

University Governance Charter

Section 1 - Purpose

(1) This document sets out the broad principles by which the University Council (Council) will govern the Charles Sturt University (the University) and the procedures relating to the management of the Council and nomination and appointment of officeholders.

Section 2 - Introduction

(2) Governance is the system by which the University is directed, and by which management is held accountable, to enable and enhance the capacity of the University to ethically and effectively meet its strategic objectives and the expectations of its stakeholders and the community.

(3) In a complex and rapidly changing educational environment, the University 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.

(4) The primary role of the Council is to set the strategic direction of the University, to seek accountability from the management of the University and ensure free intellectual inquiry and discourse.

(5) Without abrogating from its ultimate responsibility, the University has established a number of specialised committees to assist it to ensure management accountability.

(6) 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.

Section 3 - Specific Principles

(7) Governance and management at Charles Sturt University is underpinned by six principles:

Free Intellectual Inquiry

(8) 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 [Charles Sturt University Act 1989](#)).

(9) Charles Sturt University believes that free intellectual inquiry is essential for the promotion and advancement of the intellectual, moral and material condition of society.

(10) Charles Sturt University affirms its institutional commitment to:

- a. uphold free intellectual inquiry, that is, the right and responsibility of each of its staff and students to pursue knowledge and inquiry, wherever the pursuit might lead, in accordance with the highest scholarly standards; and
- b. the responsible transmission and/or communication of the knowledge so gained, openly within the academy and into the community at large, in conformity with the law and the [Act](#), [By-law](#), Rules and other policies and obligations of the University.

(11) Consistent with its obligations under law and within the limits of its resources, Charles Sturt University undertakes to promote and support:

- a. the free pursuit of knowledge through learning, teaching and research;
- b. the responsible dissemination and communication of the outcomes of research as publications and creative works, and in media discourse; and
- c. responsible, principled and informed discussion of all aspects of knowledge and culture in learning, teaching and research;

in accordance with the highest scholarly, ethical, professional and legal standards.

Obligation to Stakeholders

(12) Charles Sturt 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 funds it.

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

Transparency

(14) 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.

Delegation and Accountability

(15) 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 truly 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 the stakeholder on behalf of the University and the management is accountable to the Council.

Internal Control

(16) 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.

(17) 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.

Ethical Corporate Behaviour

(18) 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.

Section 4 - Role of the Council

(19) Under the [Act](#) the University Council acts "for and on behalf of the University in the exercise of the functions" set out above and has the "control and management of the affairs of the University."

(20) As governors, the University Council establishes clear and measurable objectives for the University and its controlled entities and seeks accountability from management for their implementation.

(21) The Council exercises appropriate levels of control, facilitated through its committees, to ensure that the University is managed in a manner that meets the University's statutory obligations and stakeholder expectations.

Section 5 - Role of Members Generally

(22) The primary role of members of the Council and its committees 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.

(23) In particular, members of Council are responsible for:

- a. attending and contributing to all meetings and meetings of committees on which they serve;
- b. nominating for and serving on committees of the Council for which they are eligible;
- c. being informed about factors affecting the higher education sector and the governance of the University;
- d. complying with the law and University Rules, policies and procedures;
- e. informing themselves about their obligations as members, including asking questions when they are not sure about their responsibilities;
- f. spending the time needed and meeting as frequently as necessary to discharge their responsibilities properly;
- g. reading, questioning and understanding the written materials and financial statements distributed to the Council;
- h. challenging, where necessary, assumptions or recommendations presented to the Council;
- i. maintaining the confidentiality of confidential information and deliberations of the Council and University;
- j. maintaining solidarity with respect to decisions of the Council;
- k. representing the University and the Council in external and internal forums, including attending ceremonial functions where possible;
- l. participating openly in the Council's self-evaluation process and the evaluation of senior management.

Section 6 - Role of External Independent Members

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

(25) 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.

Section 7 - Role of the Chancellor

(26) 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 overseeing its implementation by management.

(27) 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 Remuneration 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.

(28) The Chancellor is the official spokesperson for the University 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.

Section 8 - Role of the Deputy Chancellor

(29) The Deputy Chancellor is responsible for:

- a. supporting the Chancellor in the leadership of the Council;
- b. chairing meetings of the University Council in the absence of the Chancellor;
- c. chairing the Nomination and Remuneration Committee in relation to the appointment of a new Chancellor; and
- d. deputising for the Chancellor as required including at ceremonial functions.

