

## COUNCIL CHARTER

Approved by Council: 14 March 2012

Revised by Council: 19 June 2019

### Guiding Documents

*University of Divinity Act 1910* and associated regulations

*Higher Education Standards Framework*

Regulation 1 and Determinations (Committees of Council)

Regulation 2 and Determinations (Academic Board and its Committees)

#### 1. Intent and Scope of the Charter

- 1.1 Council is committed to ensuring effective governance practices exist, which reflect accountability, transparency and professional integrity within an inclusive framework based on trust and intellectual honesty.
- 1.2 The Charter sets out the responsibilities of the Council, Council members, the Chancellor, Committees and Chairs of Council Committees and provides parameters on policy making.

#### 2. The Responsibilities of the University of Divinity Council

- 2.1 The Council is the governing authority of the University of Divinity and in the context of the objects of the University is responsible for ensuring adherence to the Act primarily through:
  - 2.1.1 Appointing the Vice-Chancellor as the Chief Executive Officer of the University and monitoring his or her performance
  - 2.1.2 Approving the mission and strategic direction of the University, as well as the annual budget and business plan
  - 2.1.3 Overseeing and reviewing the management of the University and its performance
  - 2.1.4 Establishing policy and procedural principles, including governance requirements, consistent with legal requirements and community expectations
  - 2.1.5 Approving and monitoring systems of control and accountability, including general overview of any controlled entities. A controlled entity is one that satisfies the test of control in s.50AA of the *Corporations Act*
  - 2.1.6 Adhering to requirements of statutory and regulatory authorities, including TEQSA and ACNC
  - 2.1.7 Overseeing and monitoring the assessment and management of quality and risk across the University, including of commercial undertakings
  - 2.1.8 Overseeing and monitoring the academic activities of the University
  - 2.1.9 Overseeing and monitoring the learning environments of the University
  - 2.1.10 Ensuring that the University's collegiate structure meets the requirements of the Higher Education Standards Framework
  - 2.1.11 Maintaining the University's status as a higher education provider

- 2.1.12 Approving any commercial activities of the University
- 2.1.13 Ensuring that accurate and comprehensive compliance reporting is undertaken to State and Commonwealth Governments and their agencies.

### **3. Council's Primary and Non-Delegable Responsibilities**

Council will meet its prime responsibilities through:

- a) Ensuring that the membership of the Council is a balanced one with the necessary skills and experience as identified by it and as required by the Act
- b) Ensuring that the role and responsibilities of members of the Council are unambiguous, understood by the members of the Council and that they are regularly reviewed and re-affirmed
- c) Establishing an annual work-plan and schedule of meetings to effectively discharge its responsibilities
- d) Establishing Committees as required and regularly reviewing their performance and the need for their existence (see section 5)
- e) Ensuring that any University controlled entities and other significant institutional investments have appropriate Council representation on their Board of Management or equivalent and that there are appropriate monitoring procedures in place
- f) Undertaking annual reviews of its performance.

### **4. Council Members' Responsibilities, Rights and Sanctions**

#### **4.1 Responsibilities**

4.1.1 In their behaviour Council members are required to:

- a) Act in the interests of the University as a whole and consistent with the objects of the University rather than any constituent person or body who elected or appointed the member
- b) Not make improper use of their position on the Council, including the improper use of any information acquired in the course of their duties to obtain directly or indirectly any pecuniary or other advantage for themselves or any other person
- c) Act as exemplars of the Code of Conduct approved by the Council
- d) Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Council
- e) Be well informed concerning the University's strategic intent, operations and performance and understand the wider education sector
- f) Ensure they are sufficiently well informed and have access to information and documents as appropriate
- g) Act in good faith, honestly and for proper purposes consistent with the objects and interests of University
- h) Exercise appropriate care and diligence

- i) Ensure confidentiality of information received by the Council, its Committees and Boards unless authorised to disclose it
- j) Take reasonable steps to avoid all conflicts of interest unless they are disclosed in accordance with Section 16 of the Act
- k) Be an active member on one Council Committee.

4.1.2 Council members are expected to:

- a) Participate in an annual performance evaluation
- b) Participate in a formal induction process and ongoing professional development
- c) Be cognisant of and interact with the stakeholders of the University as appropriate
- d) Regularly attend Council and Committee meetings and Council forums or summits.

