

# Charter of Council

## Part A - Preamble

- (1) The governing authority of the University is the Council, established under Part 3, section 8 of the [Macquarie University Act 1989](#) (the Act). The Act also defines financial responsibilities and specifies the object and functions of the University.
- (2) Under Part 4 of the Act, the Council takes primary responsibility for the control and management of the affairs of the University and is empowered to make by-laws and rules to give effect to its functions under the Act. With the exceptions of matters reserved to the Council, and those matters that are not delegable under the Act and [Macquarie University By-law 2005](#), the Council may also delegate its functions as appropriate.
- (3) This Charter (Charter of Council) is a non-legislative set of guidelines adopted by the Council to assist Council members with implementation of the intentions of the Act. It sets out the values and responsibilities of Council and outlines how the Council ensures effective corporate governance practices are in place to discharge those responsibilities. To the extent of any inconsistency with the [Act](#), the [By-law](#) or any [Rules](#), the Act, By-law and any Rules will prevail.
- (4) This Charter should be read in conjunction with the [Council and Council Committees Procedure](#).
- (5) In carrying out its responsibilities and powers, the Council will at all times recognise its overriding responsibility to act with integrity, diligently and in accordance with the law.
- (6) The Council will review this Charter at least every two years.

## Part B - Values

- (7) The Council is committed to the following values:
- a. Trusteeship - to collectively own and foster the long-term sustainability of the University, its mission as an academic institution and the University's articulation with the world, near and far.
  - b. Courage - to be courageous in the quest for creative enterprise while respectful of the lessons of the past.
  - c. Rigour - to be rigorous in analysis, thinking and decision-making; and to bring open, talented and inquisitive minds to the leadership process.
  - d. Distinctiveness - to be restless in the desire to see Macquarie University make a deeply distinctive contribution to higher education and thoughtfully address the many complex challenges our sector faces.
  - e. Relationships - to value our relationships and in all of our practices and deliberations to recognise the need for mutual trust, respect, honesty and collaboration.

## Part C - Functions and Responsibilities of the Council

- (8) The Act sets out the functions and responsibilities of the Council and provides mechanisms that allow the Council to carry these out in practical terms. While the core functions of teaching and research and the management of these activities are carried out by academic, professional and management staff of the University, the Council retains the responsibility of monitoring and oversight in relation to all of the University's functions, specifically Council:

- a. acts for and on behalf of the University in the exercise of the University's functions;
- b. has the control and management of the affairs and concerns of the University; and
- c. may act in all matters concerning the University in such manner as determined by the Council to be best calculated to promote the objects and interests of the University.

(9) The Council has established several standing Committees and has delegated certain functions to these Committees. The Council will also establish special purposes Committees from time to time as may be required.

(10) The primary responsibilities of the Council in controlling and managing the affairs and concerns of the University are set out in the Act. The responsibilities of the Council also include corporate governance requirements as set out in the [Higher Education Standards Framework \(Threshold Standards\) 2021](#). The following describes the principal ways that Council fulfils these responsibilities.

- a. To monitor the performance of the Vice-Chancellor:
  - i. Council monitors this function through the Nominations and Remuneration Committee (see Nominations and Remuneration Committee Terms of Reference). This Committee reports directly to Council.
- b. To oversee the University's performance:
  - i. Council receives a report from the Vice-Chancellor at every meeting of Council as well as from its own Committees that consider regular reports from the functional areas of the University.
- c. To oversee the academic activities of the University:
  - i. Council receives a report from the Academic Senate at every meeting.
- d. To approve the University's mission, strategic direction, annual budget, and business plan:
  - i. Council is directly responsible for approval in these areas, based on the presentation of drafts prepared by the Vice-Chancellor or recommended by a Committee of Council.
- e. To oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture):
  - i. Council oversees risk management and risk assessment through the Audit and Risk Committee (see Audit and Risk Committee Terms of Reference). The Committee reviews major risks to the University and its controlled entities and reports directly to Council.
  - ii. Council assures itself through the Audit and Risk Committee (see Audit and Risk Committee Terms of Reference) that credible business continuity planning and adequately resourced financial and tuition safeguards are in place to mitigate disadvantage to students that may arise through a major adverse event.
  - iii. Council oversees and monitors responses to critical incidents through the Audit and Risk Committee (see Audit and Risk Committee Terms of Reference) and reporting by the Vice-Chancellor.
  - iv. Council oversees lapses in compliance through the Audit and Risk Committee (see Audit and Risk Committee Terms of Reference), including compliance with the external legislation and standards (such as the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) and the [National Code of Practice for Providers of Education and Training to Overseas Students 2018](#)).
- f. Without limiting clause 10(e), to enter into or participate in arrangements or transactions, or combinations of arrangements or transactions, to effect financial adjustments for the management of financial risks:
  - i. Council has delegated this function to the Audit and Risk Committee and the Finance and Facilities Committee (see Audit and Risk Committee and Finance and Facilities Committee Terms of Reference). These Committees report directly to Council.
- g. To approve and monitor systems of control and accountability for the University (including in relation to controlled entities):

