Governance (University Council) Rule 2021

Section 1 - Preliminary

Name of Rule

(1) This Rule is the Governance (University Council) Rule 2021.

Commencement

(2) This Rule commences on 2 August 2021 under resolution CNL161/2.

Purpose

(3) This Rule is enacted to define the composition of the University Council (the Council) and outline the functions conferred on that body under the Charles Sturt University Act 1989 (the Act).

Authority

(4) This Rule is made under the authority granted to the Council under section 32 of the Charles Sturt University Act 1989.

Glossary

(5) In this Rule:

a. Act – means the Charles Sturt University Act 1989.
b. By-law – means the Charles Sturt University By-law 2005.
c. Council – means the University Council established under section 9 of the Act.
d. External person - means a person other than a member of the academic or general staff of the University or an undergraduate or graduate student of the University, as set out in section 8A of the Act. The University Governance Framework further provides that the person may not be an executive, employee or student of the University's controlled entities, and must be free from any business or other relationship which could materially interfere with the unfettered and independent exercise of their judgement (refer clause 76).

Notes and headings

(6) The notes and headings in this Rule do not form part of this Rule.

Section 2 - Council

Establishment

(7) There is to be a University Council, which is the peak governing body of the University.

(8) Under Section 19 (1A) of the Act the Council:

a. acts for and on behalf of the University in the exercise of the University's functions, and
b. has the control and management of the affairs and concerns of the University, and
c. may act in all matters concerning the University in such manner as appears to the Council to be best calculated to promote the object and interests of the University.

(9) In accordance with the Act and the By-law, the Council can define roles and delegate authority as necessary for the effective governance of the University, policy development and management.

(10) Functions particular to subcommittees established by the Council shall be set out in the membership and terms of reference of each committee.

(11) Authorities delegated by the Council are set out in the Delegations and Authorisations Policy and associated delegation schedules.

(12) Council will monitor the implementation of delegations made by the Council to delegates annually.

Terms of reference

(13) The Council establishes specific principles to guide the effective governance and management of the University. These principles underpin the activities of the Council and its committees, and are provided in Part C of the University Governance Framework.

(14) Through its own activities or those of its sub-committees the Council shall be responsible for exercising the following functions:

Legislation, standards and policies

a. Ensuring that the University complies with all relevant Commonwealth legislation and statutory requirements; state legislation and annual reporting requirements; and institutional Rules and policies.
b. Approving University Rules, and establishing policy and procedural principles, consistent with legal requirements and community expectations.
c. Monitoring and ensuring the provision of higher education and research training are governed by and comply with University policies across its operations and those of all associated third-party partners.
d. Monitoring any lapses in compliance with all relevant legislation and regulations relevant to the provision of education and research services and overseeing the implementation of prompt corrective actions.
e. Receiving regular reports on compliance activities and audits in relation to all operations of the University.

Educational environment

a. Ensuring an educational environment is maintained within which:
    i. academic freedom and freedom of intellectual inquiry is upheld and protected,
    ii. the principles of social justice, equity and inclusivity underlie all initiatives, programs and operations and difference and diversity are valued,
    iii. the wellbeing of students and staff is fostered and all students and staff are treated equitably,
    iv. informed decision making by students is supported, and
    v. students have opportunities to participate in the deliberative and decision-making processes of the University in accordance with the Governance (Student Representation) Rule 2007.
b. Ensuring the University's complaints and grievance procedures, and information concerning any rights of appeal or review conferred by or under any legislation are published in a form that is readily accessible to the public.
c. Monitoring the occurrence and nature of formal complaints, allegations of misconduct breaches of academic or

research integrity and critical incidents, and ensuring action is taken to address underlying causes.

Academic activities and awards

a. Ensuring mechanisms for competent academic governance and leadership have been implemented.
b. Ensuring academic activities are operating according to an institutional academic governance policy framework that is effective in maintaining the quality of education offered.
c. Ensuring policies and procedures are in place to validate the legitimacy and protect the integrity of all qualifications awarded by the University.
d. On the recommendation of the Academic Senate, conferring awards, including honorary awards, in line with the Governance (Common Seal) Rule 2013 and the Governance (Honorary Awards and Titles) Rule.

