

Council - Selection of Council Members Guidelines

Section 1 - Purpose / Objectives

(1) Nil

Section 2 - Scope / Application

(2) Nil

Section 3 - Definitions

(3) Nil

Section 4 - Policy Statement

(4) [Council Policy](#)

Section 5 - Procedures

(5) Nil

Section 6 - Guidelines

Part A - Council Members

Required behaviours and values of all Councillors

(6) All Councillors are required to model the following behaviours and values:

- a. Integrity — always puts the University's interests before personal interests and always acts ethically and honestly, in accordance with relevant Codes of Conduct, and with appropriate confidentiality;
- b. Courage and engagement — acts independently, asks questions and is prepared to challenge and address difficult issues in an open and respectful manner;
- c. Interpersonal skills — works well in a group, is inclusive of others, listens well and communicates clearly but tactfully;
- d. Broad thinking — able to rise above the detail and focus beyond operations;
- e. Analysis and insight - is able to get to the crux of the issue quickly and can identify opportunities and risks at an early stage; and

- f. Energy and capacity — has the capacity and the willingness to put in the work required to effectively discharge the responsibility of a member; is an active contributor to discussions; and is an enthusiastic participant in University activities.

Required generic competencies of all Councillors

(7) All Councillors are required to have the following competencies:

- a. Corporate governance — has a clear understanding of the responsibilities of a councillor, gained through relevant previous board experience and/or professional training. Understands the delineation between the role of the Council and the role of management;
- b. Strategic expertise — is able to understand and enunciate the strategy of the University and review it through constructive questioning and suggestions;
- c. Financial Literacy — is able to comprehend and constructively interrogate high level income statements, balance sheets and overall University finance reports;
- d. Risk management — understands the principles of effective risk management, the key areas of risk to the University and the processes in place to mitigate those risks;
- e. Stakeholder communication — knows the value and the principles of effective communication and is able to represent the University well with key stakeholders and strategic partners;
- f. Networking — has extensive personal networks and can utilise them well for the benefit of the University; and
- g. Creativity and innovation — able to understand a complex business in a changing and challenging environment and contribute new ideas.

Required specialist competencies of at least one Councillor

(8) The Council must consist of at least one Councillor with the following specialist competency, and all competencies must be represented in the Council as a whole:

- a. Finance - professional qualifications and appropriate high level management experience (ie. CFO in a large corporation or company). Able to direct/drive the finance function (in conjunction with the Resources Committee and Vice Chancellor);
- b. Human Resources - rich, practical experience in organisational restructure and cultural reform in large, complex organisations;
- c. Domain expertise within tertiary education - contemporary knowledge and experience at a senior executive level within the tertiary sector;
- d. Technology/eLearning - high-level skills in new technologies relevant to education and the infrastructure and/or eLearning environments of a university;
- e. 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);
- f. Industry/Community connection — to provide in depth networks contributing information to expectations of, and opportunities for, employment and research across the University; and
- g. 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.

Required attributes across Council member group as a whole

(9) The following attributes are required across the Council member group as a whole:

- a. Gender diversity, including compliance with all applicable gender diversity requirements.

Desirable attributes across Council member group as a whole

(10) The following attributes are desirable across the Council member group as a whole:

- a. Ethnic diversity;
- b. Age diversity; and
- c. Outstanding candidature.

Part B - Deputy Chancellor

Role of Deputy Chancellor

(11) The Deputy Chancellor plays a major leadership role in the governance of the University.

(12) The Deputy Chancellor will:

- a. assume the role of Acting 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 chair the University Council's Chancellor's Committee;
- 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 University Council's Chancellor's Committee, Nominations Committee and Remuneration Committee.

