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1. Preamble

Council is the formally constituted governing body of the University that oversees and is accountable for all of the University's operations, including that the institution meets, and continues to meet, the requirements of the Higher Education Standards Framework and the [La Trobe University Act 2009](#).

Council governs the University but does not manage its day-to-day operations. Management of the University is delegated to the Vice-Chancellor, who is accountable to Council for implementing Council's decisions and achieving the University's strategic objectives. Council focuses on governance, strategy, oversight, performance and accountability rather than operational management.

This Charter is adopted by Council as a non-legislative instrument to provide a coherent articulation of the role, functions and power of Council in line with the intentions of the La Trobe University Act 2009 and its accountabilities as required under regulatory obligations as the corporate governing body of the University.

This Charter outlines how the Council ensures that governance and management delegations, processes and practices are in place and are effective to discharge its responsibilities.

Under the Act, the Council must establish an academic board (or equivalent) including determining the powers, functions and membership. As such, the Academic Board has been established by the Council and is delegated as the peak academic governing body of the University. The Academic Board reports to the Council and is subject to its overarching accountability.

Under the Act, the Council appoints a Vice-Chancellor who is delegated as the most senior executive of the University. The Vice-Chancellor is accountable to the Council which in turn, is responsible for monitoring the performance and conduct of the Vice-Chancellor in line with the University's strategic objectives and fiscal and social responsibility.

Whilst the Council may delegate responsibility, it maintains ultimate accountability for holistic and effective oversight of these areas.

2. Functions and responsibilities of Council

The Council is primarily responsible for: (section 8 of the Act)

- a) appointing and monitoring the performance of the Vice-Chancellor as chief executive officer of the University (*Annexure 2 Appointment and Monitoring of the Vice Chancellor*)
- b) approving the mission and strategic direction of the University and its annual budget and business plan;
- c) overseeing and reviewing the management of the University and its performance;
- d) establishing policy and procedural principles for the operation of the University consistent with legal requirements and community expectations;
- e) approving and monitoring systems of control and accountability of the University, including those required to maintain a general overview of any entity over which the University has control within the meaning of section 3 of the Audit Act 1994
- f) overseeing and monitoring the assessment and management of risk across the University, including university commercial activities;
- g) overseeing and monitoring the academic activities of the University;

- h) approving any significant university commercial activities.

The Act reserves certain areas of responsibility to the Council; these are set out in the “Decisions Reserved for Council” document, which forms part of the Delegations Framework (*Annexure 1 Decisions Reserved for Council*).

- Section 26 of the Act states that the Council must appoint a person to the office of Vice-Chancellor when there is a vacancy in that office. In accordance with the university statutes and university regulations, the Council determines the Vice-Chancellor’s terms of appointment.
- The Act states that the Council approves the mission and strategic direction of the University Act, section 8(3)(b). The Council is responsible for ensuring that the University Strategy and underlying operational plans are consistent with the objectives of the University under the Act and are developed following analysis of the University’s circumstances and the external environment.
- The Vice-Chancellor and senior management are accountable to Council for institutional performance against the performance indicators contained within the Strategic Plan.
- The Act states that the Council approves the University’s annual budget and business plan (section 8(3)(b)) and authorises the investment of University money (section 46).
- The Act also states that the Council is responsible for the approval of any significant commercial activities of the University (section 8(3) (h)) and ensuring compliance with the “Guidelines concerning commercial activities in accordance with Part 6 Division 6 of the La Trobe University Act 2009 (“the Guidelines”)”³ – (Act, section 58 (1)).
- The Council has established the Finance and Resources Committee of Council to oversee and make recommendations to the Council on issues relating to the finance and resources of the University.
- The Council is responsible for overseeing, reviewing and ensuring the reliability and effectiveness of the University’s compliance systems, as part of a proactive risk management strategy. The Council has established the Corporate Governance Audit and Risk Committee to oversee and guide the University’s risk management strategies and processes. Council approves a Risk Appetite Statement which indicates the level of acceptable risk taking in the pursuit of the University’s objectives.
- The effectiveness of the University Risk Management Framework is monitored by the Corporate Governance Audit and Risk Committee, with key strategic risks and the effectiveness of controls reported regularly to Council.
- The Vice-Chancellor is ultimately responsible for implementing appropriate risk management systems within the University, however aspects of this process are delegated to other staff.

