# University Governance Framework

# Section 1 - Purpose

(1) This document sets out the broad principles by which the University Council (Council) will govern Charles Sturt University (the University) and sets out its sub-committees, the Academic Senate and its sub-committees.

(2) This framework has the effect of a governance rule.

# Section 2 - Glossary

(3) Nil.

# Section 3 - Framework

## Part A - Background

### Legislative framework

(4) The higher education sector is a highly regulated sector encompassing both state-based and federal legislative instruments. The taxonomy of legislation relevant to the University is:

a. Charles Sturt University Act 1989
b. Charles Sturt University By-law 2005
c. Governance rules and Delegations and Authorisations Policy
d. Policies (including charters and Code of Conduct)
e. Other legislative instruments recorded in the Legislative Compliance Guide.

(5) The University operates within a legislative and regulatory framework of which the following are of primary importance:

a. The Charles Sturt University Act 1989 (CSU Act) is the New South Wales state-based legislation enabling and establishing the University.
b. Tertiary Education Quality and Standards Agency (TEQSA), which was established in 2011 by the Tertiary Education Quality and Standards Agency Act 2011 as Australia's independent national quality assurance and regulatory agency for the higher education sector.
c. The Higher Education Standards Framework (Threshold Standards) 2021 specifies the requirements that a higher education provider must meet – and continue to meet – in order to be registered by TEQSA to operate in Australia as a provider of higher education.
d. The Australian Qualifications Framework (Second Edition January 2013) is the national policy for regulated qualifications in Australian education and training. It incorporates the qualifications from each education and training sector into a single comprehensive national qualifications framework.
e. The Higher Education Support Act 2003 establishes the administrative requirements under the Commonwealth

grant scheme (CGS) and HECS-HELP loans for Commonwealth supported places (CSP). HESA also establishes the institutions eligible for the public funding subsidy for higher education. These institutions are primarily public universities.

f. The Education Services for Overseas Students Act 2000, or ESOS Act, establishes the legislative requirements and standards for the quality assurance of education and training institutions offering courses to international students who are in Australia on a student visa.
g. The National Code of Practice for Providers of Education and Training to Overseas Students 2018 is a legislative instrument made under the ESOS Act and sets out nationally consistent standards for the delivery to overseas students of education and training.
h. The Australian Code for the Responsible Conduct of Research, 2018 establishes a framework for responsible research conduct that provides a foundation for high-quality research, credibility and community trust in the research endeavour.

### Tripartite governance model

(6) The University operates within the tripartite governance model common in Australian Universities. This model provides a framework for the relationship between corporate governance, academic governance and management led by the Vice-Chancellor. This model consists of the three parties:

a. University Council
b. Academic Senate
c. University management.

(7) The governance arrangements acknowledge the intersecting and complementary nature of the different levels and components of governance whilst ensuring there is:

a. a clear distinction between governance and management responsibilities
b. a clear and discernible separation between corporate and academic governance.

## Part B - Governance at the University

(8) Governance is the framework of structures, rules, relationships, systems and processes by which authority is exercised and controlled within the University, and through which the University, the Council and its subcommittees, including the Academic Senate, are held accountable.

(9) The corporate governing body for the University is the Council (section 8B of CSU Act). The Council's broad role is to provide overall leadership of the University and oversee and be accountable for the operations of the University. Key functions include setting the University strategy, approving the University budget, ensuring risk is managed, protecting the integrity of the University's qualifications, fostering and respecting academic freedom and ensuring that the University operates sustainably and is compliant with relevant legislation and regulations.

(10) To carry out its functions, sections 20 and 32 of the CSU Act provides Council with authority to delegate its functions to any member or committee of Council, authority or officer of the University or any other person or body prescribed by the Charles Sturt University By-Law 2005 (CSU By-law).

(11) In accordance with these powers, Council made Rules establishing the following committees:

a. Academic Senate
b. Audit and Risk Committee
c. Council Executive Committee

d. Finance and Strategy Committee
e. Investment Management Committee (as a subcommittee of the Finance and Strategy Committee)
f. Nomination and Remuneration Committee
g. Regional Consultative Committees

(12) In a complex and rapidly changing educational environment, the Council believes that:

a. management must be empowered with the authority and flexibility to drive the University towards the achievement of its strategic objectives, and
b. management should be exercised within a framework of effective accountability.

(13) Within this framework, the Vice-Chancellor and senior executive of the University have the flexibility to focus their attention and energies on the effective operational management of the University to achieve the University strategic objectives.

# Part C - Specific principles

(14) Governance and management at the University is underpinned by the principles of:

a. free intellectual inquiry,
b. obligation to stakeholders,
c. transparency,
d. delegation and accountability,
e. internal control, and
f. ethical behaviour.

## Principle 1 – Free intellectual inquiry

(15) The object of Charles Sturt University is the 'promotion, within the limits of the University's resources, of scholarship, research, free inquiry, the interaction of research and teaching, and academic excellence' (section 7 (1) of the CSU Act).

(16) The University is committed to upholding the principles of academic freedom and freedom of speech, ensuring the search for and delivery of knowledge is not constrained beyond any limitations specified in the Statement on Academic Freedom and Freedom of Speech. The Code of Conduct and the Enterprise Agreement also provide direction and protection for intellectual freedom.

## Principle 2 – Obligation to stakeholders

(17) The University represents a range of interests including the people of the regions which it serves, its staff and students, its graduates, and the businesses, organisations and governments which fund it.

(18) The Council is responsible for protecting and enhancing stakeholder value, as well as for ensuring that the University fulfils its obligations and responsibilities to its other stakeholders.