Attributes for the position of Deputy Chancellor

(13) The following criteria are considered important in seeking an individual for the 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, 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 C - Council Committee Chair and Deputy Chair

Role of Council Committee Chair and Deputy Chair

(14) The role and responsibilities of the Chair of any Council Committee can be summarised as follows:

- a. identifies issues and matters which fall within the terms of reference of the relevant committee, including recommendations pertaining to the annual committee work plan and approving the agenda of committee meetings;
- b. team-builder for the relevant committee;
- c. chief spokesperson in representing the committee deliberations and reports to Council;
- d. provides appropriate structure and leadership to the committee meetings, including -
 - i. declaring the meeting open and calling for apologies;
 - ii. calling for declarations of interest (i.e. any conflicting or vested interest);
 - iii. ensuring the meetings run to predetermined procedures (i.e. standing orders for meetings);
 - iv. leading and encouraging balanced, focussed and participative discussion;
 - v. making clear recommendations to Council;
 - vi. inviting reports and/or specific information from the Vice-Chancellor;
 - vii. liaising with the executive officer in regard to committee business;
 - viii. closing the meeting; and
 - ix. clearing the minutes and reports of the meeting.

(15) The role and responsibilities of the Deputy Chair of any Council Committee can be summarised as follows:

- a. an understanding the responsibilities of a Chair;
- b. deputise for the relevant Chair — Council Committee 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;
- e. assist in the formulation and monitoring of annual Council Performance Objectives allocated to Council Committees; and
- f. develop an area of committee specialisation which can assist to add value to committee deliberations.

Attributes for the positions of Council Committee Chair and Deputy Chair

Chair - Remuneration Committee

(16) The Remuneration Committee shall be chaired by the Chancellor.

Chair – Resources Committee

(17) Attributes for the Chair - Resources Committee include:

- a. proactive leadership, expertise and experience in areas of Council Committee specialisation (financial, human resources, capital works);
- b. an awareness and understanding of the relationship between the University's governing body, its Council committees and its senior management;
- c. possession of interpersonal skills of high order and an ability to work constructively and effectively with the Chancellor, Deputy Chancellor, Vice-Chancellor, the Council, Council Committee members; and
- d. required demonstration of the following competencies (required of all members of the Resources Committee):
 - i. good attention to detail;
 - ii. ability to understand a set of accounts;
 - iii. knowledge of the University strategic plan;
 - iv. knowledge of University funding issues;
 - v. a questioning mind and willingness to ask probing questions and give direct opinions;
 - vi. a high sense of probity;
 - vii. financial literacy (including the ability to read and understand basic financial statements including a balance sheet, a profit and loss statement and a cash flow statement, ask pertinent questions about them and interpret and evaluate the answers), or be trained in them;
 - viii. respect for confidentiality of those matters presented to the Committee;
 - ix. an appreciation of Victoria University's independence and of the importance of academic freedom; and
 - x. the capacity to appreciate the University's external community needs for Victoria University.

Chair - Compliance, Audit and Risk Committee

(18) Attributes for the Chair - Compliance, Audit and Risk Committee include:

- a. proactive leadership, expertise and experience in areas of Council Committee specialisation (financial, human resources, capital works);
- b. an awareness and understanding of the relationship between the University's governing body, its Council committees and its senior management;
- c. possession of interpersonal skills of high order and an ability to work constructively and effectively with the Chancellor, Deputy Chancellor, Vice-Chancellor, the Council, Council Committee members;
- d. literate in matters of risk identification, management and mitigation; and
- e. required demonstration of the following competencies (required of all members of the Compliance, Audit and Risk Committee):
 - i. questioning mind and willingness to ask probing questions and to give direct opinions;
 - ii. high sense of probity;
 - iii. independence from University management;
 - iv. financially literate (ability to read and understand basic financial statements including a balance sheet, a profit and loss statement and a cash flow statement, ask pertinent questions about them and interpret and evaluate the answers), or be trained in it; and
 - v. respect for confidentiality of those matters that are in confidence.

Chair - Nominations Committee

(19) Attributes for the Chair - Nominations Committee include:

- a. proactive leadership, expertise and experience in areas of Council Committee specialisation (financial, human resources, capital works);
- b. an awareness and understanding of the relationship between the University's governing body, its Council committees and its senior management;
- c. possession of interpersonal skills of high order and an ability to work constructively and effectively with the Chancellor, Deputy Chancellor, Vice-Chancellor, the Council, Council Committee members;
- d. literate in matters of nominations; and
- e. required demonstration of the following competencies:
 - i. questioning mind and willingness to ask probing questions and to give direct opinions;
 - ii. high sense of probity;
 - iii. independence from University management; and
 - iv. respect for confidentiality of those matters that are in confidence.

Status and Details

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