Section 9 - Role of the Chair, Academic Senate

(30) The Chair of the Academic Senate is responsible for:

- a. chairing meetings of the Academic Senate and such of its sub-committees that the Academic Senate decides;
- b. advising the Council on the views of the Academic Senate in relation to matters within the terms of reference of the Academic Senate;
- c. reporting to the Council on significant matters considered or decided by the Academic Senate at each meeting

of the Council;

- d. putting forward recommendations from the Academic Senate to the Council with respect to University governance;
- e. consulting with the Academic Senate with respect to matters relating to academic programs and student welfare, when requested by the Council; and
- f. providing general input into decisions of the Council, with particular regard to issues relating to teaching and learning, research and student welfare.

Section 10 - Role of Chairs of Council Committees

(31) The Chair of each committee of Council will be responsible for:

- a. providing leadership to the committee;
- b. taking responsibility for the committee's development;
- c. ensuring the committee receives proper information;
- d. planning and conducting committee meetings effectively;
- e. following up on actions or resolutions of the committee;
- f. getting all members involved in the committee's work;
- g. ensuring the committee focuses on its key tasks;
- h. engaging the committee in assessing and improving its performance;
- i. overseeing the induction and development of new committee members;
- j. reporting to Council on all material matters arising from the deliberations of the Committee; and
- k. supporting the Chancellor and Council.

Section 11 - Role of the Vice-Chancellor and President

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

(33) Under the [By-law](#), the Vice-Chancellor and President is responsible to the University 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.

(34) The Vice-Chancellor has specific responsibility 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 overseeing 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 overseeing 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;
 - 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.

Section 12 - The Role of Academic Senate

(35) The Academic Senate is the principal academic body of the University.

(36) The role of the Academic Senate is to provide advice to the Council and Vice-Chancellor on:

- a. all matters relating to teaching, scholarship and research conducted at or in connection with the University, including general advice on the academic priorities and policies of the University;
- b. teaching and research activities of the University and on the allocation of teaching and research responsibilities within the University's facilities;
- c. academic aspects of the formulation and review of the [University's strategic plan](#);
- d. any academic matters that it considers to be of importance;
- e. the maintenance of academic standards; and
- f. accredit and review new and existing academic courses, with particular responsibility for ensuring that:
 - i. the structure and requirements of each course are consistent with the award to which it leads;
 - ii. the depth of content and standard of assessment of each course is appropriate to the award to which it leads;
 - iii. the methods of course delivery are appropriate in achieving the purpose of the course;
 - iv. the course and the award to which it leads are consistent with the [Australian Qualifications Framework](#); and
- g. approve the list of awards to be offered by the University;
- h. formulate, approve and review regulations in relation to academic matters including, but is not limited to, regulations applying to admission, enrolment, credit, assessment, examination, exclusion and graduation;
- i. determine the lists of graduands of the University specifying the award and the level of award that each of the graduands is to receive;
- j. approve the regulations applying to prizes that are to be available on a university-wide basis;
- k. require the production and submission of reports in relation to academic issues from, or refer academic matters to, Faculties, other organisational units and committees for consideration and action as required;

- l. assure the quality of teaching, scholarship and research in the University;
- m. initiate and oversee a formal and regular program of review of academic and research activities of the University;
- n. provide a forum to facilitate information flow and debate in relation to academic issues within the University and between the senior executive officers of the University and the wider academic community;
- o. review and report on all matters referred to it by the Council or the Vice-Chancellor; and
- p. make recommendations to the Council or the Vice-Chancellor about academic standards or facilities at the University.

Section 13 - Council Committees

(37) The Council may, under its rule making authorities, establish committees from time to time to assist it in the governance of the University.

(38) The following standing committees have been established by the Council:

- a. Academic Senate;
- b. Foresighting Committee (FC);
- c. Council Executive Committee (CEC);
- d. Nomination and Remuneration Committee (NRC);
- e. Finance, Audit and Risk Committee (FARC); and
- f. Investment Committee.

(39) The specific functions of these committees are set out in the rules and [By-laws](#) of the University.

(40) In general, and where practicable, it is expected that all matters for consideration of the Council are reviewed by a Council committee or the Academic Senate in the first instance and that where necessary recommendations are forwarded by the Committee or Academic Senate to the Council arising from this review.

Section 14 - Conduct of Meetings

(41) 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.

Section 15 - Delegation

(42) The "control and management" of the University is vested in the Council under the law. Section 20 of the [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.

