Council Governance Charter

Section 1 - Purpose

Legislative Framework

(1) The University of Canberra (University) is a body corporate established by the University of Canberra Act 1989 (ACT) (the Act). The Act defines the functions, values and powers of the University and allows the University to make statutes, rules and policies to carry out or give effect to the Act.

(2) The governing body of the University, the Council (Council), is established under the Act and has the entire management of the University. Council is required to act in all matters concerning the University in the way it considers will best promote the interests of the University.

(3) The Act also establishes the Academic Board. Subject to the statutes and rules agreed by Council, the Academic Board is responsible for all academic matters and may advise Council on any matter relating to education, learning and research work of the University.

Section 2 - Scope

Role of Council

(4) Council is responsible for the governance of the University. Council sets the strategic direction of the University and drives performance through the appointment of the Vice-Chancellor (Vice-Chancellor), oversight and review of the business plan and budget, oversight of academic activities and the monitoring of risk and the systems of control and accountability.

Council Composition

(5) Council is comprised of 15 members. Internal members include the Vice-Chancellor, the Chair of Academic Board and those members elected by the University's internal stakeholders, namely undergraduate and postgraduate students, academic and professional staff. The Chancellor is appointed by Council. Eight external members are appointed by the ACT Chief Minster.

(6) In accordance with the Act, Council members must not be appointed for a term of longer than 3 years or if the total period of the member’s appointment is longer than 9 years, without agreement. At least two members will have financial expertise and at least one member will have commercial expertise.

Section 3 - Principles

Council Functions

Council Meetings

(7) Council meetings are governed by the Standing Orders, which set out the procedures for meetings.

Appointments

(8) Council is responsible for appointing the Chancellor, Deputy Chancellor, and Vice-Chancellor of the University. In addition, Council may from time to time appoint independent members to its committees.

Strategic Planning

(9) As the governing body, Council is responsible for setting the strategic direction for the University. This includes setting the University goals, direction, limitations and accountability frameworks. Council is ultimately responsible for both corporate and academic outcomes.

Monitoring Performance

Monitoring performance against the Strategic Plan

(10) Council reviews progress against the Strategic Plan and the University's Key Performance Indicators on an annual basis.

Oversight of Quality Standards

(11) The national body responsible for the oversight of quality in Higher Education is the Tertiary Education Quality and Standards Agency (TEQSA). This agency evaluates higher education providers against the Higher Education Standards Framework (Threshold Standards) 2021, which informs the University's quality processes. Periodically, TEQSA carries out a review of an institution's ability to maintain standards and manage the quality of its operations.

Budgeting and Financial Management

(12) The University's financial year is 1 January to 31 December. The budget parameters and strategy for the next financial year are discussed by Council in August of each year. At its October meeting, Council considers the preliminary budget and the final budget is considered at the December meeting. Financial performance reports are presented at each Council meeting and Council is responsible for the sign off of the annual Financial Accounts.

Risk Management

(13) A formal resilience management system has been implemented throughout all levels of the University. The Resilience Management Framework is comprised of the key components – risk management, business continuity, emergency management, disaster recovery, fraud control, and health and safety. Council is responsible for overseeing and monitoring risk management across the University.

Legislative Compliance

(14) The University is subject to a wide range of legislation from both the Commonwealth and ACT. The Governance Unit maintains a Legislative Responsibility Schedule. The schedule records the University units or officers responsible and accountable for ensuring the University meets its obligations under each Act or related instrument.

Policy Framework

(15) The Act defines the powers of the University to make statutes, rules and policies to carry out or give effect to the Act. This subsidiary legislation is used for the purposes of management, good governance and discipline of the University and provides procedures and details to expand the brief descriptions of powers of the University set out in the Act. For example, the foundations for admissions, student conduct proceedings, academic progress and even campus parking are contained in Statutes and Rules. This subsidiary legislation has the force of law subject to the constraints of any superior legislation such as other acts of the ACT, the Commonwealth, and the Australian Constitution.