- i. Council annually reviews the [Delegations of Authority Register](#) as well as receiving regular reports from the Audit and Risk Committee and the Finance and Facilities Committee of Council. The Audit and Risk Committee is also charged with reviewing regular reports from all controlled entities. Council receives reports on specified actions taken under delegated authority through the reporting regime established in the [Delegations of Authority Policy](#).
- h. To approve significant University commercial activities:
  - i. the Audit and Risk Committee and the Finance and Facilities Committee advise Council regarding the exercise of Council's powers relating to Division 3 of the Act dealing with Commercial Activities, including partnerships, trusts, joint ventures, governance, risk assessment, due diligence, feasibility and administrative arrangements, Guidelines for and Register of Commercial Activities.
- i. To establish policies and procedural principles for the University consistent with legal requirements and community expectations:
  - i. Council establishes procedural principles through its consideration and approval of the [Policy Framework Policy](#) and the [Delegations of Authority Policy](#).
  - ii. Council oversees the institutional environment and implementation of relevant policies and procedures through reports from the Vice-Chancellor and management to ensure students and staff are treated equitably and that the wellbeing of students and staff is fostered.
  - iii. Council approves the University's Policy on Freedom of Speech and Academic Freedom and monitors the implementation of the Policy and steps taken by the University to foster a culture committed to freedom of speech and academic freedom.
  - iv. Council oversees educational policies and practices to support participation by Aboriginal and Torres Strait Islander people that are sensitive to their knowledge and cultures.
- j. To ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public:
  - i. the University's grievance procedures and information concerning any rights of appeal or review are published on the University's website.
- k. To regularly review its own performance:
  - i. Council undertakes a review of its own performance at regular intervals.
- l. To make available for members of the Council a program of induction and of development relevant to their role as such a member:
  - i. each new member of Council is provided with an induction program prior to attending their first meeting as detailed under the heading "Appointment and Induction" below. Each meeting of Council includes an interactive discussion of a strategic topic or more detailed focus on an area of the University.

## Part D - University Council Members

(11) The University Council comprises members who contribute a blend of commercial, governance, legal, academic, administrative, and public sector expertise to the business and operation of the Council. Members are elected or appointed in accordance with the provisions of the [Macquarie University Act 1989](#) and the [Macquarie University By-law 2005](#).

(12) Students have opportunities to participate in the deliberative and decision-making processes of Council and other academic governance committees. The membership of the Council, the Academic Senate, and Faculty Boards includes elected student members.

(13) The tenure of each Council member is as set by the [Macquarie University Act 1989](#), [Macquarie University By-law 2005](#) and the member's letter of appointment. A non-elected Council member will serve a maximum of 12 consecutive years under section 9(3) of the Act unless otherwise resolved by the Council, which will only be in Exceptional

Circumstances as defined in Council's protocol for Resolving to Extend Council Member's Service beyond twelve 12 Consecutive Years. Elected Council members will serve two terms of the three years as resolved by Council.

### **Appointment and Induction**

(14) Upon appointment, the new Council member will be issued with an induction pack of information and the Secretary will arrange for the new Council member to undertake an induction program to enable them to gain an understanding of:

- a. the University's operations;
- b. the culture and values of the University;
- c. their rights, duties, and responsibilities; and
- d. any other relevant information.

