

VICTORIA UNIVERSITY

Victoria University Act 2010


University Council Regulations 2021


The Vice-Chancellor makes the following Regulations:

Dated: 30th of June 2022

THE COMMON SEAL of VICTORIA)
UNIVERSITY was affixed to this)
document at the directions of the)
the **COUNCIL** in the presence of:)
)




.....
Professor Adam Shoemaker
Vice-Chancellor and President


.....
Professor John Germov
Deputy Vice-Chancellor Higher
Education

UNIVERSITY COUNCIL REGULATIONS 2021

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Part 1 – Preliminaries

Introduction

1. Building on the provisions in the Victoria University Act 2010 (the Act) and the University's Governance, Academic and Student Affairs Statute 2013 (the GASA), this Regulation sets out the principles, roles and requirements that govern the operational framework of the University Council and its committees.
2. The Council is also subject to a range of Commonwealth legislation, including for the provision of higher education under the Tertiary Education Quality and Standards Agency Act 2011 (Cth) and the Higher Education Standards Framework (Threshold Standards) 2021; and for the provision of vocational education and training under the National Vocational Education and Training Regulator Act 2011 and the Standards for Registered Training Organisations (RTOs) 2015.

Purpose

3. The purpose of this Regulation is to set out provisions for:
 - a. the broad roles and expected attributes of the University Council and Council Members, Office Bearers, and senior staff of the University;
 - b. the appointment, removal and performance of Council Members, Office Bearers and senior staff of the University;
 - c. the induction, development and review of the University Council and Council Members;
 - d. the Council's establishment of Committees and the conduct of meetings; and
 - e. the regulatory environment in which the University operates.

Authorisation

4. These Regulations are made under the GASA and sections 28, 29 and 30 of the Act 2010.

Commencement

5. Following Council approval, this Regulation comes into operation on its promulgation upon publication on the University website.

Definitions

6. This Regulation defines certain terms as follows:

- a. 'Act' means the Victoria University Act 2010 (Vic)
- b. 'ASQA' means the Australian Skills Quality Authority
- c. 'AQF' means the Australian Qualifications Framework
- d. 'Board' means the Academic Board established under section 20 of the Act
- e. 'Committee' means a Committee of Council established under this Regulation
- f. 'Council' means the University Council
- g. 'controlled entity' means an entity that is subject to the control of another entity in terms of section 50AA of the Corporations Act 2001(Cth)
- h. 'DESE' means the body currently designated with responsibilities as the Commonwealth Department of Education, Skills and Employment
- i. 'ESOS' means the Education Services for Overseas Students Act 2000 (Cth)
- j. 'ELICOS' means English language intensive courses for overseas students
- k. 'External Council Member' means a Government or Council appointed member in line with section 11(1) of the Act
- l. 'GASA' means the Governance, Academic and Student Affairs Statute 2013 of the University
- m. 'HESA' means the Higher Education Support Act 2003(Cth)
- n. 'Independent Member of Council' means a person who is independent from management and does not have (or intend to have) any material or significant dealings with the University (or an associated entity) that could interfere with the exercise of their independent judgement as a member of Council
- o. 'Council Member' means a member of Council
- p. 'Office Bearer' means a person duly appointed or elected to hold any office under the Act, statutes or regulations
- q. 'Senior Executive' means a staff member, however designated, directly responsible to the Vice-Chancellor
- r. 'TEQSA' means the Tertiary Education Quality and Standards Agency
- s. 'Council Secretary' is the person appointed to be the secretary to Council
- t. 'Threshold Standards' means the Higher Education Standards Framework (Threshold Standards) 2021 under the Tertiary Education Quality and Standards Agency Act 2011 (Cth)

Part 2 – The Role of the University Council and Office Bearers

Role of the University Council

1. The role of the University Council is to:
 - a. provide overall leadership of the University;
 - b. oversee and be accountable for the operations of the University;
 - c. approve and monitor the annual University budget;
 - d. set and monitor the strategic direction of the University and monitor implementation of strategy against targets;
 - e. oversee and ensure the academic quality and standards of the University including academic freedom and integrity;
 - f. implement effective risk management mechanism and oversee compliance obligations;
 - g. appoint and monitor the performance of the Vice-Chancellor;
 - h. confer and protect the integrity of qualifications awarded by the University;
 - i. make University statutes and regulations; and
 - j. j. perform such other functions as are conferred by the Act.

Role of Council Members

2. Council Members act as fiduciaries on behalf of the University's stakeholders through the strategic direction and control of the University. Council Members are subject to the *Conduct of Council Business and Standing Orders Procedures*. In particular Council Members are responsible for:
 - a. attending and contributing to all meetings of Council and meetings of Committees on which they serve;
 - b. being informed about issues affecting the tertiary education sector and governance of the University;
 - c. complying with all relevant laws, including the Act, and University statutes, regulations, policies and procedures;
 - d. informing themselves about their obligations as members of Council and members of Committees;
 - e. reading, questioning and understanding written materials and financial statements distributed to Council;
 - f. maintaining the confidentiality of confidential information and deliberations of the Council;

