

REGULATION 1

COUNCIL

Current version with effect from: 1 Apr 2024

Approved by: Council

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1.1 Purpose of this Regulation

1.1.1 This Regulation provides for the effective operation of the Council, the appointment and duties of its officers and committees, and the exercise of its responsibilities in accordance with the powers conferred by the *University of Divinity Act*.

1.1.2 As the governing body of the University, the Council is responsible for approving the University's strategy, mission, vision and commitments.

1.1.3 The Council approves Policies that establish standard operating procedures for the good governance and effective administration of the University and its Committees. This includes but is not limited to Policies governing:

- a) Conflict of Interest
- b) Council Members
- c) Critical Incidents
- d) Delegations
- e) Election and Nomination
- f) Enterprise Risk Management
- g) Fees
- h) Governance
- i) Health and Safety
- j) Information Technology
- k) Investment
- l) Privacy
- m) Travel

1.1.4 The Council may establish a Charter governing the conduct of its members.

1.2 The Chancellor

1.2.1 As required by section 14 of the *University of Divinity Act*, the Council must elect as Chancellor of the University a Council member who is:

- a) appointed under section 7 (1) (c), (d) or (e) of the Act; and

b) is an external member of the Council

1.2.2 The Chancellor holds office for a term not exceeding three years or for the term of the member's appointment to the Council, whichever is the shorter. A person appointed as Chancellor is eligible for reappointment provided the person continues to meet the requirements of the Act and this Regulation.

1.2.3 If a vacancy occurs during the term of a Chancellor the Council must elect an eligible member of Council to fill the vacancy as soon as practicable.

1.2.4 The Chancellor must preside at a meeting of the Council or at a graduation ceremony at which the Chancellor is present. The Chancellor may appoint another member of the Council to preside at graduation ceremonies in his or her absence.

1.2.5 Except where Council in the Terms of Reference of a Council committee has expressly decided otherwise, subject to the Act and Regulations the Chancellor is a member of all boards and committees of the University.

1.2.6 Where the Chancellor is unable to perform the duties of office due to illness or absence, or where a vacancy occurs, then the Deputy Chancellor is the Acting Chancellor and may exercise all the powers of the office of Chancellor.

1.3 The Deputy Chancellor

1.3.1 As required by section 14 of the *University of Divinity Act*, the Council must elect as Deputy Chancellor of the University a Council member who is:

a) appointed under section 7 (1) (c), (d) or (e) of the Act; and

b) is not the Chancellor.

1.3.2 The Deputy Chancellor holds office for a term not exceeding three years or for the term of the member's appointment to the Council, whichever is the shorter. A person appointed as Deputy Chancellor is eligible for reappointment provided the person continues to meet the requirements of the Act and this Regulation.

1.3.3 If a vacancy occurs during the term of a Deputy Chancellor the Council must elect an eligible member of Council to fill the vacancy as soon as practicable.

1.3.4 The Deputy Chancellor must preside at a meeting of the Council at which the Deputy Chancellor is present and from which the Chancellor is absent.

1.4 The Vice-Chancellor

1.4.1 As required by section 19 (1) (a) of the *University of Divinity Act* the Council must appoint a person as the Vice-Chancellor.

1.4.2 The Vice-Chancellor may use the style Vice-Chancellor and President of the University.

1.4.3 The period of the Vice-Chancellor's appointment, and the general terms and conditions under which the appointment is made, must be decided by the Council and must include the conditions under which the appointment may be terminated by either party.

1.4.4 The Vice-Chancellor is the chief executive officer of the University, exercises general oversight of its educational and administrative affairs, and may exercise any powers

delegated by the Council to the Vice-Chancellor in accordance with section 18A of the *University of Divinity Act*.