## Principle 3 – Transparency

(19) The Council has a responsibility to explain its strategies, policies and associated actions to its stakeholders. Transparency implies a responsibility to ensure maximum appropriate disclosures without jeopardising the University's strategic interests. Internally, transparency means openness in the University's relationship with its staff and students as well as the conduct of its business in a manner that will bear scrutiny.

### Principle 4 – Delegation and accountability

(20) Delegation allows staff of the University to use and develop their skills and knowledge to its full potential. Delegation has the potential to unleash creativity and innovation throughout the University by vesting decision-making powers at the most appropriate levels in the organisation. With delegation comes a responsibility to account for decisions and actions. The Council is accountable to stakeholders on behalf of the University and management is accountable to the Council.

### Principle 5 – Internal control

(21) Internal controls are the range of policies, procedures and guidelines that are designed to provide a framework within which decisions can be made and by which reasonable assurance can be provided to the Council regarding the achievement of the organisation's objectives.

(22) Internal control is an essential element of effective governance and provides a framework of appropriate checks and balances to prevent the misuse of power, facilitate timely management response to change and ensure that business risks are pre-emptively and effectively managed.

### Principle 6 – Ethical corporate behaviour

(23) The Council believes that the University, as a publicly owned corporation, has a responsibility to set exemplary standards of ethical behaviour, both internally within the University as well as in its external relationships.

## Part D - University Council and its subcommittees

### Council

(24) Under section 8B of the CSU Act, there is to be a Council of the University, which is the governing authority of the University.

(25) The functions and composition of the Council are set out in the Governance (University Council) Rule 2021.

#### Power of delegation

(26) The ‘control and management’ of the University is vested in the Council under the law. Section 20 of the CSU Act allows the Council to delegate its functions, powers and authorities to any member or committee of the Council or to any officer, or class of officers, of the University.

(27) The Council will not, however, delegate its power of delegation or its primary responsibilities under the CSU Act.

(28) Under the CSU By-law the Council has delegated responsibility for the day to day management of the University to the Vice-Chancellor.

(29) To support the Vice-Chancellor to effectively administer the University, the Vice-Chancellor may recommend to the Council from time to time that certain functions, authorities and powers are delegated to other officers or bodies of the University.

(30) The Delegations and Authorisations Policy is established by the Council to provide the rules and principles governing delegations.

(31) The approved delegations of the Council are maintained by the University Secretary in Schedules to the Delegations and Authorisations Policy.

**Council approach to strategic planning**

(32) Strategic planning is the process of identifying, choosing and implementing activities that will enhance the long-term performance of the University by setting direction, and by creating compatibility between the internal skills and resources of the organisation, and the changing external environment in which it operates.

(33) The University Strategy is approved by the Council on recommendation of the Vice-Chancellor. The University Strategy sets out the vision, values, objectives and performance targets for the University.

(34) The Council is responsible for ensuring that the Vice-Chancellor prepares and maintains the University Strategy. Planning for the development of a new University Strategy normally commences at least 12 months prior to the conclusion of the present strategy.

(35) The Vice-Chancellor will consult with the Council at the commencement of this process to determine the overall direction the Council wishes to pursue. The Vice-Chancellor has a critical role in advising the Council and ensuring the Council has access to the information, data and intelligence required to inform its decision making.

(36) Once the Council and Vice-Chancellor have agreed to the overall direction, the Vice-Chancellor is responsible for engaging with governing bodies (such as the Finance and Strategy Committee and Academic Senate), staff, students, regional communities and other stakeholders to test the overall direction and develop clear and achievable objectives and performance measures. This may include further sessions with the Council to refine the direction.

(37) The Vice-Chancellor will then bring recommendations to the Council for review and approval.

(38) Once the University Strategy has been finalised, the Vice-Chancellor is responsible for preparing the operational plans necessary to enable the achievement of the University Strategy. The operational plans define specific and measurable activities against each of the identified objectives that the University will undertake to achieve the University Strategy.

(39) The University Strategy and the operational plans provide the framework for planning in each organisational unit in the University.

(40) Each organisational unit (faculty, division, school, centre or unit) has the opportunity to identify those parts of the framework to which it can contribute, the nature and extent of this depending upon the unit's function. These activities are recorded in annual operational plans for each unit which are approved by the Vice-Chancellor. These documents are the means by which the University maintains and improves its operations and introduces initiatives in a consistent and coordinated manner. While the activities of a particular unit may be relatively narrow in focus, they must demonstrably contribute to the University's performance, either directly or indirectly. Annual operational plans identify planned outcomes in the form of targets or key deliverables to allow performance evaluation.

(41) The University conducts an annual planning and review cycle which aims to bring about continuous improvement of processes and services. The planning and review cycle monitors progress against current annual operational plans, identifies future priorities and initiatives and formulates budgets accordingly.

(42) Responsibility and accountability for achieving planned outcomes is ensured through the performance management process, applied to individuals and covering all levels of the organisation, e.g. faculty, division, school, unit, project and individual. This process is conducted within the broader context of staff induction, support and ongoing development. Each staff member is, therefore, able to identify how their work contributes to their unit and how the unit contributes to institutional performance, in addition to an appreciation of their level of performance and avenues for professional development.

(43) The Council is responsible for ensuring that:

a. the University Strategy and operational plans are consistent with the object of the University under the CSU Act,
b. objectives and priorities are developed with appropriate analysis of the University's circumstances and external environment and with appropriate rigour,
c. the objectives and priorities are consistent with organisational values and capabilities,
d. resources are sufficient to implement objectives and priorities,
e. there is a clear alignment between the University Strategy and operational plans,
f. performance indicators contained in the plans are clear and measurable and provide the Council with a clear foundation on which to assess the success of the University in meeting its objectives.