- g. supporting and respecting the majority decisions of Council regardless of personal views;
 - h. representing the University and the Council in external and internal forums, including attending ceremonial functions where appropriate; and
 - i. participating in the Council's evaluation processes.
3. In performance of their functions, Council Members must always:
- a. exercise their functions with the best interests of the University being paramount over personal interests;
 - b. act in good faith, ethically, honestly and for proper purposes;
 - c. exercise due care and diligence in all dealings and activities;
 - d. not improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the University or someone else;
 - e. respect the views of others and raise difficult issues in a respectful inclusive and open manner;
 - f. welcome diversity and transparency and be willing to interact with others productively and without prejudices; and
 - g. disclose all relevant interests and avoid conflicts of interest; and maintain confidentiality; in line with the *Conduct of Council Business and Standing Orders Procedures*.
4. Council Members have a right to:
- a. induction and briefing process, and continuing professional development;
 - b. access to information to facilitate quality decision making;
 - c. timely circulation of agendas and papers;
 - d. ongoing assessment of their performance;
 - e. mentoring when initially taking up a Council Member role;
 - f. be indemnified in accordance with the Act with respect to decisions made in good faith during the course of their duties; and
 - g. reimbursement of all reasonable and approved travel, accommodation and sustenance expenses incurred in the performance of their duties.
5. Remuneration of Council Members is set out in the *Remuneration and Reimbursement of Council Members Procedure*.

Role of the Chancellor

6. The Chancellor is elected by the Council as the senior office holder of the University. In accordance with section 24 of the Act, the Chancellor may be elected from outside the Council membership.
7. In accordance with section 11 of the Act, the Chancellor is an official member of the University Council.
8. The role of Chancellor involves:
 - a. overseeing the development of Council agendas and monitoring the Council's schedule of business;
 - b. chairing meetings of Council including ensuring that Council is fully informed and receives proper information;
 - c. providing leadership to enable Council to function as an enquiring and informed body;
 - d. advising and supporting Council Members in the performance of their responsibilities;
 - e. taking a leading role on Council's behalf in reviewing the performance of, and mentoring, advising and supporting the Vice-Chancellor;
 - f. representing the University at meetings, functions and ceremonies locally, nationally and internationally;
 - g. Chairing the Remuneration Committee established by the Council; and
 - h. representing the University's interests in the business, political and cultural life of the community.

Role of the Deputy Chancellor

9. The Council elects the Deputy Chancellor from the members of Council.
10. The Deputy Chancellor plays a major leadership role in the governance of the University, assists the Chancellor and performs the duties of Chancellor at times when the Chancellor is for any reason unable to perform those functions.
11. Where there are multiple Deputy Chancellors holding the office concurrently, the Council, by resolution, may specify which Deputy Chancellor is to exercise the

powers in section 25 of the Act; or in the absence of a resolution the first appointed Deputy Chancellor will exercise the powers in section 25 of the Act.

12. The Deputy Chancellor will:

- a. act as Chancellor in the absence of the Chancellor (for example, during periods of leave, overseas activities etc.);
- b. assist the Chancellor to ensure the efficient operation of Council in the performance of its governance role and to provide appropriate leadership to ensure that Council operates in an effective manner;
- c. promote a close and effective working relationship between the Deputy Chancellor, Chancellor and Vice-Chancellor;
- d. assist the Chancellor to preside at any ceremonial occasions of the University (including University graduations and other formal occasions);
- e. be involved in promoting the interests and ethos of the University at various meetings and functions in Australia and overseas and less formally represent the interest of the University in the political, cultural and business life of the wider community and with key stakeholders; and
- f. be a member of the Nominations Committee and Remuneration Committee established by the Council.

Role of the Vice-Chancellor and President

13. Council appoints the Vice-Chancellor and President as the Chief Executive Officer of the University.

14. In accordance with section 11 of the Act, the Vice-Chancellor is an official member of the University Council.

15. The Vice-Chancellor is accountable to Council for the overall management of the University in accordance with the Act.

16. The Vice-Chancellor is the primary source of operational information and advice to Council.

Role of the Chair, Academic Board

17. In accordance with section 11 of the Act, the Chair of the Academic Board is an official member of the Council.

Role of the Council Secretary

18. The Council Secretary acts as an advisor to the Chancellor and other members of Council.

19. The role of the Council Secretary includes:

- a. providing executive support to the Chancellor and Deputy Chancellor;
- b. providing support to the Committees of Council;
- c. facilitating the induction of new Council and Committee members;
- d. advising on any relevant legislation and policies;
- e. coordinating the production and distribution of Council papers;
- f. assisting with agenda setting and consulting over minutes of meetings;
- g. maintaining a register of conflicts of interest related to Council members;
- h. maintaining the schedule of Council delegations of authority;
- i. overseeing and advising Council on reporting and governance protocols, and compliance with educational regulations including the Threshold Standards;
- j. ensuring the Chancellor is briefed in relation to any matters of potential conflict between the Council and the University; and
- k. obtaining legal advice required by Council and advising Council on policy and procedural matters.

Role of Chairs of Council Committees

20. The Chair of each Committee of Council will be responsible for:

- a. chairing meetings of the Committee;
- b. providing leadership to the relevant Committee;
- c. taking responsibility for the Committee's development;
- d. ensuring the Committee receives proper information;

- e. planning and conducting Committee meetings effectively, including in relation to declaration of interests and dealing with actual or potential conflicts of interest;
- f. following up on actions or resolutions of the Committee;
- g. engaging the Committee in assessing and improving its performance;
- h. overseeing the induction and development of new Committee members;
- i. reporting to Council on all material matters arising from the deliberations of the Committee; and
- j. supporting the Chancellor and Council.

