# Council Policy

**Purpose / Objectives**

(1) Victoria University Council is the peak governing body of Victoria University. It has responsibility for the general direction and superintendence of the University.

(2) The responsibilities and powers of Council, and the way in which these will be discharged at the University, are described in the Victoria University Act 2010 (Vic) (the Act); the Governance, Academic and Student Affairs Statute 2013; regulations made by the Council; and the Procedures and Guidelines associated with this Policy.

# Section 1 - Scope / Application

(3) This policy applies only to Council and its Standing Committees.

# Section 2 - Definitions

(4) Nil

# Section 3 - Policy Statement

(5) Council will abide by the following principles in all of its governance activities.

## Purpose and strategy

(6) Council plays an important role in setting the vision and strategic direction of the University, helping the University understand these and adapting the direction or plans as appropriate.

(7) Council ensures solid foundations for oversight and management of the University and enhances the capacity and capabilities of the University.

## Recognition and management of risk

(8) Council ensures appropriate and sound systems of risk oversight and internal controls, in order to increase the likelihood that the University will deliver on its purposes and has the appropriate assurances and controls in place.

## Organisational performance

(9) Council will determine and monitor appropriate performance categories and indicators for the University, in order to ensure the University 's achievement of its purposes and goals.

## Vice-Chancellor's performance

(10) Council will follow an appropriate appointment process, and determine performance categories and indicators, for the Vice-Chancellor in accordance with the Selection of Council Members Guidelines and the Appointment, Performance and Removal of University Council Members and Senior Staff Procedure.

## Financial performance

(11) Council is accountable for, and will approve and monitor, the annual University budget to actual performance.

## Academic activities

(12) Council is accountable for, and will oversee and monitor, the academic activities of the University. The Council, as required by the Act, has established the Academic Board to provide advice to the Council on academic matters.

## External accountability

(13) Council is accountable for the oversight of the requirements of the State and Federal Government for annual reporting, and compliance with other statutory and regulatory requirements.

## Engagement

(14) Council will assist the University to engage effectively with stakeholders and the wider community.

(15) Council will assist the University to establish and enhance links between the University and the wider community, to promote and advocate for the University's interests.

## Integrity and accountability

(16) Council will ensure it has systems in place to ensure:

   a. The flow of information to Council to aid Council's decision-making;
   b. Transparency and accountability to stakeholders; and
   c. The integrity of financial, and other, statements and related processes.

## Culture and ethics

(17) Council will set the tone for ethical and responsible decision-making throughout the University.

(18) Members and prospective members of Council will discharge their duties in accordance with the procedures and guidelines to this Policy.

(19) The behaviour of Council members must at all times reflect integrity, fairness and a lack of bias. Council members shall not use information or make decisions to achieve personal gain. In undertaking their role, Council members shall accept obligations of confidentiality of information or documentation pertaining to Council business.

(20) Council members must act in:

   a. good faith (particularly given the requirement imposed on the University by the Act to indemnify Council members for liability where they act in 'good faith') and;
   b. the best interests of the University. Council members must not use their position, or any information that they have obtained through their position, to gain advantage for themselves or any other person.

(21) Council members must disclose and avoid conflicts of interest in accordance with the conflict of interest provisions in the Conduct of Council Business and Standing Orders Procedure.

## Clarity of responsibility and expectations

(22) Council will ensure there is clarity regarding:

a. individual Council member responsibilities;

b. the University's organisational expectations of Council members; and

c. the role of the Council as a whole in accordance with the procedures and guidelines to this Policy.

## Council effectiveness

(23) Council will ensure its effectiveness is enhanced by:

a. Forward-planning;

b. Meetings being run in an efficient manner;

c. Regular assessments of performance;

d. Succession planning; and

e. Effective use of committees.

### Council meetings

(24) Meetings will be conducted according to the [Conduct of Council Business and Standing Orders Procedure](#).

### Council performance review

(25) The structure, processes and operations of Council will be reviewed regularly.

(26) Performance will be managed through a combination of self-review and external review according to the [Council Induction, Development and Review Procedure](#).

## Council composition

(27) Council composition is governed by [the Act](#).

(28) Council will ensure its composition enables it discharge its responsibilities effectively, including with respect to its diversity, which should reflect that of the community it serves.

(29) To do this, Council will assess each individual candidate's background, skills, experience and level of commitment, and consider how the addition of an individual builds collective capability and effective functioning of the Council as a whole.

### Appointment of Council members and Chancellor

(30) The appointment of all Council candidates, including the Chancellor, is governed by [the Act](#) and will be undertaken in accordance with the [Appointment, Performance and Removal of University Council Members and Senior Staff Procedure](#) and the [Selection of Council Members Guidelines](#).

(31) The appointment of the Chancellor is made by a Search Committee as outlined in the [Appointment, Performance and Removal of University Council Members and Senior Staff Procedure](#).

### Induction

(32) All newly appointed Council members will receive a formal induction according to the [Council Induction, Development and Review Procedure](#).

### Professional development of Council members

(33) A professional development program will build the expertise of Council members, as outlined in the [Council Induction, Development and Review Procedure](#) .

**Remuneration and reimbursement of expenses of Council members**

(34) Council members will be remunerated according to the [Remuneration and Reimbursement of Council Members Procedure](#).

# Section 4 - Procedures

(35) [Council - Appointment, Performance and Removal of University Council Members and Senior Staff Procedure](#)

(36) [Council - Council Induction, Development and Review Procedure](#)

(37) [Council - Conduct of Council Business and Standing Orders Procedure](#)

(38) [Council - Remuneration and Reimbursement of Council Members Procedure](#)

(39) [Council - Honorary Awards Procedure](#)

# Section 5 - Guidelines

(40) [Selection of Council Members Guidelines](#)

(41) [Implementation of Council Responsibilities Guidelines](#)

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