Statutes Rules and Policies

(16) Statutes - Statutes are made under section 40 of the Act. New or amending statutes are first considered by the Legislation Committee and, if endorsed, considered by Council. Statutes are then referred to the ACT Executive. Once passed by the ACT Legislative Assembly, 'notified' statutes become a Disallowable Instrument. A statute comes into effect on the date of "notification" by the ACT Government or an alternative date of commencement if specified in the statute.

(17) Rules - Rules are subsidiary to Statutes and are made under subsection 40(3) of the Act. New or amending rules are first considered by the Legislation Committee and, if endorsed, considered by Council. Unlike statutes, rules do not need to be submitted to the ACT Government.

(18) Policies - A policy is an approved, concise formal statement that sets out the principles and intentions on particular matters to guide University practice. Policies are enforceable, lawful and reasonable directions to employees. They are usually derived from the law and regulations that govern the University, national standards or the University's strategic plan.

Decision Making

(19) Under section 10 of the Act, Council has the entire management of the University and is required to act in all matters concerning the University in the way it considers will best promote the interests of the University. Section 17 enables Council to delegate any of its functions except the power to make statutes, to:

a. a member of Council; or
b. a committee that includes a member of Council; or
c. a member of the staff of the University; or
d. any other person approved by Council.

(20) Delegations cannot be sub-delegated (Legislation Act 2001, pt 19.4.).

(21) Council holds a number of 'Reserved Powers'. These are powers that Council has agreed will not be delegated. Management functions such as approval of operational policies are delegated to the Vice-Chancellor. Other powers such as human resource and financial management decisions are delegated to staff through the Delegations of Authority Policy and Delegations – Human Resource Matters.

Stakeholder Engagement

(22) Council is responsible for approving the University's Annual Report and authorising its transmission to the Legislative Assembly. The Annual Report is published on the University's website.

(23) Council meets at least six times each year. Meetings are held in the Council Room located in Building 1 on Floor D. Meetings are open to observers except for items declared to be confidential. Agendas and meeting minutes are made available on the Council website.

(24) Details of Council membership, meeting dates and terms of reference are also available to the public on the Council's website.

Controlled and Related Entities

(25) Council is responsible for approving the establishment and/or participation of the University in any company or joint venture. These entities are controlled by an independent governing body. Council oversees these entities by:

a. ensuring that the entity's board possesses the skills, knowledge and experience necessary to provide proper

stewardship and control of the entity;

b. ensuring that the board documents a clear corporate and business strategy which reports on and updates annually the entity's long-term objectives and includes an annual business plan containing achievable and measurable performance targets and milestones; and
c. establishing clear reporting requirements.

Partnerships

(26) From time to time the University will enter into partnerships and collaborations to deliver its strategic objectives and other services. These arrangements will bring together professional partners and businesses to provide opportunities for campus development, teaching, research, work-integrated learning, student placements and adjunct appointments for the mutual benefit of all parties.

(27) Under the Reserved Powers, Council approves all major projects, partnerships and agreements over $10 million. The Vice-Chancellor reports regularly to Council on the status of major partnerships and other strategic relationships.

Committees

(28) In accordance with Section 17 (1b) of the Act, Council has established a number of committees to help it carry out its responsibilities. Committee minutes are submitted to Council following each meeting and Committees are required to report annually to Council on how the objectives of the Committee have been met and whether the relevant skills and expertise are represented in the membership. This report also includes an annual review of the committee's terms of reference.

(29) Committees membership, meeting dates and terms of reference can be found on the Committees of Council website.

(30) Current committees include:

a. Audit and Risk Management Committee;
b. Investment Committee;
c. Finance Committee;
d. Legislation Committee;
e. Planning and Development Committee;
f. Honorary Degrees Committee; and
g. Nominations and Senior Appointments Committee.

Committee Membership

(31) Committee membership is determined by Council and will normally consist solely of Council members.

(32) If a vacancy in the membership of a committee occurs, Council will appoint another member to serve for the remainder of the term.