Role of Deputy Chairs

21. The Deputy Chair of each Committee of Council will:

- a. maintain an understanding of the responsibilities of a Chair;
- b. deputise for the relevant Chair at meetings and in respect to the clearance of agendas and minutes;
- c. chair at least one meeting each year of the relevant Council Committee;
- d. assist in developing the annual Council Committee work plan; and
- e. develop an area of Committee specialisation which can assist to add value to Committee deliberations.

Part 3 – Appointment, Performance and Removal of Council Members

Appointment of Council members

1. In accordance with section 11 of the Act, the official members of the Council are:
 - a. the Chancellor;
 - b. the Vice-Chancellor; and
 - c. the Chair of the Academic Board,and are subject to the recommendation and appointment process as set out in Part 4 of this Regulation.
2. The Nominations Committee has been established as a Council Committee to fulfil the function of recommending to Council:

- a. the following categories of members:
 - i. Government-appointed;
 - ii. Council-appointed;
 - iii. Council-Committee-appointments; and
 - iv. Board appointments to Subsidiaries.
 - b. any other processes for nomination of members.
3. The Nominations Committee will use a mixture of approaches to identify potential candidates for appointment, including:
- a. networking referrals; and
 - b. an expression of interest process.
4. The determination of a nomination to Council for a vacant position will include careful consideration of the role, the requisite skills and any special criteria required.
5. Prospective nominees may be invited to attend one or more interviews with a selection of Council members.
6. Prospective nominees may also be invited to attend up to three Council meetings, and at least one meeting of a Council Committee, as part of the selection process.
7. All Council member selection will be guided by the Attributes of Council Members as set out in Part 5 of this Regulation.
8. The appointment process is as follows:
- a. Government appointees:
 - the Nominations Committee recommends an appointment(s) to Council;
 - the Council submits the recommendation(s) to the Victorian Government; and
 - the Victorian Government makes a decision regarding the appointment.
 - b. Council appointees:

- the Nominations Committee recommends an appointment to Council; and
 - Council makes a decision regarding the appointment.
- c. Council Committee appointees:
- the Nominations Committee recommends an appointment to Council; and
 - the Council makes a decision regarding the appointment.
9. In order to ensure that all Council members are fit and proper persons and eligible to hold office, each member must undergo the following probity checks:
- a. curriculum vitae verification;
 - b. a National Police check;
 - c. Declaration of Interests check;
 - d. an AFSA check carried out against the National Personal Insolvency Index of Insolvency and Trustee Service Australia;
 - e. an ASIC check carried out by reference to the register of persons banned from managing corporations which is held by the Australian Security and Investment Commission;
 - f. a TEQSA 'fit and proper person' check; and
 - g. an Education Services for Overseas Students Act (ESOS) 'fit and proper person' check.
10. The way the probity checks will be collected and requested will be dependent on whether a candidate will be a Council appointment, a Council Committee appointment, or a Government appointment.
11. All members of Council are required to complete all appropriate forms required for the necessary probity checks, including:
- a. Declaration of Interests Form;
 - b. Information Privacy and Consent Form;
 - c. Consent to Check Release National Police Record Form;
 - d. Consent for ASIC and AFSA Checks Form;
 - e. TEQSA Fit and Proper Person Requirements Form; and
 - f. ESOS Fit and Proper Person Requirements declaration.

Performance of Council members

12. As required by the Act, members of Council must act in good faith, honestly and for proper purposes consistent with the objects and interests of the University. They must exercise reasonable skill, appropriate care and diligence and take reasonable steps to avoid all conflicts of interest in line with the *Conduct of Council Business and Standing Orders Procedure*.
13. The Chancellor will review the performance of Council members from time to time.

Removal of Council members

14. Under the Act, the Council may only remove a member from office if it is of the opinion that the member has failed to comply with the responsibilities of a member of the Council. Specific grounds for removal include:
- a. if they are convicted of an indictable offence or an offence that, if committed in Victoria, would be an indictable offence, or
 - b. if they become an insolvent under administration, or
 - c. if they are elected as a member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory, or
 - d. if they are or become disqualified from managing corporations under Part 2D.6 of the Corporations Act, or
 - e. if they cease to be eligible for the category of member for which they were elected or appointed, or
 - f. if they fail to attend three consecutive ordinary meetings of the Council, without the Council's prior approval.

Appointment of Council Committee Chairs

15. The Chair of a Council Committee fulfils an important leadership role in the University governance system.
16. The Chair is a remunerated position with levels set by Remuneration Committee in line with the 'Government for Victorian Governance Boards, Statutory Bodies and Advisory Committee Guidelines' or equivalent.

17. Chairs of Committees will be appointed by Council, both in respect of an initial term and any re-appointment.
18. The Chair of each Committee will be an external member of Council.
19. With the exception of the Chancellor, no person will chair more than one Council Committee.
20. The Nominations Committee will call for expressions of interest for imminent Chair vacancies from all external members of Council, and the relevant role statement and attributes will be published with the call for expressions of interest. Candidates will be encouraged to produce a general statement of their suitability for the position.
21. The determination of a nomination for a vacant Chair position by Council will include careful consideration of the role, the requisite skills and any special criteria required.
22. Feedback from the relevant Committee may be obtained before a nomination proceeds to Council.