(43) The Council will not, however, delegate its power of delegation or its primary responsibilities under the [Act](#).

(44) Under the [Charles Sturt University By-law 2005](#) the Council has delegated responsibility for the day to day management of the University to the Vice-Chancellor.

(45) 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.

(46) The approved delegations of the Council will be recorded in an Instrument of Delegation which will be maintained by the University Secretary.

(47) The following principles apply to delegations:

- a. a delegate may not exercise an authority that the Council does not have or exceed the authority conferred on the Council under the [Act](#);
- b. delegations will be exercised subject to the [Code of Conduct](#) and ethics and conflict of interest policy and such Rules, policies and procedures approved by the University from time to time;
- c. delegations must be exercised consistent with the statutory, legal and related obligations of the University;
- d. delegates may not exercise a delegation in respect of themselves or an activity or transaction from which they may obtain a workplace or personal benefit (for example the approval of their own travel, promotion, bonuses, salary, recruitment and leave);
- e. delegations will be aligned as closely as possible to responsibilities;
- f. delegations must specify the body, officer or class of officers to exercise the delegation;
- g. delegations must not be sub-delegated (that is, the delegation may not allow the delegate to nominate another person or body to exercise the authority);
- h. a written record of the exercise of all delegations will be maintained by each area of the University in accordance with the requirements of the [Public Finance and Audit Act 1983](#);
- i. delegations may be revoked, or a delegate subject to disciplinary action, where a delegate is found to have exercised a delegation improperly; and
- j. the Council reserves the right to disallow a decision made by a delegate, to such an extent as is practicable in the circumstances, in exceptional circumstances.

Section 16 - Role of the University Secretary and Deputy University Secretary

(48) 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 Charter is duly followed, as well as the rules and regulations pertaining to the operation of the Council and governance of the University, and for coordinating the completion and despatch of Council and Committee agenda and briefing materials.

(49) The Deputy University Secretary is responsible to the University Secretary for the day to day management of Council business and secretariat services, and for providing advice to the Council for and on behalf of the University Secretary. The University Secretary may authorise the Deputy University Secretary to exercise any delegated function of the University Secretary.

Section 17 - Conduct

(50) Schedule 3 of the [Charles Sturt University Act 1989](#) 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.

(51) The duties of members of the Council are set out in the [Act](#).

(52) 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 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 an advantage for themselves or someone else; and
- e. disclose and avoid conflicts of interest.

(53) 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.

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

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

(56) Members will at all times comply with the spirit as well as the letter of the law and with the principles of this Charter.

Section 18 - Strategy

(57) 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.

(58) The [University Strategy](#) is approved by the Council on recommendation of the Vice-Chancellor every three years. The [University Strategy](#) sets out the vision, mission, values, objectives and performance targets for the University.

(59) The University 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.

(60) 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.

(61) Once the Council and Vice-Chancellor have agreed to the overall direction, the Vice-Chancellor is responsible for engaging with 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.

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

(63) Once the [University Strategy](#) has been finalised, the Vice-Chancellor is responsible for preparing the plans necessary to enable the achievement of the [University Strategy](#). The plans define specific and measurable activities against each of the identified objectives that the University will undertake to achieve the [University Strategy](#). These are ordinarily submitted to the Council within 3-4 months of the finalisation of the Strategy.

(64) The [University Strategy](#) and the plans provide the framework for operational planning in each organisational unit in the University.

(65) 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 into 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.

(66) 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.

(67) 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.

(68) The Council is responsible for ensuring that:

- a. the [University Strategy](#) and plans are consistent with the object of the University under the [Act](#);
- b. objectives and priorities are developed with appropriate analysis of the University's circumstances and external environment and with appropriate rigor;
- 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 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.

(69) The Vice-Chancellor and President is accountable to Council for institutional performance as gauged by the Performance Indicators in the [University Strategy](#) and plans.

Section 19 - Risk and Compliance

(70) 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](#) that sets out the tolerances of the Council to the assumption of risk and processes for the management and mitigation of risk and management of compliance. The Finance, Audit and Risk Committee reviews the major risks affecting the University and oversight management strategies to mitigate these risks. Where a significant risk is identified the Council is informed by the Vice-Chancellor and President of the action plan proposed by management.

Section 20 - Policies

(71) Under the [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.