(33) Council members may attend any Committee meeting, however if not appointed to that Committee Council members cannot vote.

General Principles

(34) Council committees will be chaired by an external member of Council.

(35) In circumstances where specialist skills are required and are not available on Council, Council may appoint an

external person to chair a committee.

(36) Committees will provide advice and make recommendations to Council.

(37) Terms of reference must be consistent with their purpose.

(38) Subject to Council's approval, committees may co-opt additional members to ensure an appropriate level of expertise or gender representation.

(39) Co-opted members of committees, including University staff members, will not have voting rights unless specifically approved by Council.

(40) Terms of office for members of Council committees will initially be two years or until the next Council meeting after that whichever is the later.

(41) Student members of Council committees will be appointed for one year or for the duration of their term.

(42) Members may be re-appointed for an additional term(s).

(43) Committee membership should be staggered to maintain continuity and retain corporate knowledge.

(44) Committees are empowered to investigate any matters within their terms of reference.

(45) Committees may request the Secretary of Council to obtain legal or other independent advice considered necessary to discharge their responsibilities.

(46) Committees will review their performance annually and report to Council.

(47) An induction package and briefing will be provided to new committee members.

Council Membership

Council Member Duties

(48) The Voluntary Code of Best Practice for the Governance of Australian Universities (the Code) was approved by the Ministerial Council for Tertiary Education and Employment on 27 July 2011 and adopted by Council in August 2011 (Resolution C144/22). The Code sets out best practice requirements for University governance.

(49) The duties of members are set out in the Code and include the requirement to:

a. always act in the best interest of the University as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her;
b. act in good faith, honestly and for a proper purpose;
c. exercise appropriate care and diligence;
d. not improperly use their position to gain advantage for themselves or someone else; and
e. disclose and avoid conflicts of interest.

(50) Council members are strongly encouraged to attend Graduation ceremonies and other University events. The Chancellor, or such other member of the Council (as determined by Council) may admit candidates, on behalf of the University, to an award, either in person or in absentia.

Performance Evaluation

(51) On a regular basis, at least once each two years, Council will assess its performance, the performance of its

members and the performance of its committees. The Chancellor, supported by the Secretary of Council, has responsibility for organising the assessment process, drawing on external resources if required.

Remuneration

(52) Council sets the annual remuneration for members. Remuneration is paid through the University's payroll system. Members are regarded as employees of the University for payroll and superannuation purposes.

(53) Members receiving a salary from the University are not entitled to remuneration.

(54) Staff members of Council will be supported by their workplace through time release for meeting preparation and attendance at Council, committee meetings, Academic Board and other events held during working hours. Time in lieu to attend events held outside of normal working hours will be agreed on a case by case basis between the staff member and their Supervisor as the need arises.

Council Member Induction and Professional Development

(55) All members of Council undergo a formal induction process.

(56) It is expected that members will undertake professional development to maintain a current knowledge of the University, higher education section and contemporary governance practices by attending a professional development event at least once every two years.

(57) Any member of Council may contact the Chancellor or the Secretary of Council at any time to discuss any particular needs they may have for professional development.

Access to Information

(58) Council members will generally be granted access, on request, to University information, unless:

a. the Council member is seeking access in breach of their legislative or fiduciary duties;
b. the University would be in breach of privacy legislation as a result of providing the information;
c. it would constitute a breach of a duty of confidentiality owed by the University if the information were provided; or
d. provision would constitute a waiver of legal professional privilege.

(59) University information given to Council members may only be used for the purposes of discharging their fiduciary and statutory duties as a member of Council and not for any personal or other purpose. It remains University information, is to be afforded appropriate confidentiality and is to be either returned to University or destroyed following its use.

(60) Any University information released to any Council member will be distributed to all Council members. The Vice-Chancellor has the discretion to provide information prior to the next meeting of Council, or have it included in the papers for that meeting.