The Council oversees the culture of the University, including promoting integrity, ethical conduct, accountability, inclusion, respectful behaviour, academic excellence and sound decision-making throughout the institution. University Council is committed to fostering a University that is inclusive, equitable and free from racism, discrimination and harassment, while upholding academic freedom and freedom of expression. In exercising its governance responsibilities, the Council will have regard to the University’s approved equity, diversity and inclusion strategies, including its Anti-Racism Action Plan, Gender Equality Action Plan, and other approved frameworks, and will promote governance that advances these principles in a manner consistent with the University’s mission and values.

3. Delegations

Under the Act both the Council and the Vice-Chancellor have the power to delegate certain powers.

Delegations of power are the mechanisms by which the University enables officers and committees of the University to act on behalf of the University.

The delegations framework focuses primarily on matters which relate to financial transactions or to contractual arrangements with staff, students and persons and organizations outside the University.

To carry out its responsibilities and supervise its delegated functions, the Council:

- may obtain independent professional advice from external individuals or organisations with appropriate expertise and experience
- has unrestricted access to members of university management, staff, and any relevant information – including records, data, and reports – that it considers necessary to perform its duties
- may require any member of university management or staff, including internal and external auditors (subject to applicable contractual arrangements), to attend a Council meeting
- may meet separately with internal and external auditors without members of university management present
- may require members of university management or staff to provide written and/or verbal briefings on significant matters within their areas of responsibility; and
- is provided with dedicated support and resources to enable it to fulfil its functions.

4. Composition and Membership of Council

The size and composition of Council membership is determined by the La Trobe University Act Section 11:

- Official members, of whom there are three, Chancellor, Vice-Chancellor and Chair of the Academic Board.
- Government appointed and Ministerial appointed members, of whom there must be at least four.
- Council appointed members, of whom there must be at least one, but no more than the number of government appointed members.
- Two elected staff members and two elected student members

The Act requires that of the government and Council appointed members at least 2 must be persons with financial expertise with relevant qualifications or experience in financial management; and one must be a person with commercial expertise at a senior level. The Act also states that the Minister and the Council must have regard to appointing members to the Council who have the knowledge, skills and experience required for the effective working of the Council; an appreciation of the values of a university relating to teaching, research, independence and academic freedom; and the capacity to recognise the needs of the external community served by the University.

When exercising its powers to appoint, or provide recommendations to appoint, a new member, Council performs appropriate checks, including checks in relation to the proposed appointee's reputation for diligence and integrity.

The Remuneration and Nominations Committee of Council has been delegated the responsibility to recommend candidates for Council vacancies, to reflect the desired skills and expertise required for the effective operation of the Council, as well as fulfilling the specific requirements of the Act, in respect to regional, financial and commercial expertise.

In order to ensure that all Council members are fit and proper persons and eligible to hold office, each member must undergo the relevant probity checks.

The Remuneration and Nominations Committee is also responsible for the development and maintenance of a desired skills matrix for the Council and ensuring that succession planning processes are in place for the positions of Chancellor, Deputy Chancellors and Chairs of all sub committees.

5. Term of office of Council Members

Council members each hold office for the term determined in accordance with the Act and certain categories of member may be re-appointed in accordance with the Act.

A person will not be appointed or elected to serve more than 10 consecutive years of office unless Council resolves otherwise in relation to the member.

To achieve a balance of experienced and new members on Council, Council appointments overlap, where appropriate.

For effective performance, individual members and the Council as a whole must have a broad range of skills, qualifications, experience and key attributes including: accountability, integrity, innovation, entrepreneurial skills, strategic judgement, team skills, networking abilities and commitment to higher education, research and regional development. There should also be a balance of age, gender and cultural background, including Indigenous interests. The Council has developed a skills matrix, which is regularly updated to reflect the membership and coverage of these requirements.

6. The Chancellor

The Chancellor is appointed by the Council and holds office in accordance with the Act and on the conditions determined by Council.

The Chancellor is responsible for:

- Providing leadership to the Council in carrying out its responsibilities and ensuring it focuses on its key tasks.
- Fulfilling the ceremonial, statutory and administrative functions of the role, including representation in internal and external forums and graduations.
- Leading the process for Council decisions to be made out of session
- Chairing Council meetings and ensuring all members are involved in discussions and decision making.
- Ensuring mechanisms are in place for monitoring and evaluating Council effectiveness.
- Taking a lead role in determining the composition and structure of the Council, including succession planning.

- Advising, supporting and working effectively and collaboratively with the Vice-chancellor and senior executive of the University.
- Facilitating constructive communication between the Vice-Chancellor, senior executive and Council.
- Promoting the University's strategic objectives and activities with business, industry, government and the community.

