibility or function	Ref	No.	Item	Actions	Achieved?
Approval of Honorary Degrees	Reg 5.2(6)	9.3	Consider and if appropriate approve the conferral of Honorary Degrees (see also 5.4)	The Honorary Degrees program is on hold pending the resumption of the regular Graduation Ceremony schedule.	
	Reg 5.2(6)	9.4	Consider minutes of Honorary Degrees Committee meetings and any issues arising		
<b>10. Naming approvals and reports not listed elsewhere</b>					
Faculties	Council Regs Schedule 2	10.1	Consider and if appropriate approve the establishment and name of Faculties, as required	Not applicable in 2021. The Faculty structure was unchanged by the Deakin Reimagined program.	
Institutes	Council Regs Schedule 3	10.2	Establish and disestablish Institutes, as required	No Institutes were established or disestablished in 2021. At its meeting on 9 December 2021 Council considered the annual report on Institute performance.	
Facilities	Naming of Facilities and Entities policy	10.3	Consider and if appropriate approve proposals to name campuses, buildings, rooms or outdoor spaces, as required	In accordance with the policy the student residences opened in 2021 at the Waurin Ponds Campus were named <i>Willem Yaluk</i> , following Council consideration in 2020.	
Named Professorial Positions		10.4	Consider and if appropriate approve proposals to name organisational areas or named professorial positions, as required	Not applicable in 2021 – no new named professorial positions established.	
University seal and contracts report	University Common Seal policy and Contracts policy	10.5	Receive report regarding affixation of seal and execution of contracts where reporting to Council is required by the Contracts Policy	Council received reports from the General Counsel at each meeting on documents and contracts executed under the University Common Seal policy and Contracts policy.	Yes

**References:**

- Numbers without any further text refer to sections of the *Deakin University Act 2009* (Vic)
- TEQSA = Provider Registration Standards stipulated by the Tertiary Education Quality and Standards Agency
- Code = 'Voluntary Code of Best Practice in University Governance' published by Universities Australia
- ASX = 'Principles of Good Corporate Governance and Best Practice Recommendations' published by the Australian Stock Exchange
- Reg = University regulation
- Statute= University statute
- ToR = Terms of reference of relevant committee