## **Part E - Responsibilities and expectations of University Council Members**

(15) To exercise their powers and discharge their duties with care and diligence.

(16) To act in good faith in the best interests of the University as a whole. No duty is owed by any University Council Member to any individual or group who may have nominated, elected, or appointed them, or to any other individual or group.

(17) The powers of the Council are to be exercised by the Council as a whole. Decisions must be made collectively, and Council members are bound by the Council's decisions.

(18) Unless individual Council members receive specific delegations from the Council, they must refrain from participating in the day-to-day management of the University, making representations or agreements on its behalf, or influencing management as individuals.

(19) In the interests of harmony and effectiveness of the Council and the University as a whole, Council members should conduct themselves with good will and in a harmonious manner.

(20) Council members recognise their duty of loyalty to the University and the Council and agree that outside of Council meetings they will support the letter and the spirit of Council decisions when dealing with other parties.

(21) Council members have a duty not to use information obtained as University Council Member for the benefit of themselves or any person or persons linked to them. The Council agrees that information obtained as a result of Council membership should not be released except as decided by the Council as a whole. Council agendas, papers, minutes, and discussions are confidential to the Council.

(22) No Council member should act in a way likely to bring discredit to the University.

(23) Council members have a right and duty to consider properly all matters brought to the Council. Attendance at Council meetings is important and Council members should only fail to attend in unavoidable circumstances. If a Council member is unable to attend a meeting, an apology must be advised to the Secretary. If a University Council member is absent from three consecutive meetings of the Council without Council's prior approval, that member will be deemed to have resigned.

(24) Council members have a right and a duty to raise matters of serious concern at Council meetings. In order that such matters can be discussed properly it is important that management and other Council members be given time to consider them, and it is good practice for a Council member with a serious concern to mention it to the Chancellor in

time for the matter to be added to the agenda.

(25) Council members are expected to be frank and open in Council meetings and to question, request information, and raise issues. They recognise that where disagreements occur every effort should be made to resolve the issue and to avoid dissension. Council members have a right to resign, but if they choose to remain on the Council they are bound by the collective decisions of the Council and may be legally liable for them.

(26) If a Council member resigns, they may state the basis for the disagreement but may not publicly rehearse the arguments of other Council members.

(27) Each Council member has an obligation to declare any material conflict of interest as soon as they become aware of it, and to withdraw from the discussion and decision of any matter on which they have a material conflict, unless the Council members who do not have a conflict have resolved that the Council member should stay. Council members must notify the Chancellor of any actual or potential conflict as soon as they are aware of it (if possible before the beginning of the meeting at which the issue is likely to be raised) and to withdraw from any discussions relating to it, unless invited to remain. The guidance of the Chancellor will normally be accepted on such matters.

(28) The effectiveness of the Council depends in part on the operation of its committees. Council members understand that committee work can impose a considerable burden and agree to share it as equitably as possible.

## **Part F - University Council Members' Rights and Benefits**

(29) In order to discharge their duties properly, Council members have a right to identify the information that they will need and to receive it in a timely way.

(30) Individual Council members have a right to obtain information necessary for them to discharge their duties in accordance with the Protocol for Council members interaction with University Executives.

(31) Outside specialist advice at the University's expense is advice to the Council as a whole and should normally be arranged by the Vice-Chancellor at the request of the Council. In exceptional circumstances, if one or more Council members wish to obtain special advice the matter should be raised with the Chancellor who may exercise a discretion to arrange for the advice to be obtained or may refer the matter to the Council. If such advice is obtained it should be made available to the Council as a whole.

(32) Council members are entitled to remuneration, expenses and insurance cover as determined by the Council. They should ensure that all other material benefits received from the University by them, or their relatives or associates are disclosed to the Council. All contracts between Council members and the University should also be disclosed.

## Status and Details

<b>Status</b>	Historic
<b>Effective Date</b>	26th October 2021
<b>Review Date</b>	1st August 2023
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	21st October 2021
<b>Expiry Date</b>	26th October 2023
<b>Responsible Executive</b>	S. Bruce Dowton Vice-Chancellor
<b>Responsible Officer</b>	Sophie Buck Director, Governance Services
<b>Enquiries Contact</b>	Sophie Buck Director, Governance Services