(44) The Vice-Chancellor is accountable to Council for institutional performance as gauged by the performance indicators in the University Strategy and operational plans.

**Risk and compliance**

(45) The Council is responsible for the approval and maintenance of the University Strategy which includes the identification of significant business risks and risk tolerance. The Council approves the Risk Management Policy, Risk Appetite Statement that sets out the tolerances of the Council to the assumption of risk. The Audit and Risk Committee approves the Risk Management Policy that establishes frameworks and responsibilities relating to risk culture.

(46) The Audit and Risk Committee reviews the major risks affecting the University and oversights management strategies to mitigate these risks, and reports these to Council. Where a significant risk is identified the Council is informed by the Vice-Chancellor of the action plan proposed by management.

**Policy**

(47) Under the CSU Act, the Council is responsible for the approval and maintenance of policies and procedural principles for the University consistent with legal requirements and community expectations.

(48) The Vice-Chancellor has delegated authority and accountability for the establishment and approval of operational policies and procedures for the day to day management of the University.

(49) The areas where Council or its committees retain authority for the approval of policy and procedural principles are:

a. financial management policies and procedures, in accordance with the Government Sector Finance Act 2018,
b. reporting and management of allegations of fraud, maladministration, corruption or waste,
c. internal control and assurance activities including organisational resilience, risk management and risk assessment, compliance and internal audit,
d. whistleblowing, protected disclosures and the reporting of complaints regarding the University,
e. guidelines for the approval and management of commercial activities,
f. the sale or acquisition of land and property, and
g. the borrowing or investment of money.

(50) The Academic Senate has delegated authority and accountability for the establishment and approval of academic policies and procedures to ensure, amongst other things, the quality and continuous improvement of academic standards within the University.

### Council Executive Committee

(51) The functions and composition of the Council Executive Committee can be found in the Governance (Council Executive Committee) Rule 2024.

### Audit and Risk Committee

(52) The functions and composition of the Audit and Risk and Compliance Committee are set out in the Governance (Audit and Risk Committee) Rule 2021.

### Finance and Strategy Committee

(53) The functions and composition of the Finance and Strategy Committee are set out in the Governance (Finance and Strategy Committee) Rule 2025.

### Investment Management Committee

(54) The functions and composition of the Investment Management Committee are set out in the Governance (Investment Management Committee) Rule 2020.

### Nomination and Remuneration Committee

(55) The functions and composition of the Nomination and Remuneration Committee are set out in the Governance (Nomination and Remuneration Committee) Rule 2022.

### Regional Consultative Committees

(56) The following Regional Consultative Committees are established under the Governance (Regional Consultative Committees) Rule 2023.

a. Murray-Hume Regional Consultative Committee (Albury-Wodonga campus)
b. Macquarie Regional Consultative Committee (Bathurst campus)
c. Orana and Far Western Regional Consultative Committee (Dubbo campus)
d. Central Tablelands Regional Consultative Committee (Orange campus)
e. Mid-North Coast and Hinterland Regional Consultative Committee (Port Macquarie campus)
f. Riverina Regional Consultative Committee (Wagga Wagga campus)

(57) The functions and composition of the Regional Consultative Committees are set out in the Governance (Regional Consultative Committees) Rule 2023.

## Part E - Academic governance

(58) Academic governance is the framework of policies, structures, relationships, systems and processes that collectively provide leadership to and oversight of the University's activities, including teaching, learning and scholarship, and research and research training, at an institutional level.

(59) Academic governance operates interdependently with, but distinctly from, corporate governance and management of the University.

(60) The Academic Senate is established by the CSU Act as the principal academic body of the University. The constitution and functions of the Academic Senate are prescribed by the CSU By-law and in the Governance (Academic Senate) Rule 2024.

(61) The Academic Senate provides assurance to the Council through:

a. independent review and evaluation of academic activities,
b. ensuring the integrity and quality of academic activities,
c. provision of academically-informed advice to aid corporate decision making.

(62) The Academic Senate can constitute committees (clause 107(1) of the CSU By-law). In accordance with this authority, the Academic Senate has established the following academic governance committees:

a. Academic Senate Standing Committee
b. Academic Quality and Standards Committee
c. University Research Committee
d. University Courses Committee
e. Faculty Boards

(63) Minutes of meetings of each academic governance committee will be included in the papers for the Academic Senate.

(64) The Chair of each academic governance committee will report to the Academic Senate on the committee's activities.

### Academic Senate Standing Committee

(65) The functions and composition of the Academic Senate Standing Committee are set out in the membership and terms of reference.

### Academic Quality and Standards Committee

(66) The functions and composition of the Academic Quality and Standards Committee are set out in the membership and terms of reference.

### University Courses Committee

(67) The functions and composition of the University Courses Committee are set out in th e membership and terms of reference.

### University Research Committee

(68) The functions and composition of the University Research Committee are set out in the membership and terms of reference.

### Faculty Boards

(69) Each faculty of the University shall have a Faculty Board that is responsible for the academic governance oversight of the activities of the faculty, on behalf of the Academic Senate.

(70) The functions and composition of the Faculty Board are set out in the membership and terms of reference.

## Part F - Committees to support management and operations

(71) A governance committee at Charles Sturt University is a corporate governance or academic governance committee listed in Parts D and E of this Framework.

(72) A standing or fixed-term committee (or other title) to support the operational activities of the University may be approved by executive staff under Delegation Schedule A.

(73) Management decisions are the responsibility and accountability of management positions in accordance with approved delegations, and cannot be made by an operational or management committee.

# Part G - Roles and responsibilities

## Council members

### Role of the Chancellor

(74) 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.