The position of Council Committee Chair is an initial two-year appointment with provision for reappointment. Council may in its discretion extend an appointment for a period beyond the maximum two term limit if it considers such an extension to be in the best interests of the University.
23. Each Council committee will elect a Deputy Chair.
24. The Deputy Chair will be elected by members of the relevant Council Committee, after a call for nominations from the membership.
25. The Deputy Chair is elected for a period of one year and is eligible for reappointment.
26. The Deputy Chair must be an external member of Council.

Elected Members

27. Provisions for the process, conduct and procedures for elected members to the Council are set out in the Elections Regulation 2016 of the University.

Part 4 - Appointment and Performance of Office Bearers and Senior Staff

Appointment of Chancellor

1. Under the provisions of Section 24 of the Act and Section 19 of the GASA the Chancellor will hold office for a term not exceeding five years and may be reappointed.
2. Where the current Chancellor wishes to be considered for re-appointment, the Deputy Chancellor will make discreet inquiries of all Council members as to the desirability or otherwise of re-appointment.
3. The Council will establish a committee (“Search Committee”) consisting of the Vice-Chancellor, the Deputy Chancellor, the Chair of the Nominations Committee, up to two external members of Council and the Chair of the Academic Board for the purpose of bringing forward to Council a nominee for consideration to the appointment as Chancellor.
4. The Search Committee may at its discretion invite up to two prominent members of the wider community to participate in its deliberations.
5. In the process of bringing forward a nominee for appointment the Search Committee may engage an executive recruitment professional to assist in identifying candidates as well as relying on networking referrals.

Appointment of Deputy Chancellor

6. Section 25 of the Act establishes the position of Deputy Chancellor of the University.

7. Section 20 of the GASA provides that the term of appointment for the Deputy Chancellor is not to exceed five years, and that appointees are eligible for reappointment for one or more further terms.
8. The Council may appoint no more than three Deputy Chancellors to hold the office concurrently.
9. The Deputy Chancellor does not receive any additional remuneration than that to which they are entitled as a Council member.
10. Appointment processes of the Deputy Chancellor will be guided by Council. A Council member who seeks to be appointed as a Deputy Chancellor shall submit a formal expression of interest which shall then be provided to all Council members for consideration.
11. Only an external member of Council is eligible to be appointed as a Deputy Chancellor.

Appointment of Vice-Chancellor and President

12. Section 26 of the Act and Section 21 of the GASA provide that the term of appointment of the Vice-Chancellor will be specified in a written contract, and that appointees are eligible for reappointment for one or more further terms.
13. The process for reappointment is as follows:
 - a. At least 12 months prior to the expiry of the Vice-Chancellor's term the Council will agree whether it will invite the Vice-Chancellor to apply for a further term of appointment.
 - b. If Council resolves to invite the Vice-Chancellor to apply for a further term of appointment, Council will instruct the Remuneration Committee to commence a discussion with the Vice-Chancellor as to the potential terms of reappointment.
 - c. The Remuneration Committee will liaise with the Vice-Chancellor on behalf of Council with respect to the contract of reappointment.
 - d. The Council will officially endorse the re-appointment once both parties have agreed terms.

14. The process for a new appointment is as follows:

- a. Council will establish a committee (“Search Committee”) consisting of the Chancellor, the Deputy Chancellor, the Chair of the Nominations Committee, one or two external members of Council and the Chair of the Academic Board for the purpose of submitting to Council a single name for consideration to appoint to the position of Vice-Chancellor.
- b. The Search Committee may at its discretion invite participation in its deliberations of up to two prominent members of the wider community.
- c. In the process of bringing forward the name of a single person for appointment the Search Committee may engage an executive recruitment professional to assist in the identification of candidates as well as relying on networking referrals.
- d. The Search Committee may accept applications at a later date and invite direct applications for the appointment.

15. The performance of the Vice-Chancellor is to be monitored against the key performance indicators and other requirements set out in the Vice-Chancellor’s employment contract, by an annual report provided to the Remunerations Committee, and then to a closed session of Council.

Appointment of an acting Vice-Chancellor

16. Council may appoint, for a term it determines, an officer to act as the Vice-Chancellor:
- a. following a vacancy until a Vice-Chancellor is appointed, or
 - b. where the Vice-Chancellor is unable to perform their duties for any reason.

Appointment of Senior Executives

17. Section 27 of the Act and Section 24 of the GASA outline the process for appointment of Senior Executives of the University.

Part 5 – Attributes of Council Members and Office Bearers

Council Attributes

1. All members of Council are required to have the following competencies and attributes:
 - a. Knowledge and experience of corporate governance and of the delineation between the role of the Council and the role of management;
 - b. Strategic expertise and commercial acumen;
 - c. Financial literacy and ability to constructively interrogate high level financial statements including balance sheets, cash flow statements and overall University finance reports;
 - d. Knowledge of the principles of effective risk management and compliance reporting;
 - e. Stakeholder communication skills to enable effective communication with key stakeholders and strategic partners;
 - f. Demonstrated capacity to utilise networking skills that will benefit the University; and
 - g. Creativity and innovation in a commercial or academic setting.