Vision, strategy and planning

a. Approving the University's vision, strategy, annual budget and business plan.
b. Approving the University's key performance indicators and monitoring performance against performance indicators in the Strategic Plan, targets as set in the budget and processes articulated in the business plan.
c. Establishing and maintaining branches and Colleges of the University, within the University and elsewhere.

Financial actions and performance

a. Approving and monitoring systems of financial control and accountability, including those relating to controlled entities as outlined in Section 19A of the Act.
b. Approving and monitoring significant commercial activities of the University, including in accordance with Section 24 of the By-law.
c. Ensuring the financial viability of the University.
d. Ensuring the University has the financial capacity to apply and maintain sufficient financial and other resources to:
    i. maintain the University and its business model,
    ii. to enable the sustainability of the University's educational environment and offerings,
    iii. achieve the University's objectives and performance targets, and
    iv. sustain the quality of education being offered.
e. Assuring the financial capacity of the University by:
    i. borrowing or raising money and other necessary measures,
    ii. investing funds belonging to or vested in the University, and
    iii. promoting, establishing or participating in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies and other incorporated bodies, or joint ventures (whether or not incorporated).
f. Monitoring the financial position, financial performance and cash flows of the University.
g. Ensuring financial reporting is materially accurate, and that financial management meets Australian accounting standards.
h. Ensuring that effective financial safeguards and controls are operating and that financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards.

Risk management

a. Overseeing risk management and risk assessment across the University for all of its operations and those of any third-party arrangements.

b. Ensuring that risks to the University's operations, including commercial undertakings, have been identified and material risks are being managed and mitigated effectively.
c. Ensuring there are credible business continuity plans, and adequately resourced financial and tuition safeguards to mitigate risks of disadvantage to students who are unable to progress in a course due to unexpected changes in the University's operations (such as where the University is unable to provide a course, loss professional accreditation for a course, or is otherwise unable to offer a course).

Review of Council performance and effectiveness

a. The Council will:
    i. undertake periodic self-assessments of the competence and effectiveness of the Council's operation and performance, including Committees of the Council,
    ii. instigate periodic (at least every seven years) independent reviews of the effectiveness of the University's corporate and academic governance processes in accordance with requirements as set out in the Higher Education Standards Framework (Threshold Standards) 2021,
    iii. ensure the findings of independent reviews are considered appropriately and agreed actions are implemented, and
    iv. monitor and review the performance of the Vice-Chancellor and the Chancellor against agreed criteria.

Part A - Membership

> Notes: Section 8C of the Act prescribes the size of Council and categories of members, and that the number of members in any one category of members must not at any time constitute a majority of the total number of members. Section 8D of the Act specifies the qualifications and experience of Council members.

(15) The Council is to consist of a total of 15 members comprised of the following categories:

a. Three elected members under section 8E(2) of the Act, being:
    i. one person who is a member of the academic staff of the University elected by members of the academic staff, and
    ii. one person who is member of the general staff of the University elected by members of the general staff, and
    iii. one person who is a student of the University who:
        - is not employed on a full-time basis (or on such other basis as the by-laws may prescribe) as a member of the academic or general staff of the University, and
        - is elected by the students of the University.
b. Up to seven external members who are persons appointed by the Council. This category will include:
    i. At least one member who is a person appointed by the Council who is a graduate of the University under section 8F(1) of the Act.
    ii. Up to six external members who are persons appointed by the Council under section 8G of the Act.
c. Two external persons who are appointed by the Minister under section 8H of the Act.
d. Three official (ex-officio) members under section 8I of the Act, being:
    i. the Chancellor,
    ii. the Vice-Chancellor, and
    iii. the person for the time being holding the office of presiding member of the Academic Senate (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Senate (if the

presiding member is the Vice-Chancellor).