(75) 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 both external and internal stakeholders and 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 Remuneration Committee,
h. advising and supporting members in the performance of their responsibilities, regularly evaluating the performance of the Council and its committees, including the composition of the Council and committees, and their suitability to carry out the University’s mission, objects and strategy (refer Part K), 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.

(76) 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

(77) The Deputy Chancellor will:

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 Remuneration 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

(78) 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.

(79) 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.

### Role of external independent members

(80) An external independent is a member who is not an executive, employee or student of the University, or any of its controlled entities, and who is free from any business or other relationship which could materially interfere with the unfettered and independent exercise of their judgement.

(81) External independent members play an important role on the Council by providing:

a. independent and objective contributions to proposals and the development of strategic plans and objectives,
b. a clearer or wider view of external factors affecting the University and its business environment,
c. objectivity in monitoring the accountability and compliance of the University,
d. independence in monitoring the performance of executive management, especially with regard to the progress made towards achieving the determined University strategy and objectives, and
e. helping to connect the University and Council with networks of potentially useful people and organisations.

## Academic Senate

### Role of the Chair, Academic Senate

(82) The Chair will be responsible for:

a. effectively chairing meetings of the Academic Senate,
b. managing the functions and responsibilities of the Academic Senate, including continuous improvement and quality assurance processes, in accordance with this Rule and any legislative or regulatory requirement,
c. presenting reports to the Council about matters considered at meetings of the Academic Senate held since the previous meeting of the Council,

d. consulting with the University Secretary or delegate on the preparation of agendas and minutes of the Academic Senate and its committees,
e. ensuring that appropriate follow-up action ensues,
f. referring matters through the respective chair to subcommittees of the Academic Senate or officer of the University,
g. participating as a member of selection panels for the following positions:
    i. Executive Dean,
    ii. Pro Vice-Chancellor,
    iii. Deputy Vice-Chancellor, and
    iv. Vice-Chancellor.

(83) Where the Chair cannot for any reason participate in a selection panel as required under subclause g above, they may nominate a member of the Academic Senate to be a member of the selection panel (with such member to have the same rights and responsibilities as the Chair).

**Role of the Deputy Chair, Academic Senate**

(84) In accordance with the Governance (Academic Senate) Rule 2024, the Deputy Chair(s) will:

a. assist the Chair in the performance of their functions as the Chair determines from time to time,
b. act as the Chair during approved absences of the Chair, and
c. act as the Chair where the University Secretary forms the view that the Chair is incapacitated or unable to act.

(85) For the purpose of the CSU Act, a person acting as the Chair will be a member of the Council and assume the membership of any committee of which the Chair is a member for the time being in the place of the holder of the office.

## Role of committee chairs

(86) The chair of each academic governance committee will:

a. provide leadership to the committee,
b. take responsibility for the committee's development,
c. ensure the committee receives proper information,
d. plan and conduct committee meetings effectively,
e. follow up on actions or resolutions of the committee,
f. get all members involved in the committee's work,
g. ensure the committee focuses on its key tasks,
h. engage the committee in assessing and improving its performance,
i. oversee the induction and development of new committee members,
j. report to Council or the Academic Senate on all material matters arising from the deliberations of the Committee, and
k. support the Academic Senate and the Council.

## Role of the Vice-Chancellor

(87) The Vice-Chancellor is the principal executive officer of the University and is responsible for promoting the interests and furthering the development of the University.

(88) Under the CSU By-law, the Vice-Chancellor is responsible to Council for the day to day management of the

University and in particular for:

a. the academic, administrative, financial and other business of the University,
b. the general supervision of all persons in the service of the University, and
c. the welfare and discipline of students.

(89) The Vice-Chancellor has specific responsibilities for:

a. providing strategic leadership to the University,
b. representing the University externally,
c. recommending the University Strategy and plans to Council,
d. implementing the Council's approved University Strategy and plans consistent with the performance targets set by the Council,
e. reporting to the Council on the performance of the University against the University Strategy and plans,
f. reporting to the Council on all material matters that may affect the governance and management of the University or the achievement of the University Strategy and plans,
g. establishing and approving all policies and procedures relating to the staff of the University and the general supervision of all persons in the service of the University,
h. establishing and approving all operational policies and procedures relating to the administration and operation of the University, as well as the welfare of the students of the University,
i. managing risk and compliance consistent with University policies, procedures and statutory requirements,
j. ensuring the University complies with the law in Australia and all jurisdictions in which it operates,
k. implementing the resolutions of the Council and its committees, and
l. ensuring there is an effective system of internal control over the financial and related operations of the University, including establishing and approving:
    i. management policies and requirements, notwithstanding other officers that have delegated authority to approve such policies as specified in Delegation Schedule A of the Delegations and Authorisations Policy,
    ii. sound practices for the efficient, effective and economical management of functions by each area of the University,
    iii. a system of authorisation and recording of decision making and procedures adequate to provide accountability in relation to decisions, assets, liabilities, receipts and expenses,
    iv. proper segregation of functional responsibilities within the University, and
    v. procedures to review the adequacies of and compliance with the system of internal control.

### Role of the University Secretary

(90) The University Secretary is appointed by the Council and is responsible to the Council (with respect to their secretariat responsibilities) on all University governance matters. The University Secretary advises the Council to ensure that the University Governance Framework is duly followed, as well as the rules and regulations pertaining to the operation of the Council and governance of the University,

(91) The University Secretary is responsible for the day to day management of Council business and secretariat services, including coordinating the completion and distribution of Council and committee agenda and briefing materials.

## Part H - Obligations of all members

## Availability and commitment of members

(92) All members must make the necessary commitment to University through participation in meetings, membership of subcommittees (where applicable), attendance at important functions and representation of the University within their networks.

