



# Council Charter

## Section 1 - Preamble

(1) This Charter is effective from 14 December 2021.

## Section 2 - Purpose

(2) This Charter sets out the roles and responsibilities of the Deakin University Council consistent with the [Deakin University Act 2009 \(Vic\)](#) and [Deakin University Statute](#) and [Council Regulations](#).

## Section 3 - Scope

(3) This Charter applies to the operations of the Deakin University Council. All members of the Council commit to the Charter in taking up their appointments.

## Section 4 - Policy

### Principles

(4) Deakin University Council is responsible under the [Deakin University Act 2009 \(Vic\)](#) for the governance of the University. It sets the University's strategic direction, approves the financial plan, oversees the management of risk and ensures that appropriate plans are in place to achieve the University's goals.

(5) The Council is committed to the highest standards of governance, integrity and ethical conduct and to making the best possible decisions for the sustained success of the University.

(6) The Council leads by example in establishing good governance across the University whereby:

- a. the University's culture is healthy, vibrant and inclusive
- b. decisions throughout the University are aligned with the University's strategy and objectives
- c. stakeholders have confidence in the University to deliver social, cultural and economic benefits.

(7) This Charter outlines the processes the Council has developed to discharge its responsibilities. It also reflects good governance principles in:

- a. the Higher Education Provider Standards under the [Tertiary Education Quality and Standards Agency Act 2011 \(Cth\)](#)
- b. the Voluntary Code of Best Practice for the Governance of Australian Universities
- c. the Corporate Governance Principles and Recommendations of Australian Stock Exchange Corporate Governance Council.

## Membership of the Council

- (8) The composition of the Council is set out in the [Council Regulations](#) and consists of:
- three official members, being the Chancellor, Vice-Chancellor and the Chair, Academic Board
  - five Government appointed members
  - five Council appointed members
  - two elected members, being one elected student and one elected staff member.
- (9) The Council is committed to gender equality and aspires to diversity of membership.
- (10) The process for recommending the appointment and re-appointment of Council and Government appointed members are set out in the [Council Members Appointment and Remuneration procedure](#) approved by Council and includes consideration of:
- the optimal mix of skills and experience to meet the Council's governance responsibilities
  - gender balance and diversity in membership
  - balancing the benefits of stability versus regular renewal in appointments and re-appointments
  - awareness of the needs of, and engagement with, stakeholders.
- (11) The Council implements processes to ensure that each person who is, or is proposed to become, a member of the Council is a fit and proper person for the position. This includes ensuring that relevant requirements of the [Deakin University Act 2009 \(Vic\)](#) and the [Tertiary Education Quality and Standards Agency Act 2011 \(Cth\)](#) are met.
- (12) The membership of Council is published on the University's website.
- (13) All Council members are expected to attend all meetings of Council, unless granted leave of absence from the meeting by Council. Council members' attendance at meetings is published in the University's Annual Report.
- (14) Before being considered for re-appointment for a further term of office a member is expected to have attended a minimum of 75% of meetings in their previous term(s) of office, unless exceptional circumstances exist.

## Responsibilities of the Council

- (15) The primary responsibilities of the Council include:
- appointing and monitoring the performance of the Vice-Chancellor as Chief Executive Officer of the University
  - approving the mission and strategic direction of the University and its annual budget and business plan
  - overseeing and reviewing the University's performance
  - establishing policy and procedural principles for the operation of the University consistent with legal requirements and community expectations
  - approving and monitoring systems of control and accountability of the University
  - overseeing and monitoring the assessment and management of risk across the University, including University commercial activities
  - approving any significant University commercial activities
  - overseeing and monitoring the academic activities of the University
  - monitoring and attesting to the upholding of freedom of speech and academic freedom.
- (16) The Council may delegate its powers and functions under the [Deakin University Act 2009 \(Vic\)](#) to a Council member, a committee of the Council or any member of staff of the University. Delegations made by Council are recorded in the Register of Council Delegations. The Council reviews the Register each year along with a report on

actions taken under delegation during the year.

(17) The Council may by resolution approve the payment to any eligible Council member(s) of remuneration and fees within ranges fixed from time to time by the Victorian Government.

### **Matters requiring Council decision**

(18) In accordance with its governance responsibilities, Council shall approve a list of matters reserved for or requiring Council decision. The list of matters reserved for or requiring Council decision are set out in Section 5.

(19) Council will review the list of matters reserved for or requiring Council decision whenever it reviews this Charter and more regularly if required.

### **Responsibilities of Council members**

(20) Each Council member has an overarching duty to act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently.