(72) The Vice-Chancellor and President and the Vice-Chancellor's Leadership Team has delegated authority and accountability for the establishment and approval of operational policies and procedures for the day to day management of the University. Specific responsibility is given to the Vice-Chancellor and President under the [Public Finance and Audit Act 1983 No 152](#) for the oversight of financial policies and systems of internal control.

(73) The areas where Council retains authority for the approval of policy and procedural principles are:

- a. risk management;
- b. investment management;
- c. complaints, corruption and whistleblowing;
- d. legal, contractual and corporate entities;
- e. the form and use of academic and ceremonial costume;
- f. commercial activities;
- g. honorary awards and recognitions; and
- h. other policies regarding University governance.

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

Section 21 - Confidentiality

(75) 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.

(76) 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.

(77) 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.

(78) 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.

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

Section 22 - Composition of the Council

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

(81) The [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.

Section 23 - Member Skills, Qualifications and Experience

(82) For effective performance, individual members and the Council as a whole need to have a broad range of skills, qualifications, experience and key personal attributes.

(83) Key personal attributes include:

- a. accountability and integrity;
- b. innovative, entrepreneurial, and preparedness to take considered risks;
- c. strategic 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.

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

(85) 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.

(86) The Council, on advice of the Nomination and Remuneration Committee, will determine the selection criteria for appointment and will appoint members having regard to the selection criteria.

(87) 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.

Section 24 - Establishing and Maintaining Selection Criteria

(88) The Nomination and Remuneration Committee is responsible for preparing the selection criteria for appointment to vacant positions on the Council. The selection criteria will be developed through a structured assessment of the skills, knowledge and experience needed by the Council and its committees in order to achieve the University's mission and advance the [University Strategy](#).

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

(90) In deciding the skills, qualifications and experience needed by the Council the Committee will have regard to the University's long-term mission 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 [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.

(91) The Committee will recommend a draft list of selection criteria that a person must possess to be eligible for appointment to the Council.

(92) 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.

(93) 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 recommendation or approval of selection criteria for appointment.

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

Section 25 - Participation by Specific Groups

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

- a. to increase the representation of women on the Council and its committees to 50% of new appointees;
- 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 Indigenous Australians and to identify opportunities for involvement of Indigenous people in the work of the Council to build capacity; and
- d. to ensure students and staff have the opportunity to participate in the governance of the University through the election of student and staff members of the Council.

Section 26 - Availability and Commitment of Members

(96) All appointees must make the necessary commitment to University through participation in meetings of the Council, membership of committees, attendance at important functions and representation of the University within their networks.

(97) 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.

Section 27 - Recruitment of Members

(98) The University 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.

Section 28 - Reappointment of Members

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

(100) 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 Charter, 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.

(101) 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.

Section 29 - Consideration of Forthcoming Vacancies in Membership

(102) Selection processes take time and the Council, through the University Secretary, will need to 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. 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.

Section 30 - Selection Process for Members

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

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

(105) 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.

(106) The University Secretary may consult with officers of the University if required during this process, or retain where appropriate consultants to assist with the identification and selection of appropriate candidates.

Section 31 - Dialogue in Respect of Ministerial Appointments

(107) 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.

Section 32 - Selection Panel for Appointments

(108) The Nomination and Remuneration Committee is the selection panel for each appointment to the Council or its committees.

(109) 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.

(110) The Deputy Chancellor chairs selection panels for the appointment or re-appointment of the Chancellor.

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

(112) 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.

Section 33 - Screening of Candidates

(113) 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.

(114) 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.

Section 34 - Probity Checks on Candidates

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

(116) 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.

(117) 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.

(118) Candidates are required to complete a Statutory Declaration attesting to above matters, as well as a Declaration of Personal Interests.

(119) The University Secretary will conduct 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.

(120) 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.

Section 35 - Referee Reports on Candidates

(121) The selection panel may request that the candidate supply the names of 2-3 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.

Section 36 - Appointment by Council

(122) 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.

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

(124) Where the appointment is determined by the Minister, the recommendation must generally be forwarded to the Minister for approval normally as a list of 2-3 names for each vacancy.

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

Section 37 - Letter of Offer of Appointment

(126) 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.

Section 38 - Acceptance of Offer of Appointment

(127) The candidate must sign and date the Acceptance of Offer acknowledging the duty statement for the position,

term of appointment, their obligations under the [Act](#) and such other matters as may be determined by the University Secretary.

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

Section 39 - Election of the Chancellor

(129) 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 (which shall be the members of the Nomination and Remuneration Committee without the current Chancellor and chaired by the Deputy Chancellor).