2. At least one member of Council must have a specialist competency within the categories set out below such that in combination with the specialist competencies of other Council members, collectively all of specialist competencies in the categories set out below are represented across the Council:
 - a. Finance - professional qualifications and appropriate high-level management experience;
 - b. Human Resources - practical experience in organisational restructure and cultural reform in large, complex organisations;
 - c. Domain expertise within higher education - contemporary knowledge and experience at a senior executive level within the higher education sector;
 - d. Technology/eLearning - high-level skills in new technologies relevant to education and the infrastructure and/or eLearning environments of a university;
 - e. Legal, compliance and risk management experience within complex operating environments;
 - f. Organisational development - has sufficient experience and expertise gained in a complex business environment to be able to contribute viable new ideas

to the University, and suggest ways to shape and improve proposals presented to the Council across most aspects of the University's activities (including commercial operations, marketing, people management and systems and processes);

- g. Industry/Community connection — to provide in depth networks contributing information to expectations of, and opportunities for, employment and research across the University; and
- h. Knowledge of the student experience — in-depth knowledge and understanding of the staff and student experience and the staff requirements to deliver an outstanding experience for students.

3. As a whole, the Council member group should reflect:

- a. Ethnic diversity;
- b. Gender diversity in line with State Government Guidelines;
- c. Age diversity; and
- d. Outstanding candidature.

Chancellor and Deputy Chancellor Attributes

4. The following attributes should be considered essential for the Chancellor or Deputy Chancellor role:

- a. an awareness and understanding of the relationship between the University's governing body and its Senior Management, of the division of responsibilities between them and of the need to promote the good order of the University by not becoming involved in management issues;
- b. an understanding of the qualities required for excellence in teaching, training, research and scholarship;
- c. possession of interpersonal skills of high order and an ability to work constructively and effectively with the Chancellor, Deputy Chancellor, Vice-Chancellor and the Council, in the interests of the whole University;
- d. capacity to represent the University to promote its interests in the public domain and to provide opportunities for the advancement of the University by facilitating links with the professions, business, industry, government and the community;
- e. when required, the ability to fulfil statutory and ceremonial functions of the office with confidence and dignity;

- f. a reputation for integrity, impartiality and objectivity;
- g. when acting for the Chancellor, ability to lead an effective Council and to add significant value to its deliberations and decision-making capacity;
- h. an understanding of the environment in which universities operate, including their interactions with governments, the public sector, business and industry;
- i. an appreciation of the nature of large dual sector and multi-campus universities;
- j. the ability to devote the time necessary to fulfil the obligations of office throughout the year and be committed to serving fully and effectively for his or her term of office;
- k. an interest in and commitment to the University and its strategic aims; and
- l. the ability to promote the University, support its programmes and enhance its activities.

Part 6 – Establishment of Committees

1. Schedule 1 of the Act, the Council may determine a committee structure for the University which defines the number, constitution and functions of Committees, and the reporting requirements and communication channels between and within Committees.
2. Under section 18 of the Act, the Council may delegate its powers and functions to Council Committees, the Academic Board, a member of Council, a member of staff or a body as prescribed in the GASA.
3. The following Board and Committees have currently been established:
 - a. Academic Board*
 - b. Compliance, Audit and Risk Committee
 - c. Finance and Investment Committee
 - d. Remuneration Committee
 - e. Infrastructure Planning Committee
 - f. Nominations Committee(*required under the Act)

4. Council may from time to time appoint a member of a Committee to be Chair of that Committee. In the absence of such appointment or in the event of the absence of the appointed Chair or Deputy Chair of a Committee from a meeting of that Committee, the Committee will elect one of its members to be Chair.
5. A Committee may establish such subcommittees as it deems necessary or desirable for it to carry out its functions.

Part 7 – Conduct of Meetings of Council and Committees

Statement of Authority

1. The functions and powers of Council are specified in the Act. The provisions of the Act specify the way in which the Council meets.
2. Council may otherwise regulate its proceedings as it considers appropriate.
3. In line with provisions in the Act, the Chancellor as Chair presides over meetings of the Council. In the absence of the Chancellor, the Deputy Chancellor will preside.
4. If the Chancellor and Deputy Chancellor are both absent from a meeting of the Council or the offices are vacant, the Council Members present must elect a Council Member to preside at the meeting.

Quorum

5. A quorum of Council is at least a majority of Council Members holding office for the time being, other than a Council Member who is on approved leave of absence. Where required, the Chair of the Council has the casting vote.
6. A quorum of a Council Committee is considered to be half the number of current members plus one.
7. Subject to the presence of a quorum, meetings will start at the time set out on the notice, and, subject to the discretion of the Chair of the meeting, will continue until all agenda business has been completed.

8. If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting will lapse and, subject to any resolution previously passed, the Chair will fix the time of the next meeting. All business on the agenda of the lapsed meeting will be included on the agenda of the next meeting and take precedence over any new business.
9. No recommendation in any report will be taken as adopted by a meeting unless a specific motion on the subject matter of that recommendation has been carried.