Council Member Protection

(61) Members of Council are insured to the limit of $10 million per claim against wrongful acts. For these purposes such acts include actual or alleged breach of duty, breach of trust, neglect, error, misstatement, misleading statement, omission, breach of warranty or authority, or other act done or attempted by or other matter claimed against them acting in their individual or collective capacities of the University.

Section 4 - Responsibilities

Office Holders

Chancellor

(62) The Chancellor is appointed by Council as the senior office holder of the University. The role involves:

a. chairing Council meetings;
b. providing leadership which enables Council to function as an inquiring and informed body;
c. ensuring that Council members understand their responsibilities and the role and functions of Council;
d. mentoring, advising and supporting the Vice-Chancellor;
e. conferring the academic awards of the University;
f. representing the University at meetings, functions and ceremonies nationally and internationally; and
g. representing the University's interests in the political, cultural and business life of the wider community.

Vice-Chancellor

(63) Council appoints the Vice-Chancellor as the Chief Executive Officer and President of the University. The Vice-Chancellor is accountable to Council for the overall management of the University within its legislative framework and resolutions of Council. He/she is the primary source of advice to Council.

Deputy Chancellor

(64) The Deputy Chancellor acts as the Chancellor during any vacancy in the office of Chancellor or when the Chancellor is, for any reason, unable to exercise the functions of the office of Chancellor.

Secretary of Council

(65) The Secretary of Council reports to the Chancellor and acts as an independent advisor on governance matters to members of Council. The role includes:

a. providing executive support to the Chancellor and Deputy Chancellor;
b. providing support to the advisory committees of Council;
c. facilitating the induction of new Council members on the advice of the Chancellor;
d. considering any relevant legislation and policies relating to agenda items;
e. coordinating the production and distribution of Council papers;
f. assisting with the agenda setting and consulting over meeting minutes;
g. ensuring Council meets its statutory obligations in relation to financial statements, reporting and governance protocols;
h. ensuring the Chancellor is briefed in relation to any matters of potential conflict between Council and the University;
i. facilitating the appointment of new members;
j. acting as the returning Office for University elections; and
k. obtaining legal or other advice if required by Council and advising it about policy and procedural matters.

Executive

(66) The Executive consists of the Vice-Chancellor, Deputy Vice-Chancellors, Vice-Presidents and Faculty Deans. The Executive, in accordance with any powers delegated by Council, implements policies, programs and processes through

decisions about staffing, budgets and infrastructure. Its ultimate responsibility and accountability is to Council for effective implementation of both corporate and academic objectives.

(67) A copy of the Organisational Structure Chart is available at www.canberra.edu.au/about-uc/seniormanagement/chart.

Academic Board

(68) Academic Board is established under the Act and is responsible to Council for all academic matters relating to the University. Academic Board advises Council on matters relating to education, learning, research and the academic work of the University. Academic Board is responsible for:

a. admission and enrolment;
b. granting of advanced standing towards courses;
c. assessment and examination;
d. academic progress;
e. certification of course completion and the granting of awards;
f. granting of scholarships and awarding of University medals and prizes;
g. the content, structure and assessment of courses of study approved by Council;
h. the monitoring of masters and doctoral degree programmes;
i. research priorities and activities; and
j. providing advice to the Vice-Chancellor and Council on the University's strategic planning, especially its academic aspects, and on new academic developments and the academic priorities of the University.

(69) Council has delegated to Academic Board, the authority to accredit new courses and approve changes to existing courses (Resolution C32/3), but Council retains the authority to approve new awards and to authorise their addition to the University of Canberra (Courses and Awards) Statute 2010.

Status and Details

Status	Historic
Effective Date	31st March 2023
Review Date	31st March 2024
Approval Authority	Council
Approval Date	31st March 2023
Expiry Date	18th November 2025
Custodian	Bill Shorten Vice-Chancellor
Responsible Manager	Stephanie Payne University Secretary
Author	Kellie Guiton Governance and Policy Coordinator
Enquiries Contact	Nick Markesinis Policy Manager Policy