Section 24 of the Act states that – “A person may be appointed Chancellor whether or not the person is a member of the Council” and that “the Chancellor holds office— (a) for a term not exceeding 5 years fixed by the Council in accordance with the university statutes and is eligible for reappointment; and (b) On the conditions determined by the Council in accordance with the university statutes and university regulations.”

Annexure 3 Chancellor and Deputy Chancellor

7. The Deputy Chancellor(s)

The Act states that there must be at least one Deputy Chancellor at all times.

- The Deputy Chancellor(s) is/are appointed by Council and hold office in accordance with the Act and on the conditions determined by Council.
- The Deputy Chancellor(s) is/are responsible for:
- Supporting the Chancellor in the leadership of the Council.
- Chairing Council meetings in the absence of the Chancellor.
- Deputising for the Chancellor as required, including at ceremonial functions.

Section 25 of the Act states that a Deputy Chancellor holds office for a term not exceeding 5 years fixed by the Council in accordance with the university statutes and is eligible for reappointment.

Annexure 3 Chancellor and Deputy Chancellor

8. Chairs of Council Committees

Council establishes sub-committees, as required, to facilitate its work. The Remuneration and Nominations of Committee has been delegated the responsibility to develop and monitor a desired skills matrix to ensure succession planning is in place for the Chairs of all sub committees.

There is a Chair for each committee of Council, who is a member of the Council, appointed by the Council for a term agreed by Council, who will be responsible for:

- Providing leadership to that Committee, including ensuring an appropriate annual work plan, planning meeting agendas and chairing meetings.
- Ensuring the Committee receives appropriate information to fulfill its responsibilities.
- Ensuring all members are involved in the work of the Committee and decisions reached.
- Reporting to Council on all matters arising from the deliberations of the Committee.

9. 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 their conduct as a Council member and must meet their statutory and fiduciary duties as an officer and comply with their responsibilities under the *La Trobe University Act 2009* (Vic) (**Act**), including their responsibilities under section 15 of the Act as set out below.

Council members must act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently. This includes:

- ensuring 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;
- complying with any policies and/or procedures that apply to the Council Member, as varied from time to time, including the University's Code of Conduct; and
- not engaging in any conduct, whether in the course of carrying out their functions as a Council member or otherwise, which detrimentally impacts on the functions of the Council, including conduct by an individual member of Council that which brings or is likely to bring the Council or University into disrepute.

In exercising their responsibilities and carrying out their functions and duties, a Council member must:

- act in good faith, honestly and for proper purposes consistent with the objects and interests of the University. This includes:
- acting consistently with the objects of the University under the Act, including to provide and maintain a teaching environment of excellent quality offering higher education at an international standard;
- exercise reasonable skill, appropriate care and diligence. This includes:
 - being independent in judgement and actions and taking all reasonable steps to be satisfied as to the soundness of all decisions taken by Council; and
 - being well informed concerning the University's strategic intent, operations and performance and understand the wider education sector;
- take reasonable steps to avoid all conflicts of interest unless declared. This includes:
 - ensuring that any conflict – real or perceived - is disclosed formally, in a timely fashion, in accordance with the University's Conflict of Interest Policy; and
 - declaring interests as soon as reasonably practicable in accordance with Schedule 1, clause 11 of the Act, where the Council member has an interest in any matter being considered or about to be considered by the Council.

A Council member must not make improper use of their position as a member, or of information acquired because of their position as a member (including, but not limited to confidential information), to gain, directly or indirectly, an advantage for the member or for another person. This includes:

- not using information or their position for any purpose inconsistent with the proper discharge of their duties, obligations and responsibilities as a Council member, assessed objectively against the standard expected of a person in the Council member's position; and
- maintaining confidentiality in respect of:
 - all information and discussions of Council, including any information received by Council, its Committees and Boards; and
 - any other confidential information including (but not limited to) all information that by its nature is confidential, is designated as confidential or the Council member knows or ought to know it is confidential;

unless the Council member is expressly authorised to disclose it.

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.

Councillors' rights include but are not limited to:

- a comprehensive initial induction program, including a manual containing relevant up-to date information, with follow up sessions during their term of office;
- remuneration in accordance with the Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees;
- access to appropriate professional development opportunities each year;
- timely receipt of agendas and papers, and papers which are clear, concise and appropriate to the role of the Council;
- the provision of complete and accurate information in respect of all matters to be considered by Council;
- the provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
- adequate levels of insurance cover to indemnify each member of Council;
- 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.