Conduct of Meetings of the Council

10. The Council Secretary must notify each Council Member of the date, time and place for each Council meeting and whether it is an ordinary or a special meeting. Where a special meeting is called notice will normally be at least two working days. Failure to give such a notice will not however affect the validity of a meeting.
11. The Council will meet as frequently as it determines but normally ordinary meetings are held at least five times in a calendar year. Dates are determined by Council on an annual basis in advance.
12. Any five Council Members may, by notice in writing to the Council Secretary, call a special meeting for the purpose specified in the notice. The Chancellor may call a special meeting of Council for the consideration of business which the Chancellor wishes to submit to Council for consideration.
13. Except with the permission of the Chancellor, or the Chair, or if the agenda for the meeting includes an item of general or other business, at any ordinary meeting a Council Member may not initiate any subject for discussion without giving notice at the previous ordinary meeting of the Council, or giving notice in writing to the Council Secretary twenty (20) calendar days before the meeting.
14. The Chair may adjourn any meeting to a later date.
15. All proceedings of Council must be minuted to maintain a true record of the business of Council. Minutes must be submitted at the next ordinary meeting of

Council. If approved by Council as correct such minutes are prima facie evidence of the proceedings of a meeting. No motion or discussion will be allowed upon minutes submitted for confirmation except as to their accuracy as a record of the business of Council.

16. Access to and distribution of minutes is determined by the University's Records Management Policy and Procedures. All records generated by Council and its Committees will be created, captured, accessed, stored and disposed of according to the provisions outlined in the University's Records Management Policy.
17. The Chair may invite senior management and other members of the University community to attend particular Council meetings. Observers are not permitted except by permission of the Chair. Council may by resolution issue standing orders for attendance at meetings.
18. Council may determine that it will meet in-camera. All persons other than Council Members and the Council Secretary will leave the room. Council Members or the Council Secretary affected by or concerned with the in-camera business may be asked by the Chair to leave the room. The Council Secretary will minute in-camera sessions of Council and the minutes will be confidential.
19. Council Members appointed or elected by a specific interest group (staff and students, for example) have an obligation when voting on a motion to put the interests of the University ahead of the interests of the relevant specific interest group.
20. The Council Secretary, in consultation with the Chancellor and Vice-Chancellor, will prepare an annual business schedule for items for the Council in order to assist with the timely progress of business.
21. The Chair will conduct each meeting of the Council.
22. The Conduct of Council members, rules of speaking, motions and voting is set out in the *Conduct of Council Business and Standing Orders Procedure*.

Virtual Participation

23. Where necessary, a Council Member who is only able to attend meetings by virtual means will be considered in attendance for the purposes of quorum. Any Council Member proposing to attend by virtual means must advise of virtual attendance at least three working (3) days prior to the scheduled meeting.
24. A Council Member who participates in such a meeting is deemed to be present at the meeting even if they are not physically present. The Chair must acknowledge the presence of a member participating electronically both at the beginning and end of a meeting.
25. Council Members not attending in person are to be supplied with the same material given to those who attend in person. If a Council Member does not have the information, or if material is tabled at a meeting and cannot be simultaneously given to a Council Member not attending in person, that Council Member should refrain from voting on a motion concerning any motion relating to that material.

Circular Minutes

26. Where a decision of Council is required before a scheduled meeting the Chancellor may authorise a circular minute.
27. A circular minute request will set out background information and contain recommendations on which Council Members can vote for or against or abstain. Council Members will confirm their vote by online methods or any other method specified in the notice, by the date specified in the notice.
28. The number of responses either for, against or abstaining, must meet the quorum provisions outlined in these principles.
29. A report on the outcome of a circular minute will be provided to the next Council meeting and will be confirmed and approved in the same manner as for ordinary minutes of a Council meeting.

Reimbursement of Expenses to Members

30. The University will reimburse all reasonable travel, accommodation and sustenance expenses incurred by any Council Member or Committee Member in the performance of that Member's duties and as agreed with the Council Secretary and in line with the *Remuneration and Reimbursement of Council Member Procedure*.

Confidentiality of Proceedings

31. Disclosures of confidential information by a Council Member are only permitted:
- a. if made with the authority of the Council or the Chancellor, and
 - b. if made in good faith for the business and purposes of the University.
32. In the event that Council is satisfied that a disclosure of confidential information by a Member has not been made in the best interests of the University, Council may:
- a. censure the discloser, and/or
 - b. direct the discloser that disclosures should not be made, which direction may relate to the manner of communication, subject matter, recipients and any other matter Council considers relevant relating to the disclosure.
33. A Council Member will not be in breach of any obligation created by these principles unless the Member has:
- a. not acted in good faith, or
 - b. failed to comply with a direction of Council.
34. A disclosure of confidential information contrary to an express resolution or direction of the Chancellor, Council, or one of its Committees will be deemed for the purposes of these principles not to have been made in good faith, unless Council is satisfied to the contrary.
35. In considering the extent to which confidential information may be disclosed the Council and the Chancellor may consider the following:
- a. whether the information should be made available to selected members of the University community only;

- b. whether the information should be restricted to Council attendees and Members only;
- c. whether the information should only be made available to Council Members; and
- d. whether the information should be further restricted at the Chancellor's discretion.

36. The Chancellor or the Chancellor's delegate are the only people authorised to issue on Council's behalf any public statement concerning the business of the Council.