(93) There is a general expectation that members attend all meetings and that they make a significant contribution to the organisation, unless excused by the Council or Academic Senate.

## Confidentiality

(94) Council members must observe confidentiality regarding all Council and committee matters and all confidential information received by a Council member in the course of the exercise of their duties.

(95) All information received by a Council or committee member in the course of fulfilling Council or committee duties must be regarded as confidential and remains the property of the University.

(96) A Council or committee member will not disclose information, or allow it to be disclosed, to any other person unless that disclosure has been authorised by the University or is required by law to be disclosed.

(97) Confidential information received by a Council or committee member during the exercise of their duties must not be improperly used by the member, for example, trading in shares of listed companies where confidential information about that company has been provided to the University.

(98) Authorisation by the University will be presumed where and to the extent that Council or Committee minutes convey, either expressly or implicitly, that it is intended that disclosure should be made to third parties.

(99) Any member in any doubt as to their obligations of confidentiality or in relation to any matter of disclosure must consult with the University Secretary prior to making any disclosure.

## Conduct

(100) Schedule 3 of the CSU Act sets out the general obligations of members with respect to the declaration and avoidance of conflicts of interest. This is supplemented by specific procedures set out in the rules of the Council regarding declarations of material interests.

(101) The duties of members of the Council (and its committees) are set out in the CSU Act.

(102) In general, members have the following primary duties:

a. act always in the best interests 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 them,
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 an advantage for themselves or someone else, and
e. disclose and avoid conflicts of interest.

(103) In making decisions, members will:

a. inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate, and
b. rationally believe that the judgment is in the best interests of the University.

(104) Members will observe solidarity with the resolutions of the Council, Academic Senate and committees and co-operate in their implementation.

(105) Members will not engage in conduct likely to bring discredit upon the University or the Council.

(106) Members will at all times comply with the spirit as well as the letter of the law and with the principles of the University Governance Framework.

### Meetings

(107) All meetings are conducted in accordance with the rules established by the Council. The rules aim to ensure the fair participation of all members in decision making and a clear and consistent process of authorisations under the law.

(108) To manage conflicts of interest, where relevant, members must declare real or perceived conflicts of interests in the appropriate form and according to clause 5 of Schedule 3 to the CSU Act.

#### Quorum

(109) A quorum is a majority of the total number of members, in accordance with clause 8 of Schedule 1 of the CSU Act.

#### Reporting

(110) Minutes of the meetings of each governance committee will be submitted to the next meeting of the Council or Academic Senate, as relevant.

(111) The Chair of each governance committee will report to the Council or the Academic Senate on the committee's activities as relevant.

## Part I - Selection, recruitment and appointment of Council members

(112) The Council will appoint members to ensure that it has an appropriate balance of skills, qualifications and experience and a range of backgrounds.

(113) The Council will approve a University Council Skills Matrix that identifies relevant variables, including diversity factors. Members will be required to self-assess their level of attainment of each variable to illustrate the current mix across Council as a whole.

(114) In recognition of their contribution, Council members may receive an honorarium and other benefits (see Schedule 1 - Council Honorarium Model).

### Member skills, qualifications and experience

(115) The CSU Act requires that the Council include at least two members with financial skills and qualifications, and at least one member with commercial skills and qualifications, at all times. The Council will comply with any legislative requirements relating to the composition or appointment of members.

(116) The Council should include external members with a superior knowledge of the higher education and research sectors.

(117) The Council also needs external members who possess specific skills, qualifications and experience that are relevant to the achievement of the University's mission, the development of the University Strategy and the effective oversight of the performance of management.

## Personal attributes

(118) Members will not be appointed solely on the basis of functional skills, qualifications or experience. All members must demonstrate that they possess the key personal attributes required for effective board performance.

(119) Each member should have a demonstrated understanding and commitment to higher education and regional development, and the values of the University, and should add value to the work of the Council and work well with other members.

(120) The following key personal attributes will also be considered in appointment of Council members:

a. accountability and integrity,
b. innovative, entrepreneurial, and preparedness to take considered risks,
c. strategic-minded with sound judgment,
d. self-confidence and personal reflectiveness,
e. effective in working with a team,
f. excellent networking ability,
g. commitment to free intellectual inquiry and the values of the University, and
h. commitment to higher education, research and regional development.

## Participation by specific groups

(121) The Council also aims to ensure that the composition of the Council appropriately reflects the University's broader communities. The Council accordingly adopts the following targets and principles:

a. to maintain, as far as is practicable, at least 40% representation of female members and 40% representation of male members on the Council and its committees,
b. to maintain representation of members with a connection to rural and regional areas at least 50% of new appointees,
c. to encourage participation by appropriately qualified First Nations people and to identify opportunities for involvement of First Nations people in the work of the Council, and
d. to encourage participation on the Council and its committees by appropriately qualified people from diverse backgrounds, including people with culturally and linguistically diverse backgrounds and people with disability.

## Establishing and maintaining selection criteria

(122) The Nomination and Remuneration Committee is responsible for approving the selection criteria for appointment to vacant positions on the Council.

(123) In deciding the selection criteria for a vacancy, the Committee will have regard to the University Council Skills Matrix and the University's long-term vision and the particular requirements of the University Strategy, including:

a. the role and objects of the University to promote, within the limits of its resources, free intellectual inquiry, the provision of higher education and the conduct of research having particular regards to the needs and aspirations of the people of rural and regional Australia,
b. the effective management and oversight of the University's financial, commercial and investment activities,
c. the functions and primary responsibilities of the Council as set out in the CSU Act,
d. the other functions and activities of the University (including residential services, sporting programs, international campuses, online and on-campus delivery and commercial activities) of the University for which particular skills and expertise may be required, and

e. the effective management conflicts of interests.