10. Removal of Council members

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). This may result in the member being removed from office.

Specific grounds for removal include:

- 1) if they are convicted of an indictable offence or an offence that, if committed in Victoria, would be an indictable offence; or
- 2) if they become an insolvent under administration; or
- 3) if they are elected as a member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory; or
- 4) if they are or become disqualified from managing corporations under Part 2D.6 of the Corporations Act; or
- 5) if they cease to be eligible for the category of member for which the member was elected or appointed; or
- 6) if they have failed to attend three consecutive ordinary meetings of the Council, without the Council's prior approval.

11. Council Meetings

- a) Council will meet as frequently as required, typically seven times per annum.
- b) Wherever reasonably practicable, 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. Papers are uploaded to the Diligent portal and are available for all Council members to view.
- 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 be two strategic workshops a year providing a forum which can be used to provide Council with an overview of key opportunities and risks on which management is working.
- f) 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.
- g) The Vice-chancellor will provide a report to each meeting to update the Council on relevant topical matters and emerging issues in the sector.
- h) Members may attend meetings via video-link. A person attending the meeting using technology is considered present in person at the meeting.
- i) 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.
- j) An in-camera session may be held at the start of each Council meeting for Council members only, this will be open to staff and student members on Council, except under certain circumstances, where these members could be conflicted.
- k) The Chancellor or Vice-chancellor has authority to call a special meeting of Council on any notice for business, which they wish to submit to Council as a matter of urgency.
- l) Councillors are welcome to contact 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 Diligent to all Councillors for consideration. If a majority of Councillors support the recommendation, it is deemed to have passed at a meeting of Council.
- 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.

12. Council Reports/Papers

- a) Council will be provided with information in a form, timeframe and quality that enables them to effectively discharge their responsibilities and duties.
- b) All Council papers will be approved by the relevant member of the senior executive.
- c) Papers will always contain a coversheet outlining:
 - a. a clear and precise recommendation to the Council;
 - b. previous Council resolutions on the subject matter;
 - c. a concise description of the main purpose of the paper;
 - d. a concise description of the background to the issue(s) being considered; and
 - e. a concise description of the current position in respect of the issue(s)
 - f. if AI is used to prepare a Council paper, the following sentence needs to be included at the top of the paper *"prepared with AI assistance. The author/s has/have critically reviewed the content, exercised professional judgement, and is accountable for its accuracy."*
- d) If a Council report relates to a matter in which there is a known conflict of interest with a particular member of the Council, then the relevant paper will be removed by the Council Secretary, on the instructions of the Chair, from the set of papers sent to that member of the Council. In the case of the Chancellor having a conflict of interest, the Council will appoint another member of Council to make final decisions on the matter.
- e) Members of the Council are entitled to request and receive such additional information, as they consider necessary to support informed decision making; however a process of courtesy should be followed. Members of Council should make such requests to the Chancellor. The request will be communicated to the Vice-Chancellor who will ensure the appropriate senior executive responds to the request.

13. Secretariat Support to the Council

Secretariat support for the Council will be provided by the Council Secretary who will:

- a) provide ongoing secretarial support to Council and its members
- b) attend all Council meetings, and
- c) assist the Chancellor to develop and distribute agendas, papers, minutes and work plan.

14. Minutes and record keeping

- a) Minutes of proceedings and resolutions of Council meetings will be kept by the Council Secretary. Minutes will be formally approved at the next meeting.
- b) A motion to amend the minutes of a previous meeting may be made by any member and changes will be determined by a majority of members. Subject to any amendments, the minutes are regarded as a true and accurate record of that meeting.
- c) All such records will be maintained within the University's electronic records management system.
- d) Notices, minutes, agenda and supporting papers will be made available to members of the Council.
- e) A communique/summary of each meeting will be prepared by the Council Secretary, approved by the Chancellor and uploaded to the University website within 7 working days of a Council meeting.

15. Council evaluation

- a) Council will undertake a periodic independent review of the effectiveness of itself and academic governance processes at least every five years, in accordance with the Higher Education Standards Framework (Threshold Standards) (2021). The Council will ensure that agreed actions are implemented.
- b) All Council committees undertake a periodic self-evaluation process.
- c) Council also undertakes periodic surveys of its membership.