(130) 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 election of a Chancellor.

(131) Upon approval of the criteria by the Council, the Chancellor Search Committee will undertake a search relative to the approved criteria and recommend to the Council a list of persons deemed suitable for appointment to the office having regard to the requirements of the position. The Committee will seek the views of members on suitable candidates and the Deputy Chancellor may contact candidates to determine their interest in nomination to the position.

(132) The Committee will generally forward to the Council a list of at least 3 persons in order of preference who are deemed suitable for appointment. The Council may accept the recommendations or request the Committee to undertake a further search.

(133) Once a candidate has been approved and consented to the election, 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 [Act](#) and [By-law](#).

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

Section 40 - Election of the Deputy Chancellor

(135) 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 appointment to the position in accordance with the [Act](#).

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

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

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

Section 41 - Annual Review of the Performance of

the Vice-Chancellor and President

(139) The Nomination and Remuneration Committee will review the performance of the Vice-Chancellor and President each year against the performance indicators set out in the Vice-Chancellor's Performance Plan and any other performance indicators approved by the Council. This will occur in March each year.

(140) The Nomination and Remuneration Committee will then make a recommendation to the Council on the terms and conditions of the Vice-Chancellor and President performance bonus (if any) and other matters raised by the Vice-Chancellor or Committee.

Section 42 - Appointment of the Vice-Chancellor and President

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

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

(143) Upon approval, the Nomination and Remuneration Committee will undertake a search for a person to fill the position of Vice-Chancellor and President and will constitute the short-listing panel. The Committee may retain an external recruitment company to assist in this process.

(144) The Committee will generally forward to the University 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.

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

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

(147) 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 and President after consultation with the Nomination and Remuneration Committee.

(148) 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 in advising the Committee.

Section 43 - Other Executives and Appointments

(149) 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; and
- c. Internal Auditor.

(150) These functions may be delegated to a committee of the Council, however the selection committee is to include the Chancellor, Deputy Chancellor or a Council member appointed by the Chancellor.

Section 44 - Performance Review

Part A - Biennial Council Performance Self-Assessment

(151) The Council will conduct a review of its performance assessment every two years. This will normally coincide with the Council's biennial Governance and Planning Workshop.

(152) 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 Council from approving an external evaluation of Council performance, structures, processes, culture or members if required, or a specific governance compliance review.

(153) 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.

Part B - Review of the Performance of Council and its Committees

(154) 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.

(155) 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.

(156) In addition to the Council performance self-assessment under Part A, 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;
- c. outsourcing to independent specialist consultants, in consultation with the University Secretary.

(157) 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.

Part C - Performance Review of Council Members

(158) 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.

Part D - Performance Review of the Chancellor

(159) 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 an annual review of the performance of the Chancellor.

(160) The performance review will consist of two parts:

- a. a survey of all members of Council conducted in August each year on the performance of the Chancellor; and
- b. provision of advice by the Chancellor on suggested changes to the Statement of Expectations (if any).

(161) The Deputy Chancellor is responsible for conducting the annual 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.

(162) 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. The Deputy Chancellor will also present any suggestions from the Chancellor for changes to the Statement of Expectations and Duties.

(163) 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.

Section 45 - Council Member Honorarium

(164) Eligible members of the Council may be paid an honorarium in recognition of the following:

- a. the commitment by members of their time to discharging their governance and compliance obligations in a complex and changing higher education environment, including preparation for, and attendance at, meetings of the Council and committees of the Council;
- b. the time commitment required of members to participate in stakeholder engagement on behalf of the University including attendance at graduations, alumni events, scholarship ceremonies and meetings with key stakeholders, networking on behalf of the University and participation in other forms of stakeholder engagement; and
- c. to meet out of pocket and other costs incurred by members in attending to their duties such as communications charges, payment of professional memberships, travel, meals and other expenses (but not including approved official air or fleet/private car travel and accommodation in association with meetings or events which will be paid for by the University).

