



# UNSW Council Charter

Authorised by UNSW Council, 23 October 2017

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## 1. Preamble

The governing authority of the University is the Council, established under Part 3, section 8 of the [University of New South Wales Act 1989 \(NSW\)](#) (the **Act**).

As the University's governing body, the Council acts for and on behalf of the University; controls and manages all the University's concerns; and promotes the objects and interests of the University. To assist in the governing of the University the Council has established a committee structure.

## 2. Functions of Council

The functions of Council are set out in section 15 of the [Act](#):

(1A) The Council:

- (a) acts for and on behalf of the University in the exercise of the University's functions, and
- (b) has the control and management of the affairs and concerns of the University, and
- (c) may act in all matters concerning the University in such manner as appears to the Council to be best calculated to promote the object and interests of the University.

(1B) Without limiting the functions of the Council under subsection (1A), the Council is,

in controlling and managing the affairs and concerns of the University:

- (a) to monitor the performance of the Vice-Chancellor, and
- (b) to oversee the University's performance, and
- (c) to oversee the academic activities of the University, and
- (d) to approve the University's mission, strategic direction, annual budget and business plan, and
- (e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and
- (e1) without limiting paragraph (e), to enter into or participate in arrangements or transactions, or combinations of arrangements or transactions, to effect financial adjustments for the management of financial risks, and
- (f) to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 15A), and
- (g) to approve significant University commercial activities (within the meaning of section 20A), and
- (h) to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and
- (i) to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and
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- (h) establish and maintain branches and colleges of the University, within the University and elsewhere,
  - (i) make loans and grants to students, and
  - (j) impose fees, charges and fines.
- (2) The functions of the Council under this section are to be exercised subject to the by-laws.
- (3) Schedule 2 has effect in relation to the investment of funds by the Council.

### 3. Composition

Section 8B of the [Act](#) sets the parameters for the composition of Council and its actual size is determined from time to time by a resolution passed by at least two-thirds of the members of the Council (such resolutions being referred to as “constitution rules”). The current constitution rules took effect from 1 July 2012, with the composition of Council as follows:

<b>TOTAL MEMBERS</b>	<b>15</b>
<b>Official Members</b>	<b>3</b>
Chancellor	1
President and Vice-Chancellor	1
President, Academic Board (elected position)	1
<b>Elected Members</b>	<b>5</b>
Academic Staff	2
Non-Academic Staff	1
Postgraduate Student	1
Undergraduate Student	1
<b>Appointed Members</b>	<b>7</b>
Appointed – by Council	5
Appointed – by Minister	2

The Act requires that of the members of Council:

4.



## 6. Code of Conduct for Council Members

Council has adopted a [Code of Conduct](#) and makes an induction program available to all Council members. The code of conduct provides guidance on conflicts of interest, personal behaviour and confidentiality and is signed by each Council member.

In the event of a breach of confidentiality or any provision of this Code of Conduct, Council may apply such procedures and take such actions as it considers appropriate in the circumstances having regard to the nature and circumstances of the breach, its seriousness and consequences, and the requirements of law and procedural fairness.

## 7. Roles

### 7.1 Chancellor

The Chancellor's role encompasses statutory, regulatory, administrative and ceremonial functions.

The Chancellor:

- a) Is the Chair of the Council, presiding over Council meetings and exercising the functions conferred by the Act and the By-law.
- b) Provides support and counsel to the President and Vice-Chancellor.
- c) Manages the review of the President and Vice-Chancellor's performance.
- d) Represents the Council and/or the University both internally and externally.
- e) Attends official functions and presides over degree conferrals.

### 7.2 Deputy Chancellor

The Council appoints a Deputy Chancellor who will fulfil the Chancellor's role in the absence of the Chancellor. By virtue of the office, the Deputy Chancellor is a member of every committee established by Council.

### 7.3 Pro-Chancellor

Council has resolved (CL98/64) that it may appoint up to three Pro-Chancellors. The Pro-Chancellors have delegated authority to act for the Chancellor in the context of the University's graduation ceremonies, or, when specifically requested by the Chancellor, to assist with ceremonial or courtesy functions in the University.

## 8. Meetings and Procedures

Full details of provisions relating to members and procedure of the Council are found in Schedule 1 of the [Act](#). Below is a summary of the pertinent sections and other related information.

### 8.1 Agendas



## 8.2 Schedule of Meetings

Council meets six (6) times a year as required under the [University of New South Wales Rules](#). Meetings are usually scheduled at 2pm on Mondays and meeting dates are published on the [UNSW Governance Website](#).

## 8.3 Leave of Absence

Members of Council are requested to give prior notice to the Council Secretary of their inability to attend any meetings so that formal leave of absence may be sought.

A member's position on Council will become vacant if that member is absent from three consecutive meetings of Council (of which reasonable notice has been given to the member) and has not, within six (6) weeks after the last of those meetings, been formally excused by Council for the absence.

## 8.4 Presiding Member

The Chancellor presides at all meetings of Council at which he is present. If the Chancellor is not present, the Deputy Chancellor will preside. In the absence of the Chancellor and Deputy Chancellor, a member elected by and from the members present may preside.

## 8.5 Quorum

At any meeting of Council, a majority of the total number of members for the time being of the Council constitutes a quorum. With the current membership of 15 members, quorum is eight (8).

## 8.6 Use of technology

A meeting of Council may be called or held using technology to allow members not otherwise in attendance at the one place to communicate with the other members in attendance. The use of such technology must be consented to by all members of the Council.

## 8.7 Minutes

Council minutes are circulated to Council members with the agenda papers for the next ordinary meeting of Council.

## 8.8 Motions on Notice

At ordinary meetings, unless otherwise decided by Council, no motion initiating any subject for discussion shall be made except in pursuance of a notice of motion given to the University Secretary ten (10) working days before the meeting of Council at which the motion is to be moved.

Members should advise of any matters they wish to be included in the agenda at least ten (10)

## 8.10 Open Meetings

It is a policy of Council that meetings are open only to members of the University, i.e. staff, students, graduates and emeriti. Observers have no speaking rights and are not allowed to bring



## 11. Approval, Review and Publication of Council Charter

### 11.1 Approval

This Charter was approved by Council on 23 October 2017.

### 11.1 Review

The Council will review this Charter every two years to ensure it remains relevant and effective.

### 11.2 Publication