- 1.4.5 Except where Council in the Terms of Reference of a Council committee has expressly decided otherwise, subject to the Act and Regulations the Vice-Chancellor is a member of all boards and committees of the University.
 - 1.4.6 Where the Vice-Chancellor is unable to perform the duties of office due to illness or absence for a period of up to sixty calendar days, the Chancellor must appoint a person as the Acting Vice-Chancellor. The Acting Vice-Chancellor may exercise all the powers of the Vice-Chancellor during the period of illness or absence. The Chancellor must inform the Council of the appointment of an Acting Vice-Chancellor.
 - 1.4.7 Where the Vice-Chancellor is unable to perform the duties of office due to illness or absence for a period greater than sixty calendar days, or where a vacancy occurs, the Council must appoint a person other than the Chancellor as Acting Vice-Chancellor. The Acting Vice-Chancellor may exercise all the powers of the Vice-Chancellor. Where urgent action is necessary, the Chancellor may appoint an Acting Vice-Chancellor for the period up to the next meeting of the Council and inform the Council of the appointment of an Acting Vice-Chancellor.
- 1.5 Procedure of Council**
- 1.5.1 The Vice-Chancellor must attend all meetings of the Council unless excused by the Chancellor.
 - 1.5.2 The Council may permit officers of the University who are not members of the Council to attend meetings of the Council on a regular basis.
 - 1.5.3 Where it is judged to be advantageous to the considerations of the Council at its meeting, the Council or the Chancellor on behalf of the Council may arrange for such persons as necessary to attend all or part of any meeting of the Council.
 - 1.5.4 Unless otherwise specified in a Regulation, Schedule or Policy of the University, the quorum for any meeting of a board or committee of the University is half the voting members, rounded up to the next whole number, provided that:
 - a) a person present only by virtue of his or her office but not listed in the Regulation, Schedule, Policy, or Terms of Reference constituting the board or committee must not be counted;
 - b) where the terms of reference for a committee provide for a deputy to attend and vote when a member is unable to be present, the deputy must be counted in determining a quorum;
 - c) a member who attends a meeting by electronic or other means that allows his or her participation in the proceedings must be counted in determining whether a quorum is present.
 - 1.5.5 If a matter is decided at a meeting by vote, all those present including those present by virtue of their office have a deliberate vote, but no casting vote. For a motion to be passed, the number of those present who vote for the motion must be greater than half the number present at the meeting.

1.6 Committees of Council

1.6.1 The Council appoints the following Committees to assist in the execution of its responsibilities under the Act:

- a) Finance and Risk Committee
- b) Governance Committee
- c) People and Culture Committee
- d) Vice-Chancellor Review Committee

1.6.2 The terms of reference for Committees of Council are approved by Council and recorded in the Schedule to this Regulation. Delegations to these Committees must be specified in the terms of reference or in the Council's Delegations Policy.

1.7 The Seal of the University

1.7.1 The Seal of the University must be in the custody of the Vice-Chancellor and must be used only as hereinafter provided.

1.7.2 The Vice-Chancellor is authorised to affix the Seal:

- a) to the testamur to be issued in respect of a degree to which a person has been admitted by the Council;
- b) to a diploma or certificate granted by the Council.

1.7.3 Any other instrument required to be under the Seal of the University must have the Seal affixed to it by direction of the Council and not otherwise, provided that in matters which in the opinion of the Chancellor or the Deputy Chancellor are formal or of special urgency the Seal may be affixed by direction of the Chancellor or the Deputy Chancellor and the action thus taken must be reported to the Council at the first opportunity, and a record made in the Council minutes.

1.7.4 When the Seal is affixed under sub-section 1.7.3, the form used is: "Given under the Common Seal of the University of Divinity" by direction of the Council, the Chancellor or Deputy Chancellor (as the case may be) or to the like effect;

1.7.5 The Seal must be attested by affixing the signatures of the Chancellor (or the Deputy Chancellor) and the Vice-Chancellor in the case of testamurs, or such person as the Council may from time to time appoint for the purpose; such attestation will, with respect to any person dealing with the University, be sufficient evidence of the due affixing of the seal.