## 4.2 Rights

Council members have the right to:

- a) A comprehensive initial induction program
- b) Provision of relevant documentation related to their governance role as well as Council member contact details, etc.
- c) Provision of all the University's Council documents
- d) Appropriate professional development opportunities each year
- e) Timely receipt of agendas and papers
- f) The provision of complete and accurate information in respect of all matters to be considered by the Council
- g) The provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties
- h) Assurance that all requirements in respect of the Council as set out in the Act, Council decisions, processes and policies, and legislation applicable to the University, are met
- i) Adequate levels of insurance cover to indemnify and keep indemnified each member of the Council in accordance with the requirements of Section 18B of the Act.

## 4.3 Sanctions

The office of a member of the Council becomes vacant if the member:

- a) Is or becomes disqualified from managing corporations under Part 2 D.6 of the *Corporations Act*, or
- b) Has failed to attend, without the Council's prior approval, three consecutive ordinary meetings of the Council, or
- c) Is removed from office by the Council in accordance with Section 9 of the Act.

## **5. Chancellor's Responsibilities**

5.1 The Chancellor's responsibilities encompass:

- 5.1.1 Chairing Council and ensuring that meetings are conducted in a professional manner where all members are able to contribute, and that decisions and recommended actions taken are clear at the meeting and that the minutes are an accurate reflection of proceedings
- 5.1.2 Approving Council meeting agenda
- 5.1.3 Approving draft minutes within five working days of receipt
- 5.1.4 Fulfilling the statutory and ceremonial functions of the office
- 5.1.5 Overseeing the Vice-Chancellor on behalf of the Council, including
  - a) maintaining a professional, effective and collaborative working relationship between the Chancellor and Vice-Chancellor
  - b) overseeing, on behalf of the Council, the appointment of a new Vice-Chancellor (if required)
  - c) conducting periodic performance reviews of the Vice-Chancellor (as required and agreed)
- 5.1.6 Working effectively and collaboratively with the whole community of the University
- 5.1.7 Leading an effective Council in all appropriate forums to promote the University and support and enhance its activities
- 5.1.8 Supporting the Vice-Chancellor and the University in facilitating links with the churches, business, industry, government and the community
- 5.1.9 Ensuring that the Council reviews its performance annually against this Charter.

## **6. Committees and Boards**

- 6.1 Council appoints Committees and Boards to ensure integrity and effectiveness in its operations and governance. Committees and Boards operate within the parameters prescribed by the Council in their terms of reference and ultimately report to the Council.
- 6.2 Council must appoint the following committees
  - a) Academic Board
  - b) Finance and Investment Committee
  - c) Governance and Nominations Committee
  - d) Human Research Ethics Committee
  
  - e) Risk Management and Audit Committee
  - f) Strategic Planning Committee
  - g) University Executive

h) Vice-Chancellor's Review Committee

## **7. Chairs of Committees' Responsibilities**

7.1 Chairs of Committees' responsibilities encompass:

7.1.1 Approving meeting agenda

7.1.2 Ensuring that the agenda of the Committee is consistent with its terms of reference and with Council priorities

7.1.3 Ensuring that meetings are conducted in a professional manner where all members contribute as independent individuals and that decisions and recommended actions taken are clear at the meeting and that the minutes are an accurate reflection of proceedings

7.1.4 Introducing recommendations and reports from the Committee at Council meetings

7.1.5 Approving draft minutes within five working days of receipt.

## **8. Principles on Policies**

8.1 A policy of the University explains the principles and courses of action designed to achieve the particular purposes of the University.

8.2 The University's policies are developed or revised as set out in this policy and in any accompanying procedures and guidelines.

8.3 Policies must:

a) Be consistent with the Act, Council decisions and relevant Commonwealth, State or Territory legislation

b) Be written concisely in plain English

c) Be applicable University-wide unless otherwise clearly stated.

8.4 The University's policies:

a) Are presented in a common format

b) Are approved, as appropriate, by the Council, Academic Board or Vice-Chancellor following consultation

c) Are maintained by the Responsible Officer

d) Are accessible electronically by interested persons

e) Are kept current

f) Are clear as to the rights and responsibilities assigned to persons or offices

g) Are capable of efficient implementation

h) Indicate the significance of the policy for the University as a whole, for Colleges or for relevant members of the community of the University

- i) Are circulated to relevant members of the community of the University in a timely manner
- j) Respect and understand the nature of the University at both governance and operational levels.

8.5 A schedule of policies will be held by the Vice-Chancellor and made available to Council members.

8.6 As aids to interpretation and implementation, a policy document may include procedures and/or guidelines documents. A policy document may also have forms attached.

8.7 Council has the ultimate authority to implement, dissolve, modify or determine all matters of policy.

**9. Date of Next Review**

9.1 This Policy must be reviewed no later than 31 December 2022.