

## Council member rights and responsibilities

- The Council typically makes decisions collectively in accordance with its own procedures, usually at meetings.
- Although Council members usually discharge their powers and functions collectively, each Council member is individually responsible (and liable) for his or her conduct as a Council member.
- Each Council member must, when exercising his or her powers and discharging his or her functions as a Council member:
  - a) Act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently;
  - b) Ensure that all requirements in respect of Council as set out in the Act, University Statutes and Regulations, other legislation applicable to the University and processes approved by Council are met;
  - c) Act always in the best interests of the University as a whole and consistent with the objectives of the University;
  - d) Ensure confidentiality of information received by Council, its Committees and Boards unless authorized to disclose it;
  - e) Take reasonable steps to avoid conflicts of interest and ensure any such conflict – real or perceived - is disclosed formally, in a timely fashion, in accordance with the University's [Conflict of Interest Policy](#),
  - f) Not make improper use of their position on Council including improper use of any information acquired in the course of their duties to obtain directly or indirectly an advantage for themselves or any other person;
  - g) Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by Council;
  - h) Be well informed concerning the University's strategic intent, operations and performance and understand the wider education sector;
  - i) Act in good faith, honestly and for proper purposes consistent with the objects and interests of the University;
  - j) Exercise reasonable skill, appropriate care and diligence.

Councillors are also expected to: -

- Work with other members of Council and members of the senior executive to ensure proper oversight and management of the University;
- **Regularly** attend Council, Committee and Board meetings, as appropriate;
- Participate in a regular performance evaluation of Council and its committees;
- Participate in a formal induction process and ongoing professional development;
- Acknowledge that notes and annotations made on Council papers may be subject to public disclosure or under subpoena in legal proceedings;
- Represent the University at internal and external functions and actively promote the University.

If it is believed that a member of Council has breached any of the duties and responsibilities outlined above, this will be dealt with on a case by case basis by the Chancellor (in the case of a Council member) or the Deputy Chancellor(s) (in the case of the Chancellor).

Councillors' rights include but are not limited to:

1. A comprehensive initial induction program, including a manual containing relevant up-to-date information, with follow up sessions during their term of office;
2. Remuneration in accordance with the Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees;
3. Access to appropriate professional development opportunities each year;
4. Timely receipt of agendas and papers, and papers which are clear, concise and appropriate to the role of the Council;
5. The provision of complete and accurate information in respect of all matters to be considered by Council;
6. The provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
7. Adequate levels of insurance cover to indemnify each member of Council;
8. Access on request to information and to members of the senior management team to answer specific questions. Such requests should be made through the Chancellor. The exception to this is the direct contact Chairs of Council Committees may have with the relevant senior executives and administrative staff.

### **Council meeting conduct**

- a) Council will meet as frequently as required, typically seven (7) times per annum;
- b) Council meeting papers are distributed to Councillors at least seven calendar days prior to each meeting to enable Councillors to read the papers and properly prepare for the meeting;
- c) The Chancellor is responsible for chairing meetings; the Deputy Chancellor will preside if the Chancellor is unavailable. The Chair is responsible for ensuring the meetings are conducted in a professional manner where all members are able to contribute as independent individuals, that decisions and recommended actions taken are clear at the meeting, and that the minutes accurately list all resolutions and items for noting;
- d) An annual calendar will be circulated prior to the end of the preceding year detailing the dates for all proposed Council meetings in the following year;
- e) There will typically be an annual half day Council strategic session (in 2019, this occurred in mid-Sept);
- f) An annual workplan of topics to be considered at each meeting is prepared and approved for the Council for the preceding year; this will be updated and circulated to members at each meeting;
- g) Each item on the Agenda has an estimated time for presentation and discussion. This is a guide only and will ensure that the agenda is fully covered for each meeting;
- h) The Vice-chancellor will provide a report to each meeting to update the Council on relevant topical matters and emerging issues in the sector;
- i) Members may attend meetings via video-link or telephone, if the secretary is provided with sufficient advance warning to enable arrangements to be made. A person attending the meeting using technology is considered present in person at the meeting;

- j) Items are starred for discussion on the agenda in advance of the meeting; members will be invited to star any other items for discussion at the start of the meeting. The Chancellor will put to a vote all items not starred;
- k) The Chancellor or Vice-chancellor has authority to call a special meeting of Council on any notice for business, which he or she wishes to submit to Council as a matter of urgency;
- l) Councillors are welcome to contact the Chancellor directly or via the Secretary to request that items be added to the Agenda;
- m) A decision of Council requires the presence of a quorum, being a majority of members holding office at the time;
- n) Members are advised to seek, in advance, Council approval for special leave or leave of absence in the case of a longer absence (not exceeding 12 months);
- o) Circular Resolutions – The Chancellor may approve that a matter is urgent and cannot wait until the next scheduled meeting of Council. In such cases, documentation and a recommendation will be circulated via email to all Councillors for consideration. If a majority of Councillors support the recommendation, it is deemed to have passed at a meeting of Council and will be recorded in subsequent minutes;
- p) In order to assist Council with its deliberations, staff, students or persons associated with the University required for consideration of a particular agenda item may be asked to attend a meeting of Council. In general, they will remain in the meeting for consideration of the relevant item only and then leave the meeting. Attendance will be at the invitation of the Chancellor and does not imply any rights to move or second motions or vote;
- q) All attendees and observers at Council meetings have a duty to keep all information and discussions of Council confidential.