(124) In general, an assessment of the University Council Skills Matrix should be conducted every two years or within 6 months of the expected expiry of the term of an appointed member.

(125) Members will be appointed to vacant positions on the Council where they can demonstrate that they possess the essential and desirable skills, qualifications and experience and the other membership requirements.

(126) No member of the Council may participate in any decision of the Committee or the Council with respect to their own appointment or re-appointment to the Council, including the conduct of an assessment, or the approval of selection criteria for appointment.

(127) Due process and the principles of merit selection are to be observed in all Council appointment processes.

## Recruitment of members

(128) The Council aims to encourage people to nominate for appointment to the Council by promoting the positive aspects of involvement, and to encourage suitable candidates to apply by clearly communicating the requirements of the position and the relevant selection criteria and membership requirements.

## Reappointment of members

(129) The University Secretary is required under clause 30 of the CSU By-law to publish a notice inviting nominations from external persons for appointment to the Council, for positions appointed by the Council. This includes where a current member may wish to be considered for re-appointment.

(130) Re-appointment to the Council or its committees is not automatic.

(131) To be considered for re-appointment a member must meet the selection criteria determined by the Council and the membership requirements set out in this Framework, and have performed to a high standard during their previous term. This may include, but is not limited to, compliance with attendance requirements for meetings, the level of effective contribution and the extent to which the member has advanced the University's interests through their networks.

(132) It is important that the Council facilitate a regular turnover of members to inject fresh ideas and enthusiasm into the Council, while balancing the need to retain a proportion of members with the necessary skills, qualifications, experience and corporate knowledge, and the need for succession planning or management of the University through periods of transition and change.

## Consideration of forthcoming vacancies in membership

(133) Selection processes take time and the Council, through the University Secretary, will begin planning a selection or reappointment process up to 12 months before the date of appointment in the case of members, and at least 24 months in the case of the Chancellor.

(134) The University Secretary will maintain a list of dates on which the terms of members expire and the date on which the process for selection and recruitment should commence for each position.

(135) Prior to the commencement of an appointment process, the University Secretary will refer the member listing to the General Counsel for review and independent confirmation of the composition of the Council in accordance with the CSU Act, CSU By-law and applicable Rules.

## Selection process for members

(136) The selection processes should be tailored to the vacancy and reflect the particular skills, qualifications and experience sought.

(137) The Nomination and Remuneration Committee is responsible for determining the appropriate process for the selection of members.

(138) The University Secretary is responsible for advising the Committee and for the management of the selection processes on behalf of the Committee and the Council.

(139) The University Secretary may consult with officers of the University if required during this process, or engage an external search firm to assist with the identification and selection of appropriate candidates.

## Dialogue in respect of ministerial appointments

(140) The Minister may appoint at least two members on the advice of the Council. The Chancellor and/or University Secretary will brief the Minister's Office on forthcoming vacancies and the process proposed for filling that vacancy at least six months prior to the vacancy needing to be filled.

(141) Consideration of candidates will have regard to the criteria in the appointment procedure for Ministerial appointments to public university governing bodies issued by the NSW Government.

## Selection panel for appointments

(142) The Council will approve the members of the Chancellor Search Committee.

(143) The Nomination and Remuneration Committee will approve the selection panel for each appointment to the Council or its committees, other than the Chancellor.

(144) A member will not participate in a selection panel or the deliberations of the Council or Committee with respect to their own appointment or re-appointment.

(145) The Deputy Chancellor will normally chair selection panels for the appointment or re-appointment of the Chancellor, unless otherwise approved by the Council.

(146) The Chancellor chairs selection panels for the appointment or re-appointment of the Vice-Chancellor.

(147) The chair of the selection panel may invite other members of the Council, or external persons, to sit on selection panels as non-voting members where this is appropriate. External members appointed in this way are bound by the same obligations as members of the panel and should be asked to sign an agreement to this effect.

## Screening of candidates

(148) Shortlisted applicants or nominees should be interviewed and assessed by the Committee, or a nominee of the Committee, to ensure that they have the necessary skills, qualifications and experience for the position and that they are able to commit adequate time to the appointment.

(149) The selection panel should consider the nature and extent of any other position held by the applicant or nominee, and the likely impact that this may have on the nominee's capacity to meet the obligations to attend meetings and other functions, in determining the appropriateness of the person for appointment.

## Probity checks on candidates

(150) Probity checks must be undertaken for all appointments to the Council and its committees including

reappointments.

(151) Particular issues to consider include whether a candidate:

a. has been declared bankrupt or insolvent,
b. has been convicted of any indictable offence,
c. has been convicted of fraud, corruption or maladministration,
d. has been disqualified from acting as a director or acting in the management of a company,
e. has an existing or potential conflict of interest in accepting appointment, and
f. is subject to serious and substantial allegations relating to any of the above, or charges or warrants are pending.

(152) The Council may determine not to appoint a person if, for any other reason the person is unsuitable for appointment or the appointment may bring the University into disrepute.

(153) Candidates are required to complete a Fit and Proper Person Declaration attesting to above matters, as well as a Declaration of Material Interests.

(154) The University Secretary will coordinate the conduct of a probity check of candidates recommended for appointment to the Council or its committees by conducting a search of:

a. the Australian Securities and Investment Commission (ASIC) Register of persons prohibited/disqualified by ASIC under the provisions of the Corporations Act 2001,
b. the Australian Financial Security Authority (ITSA) National Personal Insolvency Index (NPII) which contains information about proceedings and administrations under the Bankruptcy Act 1966,
c. a search of national and international newspapers to determine any information that may reflect on the candidates' application, and
d. any other validations deemed appropriate by the University Secretary.