(21) When acting in their capacity as a Council member, Council members must:

- a. act in good faith, honestly and for proper purposes consistent with the objects and interests of the University
- b. exercise reasonable skill, appropriate care and diligence, and
- c. take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with the requirements of the [Deakin University Act 2009 \(Vic\)](#).

(22) A Council member must not make improper use of their position as a Council member, or of information acquired because of their position as a member, to gain, directly or indirectly, an advantage for the member or for another person.

(23) Council members must adhere to the standards of responsible and ethical personal and professional behaviour set out in the University's [Code of Conduct](#).

(24) Any complaints about the conduct of a Council member must be made or escalated to the Chancellor for consideration and, if appropriate, action in accordance with the [Deakin University Act 2009 \(Vic\)](#). If the complaint concerns the Chancellor it must be made or escalated to a Deputy Chancellor.

(25) All Council members are required to make a declaration of their interests every year and to declare any new or changed interests as they arise, including: significant sources of income, property holdings and positions or associations with other organisations held by themselves or close family members.

(26) Council maintains a Register of Members' Interests and reports on all transactions with related parties in the University's Annual Report.

(27) Council members are required to declare any interest they have in any matter before the Council. Unless otherwise resolved by Council any such declaration will result in the member being excluded from consideration of that matter.

### **Code for upholding freedom of speech and academic freedom**

(28) Council is subject to, and supportive of, the Deakin University [Code for Upholding Freedom of Speech and Academic Freedom](#). The Council is committed to informed intellectual discourse and reasoned debate.

(29) The Council recognises that good decision making is served by testing assumptions, taking account of a diversity of perspectives and exploring multiple frames of reference.

(30) The format of Council meetings will encourage discussion, questions and expression of a range of viewpoints. Council members will be encouraged to freely contribute their opinions to Council decision-making.(See also subsection below on 'Meetings')

## **Confidentiality**

(31) Unless otherwise approved by the Council, all Council members must keep confidential all information obtained from or in relation to the University, and all discussions, deliberations and decisions of the Council which have not, been publicly disclosed by the University.

(32) Outside of Council meetings, Council members are required to support the letter and spirit of Council resolutions. Council members must not speak publicly on behalf of the Council or the University unless approved by the Council. The Council considers this principle to be reasonable and proportionate to good governance practice and to the effective functioning of the Council.

(33) Council members are expected to be advocates for the University in the community and to engage constructively with University stakeholders.

(34) Council oversees and supports the University's procedures for making confidential reports of corrupt or improper conduct, including access to the independent [Stoptime](#) service and the [Public Interest Disclosures procedure](#). These avenues are available to members of Council, the University community and the public.

## **Individual requests for advice and information**

(35) With the prior approval of the Chancellor, a Council member may seek independent professional advice, at the University's expense, on any matter connected with the performance of the member's duties as a Council member. Where the Chancellor approves a request for independent professional advice to be obtained, the Council Secretary will facilitate obtaining such advice. Copies of any such professional advice must be made available to, and for the benefit of, all Council members, unless the Chancellor determines otherwise.

(36) The University will provide information about its operations as may reasonably be requested by Council members. Requests should be made to the Vice-Chancellor either directly or via the Council Secretary. The Vice-Chancellor will ensure that information provided is current, complete and clearly explained, e.g. the basis for any calculations will be set out. Responses will be provided within five working days unless there are complicating circumstances, e.g. information must be retrieved from archives or benchmarked against other organisations. Unless otherwise agreed with the member, the Council Secretary will circulate the Vice-Chancellor's response to any request to all members of the Council. This will ensure that all members are able to consider the same information.

## **Chancellor and Deputy Chancellors**

(37) The Chancellor is appointed by the Council and holds office in accordance with the [Deakin University Act 2009 \(Vic\)](#), the [Deakin University Statute](#), [Council Regulations](#) and on the conditions determined by the Council.

(38) The Chancellor's responsibilities include providing leadership and acting as the Chair of the Council, including ruling on questions of process at Council meetings. The Chancellor has authority to act on behalf of Council between meetings in accordance with the [Deakin University Statute](#), statute 7(3); and requiring action before the next scheduled meeting of Council and to be reported to that meeting of Council. The Chancellor's role is described in the document [Role and Responsibilities of the Chancellor](#) approved by Council.

(39) The Chancellor is responsible for conducting the annual performance review of the Vice-Chancellor and reporting to Council on the matter.

(40) The Council must appoint at least one Deputy Chancellor in accordance with [Deakin University Statute](#) 8 and

[Council Regulation](#) 8. In the absence of the Chancellor, or during any vacancy in the office of the Chancellor, a Deputy Chancellor will act as Chancellor.