Meetings of Committees

37. The principles for the conduct of Council meetings may be adopted as required or appropriate by the Chair of a Committee for application to Committee meetings.

38. All proceedings of Council Committees will be minuted and confirmed as correct at the next Committee meeting. Minutes will be permanently recorded and are prima facie evidence of the proceedings of the meeting.

39. Every Committee of the Council will provide the minutes to the Council and where relevant draw attention to concerns or matters to which it desires the attention of the Council.

40. A recommendation or other decision of a Committee which is endorsed for Council approval will be of no force or effect unless and until it is approved by Council.

Reports to Council

41. The following reports will be provided at each meeting of Council:

- a. Reports as designated in the annual Council Work Plan;
- b. Chairs of the Committees and Academic Board will report to Council on matters within their Terms of Reference;
- c. The Vice-Chancellor will present a written report to each ordinary Council meeting on the development, overall operations and attainments of the University;

- d. Reports on such other matters as Council requests, in particular, matters as measured through the University's Strategic Plans; and
- e. Reports on the implementation of plans and policies that have institution-wide applicability.

Agenda documentation

42. Agenda documentation for Council and its Committees is published electronically to Council and Committee Members through University approved information technology systems and services. Council Members will receive an agenda and accompanying papers normally seven (7) days prior to a meeting.

43. Any loss of Council or Committee papers, equipment or device on which Council or Committee material is stored, must be reported as soon as practical to the Council Secretary. In addition, any outside interference with information technology systems that might compromise the confidentiality of stored material must also be reported in the first instance to the Council Secretary.

Part 8 – Annual Council Work Plan

1. Prior to each year, the Council Secretary, in liaison with the Council's Chair and Deputy Chair, will prepare an annual Council Work Plan for the following year. This will schedule business that is consistent with the Council's functions and external regulatory standards. Where practicable, it will also earmark matters for future business in subsequent years to enable a more extended plan for some matters requiring such timeframes.

2. After consultation with key stakeholders as determined by Council, the Council Work Plan will be presented to the Council for consideration and endorsement.

3. Once endorsed, the Council Work Plan will be circulated to key stakeholders and proposed presenters for their information and preparation.

4. The Council Work Plan will be monitored throughout the year by the Council Secretary, the Chair and with key presenters to ensure accuracy and efficiency.

5. At the first meeting of each year, the Council Secretary and the Chair will present a report on the performance of the Council in the previous year using the annual Council Work Plan.

Part 9 – Induction and Ongoing Professional Development of Council Members

Induction for Council members

1. All new members will normally receive an induction briefing from the Council Secretary as soon as practicable after appointment. The briefing will emphasise the primary responsibilities of members and their duties as prescribed in legislation, regulations, terms of reference and associated procedures.
2. New members will also be given copies of all relevant documents, including:
 - a. the most current Annual Report of the University,
 - b. the Act;
 - c. GASA;
 - d. the Council Terms of Reference;
 - e. the Terms of Reference of all Council Committees;
 - f. Council Procedures;
 - g. the VU Strategic Plan;
 - h. Council delegations;
 - i. an overview of the University's financial accounts; and
 - j. copies of all relevant educational legislation and regulations.
3. New Council Members may also be allocated a mentor to assist them in their ongoing Council or Committee activities.

Ongoing professional development activities

4. Council Members will receive informal professional development in the course of Council business through such activities as:
 - a. an in-house annual training program which will include activities such as seminars on university governance etc;
 - b. participation in appropriate Council Committees;

- c. periodic briefings on major developments within the University;
 - d. reports from the Vice-Chancellor stemming from his/her attendance at external meetings; and
 - e. invitations to University functions.
5. Members of Council will be invited to participate in one formal professional development opportunity each year. They will be required to identify the area they would like to build on (develop) via a discussion with the Chancellor.
 6. The Council Professional Development fund enables each Council member to access a nominated amount per annum towards professional development.
 7. Applications for professional development will be reviewed by a panel, convened by the Council Secretary, consisting of:
 - a. the Chancellor and/or the Deputy Chancellor; and
 - b. either the Vice-Chancellor or a Chair of a Committee of Council.
 8. Decisions relating to professional development should take into consideration:
 - a. the appropriateness of the activity given the level of experience and expertise of the member;
 - b. the previous professional development activities of the member that have been supported by the Council;
 - c. the relevance of the professional development activity to Council's Annual Work Plan and general objectives; and
 - d. alignment with the requirements of the University's Travel Policy.

Part 10 –Governance Review Processes

1. In order for Council and Council Members to properly fulfil their responsibilities under Section 15 of the Act 2010 the performance of Council Members will be regularly reviewed.

Review of Standing Committees

2. Council will consider reviews of each of its Committees and Academic Board according to the Annual Work Plan and will make recommendations for improvements. Reviews will consider the overall role, membership, processes, behaviours and effectiveness of the Committee.

Council Performance Review

3. Annual self-review of Council will be coordinated by the Chancellor.
4. A report will be prepared and presented by the Chancellor to Council at the beginning of each year assessing the performance of the previous year.
5. The Chancellor will also conduct an informal review of Council Members and Council performance based on interviews with Council Members. The Chancellor will use these discussions to report back in overall terms to Council at the beginning of each calendar year. Individual feedback to Council Members may be provided privately by the Chancellor.