16. Council Committees

- a) The Council establishes Committees to assist it in carrying out its duties.
- b) Each committee will have formal Terms of Reference and may be granted certain delegations.
- c) Each committee will assist the Council by focusing on the activities outlined in the terms of reference, including reporting to the Council on decisions and actions taken within the scope of the committee's delegated authority and make appropriate recommendations to the Council.
- d) Each committee's membership will be made up of individuals the Council considers best suited to fulfill the role of the Committee, whether they are members of the Council or not. Noting that the Act states at least one-third of members of any committee must be members of the Council. Also, each Committee will be chaired by a Council member, responsibility for the nomination of Chairs for the committees rests with the Remuneration and Nominations Committee.
- e) The Remuneration and Nominations Committee may make recommendations to Council in relation to the co-opting of external independent persons to Council Committees who may provide required expertise.
- f) Subject to the terms and delegations to the Committee, the meetings and proceedings of the council committees will be governed by the principles and requirements set out for the Council in this document.
- g) The structure and terms of reference of all Council committees should be regularly reviewed to ensure they continue to be effective.
- h) Each Council committee will develop an annual workplan in conjunction with the overall Council annual workplan.

17. Academic Board

A primary responsibility of Council under the Act is to oversee and monitor the academic activities of the University. To this end, the Act requires the Council to establish an Academic Board. The Academic Board is a statutory body with functions and powers relating to academic matters, such as accreditation, quality and academic policy. It is the peak academic body within the University and regularly reports to the Council. It has numerous powers and functions conferred on it under the Academic Board Statute 2009, including the power to confer degrees and grant other awards, which would otherwise sit with Council under section 10 of the Act.

The Act states that the Council must establish an Academic Board or its equivalent; and must determine the powers, functions and membership of the Academic Board or its equivalent and the method of appointment of a president (however designated).

The Academic Board Statute 2009 outlines the powers, functions and duties of the Academic Board. The powers and functions of the Academic Board are distinct from that of the Council and relate solely to the academic governance of the University.

The Chair of the Academic Board is responsible for:

- ensuring an appropriate annual work plan for the Board
- chairing meetings of the Academic Board
- reporting to Council on significant matters considered or decided by the Board after every meeting
- providing input into decisions of Council, with particular regard to teaching, learning, research and student welfare

18. Conflicts of Interest

- Council members are required to declare any actual or potential conflicts of interest including a conflict between their status as a Council member and their status where it could be perceived they represent any stakeholder group including being a staff or student elected member.
- A Council member who has an interest in a matter being considered or about to be considered, must, as soon as practicable, declare the nature of the interest at a meeting of the Council or in writing addressed to the Chancellor.
- A register of Council members conflicts of interest is kept by the Council Secretary and updated as required.
- A record of the declaration of conflict made at a meeting will be recorded in the minutes of the meeting and the register will be updated accordingly.
- The relevant Council member must not be present during any deliberation on the matter (unless the Council otherwise directs) and must not vote on the matter.
- Council members should also refer to the University's Conflict of Interest Policy.

19. Confidentiality

All confidential information acquired by a Councillor while performing duties must be kept confidential. A Councillor must not disclose Council or University related information to a third party except where the disclosure is authorised by the Chancellor.

All Council members must observe and comply with any legal instructions for privilege or confidentiality.

All attendees and observers at Council meetings have a duty to keep all information and discussions of Council confidential. The Vice-Chancellor, Executive Group members and Council Secretary may disseminate pertinent information and decisions made by the Council to relevant University staff to ensure the proper approvals and objectives of the Council are implemented.

20. Liability and Indemnity

Section 19 of the Act requires the University to indemnify each member of the Council, a committee of Council (or any committee constituted under a University Statute or regulation) and each member of

the Academic Board. This indemnity protects each such member against actions and claims that may arise in relation to anything done (or not done) in good faith in the exercise or purported exercise of any power or duty of the Council, committee, Academic Board or the members themselves.

21. Remuneration

Remuneration and the level of remuneration of Councillors is determined by the provisions of the Act, the Minister and Council itself.

In general, Councillors who are not members of staff, employees of the Crown or employees of a statutory authority may be paid remuneration at a level set by government, paid on a quarterly basis.

La Trobe full time staff members are not eligible for financial remuneration for their service; as per the La Trobe University Act, however, arrangements are in place to offset costs to their department for their time devoted to Council business.

22. Council member professional development

Council members will receive a thorough and detailed induction process, the opportunity to form a mentor relationship with a current Council member and ongoing development and training opportunities throughout their term of office.

The Council will review this Charter on a regular basis to ensure it remains fit for purpose.