## Vice-Chancellor

(41) The Vice-Chancellor is appointed by the Council and holds office in accordance with the terms of appointment determined by the Council.

(42) The Vice-Chancellor is the Chief Executive Officer of the University and is responsible to the Council for the conduct and management of the University as a whole.

(43) The Vice-Chancellor is the University's official spokesperson regarding matters of management and policy and provides leadership for external engagement activities.

## Meetings

(44) The Council conducts meetings in accordance with the [Deakin University Act 2009 \(Vic\)](#), the [Council Regulations](#) and the [Council Operating Provisions](#). The Council's annual business schedule sets out matters to be considered at Council meetings each year and addresses Council's governance responsibilities.

(45) The Chancellor is responsible for chairing Council meetings and ensuring they are conducted in a professional manner such that all members are able to contribute in a meaningful way; recommended actions are clear; and the minutes accurately record all resolutions and items for noting.

(46) Following each meeting the Council Secretary will publish a report on the outcomes from the meeting on the University's website.

## Council committees

(47) The Council has established a number of committees which contribute to the effective governance of the University and to the effective review of the University's activities. Council uses committees for the detailed scrutiny of matters but retains responsibility for overall decision-making.

(48) Each committee has terms of reference which set out the committee's mandate and powers.

(49) The current committees are:

Committee	Advises Council on	Terms of reference and composition
Chancellor's Advisory	Corporate governance matters Council appointments Council operations and effectiveness	<a href="#">Available on the Council website</a>
Audit and Risk	University accounting, control and risk management reporting External and internal audit reports and internal audit policy	<a href="#">Available on the Council website</a>
Finance and Business Affairs	University finances, management of assets and commercial activities Oversight over university controlled and associated entities	<a href="#">Available on the Council website</a>
Investment	Performance of the University's investments and investment advisors Oversight over investment policy	<a href="#">Available on the Council website</a>

Committee	Advises Council on	Terms of reference and composition
Legislation	Matters pertaining to the <a href="#">Deakin University Act 2009 (Vic)</a> , <a href="#">Deakin University Statute</a> and Regulations Governing legislative instruments and alignment between legislation and University policy	<a href="#">Available on the Council website</a>
Honorary Degrees	Nominations for Deakin Honorary Doctorates and Masters	<a href="#">Available on the Council website</a>
Remuneration	Strategic remuneration and human resource matters Salaries, conditions and performance review of the Vice-Chancellor and members of the Executive	<a href="#">Available on the Council website</a>

(50) The meetings and proceedings of committees are guided by the [Operating Provisions for Committees of Council](#) approved by the Council.

(51) The Chair of each committee is responsible for ensuring that meetings are conducted in a professional manner, where all members are able to contribute in a meaningful way; recommended actions are clear; and the minutes accurately record all resolutions and items for noting.

(52) The Council may from time to time establish one or more ad hoc committees in accordance with the [Deakin University Act 2009 \(Vic\)](#) and [Council Regulations](#) and delegate power to such committee(s) to deal with specific issues on behalf of the Council including, for example, search or selection committees for the position of Vice-Chancellor or for the position of Chancellor.

## The Academic Board

(53) The Academic Board is established by the [Deakin University Act 2009 \(Vic\)](#) and by the University Statute as the principal academic authority within the University.

(54) The Chair, Academic Board is an official member of Council and reports to Council following each meeting of the Academic Board.

(55) The Academic Board is responsible to the Council for maintaining the highest standards in teaching and learning and research.

## Review of effectiveness

(56) Each year the Council reviews the fulfilment of its business schedule and responsibilities during the year and publishes this review on the University's website.

(57) Every two years the Council conducts a review of its own effectiveness and the effectiveness of its committees. These alternate between a review by an external consultant and a review by questionnaire to all Council members. Reviews of performance incorporate external perspectives and benchmarks.

(58) The Council reviews this Charter at least every two years.

## Indemnity and insurance

(59) The [Deakin University Act 2009 \(Vic\)](#) requires the University to indemnify each Council member against all actions or claims (whether arising during or after a Council member's term of office) in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any power or duty conferred or imposed on the Council or a person as a member of the Council.

(60) The University maintains a directors' and officers' liability insurance policy that offers coverage in relation to claims made against Council members which arise in connection with the performance of their duties.