External Review of Governance

6. From time to time, external reviewers will be engaged to conduct a review of Council performance.
7. This external review will be considered by Council and, where appropriate, recommendations (if any) will be implemented. Where appropriate, Council will disclose any insights it has gained from the review and any governance changes it has made as a result.
8. Additionally, and as required under the Threshold Standard 6.1.3d of the Higher Education Standards Framework (Threshold Standards) 2021, at least every seven years the Council will commission a comprehensive and independent review of the effectiveness of corporate academic governance processes against the requirements of the Threshold Standards.
9. The independent governance review will be available for submission to TEQSA.

Part 11 – Educational Regulatory Environment

Schedule 1 to this Regulation contains an overview of the regulatory framework within which the University operates.

VERSION HISTORY

Version	Council approval	Commencement	Notes/amendments

SCHEDULE 1

Tertiary Education Quality and Standards Agency

1. The Tertiary Education Quality and Standards Agency (TEQSA) is Australia's independent national quality assurance and regulatory agency for the higher education sector. It was established by the Tertiary Education Quality and Standards Agency Act 2011 (Cth) with the purpose of:
 - a. ensuring the higher education sector operate and comply with the Threshold Standards,
 - b. registering regulated entities as higher education providers (which includes self-accrediting universities) and accrediting courses of study for non self-accrediting higher education providers,
 - c. conducting compliance and quality assessments,
 - d. providing advice and making recommendations to the Commonwealth Minister responsible for Education on matters relating to the quality and regulation of higher education providers,
 - e. cooperating with similar agencies in other countries, and
 - f. collecting, analysing, interpreting and disseminating information relating to quality assurance practice and quality improvement in higher education.

Higher Education Standards Framework (Threshold Standards) 2021

2. The Threshold Standards has been structured to align with the student experience or 'student life cycle' i.e. as they progress from prospective students

through to the award of a qualification. The Standards are intended to be useful to higher education providers as a framework for internal monitoring of the quality of their higher education activities. They encompass the matters that a higher education provider would ordinarily be expected to address in the course of understanding, monitoring and managing its higher education activities and any associated risks, and apply at all times.

3. The Threshold Standards:

- a. set out the requirements that a higher education provider must meet – and continue to meet – in order to be registered by TEQSA to operate in Australia as a provider of higher education. The Standards provide the basis for the regulation of registered higher education providers
- b. ensure that the barrier to entry into the higher education sector is set sufficiently high to underpin and protect the quality and reputation of the sector as a whole
- c. establish a baseline for operational quality and integrity from which all providers can continue to build excellence and diversity, and
- d. serve other broader purposes including the provision of an articulation of the expectations for provision of higher education in Australia as:
 - a guide to the quality of educational experiences that students should expect
 - a reference for international comparisons
 - a reference for other interested parties, and
 - a model framework which higher education providers can apply themselves for the internal monitoring, quality assurance and quality improvement of their higher education activities.

Australian Skills Quality Authority

4. The Australian Skills Quality Authority (ASQA) is the national regulator for Australia's vocational education and training (VET) sector. It was established by the National Vocational Education and Training Regulator Act 2011 (Cth) and regulates registered training organisations (RTOs) including Technical and Further Education (TAFE) organisations that offer vocational education and training (VET) courses. ASQA's role is to make sure that the sector's quality is maintained through the effective regulation of:
 - a. vocational education and training providers,

- b. accredited vocational education and training courses.

ASQA Standards

- 5. ASQA regulates against two main instruments:
 - a. Standards for Registered Training Organisations (RTOs) 2015
 - b. Standards for VET Accredited Courses 2021.

Australian Qualifications Framework

- 6. The Australian Qualifications Framework (AQF) is the national policy for regulated qualifications in Australian education and training. It incorporates the qualifications from each education and training sector into a single comprehensive national qualifications framework. It underpins the national system of qualifications in Australia encompassing higher education, vocational education and training and schools.

ESOS Framework

- 7. The Education Services for Overseas Students Act 2000 (Cth) or ESOS Act, establishes the legislative requirements and standards for the quality assurance of education and training institutions offering courses to international students who are in Australia on a student visa. Under the ESOS Act, a provider must apply to an ESOS agency for approval to provide a course at a location to international students. The three ESOS agencies are:
 - a. TEQSA for higher education providers;
 - b. ASQA for vocational and training providers; and
 - c. The Secretary of the Department of Education, Skills and Employment (DESE) for schools.
- 8. The ESOS Framework comprises of subordinate regulation:
 - a. National Code of Practice for Providers of Education and Training to Overseas Students 2018
 - b. National Standards for Foundation Programs
 - c. ELICOS Standards 2018

Higher Education Support Act

9. The Higher Education Support Act 2003 (Cth), or HESA, is the legislation that governs education funding in Australia. HESA establishes the administrative requirements under the Commonwealth Grant Scheme (CGS) and HECS-HELP loans for Commonwealth Supported Places (CSP). HESA establishes the institutions eligible for the public funding subsidy for higher education which are primarily public universities. These arrangements include grants made for research and special purposes.

10. HESA also establishes the FEE-HELP and VET Student loans scheme, to assist students pay tuition fees for units of study undertaken in approved courses approved providers. The FEE-HELP scheme is administered by the Department of Education, Skills and Employment.