23. Annexure 1 - Decisions reserved for Council

1. Powers, duties and functions of Council that cannot be delegated under the *La Trobe University Act 2009* ("the Act"):

- Appoint the Chancellor, Deputy Chancellors and the Vice-Chancellor¹—Act, sections 9(1)(a) and 18(2); and
- Make University statutes—Act, section 18(2)²

2. Powers of Council that may be delegated but are not currently delegated

- approve the mission and strategic direction of the University— Act, section 8(3)(b)
- approve the University's annual budget and business plan—Act, section 8(3)(b)
- authorise the investment of University money—Act, section 46

3. Commercial Activities

- Approve any significant commercial activities of the University—Act, section 8(3) (h) and ensure compliance with the *"Guidelines concerning commercial activities in accordance with Part 6 Division 6 of the La Trobe University Act 2009* (**"the Guidelines"**)³ – (Act, section 58 (1)).

4. University Controlled Entity

- Approve the formation or acquisition of a controlled entity of the University including why Council decided that the acquisition was in the interests of the management or conduct of the affairs or concerns of the University.
- Approve any amendment to a constitution or other constituent document or agreement governing a controlled entity of the University before the University's representative shareholder or member votes in favour of the amendment – Guideline 6 – Paragraph 11

¹ Council also approves the level of remuneration and conditions of employment for the Vice-Chancellor (Terms of Reference 1 of the Human Resources Planning Committee). Council may at its discretion confer the title of Professor on the Vice-Chancellor (University Officers Statute 2009- sec 4(4). Note that on the advice of the Vice-Chancellor the Council may also appoint Deputy Vice-Chancellors (sec 5). Notwithstanding section 5 of the University Officers Statute 2009, for clarity, the Vice-Chancellor takes responsibility for the appointment and remuneration of staff that report to the Vice-Chancellor.

² NB: The power to make regulations can be delegated in an enabling statute

³ Council has the responsibility to oversee and monitor the assessment and management of risk across the University, including university commercial activities—Act, section 8(3) (f).

The Act enables the Minister to approve commercial activity guidelines (Act- section 55). The Guidelines, as approved by the Minister and executed by the University and the Minister in October 2010, state that no new commercial activity may be entered into until Council **is satisfied** that certain assessments and measures (of which there are 10) have been undertaken as appropriate in relation to the proposed activity.

The term "commercial activity" is defined in the Guidelines to include, subject to a lengthy list of exceptions, the provision or sale by the University (acting alone or in partnership) of property, goods or services with a view to profit

- 5. Forming, participating in the formation or become a member, of a company, joint venture, association, trust or partnership**
 - Where the main object of the company is to engage in a commercial activity⁴, Council must be satisfied that the measures and assessments set out in Guideline 1 (Paragraph 5) have been undertaken (see Guideline 5 -Paragraph 9).
- 6. Approve Policies and Procedures that relate to an issue or subject matter that involves a significant financial or reputational risk to the University⁵**
- 7. Approve the business cases (or the implementation of the business cases) for contracts under which the total monetary consideration is more than \$5,000,000⁶**
- 8. Approve the business case (or the implementation of the business case) for any financial Expenditure of more than \$5,000,000⁷**
- 9. Approve Academic Policies established under the Academic Board Statute 2009⁸**
- 10. Appoint, monitor and if necessary dismiss the University Ombudsman⁹**
- 11. Approve the Annual Report of the University**
- 12. Approve Risk Management Plan and Annual Insurance Programme¹⁰**

⁴ Note this is despite whether the activity meets the definition of “commercial activity” in paragraph 5 of the Guidelines (Paragraph 9(b) of Guideline 5)

⁵ Council has delegated policy-making powers (a) to the VC (administrative policies); and (b) to the Corporate Governance and Audit Committee and FRC (governance policies). This is subject to a proviso that each such delegate must refer a proposed policy and or procedure to Council if the delegate considers that it “relates to an issue or subject matter that involves a significant financial or reputational risk to the University” *The Instrument of Delegation (No.1 of 2011)*

⁶ Contract Signing Regulations 2016

⁷ Instrument of Delegation No. 2 of 2019 - Financial Expenditure (Major Table of Authorities)

⁸ Section 3 of the Academic Board Statute 2009 gives power to Council to veto an academic policy or make changes to it after receiving a written report from the Academic Board which describes the policy.