## Section 5 - Matters Reserved For Or Requiring Council Decision

Matter	Authority
<b>1. STRATEGIC DIRECTION, BUDGET AND BUSINESS PLAN</b>	
Approving the strategic direction and strategic plan	<a href="#">Deakin University Act</a> 8(3)(b)
Approving the University's key performance indicators	<a href="#">Deakin University Act</a> 8(3)(b)
Approving the University's financial plan and annual budget	<a href="#">Deakin University Act</a> 8(3)(b)
<b>2. APPOINTING AND REVIEWING THE PERFORMANCE AND REMUNERATION OF THE VICE-CHANCELLOR</b>	
Appointing the Vice-Chancellor and extending or terminating their employment	<a href="#">Deakin University Act</a> 8(3)(a)
Considering and approving the Annual Report and recommendation from the Chancellor on the Vice-Chancellor's performance and remuneration, having regard to the Australian Universities Vice-Chancellor and Senior Staff Remuneration Codes	<a href="#">Deakin University Act</a> 8(3)(a) Register of Council Delegation Australian Universities Vice-Chancellor and Senior Staff Remuneration Code adopted by Council 30/09/2021
Appointing an acting Vice-Chancellor when the Vice-Chancellor is absent for more than three months	<a href="#">Council Regulations</a> , reg 14.1(b)
<b>3. APPOINTING AND REVIEWING THE REMUNERATION OF THE EXECUTIVE</b>	
Appointing members of the Executive	<a href="#">Council Regulations</a> , reg 13
Reviewing Executive remuneration, having regard to the Australian Universities Vice-Chancellor and Senior Staff Remuneration Code	Remuneration Committee terms of reference Australian Universities Vice-Chancellor and Senior Staff Remuneration Code adopted by Council 30/09/2021
<b>4. REVIEWING AND OVERSEEING UNIVERSITY PERFORMANCE</b>	
Approving the University's Annual Report	<a href="#">Deakin University Act</a> 8(3)(c)
Reviewing the biannual report on the University's performance against its key performance indicators	<a href="#">Deakin University Act</a> 8(3)(c)
Establishing and dis-establishing Faculties and Institutes	<a href="#">Council Regulations</a> , regs 16 & 17
<b>5. OVERSEEING THE MANAGEMENT AND CONTROL OF FINANCES</b>	
Approving the annual statutory accounts	<a href="#">Deakin University Act</a> 8(3)(c)
Approving major projects worth in excess of \$10 million	<a href="#">Delegations policy</a>
Reviewing management financial reports	<a href="#">Deakin University Act</a> 9(1)(e)
Reviewing investment performance and overseeing investment policy	<a href="#">Deakin University Act</a> 46(1)
Approving proposals for borrowing funds	<a href="#">Deakin University Act</a> 45(1)
Approving finance leases of a substantial nature	<a href="#">Deakin University Act</a> 35(1)
Establishing trusts	<a href="#">Deakin University Act</a> 39
<b>6. UNIVERSITY LEGISLATION, POLICIES AND DELEGATIONS</b>	