1.8 Award of Degrees, Diplomas and Certificates

1.8.1 Degrees, diplomas and certificates may only be awarded at a ceremony authorised by the Council at which the Chancellor (or another member of the Council delegated by the Chancellor) presides.

1.8.2 The general form of the ceremonial must be in accordance with the resolutions of the Council.

1.9 Academic Dress and University Mace

- 1.9.1 The Council may establish the forms of academic dress to be worn by members of the University and rules for the use of academic dress at public ceremonies of the University.
- 1.9.2 The Council must ensure that a register is maintained in perpetuity of the academic dress for each award of the University, including awards which are no longer offered.
- 1.9.3 The University Mace is carried before the Chancellor or the presiding officer at graduation ceremonies of the University and on such other occasions as the Chancellor decides.
- 1.9.4 The University Mace is carried by a member of the University appointed as Mace-bearer by the Vice-Chancellor.

SCHEDULE TO REGULATION 1 COUNCIL

COMMITTEES OF THE COUNCIL



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1. FINANCE AND RISK COMMITTEE

1.1 Membership

1.1.1 The Vice-Chancellor.

1.1.2 At least two members of Council who are not staff or students of the University, as required by section 6 (2) (f) of the *University of Divinity Act*, appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

1.1.3 At least two members external to the University with expertise including financial or commercial, audit and risk management, appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

1.1.4 One Principal of a College of the University appointed by the Council for a period of up to three years. A person so appointed is eligible for reappointment.

1.2 Chair

The Chair of the Committee is appointed by Council from the members of the Committee appointed under section 1.1.2. In that person's absence, another member of the Committee is elected by the Committee as Chair for that meeting.

1.3 Meetings

The Committee must meet no less than six times each year. The Committee must report to the Council after each meeting. A quorum is four persons including at least one member appointed under either section 1.1.3 or 1.1.4. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

1.4 Terms of Reference

The Finance and Risk Committee has responsibility for advising the Council on all matters relating to the University's financial strategy, investment management, assessment of risk, risk management, and financial controls, including:

- a) analysing regular reports on the University's financial performance and presenting its analyses to the Council
- b) considering the University's business plan and preparing its annual budget for recommendation to the Council for approval
- c) making recommendations to the Council on the rates of student tuition fees and of fees and payments to Colleges
- d) monitoring the annual financial audit and the preparation of audited Financial Statements for presentation to the Council for its approval

- e) monitoring the University's investment portfolio, including an annual review, and making recommendations to the Council for its approval
- f) ensuring the proper disbursement of all donations to the University and overseeing all present and future funds under the control of the Council, with the provision of reports and recommendations to the Council as required
- g) evaluating the financial viability of institutions applying to become Colleges of the University to inform the Council's deliberations.
- h) reviewing the management of risks and the adequacy of controls, treatments and remediation through regular review of the Enterprise Risk Management Framework, and recommending appropriate actions
- i) receiving and assessing reports on risk and risk management from the Academic Board and the executive staff of the University and its Colleges and Schools
- j) ensuring the University's insurances are adequate.

2. GOVERNANCE COMMITTEE

2.1 Membership

2.1.1 The Chancellor.

2.1.2 The Vice-Chancellor.

2.1.3 Up to three members of the Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

2.1.4 One Principal of a College of the University appointed by the Council for a period of up to three years. A person so appointed is eligible for reappointment.

2.1.5 The Committee may co-opt one person for a period of up to three years. A person so appointed is eligible for reappointment.

2.2 Chair

The Chair of the Committee is the Chancellor or, in his or her absence, a member of the Committee elected by the Committee as Chair for that meeting.