⁹ Ombudsman Statute 2009 – section 3

¹⁰ Corporate Governance Audit and Risk Committee Terms of Reference

- 13. Approve the Master Plans for University Campuses¹¹**
- 14. Approve the acquisition and disposal by sale of land¹²**
- 15. Approve the business cases (or the implementation of the business cases) for major commercial leases of University landholdings, buildings or facilities in excess of \$5,000,000 other than retail leases negotiated on arms-length commercial terms¹³**
- 16. Prescribe Fees¹⁴**
- 17. Approve the business cases (or the implementation of the business cases) for transactions that relate to an issue or subject matter that involves a significant financial or reputational risk to the University.¹⁵**

On and from its approval by the Council, this document replaces any and all previous documents entitled "Decisions Reserved for Council".

This document was amended by the Council at Meeting No. 462, on the 5th of September 2016 and at Meeting No. 489, on the 16 December 2019.

¹¹ EDIC Terms of Reference

¹² EDIC Terms of Reference

¹³ EDIC Terms of Reference

¹⁴ The Council may by resolution prescribe and impose fees for services provided by the University including fees for any of the following (a) enrolment; (b) examinations; (c) the conferral of degrees and the granting of diplomas and other awards; (d) the provision of lectures and classes; (e) the use of University facilities; (f) such other matters as the Council considers necessary or expedient - Section 2 of the Fees Statute 2009.

¹⁵ Transactions that involve a significant financial or reputational risk as determined by the University's Risk Appetite Statement as in force from time to time.

24. Annexure 2 - Appointment and Monitoring of the Vice-Chancellor

1. Purpose

This document outlines the principles, procedures, and governance framework for the **appointment, performance monitoring, review, and renewal or termination** of the Vice-Chancellor.

2. Appointment Process

Section 9 of the La Trobe University Act 2009 provides that the Council has the power to appoint the Vice Chancellor, and Section 26 provides that the Vice-Chancellor's terms of appointment are determined by the Council in accordance with the university statutes and university regulations.

The Remuneration and Nominations Committee of Council is responsible for the Vice-Chancellor appointment, remuneration and performance monitoring.

The process for a re-appointment is as follows:

1. The Remuneration and Nominations Committee will commence a discussion with the Vice-Chancellor at least 12 months prior to the expiry of their term as to whether both parties are interested in a further term.
2. If there is agreement, the Committee will then invite Council to consider reappointing the Vice-Chancellor for a further term, with a recommendation to Council on the level of remuneration, conditions of employment and performance bonus payments for the Vice-Chancellor.
3. The Committee will liaise with the Vice-Chancellor on behalf of Council with respect to the contract.
4. Final approval of the re-appointment sits with Council.

The process for a new appointment is as follows:

1. Council, through the Remuneration and Nominations Committee will delegate to a search committee to undertake the search process. Membership of this committee will be discussed and agreed by Council.
2. An executive recruiter may be appointed to assist to identify candidates for consideration.
3. A recruitment plan will be developed and provided to the full Council.
4. A Position Description, Selection Criteria and Candidate Information Pack will be developed.
5. The Search Committee will conduct interviews, reference checks, and due diligence (including background and integrity checks) will be undertaken, prior to a final recommendation to Council.
6. The Committee will make a recommendation to Council on the appointment, terms and remuneration.
7. Final approval of the appointment sits with Council.

3. Contract of Employment

The contract must specify:

- term of appointment (usually 5 years)
- duties and responsibilities
- performance expectations and annual review requirements
- reporting obligations
- remuneration and benefits
- termination, renewal, and non-renewal conditions

The contract shall be reviewed by legal counsel prior to execution.

4. Performance and Monitoring

1. Performance categories and indicators will be set annually for the Vice-Chancellor by the Remuneration and Nominations Committee of Council based on the University Strategic and Annual Plans.
2. The performance of the Vice-Chancellor is monitored by an annual report provided to the Remuneration and Nominations Committee, and then to a closed session of Council.
3. The Chancellor will meet regularly with the Vice-Chancellor to:
 - discuss progress against KPIs
 - review risks and emerging issues
 - provide feedback and support

5. Remuneration Review

The Remuneration and Nominations Committee will conduct an annual review of the VC's remuneration, taking into account:

- market benchmarks
- performance outcomes
- public-sector governance expectations
- budgetary and financial sustainability considerations

Any recommendations must be approved by Council.

All information related to recruitment, performance assessment, and contract management is confidential and must be handled in accordance with the University's privacy and records-management policies.

6. Removal from office

The Vice-Chancellor may be removed from office at any time if in the opinion of a majority of Council it is in the best interests of the University. The exercise of this power by the Council is subject to the terms and conditions of the Vice-Chancellor's contract.