(155) Any findings following a probity check are confidential to the Committee and will not be disclosed to candidates or any other person other than members of the Committee.

## Fit and proper person requirements

(156) All members must be ‘fit and proper persons’ as determined by the Tertiary Education Quality and Standards Agency Fit and Proper Person Determination 2018, the Education Services for Overseas Students Act 2000, and as required by other relevant regulatory authorities.

## Referee reports on candidates

(157) The selection panel may request that the candidate supply the names of referees who can attest to the candidate's abilities relevant to the key selection criteria and duties of the position. In some cases, it may be necessary for selection panels to extend their enquiries beyond nominated referees to ensure a comprehensive and accurate appraisal against selection criteria. Candidates should be informed of the names of persons other than the nominated referees who will be contacted. Candidates must consent to enquiries being made of all referees.

## Appointment by Council

(158) The selection panel is responsible for making recommendations to the Council of a person or persons suitable for appointment by reference to the selection criteria and other membership requirements.

(159) The Council has the authority to approve an offer of appointment.

(160) Where the appointment is determined by the Minister, the recommendation must generally be forwarded to the Minister for approval as per the guidelines issued by the Minister's Office.

(161) Council appointments are subject to the acceptance by the candidate of the offer, and the completion by the candidate of the relevant documentation.

### Letter of offer of appointment

(162) The Letter of Offer must be accompanied by:

a. a duty statement for the position (if applicable),
b. appointment arrangements,
c. period of appointment,
d. termination arrangements,
e. remuneration provisions including rates and eligibility,
f. superannuation obligations, and
g. leave arrangements.

### Acceptance of offer of appointment

(163) The candidate must sign and date the acceptance of offer acknowledging the duty statement for the position, term of appointment, their obligations under the CSU Act and such other matters as may be determined by the University Secretary.

(164) In the case of Council appointments, the candidate is deemed appointed following receipt of the signed Acceptance of Offer by the University Secretary.

## Part J - Election

### Chancellor

(165) At least 24 months prior to an expected vacancy in the office of the Chancellor, the University Secretary will convene a meeting of the Chancellor Search Committee (membership to be approved by Council).

(166) The Committee will prepare a draft set of criteria for appointment to the office for approval of the Council (without the Chancellor present) having regards to the skills, qualifications and experience required by the Council and the University Strategy. The Deputy Chancellor will chair the Council during any deliberations on the appointment of a Chancellor.

(167) Upon approval of the criteria by the Council, the Chancellor Search Committee will coordinate a search relative to the approved criteria and may engage an external search firm to assist with this process.

(168) The Committee will generally forward to the Council a list of at least three persons in order of preference who are deemed suitable for appointment to the office having regard to the requirements of the position. The Council may accept the recommendations or request the Committee to undertake a further search.

(169) Once a candidate has been approved and consented to the appointment, the Committee will make a recommendation to the Council for election of the member to the Council. Any election will be conducted in accordance with the CSU Act and By-law.

(170) Nothing will prevent the Committee from recommending the re-election of the current Chancellor without further regard to the provisions of this Section.

### Deputy Chancellor

(171) Where a vacancy is expected to arise in the office of the Deputy Chancellor, the University Secretary will call for nominations from members of the Council for election to the position in accordance with the CSU Act.

(172) Any member of Council may be nominated for election to the Deputy Chancellorship.

(173) Nominees are expected to give consideration to the responsibilities of the position and the time commitment required in deciding whether to accept nomination.

(174) The term of a new Deputy Chancellor will commence on the expiry of the term of the outgoing Deputy Chancellor.

## Part K - Appointments

### Vice-Chancellor and President

(175) The Nomination and Remuneration Committee may recommend that the University Council approve an extension to the term of employment for the current Vice-Chancellor.

(176) It is expected that the Vice-Chancellor will provide at least 12 months notice of an intention to leave the position. The Nomination and Remuneration Committee will determine the process for recruiting a new Vice-Chancellor.

(177) Where a vacancy occurs, or is expected to occur, in the office of the Vice-Chancellor, the Nomination and Remuneration Committee will recommend to the Council a position description for approval.

(178) Upon approval, the Nomination and Remuneration Committee will undertake a search for candidates to fill the position of Vice-Chancellor and will constitute the short-listing panel. The Committee may engage an external search firm to assist with this process.

(179) The Committee will generally forward to the Council a list of at least three persons deemed suitable for interview. The Council may accept the recommendation or request the Committee to undertake a further search.

(180) The final selection panel will be constituted by no more than seven members and must include the Chancellor, the Deputy Chancellor and the Chair, Academic Senate. The majority of the members of the selection panel must be external independent members.

(181) The final selection panel will recommend to the Council a single candidate for appointment as the Vice-Chancellor.

(182) The Chancellor will, after negotiation with the candidate, recommend the appointment of the candidate to the Council and the terms and conditions of appointment of the Vice-Chancellor.

(183) The University Secretary is responsible on behalf of the Committee for managing the recruitment process. The University Secretary may consult with other University officers as may be appropriate.

### Other appointments

(184) The Council is responsible for the establishment and approval of appointment of the following positions within the University:

a. Vice-Chancellor and President
b. University Secretary

c. Internal Auditor

(185) The selection committee for the Vice-Chancellor, senior executive leaders (Deputy Vice-Chancellors and Chief Operating Officer), University Secretary and the Internal Auditor is to include at least one of the Chancellor, Deputy Chancellor or a Council member appointed by the Chancellor. Alternatively, the Chancellor may appoint the Chair, Audit and Risk Committee to the selection committee for the Internal Auditor.

(186) These functions may be delegated to a committee by the Council.

