

**LA TROBE UNIVERSITY**  
**THE DUTIES AND RESPONSIBILITIES**  
**OF COUNCIL MEMBERS**

**1. Role of Council - Governance**

The La Trobe University Act 1964 (“the Act”) and the University’s statutes and regulations draw a distinction between governance and day to day management of the University with the Vice-Chancellor being responsible for management whilst Council’s role is largely to overview the operations of the University and to formulate policy.

Section 6 of the Act provides that Council is the governing authority of the University. Section 21(3) of the Act and Statute 4.2 of the University’s Statutes makes it clear that subject to the statutes and regulations of the University and to the resolutions of Council, the Vice-Chancellor shall be responsible to Council for the academic and administrative affairs of the University and for maintaining and promoting the efficiency and good order of the University.

Section 22 of the Act provides that Council shall have the entire direction and superintendence of the affairs, concerns and property of the University.

Certain provisions of the Act and the University’s statutes and regulations require particular decisions to be made by Council.

**2. Vacating Office**

Section 14 of the Act provides that if any Council member resigns, becomes of unsound mind, bankrupt or is convicted of any indictable offence or without special leave granted by Council absents himself/herself from four consecutive meetings of Council or ceases to hold any qualification required for his/her becoming or being a Council member or is removed or dies, his/her office shall become vacant.

**3. Pecuniary Interests**

Under subsection 19(2) of the Act a member of the Council must not make improper use of any information acquired in the course of his or her duties to obtain directly or indirectly any pecuniary or other advantage for himself or herself or any other person.

Under section 19A of the Act a member of the Council who has a pecuniary interest in a matter being considered or about to be considered by the Council must, as soon as practicable, after the relevant facts have come to his or her knowledge, declare the nature of the interest at a meeting of the Council or in writing addressed to the Chancellor. If the Chancellor receives a written declaration, the Chancellor must report it or cause it to be reported, at the next meeting of the Council. The person presiding at the Council meeting at which a declaration is made or reported must cause a record of the declaration to be made in the minutes of the meeting. After a declaration in respect of a pecuniary interest is made by a member of the Council:

- (a) unless the Council otherwise directs, the member must not be present during any deliberation with respect to that matter; and
- (b) the member is not entitled to vote on the matter; and
- (c) if the member does vote on the matter, the vote must be disallowed.

**4. Indemnification of Members**

Under section 25AA of the Act the University must indemnify Council members against all actions or claims in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any powers or duty conferred or imposed on the Council.

**5. Duty of Member to act in the Interests of the University**

Under section 7 of the Act a member of Council may be elected by the staff or students of the University or appointed by the Governor-in-Council, the Minister or the Council. However, once elected, the member must act in the interests of the University not the person or constituency which appointed or elected the member. Under sub-section 19(1) of the Act a member of the Council is responsible to the Council for furthering the purposes of the Council and the objects of the University rather than any constituent person or body who elected or appointed the member. It follows that:

- (a) Council members must at all time act in the interest of the University;
- (b) Council members must respect the confidential nature of Council affairs and not disclose confidential information to any other person;
- (c) Council members must not make improper use of information or their position;
- (d) once elected or nominated a person assumes office as a member of Council and becomes subject to the overriding and predominant duty to serve the interest or interests of Council in preference, on every occasion upon which any conflict might arise, to serving the interests of the group which appointed the member;
- (e) A member will be derelict of his or her duty if the member uses his or her membership as a means to promote the particular interests of the group which chose the member.