25. Annexure 3 - Chancellor and Deputy Chancellor(s)

1. Background

Section 9 of the La Trobe University Act 2009 provides that the Council has the power to appoint the Chancellor and any Deputy Chancellor.

Section 24 of the Act states that there is a Chancellor of the University and that the Council must appoint a person to the office of Chancellor of the University when there is a vacancy in that office. A person may be appointed Chancellor whether or not the person is a member of the Council. It also states that the Chancellor holds office for a term not exceeding 5 years fixed by the Council in accordance with the university statutes and is eligible for reappointment.

Section 24 of the Act further states that there is at least one deputy chancellor of the University. The Council must appoint a person to be a Deputy Chancellor of the University when there is a vacancy in that office. A Deputy Chancellor holds office for a term not exceeding 5 years fixed by the Council in accordance with the university statutes and is eligible for reappointment.

The Deputy Chancellor(s) is/are to act as Chancellor:

- (a) in the absence of the Chancellor; or
- (b) during any vacancy in the office of the Chancellor; or
- (c) during the inability of the Chancellor to act; or
- (d) at any other time with the consent of the Chancellor.

When acting as Chancellor, a Deputy Chancellor, has all the powers and duties of the Chancellor.

2. Chancellor Appointment Process

The Chancellor holds office for a period of five years, and can be re-appointed as per the La Trobe University Act.

When appointing a Chancellor:

1. the date of election will be deemed to be the date the resolution to appoint the Chancellor is made, or the date on which an incumbent Chancellor's term ends, whichever is the later, unless otherwise specified;
2. this person does not have to be a current member of the Council; and
3. if a member of the Council is appointed as Chancellor their position on the Council is deemed vacant and will be filled in accordance with the requirements of that position.

Approximately 12 months prior to the expiry of their term the incumbent Chancellor must advise the Council whether they wish to stand for a further term.

1. If the Chancellor indicates they wish to stand for an additional term:
 - then as soon as practicable a resolution to appoint the incumbent Chancellor for a further term will be put to the Council and determined by a majority vote;
 - if the Council resolves to appoint the incumbent Chancellor for a further term, then the Chancellor will be so appointed and serve a new term commencing upon expiry of their current term.
2. If the incumbent Chancellor resolves not to remain for a further term, or the resolution to appoint the incumbent Chancellor is not passed by Council, or the Office of the

Chancellor is vacant or filled temporarily, then the Remuneration and Nominations Committee will undertake a search for a new Chancellor, reporting to Council throughout the process.

3. The Committee must submit its recommended candidate to the Council as soon as practicable.
4. A resolution to appoint the recommended candidate as Chancellor will be put to the Council and determined by majority vote.

3. Deputy Chancellor Appointment Process

A Deputy Chancellor holds office for a period not exceeding (5) years, as per the La Trobe University Act, and can be re-appointed.

The process for appointing a Deputy Chancellor is managed by the Remuneration and Nominations Committee of Council:

1. the date of election will be deemed to be the date the resolution to appoint the Deputy Chancellor is made, or the date on which an incumbent Deputy Chancellor's term ends, whichever is the later, unless otherwise specified;
2. the Council can only appoint a person as Deputy Chancellor if they are a member of the Council;
3. the appointee holds office as Deputy Chancellor subject to them continuing to hold their office as a Council member;
4. the Committee must submit its recommended candidate to the Council as soon as practicable;
5. a resolution to appoint the recommended candidate as Chancellor will be put to the Council and determined by majority vote.

4. Removal from office of the Chancellor or Deputy Chancellor(s)

If it is believed that a member of Council has breached any of the duties and responsibilities outlined in the Council Charter, this will be dealt with initially on a case-by-case basis by the Chancellor (in the case of a Deputy Chancellor) or the Deputy Chancellor(s) (in the case of the Chancellor). This may result in the member being removed from office.

Specific grounds for removal include:

1. if they are convicted of an indictable offence or an offence that, if committed in Victoria, would be an indictable offence; or
2. if they become an insolvent under administration; or
3. if they are elected as a member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory; or
4. if they are or become disqualified from managing corporations under Part 2D.6 of the Corporations Act; or
5. if they cease to be eligible for the category of member for which the member was elected or appointed; or
6. if they have failed to attend three consecutive ordinary meetings of the Council, without the Council's prior approval.

The Council may remove the Chancellor or Deputy Chancellor from office by a no confidence motion if it considers it in the best interests of the University to do so.

The removal from office may be affected only if the no confidence motion is supported by at least a two-thirds majority of the total number of members of the Council.