(16) Elected members will hold office for a term of up to two years. Appointed members will hold office for a term of up to four years. Current members may re-nominate for appointment at the end of their term as provided in the Act and By-law.

(17) A person must not be appointed or elected to serve more than 12 consecutive years of office.

(18) Council members must be Australian permanent residents (and at least two members must ordinarily resident in Australia).

(19) Council members are required to be Fit and Proper Persons as defined and determined by the Tertiary Education Quality and Standards Agency Fit and Proper Person Determination 2018 (and other relevant legislation as set out in the University Governance Framework.

Appointment and election

(20) Appointment of Council members, excluding Ministerially appointed members, are as follows:

a. The Chancellor is the Chair of the Council and must be elected by the Council on the recommendation of the Nomination and People Committee.
b. The Deputy Chancellor is a Council member and must be elected by the Council.
c. Elected members of Council are appointed through an election process undertaken in accordance with the Governance (Conduct of Elections) Rule 2024.
d. Council appointed members are to be appointed through a nomination process undertaken in accordance with Division 3 in Part 3 of the By-law.

Role of the Chancellor

(21) The Chancellor's primary role is to ensure that the Council is effective in exercising its responsibility for setting the University's direction and strategy and oversighting its implementation by management.

(22) The main responsibility of the Chancellor is to provide leadership to the Council, including:

a. ensuring the Council focuses on its key tasks,
b. ensuring an appropriate separation of governance and management responsibilities,
c. acting, in conjunction with the Vice-Chancellor, as the University's representative which will involve the presentation of the University's aims to the outside world, including officiating at University ceremonies,
d. chairing meetings of the Council, including ensuring that the Council is fully informed and receives proper information,
e. keeping track of the contribution of individual members and ensuring that they are all involved in discussions and decision making,
f. directing discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed,
g. taking a leading role in determining the composition and structure of the Council through the Nomination and People Committee,
h. advising and supporting members in the performance of their responsibilities, and
i. undertaking both ongoing and formal evaluation of the Vice-Chancellor to identify and monitor achievement against the University Strategy and key performance indicators, and to provide feedback, guidance, support and direction where any issues may become evident.

(23) The Chancellor is the official spokesperson for the Council and is the only member of Council that may authorise a person to make public comment on the decisions of the Council or its internal procedures.

Role of the Deputy Chancellor

(24) The Deputy Chancellor shall:

a. support the Chancellor in the leadership of the Council,
b. chair Council meetings in the absence of the Chancellor,
c. chair the Nomination and People Committee in relation to the appointment of a new Chancellor, and
d. deputise for the Chancellor as required, including at ceremonial functions.

Role and responsibility of members

(25) The primary role of members of the Council is to act as fiduciaries on behalf of the University's stakeholders through the strategic direction and control of the University and its controlled entities.

(26) In particular, Council members' responsibilities are to:

a. attend to, and contribute at, all meetings and meetings of committees on which they serve,
b. nominate for and serve on committees of the Council for which they are eligible,
c. remain informed about factors affecting the higher education sector and the governance of the University,
d. comply with the law and University Rules, policies and procedures,
e. inform themselves about their obligations as members, including asking questions when they are not sure about their responsibilities,
f. spend the time needed and meet as frequently as necessary to discharge their responsibilities properly,
g. read, question and understand the written materials and financial statements distributed to the Council,
h. challenge, where necessary, assumptions or recommendations presented to the Council,
i. maintain the confidentiality of confidential information and deliberations of the Council and University,
j. maintain solidarity with respect to decisions of the Council,
k. represent the University and the Council in external and internal forums, including attending ceremonial functions where possible,
l. make relevant disclosures in line with requirements for conflict of interest as set out in the Governance (Declaration of Material Interests) Rule 2022, and
m. participate openly in the Council's self-evaluation process and the evaluation of senior management.

Status and Details

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