2.3 Meetings

The Committee must meet no less than twice each year. The Committee must report to the Council after each meeting. A quorum is three persons. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

2.4 Terms of Reference

The Governance Committee has responsibility for the following matters under the oversight of the Council:

- a) Advising Council on all matters relating to the overall governance of the University and Council, and to ensure adherence to good governance principles and practice.
- b) Regularly reviewing delivery of the University's Vision, Mission and Strategic Plan
- c) Ensuring the Council is aware of and meeting its obligations to government and regulators

- d) Ensuring the membership of the Council has the expertise and capability to discharge the Council's responsibilities. This includes:
 - i. making recommendations to Council and to the churches on the appointment of members of Council and its Committees, taking into account skills, expertise and gender diversity
 - ii. ensuring the highest standards of probity are met by existing and potential members of Council and its committees
 - iii. new member induction procedures and training and development activities
 - iv. reviewing the performance of members of the Council and its Committees
 - v. advising Council in relation to the election of a Chancellor or Deputy Chancellor for the University
- e) Inviting and considering nominations for the award of the Doctor of Divinity (*honoris causa*) or for appointment as an Emeritus Professor of the University, and making recommendations to Council.

3. PEOPLE AND CULTURE COMMITTEE

3.1 Membership

3.1.1 The Vice-Chancellor.

3.1.2 Two members of Council appointed by the Council for a period of up to three years.

3.1.3 One Principal of a College of the University appointed by the Council for a period of up to three years.

3.1.4 At least one student of the University appointed by the Committee for a period of up to two years.

3.1.5 At least two other members with appropriate professional expertise and experience appointed by the Council for a period of up to three years.

3.1.6 In making appointments to the Committee, the Council must give consideration to the diversity of membership.

3.2 Chair

The Chair of the Committee is appointed by the Council from the members of the Committee appointed under section 7.1.2. In the absence of the Chair, another member of the Committee is elected by the Committee as Chair for that meeting.

3.3 Meetings

The Committee must meet no less than three times each year. The Committee must report to the Council after each meeting. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

3.4 Terms of Reference

The People and Culture Committee has responsibility for the following matters under the oversight of the Council:

- a) ensuring the University and its Colleges have the appropriate culture and measures in place to support staff wellbeing and to provide for the health and safety of all

staff and students, including both regulatory and statutory compliance and training and education

- b) developing and monitoring strategies to promote inclusion and diversity across the University
- c) advising the Council on employment conditions of persons employed by the University
- d) supporting the implementation and review of the University's Code of Conduct
- e) monitoring implementation of the University's response to the Royal Commission into Institutional Responses to Child Sexual Abuse
- f) implementing and improving measures to prevent sexual harassment and sexual assault at the University
- g) monitoring the number and nature of appeals and complaints, and advising the Council or the Academic Board as appropriate on matters relating to conduct, misconduct and academic integrity

4. VICE-CHANCELLOR'S REVIEW COMMITTEE

4.1 Membership

4.1.1 The Chancellor.

4.1.2 Two members of the Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

4.1.3 Up to two persons co-opted by the Committee for a period of twelve months. Persons so appointed are eligible for reappointment.

4.2 Chair

The Chair of the Committee is the Chancellor or, in his or her absence, another member of the Committee elected by the Committee as Chair for that meeting.

4.3 Meetings

The Committee must meet at least once each year, or as often as is necessary to ensure that the Vice-Chancellor's Key Performance Indicators are current and relevant. The Committee must report to the Council with its recommendations after each meeting. A quorum is two of the persons appointed under sections 6.1.1 and 6.1.2. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

4.4 Terms of Reference

The Vice-Chancellor's Review Committee has responsibility for the following matters under the oversight of the Council:

- a) recommending to the Council annually Key Performance Indicators for the Vice-Chancellor, taking into account the Key Accountabilities, Duties, and Key Outcomes specified in the Vice-Chancellor's Employment Agreement
- b) reviewing the Vice-Chancellor's performance against the Key Performance Indicators annually and providing a report to the Council with its recommendations. The Committee may request submissions regarding the Vice-Chancellor's

performance from any party, and may receive submissions from members of the Council

- c) recommending to the Council any change to the Vice-Chancellor's remuneration and additional benefits in light of such review
- d) in relation to the appointment of a Vice-Chancellor for the University, considering the method of appointment and composition of the selection panel, and making recommendations to the Council for its determination.