Section 46 - Honorarium Principles

(165) In deciding on the appropriate level of honorarium for members, the Council shall take into account of the following principles:

- a. while the University engages in a limited range of commercial activities in support of public purpose, it is

principally a public not-for-profit corporation established for the purpose of promoting free intellectual inquiry, higher education opportunity for students, regional development and the conduct of research;

- b. the level of the honorarium should be sufficient to appropriately acknowledge the time and expense incurred by members in the discharge of their duties, but should not be excessive reflecting the nature of the University as a 'public good' institution;
- c. the application of the member's unique skills, qualifications and experience represents a personal contribution by members to the public good functions of the University and the advancement of higher education and the University's regions, and should not be taken into account in determining the level of honorarium paid to members;
- d. the level of the honorarium should be based on an agreed objective standard for comparable public sector boards (preferably consistent with the norms of the higher education sector);
- e. an honorarium is a personal payment in recognition of the time and cost incurred by members and therefore may only be paid to a member and not to a company, trust or other entity; and
- f. the level of the honorarium shall not be linked in any way to the performance of the member or of the University.

Section 47 - Eligible Members

(166) All members are expected to contribute equally and conscientiously to all meetings of the Council, participate as members of committees and to act for the University in engagement with stakeholders.

(167) All eligible members are entitled to receive an honorarium.

(168) An eligible member is a member of the Council, excluding the following:

- a. a member who is already remunerated by the University and accepts membership of the Council as part of their employment;
- b. a member who is an ex officio member of the Council under the Act;
- c. a member who occupies an office of profit under the Crown and their membership of the Council constituted public service in accordance with the terms of their position.

Section 48 - Arrangements for Non Ex Officio Members that are Employees

(169) Where a member is elected as a staff member of the Council, the Faculty or Division in which the member is employed should receive an amount equivalent to the base level of honorarium for that member to acknowledge the time and cost the Faculty or Division will incur to allow the member to properly discharge her or his duties.

Section 49 - Additional Payment for Officeholders

(170) Officeholders (e.g. Chancellor, Deputy Chancellor, Committee Chairs [not including the Chair of Academic Senate who is an employee]) will receive an additional reasonable amount as set out in [Schedule 1](#) in recognition of the additional time those members are required to contribute to attending meetings and other forms of stakeholder engagement, and the additional costs incurred by those members in discharging their duties.

Section 50 - Honorarium for Non-Council Members of Committees

(171) Members of Committees that are not also members of the Council will receive an amount as set out in [Schedule 1](#) to acknowledge their time commitment and costs in attending to their duties. This amount is payable once only regardless of the number of committees on which the non-Council member sits.

Section 51 - Part-time Staff members of the Council

(172) Where a member is a part-time member of the staff of the University or a controlled entity of the University, the Vice-Chancellor will make arrangement for the hours of the employee to be adjusted by a maximum of an additional 2 hours per week to allow the member to attend to their Council duties. The member will not be entitled to receive an honorarium.

Section 52 - Honorarium Amount

(173) The level of honorarium for eligible members of the Council is set out in [Schedule 1](#).

Section 53 - Honorarium Payment Schedule

(174) The honorarium will be paid fortnightly on a PAYE or other appropriate basis determined by the University Secretary in consultation with the Division of Finance.

Section 54 - Right of Refusal of Honorarium

(175) Members have the right to elect not to accept payment of the honorarium.

Section 55 - Tax and Superannuation

(176) The University is responsible for the payment of payroll tax with respect to the honorarium.

(177) Members are responsible for the payment of any Income Tax and/or Fringe Benefits Tax with respect to any payment or benefit received in connection with their position as a member of the Council or a committee. Members should provide the University with a valid tax file number for this purpose.

(178) Under the [Superannuation Guarantee \(Administration\) Act 1992](#) all employers are required from 1 July 1992 to provide a minimum level of superannuation for all recipients of remuneration who earn more than the minimum per month prescribed by that [Act](#). The University will contribute to superannuation for each member up to the minimum level of superannuation required by the [Act](#) where it is required by law to do so. A superannuation benefit is additional to the honorarium payable to members and will only be paid where the University has a legal obligation to do so. Where a member is not eligible for a superannuation payment, the member shall not be entitled to any other payment or increase in their Honorarium in lieu of superannuation or any other benefit or allowance. Members must supply the University a valid superannuation account for this purpose.

Section 56 - No Honorarium Entitlement for Other Functions

(179) Where a member is also a member of an advisory board, controlled entity board or is otherwise engaged in an official capacity with the University, the honorarium is deemed to be the total benefit payable to the member without requirement for further payment for assumption of any additional roles or responsibilities.

Section 57 - Council Computer Entitlement

(180) Members of Council are entitled to have access to a University computer account, email address and iPad (or equivalent mobile device as determined by the University Secretary) to access Council agenda, minutes, resources and notices for the duration of their term on the Council. Council members are bound by the University's policies on appropriate use of computing equipment and internet services, and the [Code of Conduct](#).