# Part L - Performance reviews

## Vice-Chancellor and President (Annual)

(187) The Nomination and Remuneration Committee will:

a. develop, in consultation with the Vice-Chancellor, the annual performance targets of the Vice-Chancellor and make recommendations to the Council
b. monitor and review the performance of the Vice-Chancellor against the performance indicators set out in the Vice-Chancellor's Performance Plan and any other performance indicators approved by the Council, and
c. approve the Vice-Chancellor's remuneration, annual salary adjustments, allowances, superannuation, fringe benefits, retirement and termination payments, variation to contract terms and bonuses (where deemed appropriate).

## Council performance self-assessment (Biennial)

(188) The Council will conduct a review of its performance every two years.

(189) Unless Council decides otherwise, the assessment will ordinarily be in the form of a self-assessment survey of members using an agreed tool. This does not prevent the Council from approving an external evaluation of Council performance, structures, processes, culture or members if required, or a specific governance compliance review.

(190) The survey will include questions regarding the performance of the Chancellor as chair of the Council.

(191) The University Secretary will initiate the Council self-assessment to occur on a biennial basis. The University Secretary will consult with the Nomination and Remuneration Committee on whether to retain an external facilitator to administer the survey.

## Council and its committees

(192) The Chancellor will regularly evaluate the performance of the Council and its committees including the composition of the Council and committees, and their suitability to carry out the University’s mission, objects and strategy.

(193) The Chancellor’s evaluation of the performance of the Council and committees may include:

a. assessing the skills, performance and contribution of individual members to the Council and committees,
b. assessing the performance of the Council as a whole and of its various committees,
c. performance of Council members of their responsibilities and duties and of University governance and compliance requirements,
d. awareness and commitment of Council members to the University’s statutory objects, goals and strategies,
e. understanding of Council members of how the business of the University is operating and the trends and issues affecting the market in which it competes, and

f. avenues for continuing improvement of Council functions and further development of skills and qualification base.

(194) In addition to the Council performance self-assessment, the Chancellor may carry out the performance evaluation of the Council by various means including, but not limited to:

a. meeting with and interviewing each Council member,
b. consultation with the Nomination and Remuneration Committee, and
c. outsourcing to independent specialist consultants, in consultation with the University Secretary.

(195) At a minimum, the Chancellor will set aside part of a meeting of the Council every two years to discuss performance in conjunction with the Council performance self-assessment.

### Council members

(196) Individual Council member performance evaluations are completed by the Chancellor. The Chancellor will meet with each individual member and conduct a process for performance evaluation similar to the process used for evaluating the performance of the Council. The Chancellor's evaluation of the performance of individual members may include consideration of: their skills, performance and contribution to the Council, the University and its statutory objects, University Strategy and Council committees; their degree of independence; and their availability for and attendance at Council meetings and other relevant events.

### Chancellor (Biennial)

(197) The Council will approve a Statement of Expectations of the Chancellor, setting out the standards of performance of the office holder and identifying if required specific priorities. The Statement will be reviewed by the Council in collaboration with the Chancellor as part of the biennial review of the performance of the Chancellor.

(198) The performance review of the Chancellor will occur every two years, in the alternate year to the Council self-assessment survey. The review will consist of two parts:

a. a survey of all members of Council conducted on the performance of the Chancellor, and
b. provision of advice by the Chancellor on suggested changes to the Statement of Expectations (if any).

(199) The Deputy Chancellor is responsible for conducting the performance review of the Chancellor on behalf of the Council. A similar process to that used for evaluating the performance of the Council will be applied.

(200) Following a survey of members, the Deputy Chancellor will chair part of the next Council meeting without the Chancellor present, to lead the Council in discussion of their report and the performance of the Chancellor.

(201) The Deputy Chancellor will present any suggestions from the Chancellor for changes to the Statement of Expectations of the Chancellor, for consideration by the Council.

(202) The Deputy Chancellor will provide feedback to the Chancellor on behalf of the Council, and will report back to the next meeting of the Council, without the Chancellor present, on the outcomes of the discussions and will make any recommendations.

## Part M - Communication with Council members

(203) Council member contact details remain confidential and are not to be released without the prior authorisation of the University Secretary.

(204) All general communication to the Chancellor, Deputy Chancellor or the Council (whether as a body or to

individual members), is to be directed to the University Secretary in the first instance. This includes meeting requests, invitations, submissions, or general correspondence.

(205) Certain matters do not require directing to the University Secretary, for example, candidate information may be forwarded directly to a Council member once they have been appointed to an interview panel. However, the request for a Council member to join an interview panel must be directed to the University Secretary in the first instance.

(206) Matters of a confidential or sensitive nature, or that are required to be forwarded directly to the Chancellor or a member of the Council in accordance with policy or legislation, may be forwarded directly. The University Secretary can provide contact details if required.

(207) The Vice-Chancellor should be aware of contact between University staff and members of the Council and its committees, including requests for information or advice. Interactions with staff of the Office of Governance and Corporate Administration on committee business are approved routine activities.

(208) The Vice-Chancellor maintains an open line of communication with the Chancellor and the Council as required. All management reporting to the Council must be submitted via the Vice-Chancellor in accordance with the Reporting to Council Procedure - Management.

## Part N - Status of the University Governance Framework

(209) This framework provides an overview of the University's corporate and academic governance structure, and the functions of Council and its committees.

(210) Specific procedures and requirements regarding the operation of the Council and its committees are set out in the CSU Act, CSU By-law and rules of the Council. These documents take precedence over this framework to the extent of any inconsistency.

# Section 4 - Procedure

(211) The University Council Entitlements Procedure supports this framework.

# Section 5 - Guidelines

(212) Nil.

## Status and Details

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|---|---|
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