Matter	Authority
Making recommendations to the Minister regarding proposed amendments to the <a href="#">Deakin University Act 2009 (Vic)</a>	<a href="#">Deakin University Act</a> 9(1)(g)
Making, amending and revoking University statutes and regulations	<a href="#">Deakin University Act</a> 8(3)(d)
Approving the University's <a href="#">Code for Upholding Freedom of Speech and Academic Freedom</a> and approving the relevant annual attestation process	<a href="#">Code for Upholding Freedom of Speech and Academic Freedom</a>
Making, amending and revoking policies relating to the governance of the University, including the University <a href="#">Policy Framework</a>	<a href="#">Deakin University Act</a> 9(1)(b)
Making delegations of authority to the Vice-Chancellor, Chair, Academic Board, to committees of Council and otherwise as required in accordance with the <a href="#">Deakin University Act 2009 (Vic)</a>	<a href="#">Deakin University Act</a> 18
<b>7. OVERSEEING AND MONITORING ACADEMIC ACTIVITIES</b>	
Granting the title 'Alfred Deakin Professor'	<a href="#">Academic Promotion policy</a>
Approving specified nominations for appointment to Emeritus Professor	<a href="#">Emeritus Professors Appointment policy</a> clause 19
Conferring a title on staff or other persons associated with the University	<a href="#">Deakin University Statute</a> , statute 14.4
Determining the revocation of academic awards pursuant to University legislation	<a href="#">Deakin University Statute</a> , statute 14.3
Approving the receipt of the annual report from the Academic Board on governance of academic standards, quality assurance and academic freedom	<a href="#">Deakin University Act</a> 8(3)(g)
<b>8. OVERSEEING AND MONITORING RISK MANAGEMENT, SYSTEMS OF CONTROL AND ACCOUNTABILITY</b>	
Approving, amending and revoking the risk management and compliance policies	<a href="#">Deakin University Act</a> 8(3)(f)
Setting the University's risk appetite	<a href="#">Risk Management policy</a>
Approving the annual risk statement to be published in the University's Annual Report	<a href="#">Deakin University Act</a> 8(3)(f)
Reviewing the University's risk register	<a href="#">Deakin University Act</a> 8(3)(f)
Considering the schedule of Internal Audits and any issues arising	Audit and Risk Committee terms of reference
Approve the University's annual Modern Slavery Statement	<a href="#">Modern Slavery Act 2018 (Cth)</a>
<b>9. OVERSEEING MANAGEMENT AND CONTROL OF PROPERTY AND BUSINESS AFFAIRS</b>	
Determining the land or buildings which form the University's campuses	<a href="#">Deakin University Act</a> 9(1)(d)
Overseeing the Campus Infrastructure and Property Strategy	<a href="#">Deakin University Act</a> 9(1)(d)
Approving the purchase and sale of University land and buildings. (Council has delegated authority to the Vice-Chancellor, on the advice of the Chief Operating Officer, to purchase properties which meet specified criteria - see the Register of Council Delegations)	<a href="#">Deakin University Act</a> 35
Approving the proposed lease of property for any period exceeding 21 years	<a href="#">Deakin University Act</a> 35
Approving the establishment and dis-establishment of major commercial entities and ventures in accordance with the <a href="#">Commercial Activities and Entities policy</a> and including: <ul style="list-style-type: none"> <li>• participation in the formation of companies (whether wholly or partly owned)</li> <li>or the acquisition of an interest in a company other than for investment purposes</li> <li>• joint ventures, associations or partnerships to which the University is a party</li> </ul>	<a href="#">Deakin University Act</a> 48 and <a href="#">Commercial Activities and Entities policy</a> and <a href="#">procedure</a>



Matter	Authority
Approving alterations to the constituent documents of any company (a) which the University owns or controls, or (b) in which the University is a shareholder where the Constitution provides that that document must not be altered without a resolution of Deakin's Council authorising the alteration	<a href="#">Deakin University Act</a> 48
Approving, amending and revoking policy for the oversight of significant commercial activities	<a href="#">Deakin University Act</a> 9(1)(d)
Affixing the seal of the University as required	<a href="#">University Common Seal policy</a>
10. COUNCIL APPOINTMENTS AND OPERATIONS	
Appointing the Chancellor and Deputy Chancellors	<a href="#">Deakin University Statute</a> , statutes 7 and 8, <a href="#">Council Regulations</a> , regs 7 and 8
Appointing a Deputy Chancellor to preside at a meeting of Council in the absence of the Chancellor	<a href="#">Deakin University Statute</a> , statute 8.2(b)
Appointing Council appointed members	<a href="#">Deakin University Act</a> 9(1)(a), 13(1)-(3)
Approving, amending and revoking policy, procedures and other documents governing Council's own operations	<a href="#">Deakin University Act</a> 9(1)(b)
Establishing and dis-establishing committees of Council	<a href="#">Deakin University Act</a> Sch 1, 15
Appointing the membership of committees of Council, including chairpersons	<a href="#">Deakin University Act</a> Sch 1, 15
Approving, amending and revoking procedures and other documents governing the operations of Council and committees of Council, including their composition and terms of reference	<a href="#">Deakin University Act</a> Sch 1, 15
11. HONOURS AND NAMING	
Approving the awarding of honorary degrees of the University	<a href="#">Deakin University Statute</a> , statute 14.1
Approving named professorial positions	<a href="#">Naming of University Facilities and Entities policy</a>
Approving the naming of University entities and facilities	<a href="#">Naming of University Facilities and Entities policy</a>

## Section 6 - Procedure

(61) The following documents elaborate on elements of this Charter:

- a. [Council Members Appointment and Remuneration procedure](#)
- b. [Council Operating Provisions](#)
- c. [Operating Provisions for Committees of Council](#)
- d. [Role and Responsibilities of the Chancellor.](#)

## Section 7 - Definitions

(62) There are no definitions arising under this Charter.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	14th December 2021
<b>Review Date</b>	14th December 2023
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	9th December 2021
<b>Expiry Date</b>	To Be Advised
<b>Responsible Executive</b>	Iain Martin Vice-Chancellor vc@deakin.edu.au
<b>Implementation Officer</b>	Glenn Nicholls Council Secretary +61 3 92468242
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