(181) The University Secretary may grant access to the same entitlements as set out above where this is required by a non-Council member of a committee.

(182) The Chancellor and Deputy Chancellor are entitled to have access to a University mobile phone to ensure that they are accessible for consideration of urgent matters between meetings of the Council and for managing communication with members. Mobile phone usage is subject to the University's policies on mobile telephony and communications, and is subject to reasonable personal usage.

Section 58 - Other Council Entitlements

(183) Council members and non-Council members of committee are entitled to a discount of up to 25 percent on wines from the University Winery. Orders can be placed directly with the University Winery Cellar Door or through the Governance Unit. Members (not including employees of the University) may charge wine purchases to the Governance Unit and this will be deducted from the member's honorarium.

(184) Members also have full online and on-campus access to University Library resources including online services. Any library charges (such as inter-library loans or copying services for items not held by the University Library) can be charged by members (not including employees of the University) to the Governance Unit and will be deducted from the member's honorarium.

(185) The Governance Unit will advise members of Council of any other benefits that are available from time to time.

Section 59 - Honorarium Incorporates Out of Pocket and Other Expenses

(186) Except as provided in Section 59-62, Council members are responsible for meeting all costs and expenses associated with attendance at meetings of the Council, or attendance or participation in functions or activities associated with their role.

Section 60 - Attendance at Approved Functions

(187) The University Secretary is responsible on behalf of the Council for determining which activities of the University are "approved functions".

(188) The University Secretary's Office has a fixed budget for meeting the reasonable expenses of the Council and as such there are limits on the number and type of functions that can be attended by members. To ensure that there are sufficient funds available to meet current and future commitments, and that the needs of all Council members can be met, the University Secretary must approve all expenses in advance. Where a member attends a function or activity, or incurs a cost, without prior approval the member is liable to meet that cost personally.

(189) Members will receive from time to time invitations from various parts of the University to attend a variety of domestic and overseas events, functions, graduations, ceremonies and other activities of the University. These invitations do not constitute "approved functions" unless attendance by the member is approved in writing by the University Secretary prior to the event.

(190) In determining whether a function is an approved function the University Secretary will consider whether the attendance of the member is required or appropriate; there are sufficient funds available in the budget having regard to current and future commitments; and, taking account of the balance of commitments of all members.

(191) Members may accept invitations to attend activities that are not approved functions at their own expense.

Section 61 - Travel and Accommodation

(192) The University Secretary will organise and meet the reasonable cost of travel and accommodation for members in relation to meetings of Council and committees, and where the member has been approved to attend an approved function.

(193) Where the University supplies a meal in association with a meeting or approved function, the University will meet the cost of the meal. In all other cases, the member is responsible for the cost of any meals and associated expenses not included under the accommodation rate.

(194) Travel and accommodation of members of the Council is subject to the University [Travel Policy](#). All air travel for members will be booked by the Governance Unit with the standard determined by the University Secretary and the University [Travel Policy](#). In accordance with University policy, the University will not make bookings to accommodate membership of frequent flier or other personal benefit schemes. Where travel involves a component of private travel, the member will be required to meet the cost of private travel and accommodation on a pro rata basis.

(195) A member is not entitled to travel or accommodation where the meeting is held in the same place the member normally resides.

(196) Where a meeting is held using technology, a member is not be entitled to expenses for travel and accommodation unless the member needs to travel to a specific location to attend the meeting.

(197) All arrangements relating to meetings of the Council and its committees are made by the University Secretary's Office. Where members make their own arrangements, they are responsible for meeting the costs unless approved in writing in advance by the University Secretary.

Section 62 - Overseas Graduations and Functions

(198) A member may be requested to officiate at overseas graduations of the University from time to time.

(199) The attendance of members of the Council at overseas graduations is subject to the available budget of the University Council.

(200) Arrangements for travel and accommodation are made through the University Secretary's Office.

(201) The Charter and University [Travel Policy](#) applies to attendance at University graduations overseas.

Section 63 - Official Credit Card

(202) The Chancellor and Deputy Chancellor may be issued a University credit card for official business purposes.

(203) Use of official University credit cards is subject to the University credit card and finance policies. Credit cards may only be used for official University business purposes.

(204) Any expenses for which the member is responsible that are charged to the University credit card will be deducted from the member's honorarium payment (where applicable).

(205) Use of a University credit card for the payment of private expenses is not allowed.

(206) Credit cards may not be used to purchase gifts. Official University gifts are available from the University Secretary's Office.

Section 64 - Deductions from Payments

(207) The University Secretary may deduct an amount from any payment to meet any debt owed by a member to the University.

Section 65 - Prohibition of Third Party Payments

(208) All payments must only be made to the member in their personal capacity. Under no circumstances will payments be made on invoices.

Section 66 - Adjustment to Council Honorarium Model

(209) The University Secretary will review the Honorarium Principles every 4 years in consultation with Council members and prepare recommendations for the Nomination and Remuneration Committee. Any changes to the principles must be approved by the Council. Any adjustments in the honorarium model must be based on the revised principles; are subject to the available budget; and may not be linked to adjustments in the remuneration model for executive or other officers of the University.

(210) Members of Council will not be paid any form of performance linked payment or bonus to ensure that the Council's decisions are focussed on the achievement of long-term goals.

Section 67 - Use of Motor Vehicles

(211) Council members may be given access to a University vehicle for business purposes. Motor vehicles may only be booked through the Governance Unit.

(212) Council members are also eligible for private hire a University motor vehicle for private use in accordance with the normal University procedures for employee private hire of vehicles.

(213) The University Secretary may authorise an eligible member to use a motor vehicle maintained by the member

for private purposes for attendance at official Council meetings or other approved functions.

(214) Where an approval is granted under clause 213, eligible members may claim a Motor Vehicle Allowance set out in [Schedule 2](#) for travel from their ordinary place of residence for personal attendance at:

- a. meetings of the Council and its standing committees;
- b. official meetings of committees or bodies of the University to which the member of Council has been formally appointed by resolution of the Council;
- c. official meetings of other bodies to which the member has been formally appointed by resolution of the Council;
- d. other official Council functions approved by the University Secretary;
- e. graduations of the University; or
- f. other meetings or functions approved by the Chancellor (or in the case of the Chancellor, by the Vice-Chancellor).

(215) Eligible members may not claim a Motor Vehicle Allowance for:

- a. attendance at a meeting or function by teleconference or by other electronic means; or
- b. attendance at or sitting on committees, boards or other bodies of the University where the eligible member has not been formally appointed to that body by formal resolution of the Council; or
- c. attendance at Regional Consultative Committee meetings; or
- d. attendance at any other function (other than functions listed in clause 22, including University functions, unless prior approval has been granted by the Chancellor (or in the case of the Chancellor, by the Vice-Chancellor); or
- e. where alternative travel arrangements have been organised by the University Secretary.

(216) An eligible member using a motor vehicle for official Council business must have for the vehicle a valid Third Party insurance policy and a comprehensive motor vehicle insurance policy to an amount and in a form approved by the University Secretary.

(217) Use of a motor vehicle maintained by the eligible member for private purposes for travel from their ordinary place of residence on official Council business shall be a the sole risk of the eligible member.

(218) Members are subject to the University's policies including those relating to use of motor vehicles and occupational health and safety, and relevant road laws.

Section 68 - Members Responsible for Own Advice

(219) Members are responsible for obtaining their own advice from a qualified person with respect to their legal and tax obligations, or the impact of any payment on their eligibility to receive payments from other sources (including Youth Allowance, scholarships, pensions etc.).

(220) Members are personally responsible for defending or meeting any claim, action or payment arising from their acceptance of an honorarium or any other benefit under this Charter.

Section 69 - Termination

(221) A member will not be entitled to an honorarium with effect from the date that the member's term expires, or the member is removed from the Council in accordance with the [Act](#).

Section 70 - Accountability and Reporting

(222) The Council is committed to transparency and accountability in the governance of the affairs of the University.

(223) To support this, the University Secretary will include in the Annual Report of the University each year the following:

- a. a table setting out the name of each member, the number of meetings of the Council and its committees to which the member belongs, and the number of meetings attended and not attended by the member;
- b. a table setting out the name of each member, the total amount of honorarium paid to the member and the total value of any other expenses incurred with respect to that member.

Section 71 - Status of this Charter

(224) This Charter provides an overview of the governance principles and processes of the Council and its committees. Specific procedures and requirements regarding the operation of the Council and its committees are set out in the [Act](#), [By-law](#) and Rules of the Council. These documents will take precedence over this Charter to the extent of any inconsistency.

Status and Details

Status	Current
Effective Date	8th December 2020
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Unit Head	Natalie Nixon University Secretary
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