

UNIVERSITY OF NEW ENGLAND

POLICY ON THE ROLE AND FUNCTION OF COUNCIL

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Rationale and Scope

This policy outlines the underlying principles and key features of Council's role in the governance framework of the University of New England

Policy

1. Function of Council

- 1.1 The Council is the governing authority of the University of New England.
Council
- (a) acts for and on behalf of the University in the exercise of the University's functions;
 - (b) has the control and management of the affairs and concerns of the University; and
 - (c) and 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.
- The statutory powers and responsibilities of the Council are defined under Section 16 of the University of New England Act 1993 (as amended) and elsewhere in the Act, By-laws and Rules.
- 1.2 The overriding function of Council is to provide strategic leadership to the University. Council should have regard to the community it represents and ensure that the decisions that it makes reflect the values and expectations of its stakeholders and the community at large.

- 1.3 Council should ensure that it is adequately provided with up-to-date, appropriate information on which to base decisions. It should ensure that its policies are current, relevant, and comprehensive and that they meet requirements imposed by Governments and the external environment as well as responding to the needs of the University community.

2. Governing Manner

- 2.1 Council shall deliberate and make decisions in a prudent and ethical manner, consistent with its Code of Ethics, and with the duty of its Members to declare interests.
- 2.2 Council Members will declare interests appropriately at meetings of the Council and its Committees, and will also register relevant interests in a Register of Interests maintained by the Legal Office.
- 2.3 Council shall keep its major involvement with the strategic direction of the organisation rather than with administrative detail.
- 2.4 Council shall direct the organisation through the careful deliberation and establishment of policies.
- 2.5 Council shall be accountable to its stakeholders.
- 2.6 Council shall review its role and performance on an annual basis.
- 2.7 Council shall ensure that its members have the necessary sets of skills required to fulfil their duties on Council, by providing new members receive an appropriate induction to their position on the University Council and that a professional development program is available to all members.

3. Statement of Primary Responsibilities

- 3.1 Council should undertake the following specific functions as its primary responsibilities, without limiting its broader functions or its capacity to fulfil other responsibilities:
 - a. Monitor the performance of the Vice-Chancellor;
 - b. Oversee and monitor the University's performance;
 - c. Oversee and monitor the academic activities of the University;
 - d. Approve the University's mission, strategic direction, annual budget and business plan;
 - e. Oversee and monitor risk management and risk assessment across the University;
 - f. Approve and monitor systems of control and accountability for the University;
 - g. Approve significant University commercial activities;
 - h. Establish policies and procedural principles for the University consistent with legal requirements and community expectations;
 - i. 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;
 - j. Regularly review its own performance;

- k. Adopt a statement of its primary responsibilities; and
 - l. Make available for members of the Council a program of induction and of development relevant to their role as such a Member.
- 3.2 While retaining its governance responsibilities, Council may have an appropriate system of delegations to ensure the effective discharge of these responsibilities.

4. Functions of the Vice-Chancellor in relation to Council

- 4.1 Functions of the Vice-Chancellor are identified in the *Functions of the Vice-Chancellor Rule*.
- 4.2 With respect to the Vice-Chancellor's relationship to Council, it is the function of the Vice-Chancellor of the University to implement the Council's policies, to present strategies, and to be accountable to the Council for that implementation.
- 4.3 An effective relationship between the Council and the Vice-Chancellor recognises that the responsibilities of the Council and of Vice-Chancellor are separate.
- 4.4 Council should confront and resolve issues of governance, whilst respectfully staying out of management. The Vice-Chancellor must confront and resolve issues of management whilst respectfully staying out of governance.
- 4.5 The Vice-Chancellor will be responsible and accountable to Council for leadership, and the effective overall management and operation of the University, including ensuring the alignment of University planning and budgets.
- 4.6 The Vice-Chancellor will ensure that Council is advised of any significant issues or concerns in relation to risk for the University.
- 4.7 Council will determine the key performance indicators for evaluating the performance of the Vice-Chancellor as chief executive officer of the University and will be responsible for review of that performance. Council may delegate this function to the Chancellor.
- 4.8 Implementation of Council's policies, and subsidiary and operational policy development is left to the Vice-Chancellor. The Vice-Chancellor is authorised to establish all further policies, make all decisions, take all actions and develop all activities which are true to the Council's policies.
- 4.9 All Council authority delegated to staff is delegated through the Vice-Chancellor, so that all authority and accountability of staff can be phrased as the authority and accountability of the Vice-Chancellor.
- 4.10 Only the Council, by majority vote, has authority over the Vice-Chancellor.
- 4.11 The Vice-Chancellor may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics or the "prudent person" test, in violation of funding source requirements or other regulatory bodies or contrary to explicit constraints imposed by Council.
- 4.12 With respect to providing information and advice to Council, the Vice-Chancellor may not cause or allow the Council to be misinformed.

5. Council Meetings

- 5.1 Meetings are open to any person approved by the Chancellor, except when Council is in Confidential session. Confidential sessions will be used when the subject matter is related to legal, human resources or commercial-in-confidence transactions, or to matters which may be injurious to the University's reputation or interests if conducted in Open session.
- 5.2 Any member may request that an item be considered in a Confidential session, and the Chancellor may approve such a request.
- 5.3 The Council has the sole authority over its own agenda. The Chancellor will exercise this control on behalf of Council, although any Council member (with agreement of the majority) can add or delete business from the agenda. Material related to the Agenda will be given to Council members with adequate lead time for preparation.
- 5.4 Council members are obligated to prepare for meetings and to participate productively in discussion.
- 5.5 The business of Council shall be conducted in accordance with the rules outlined in the *Standing Orders for Council*.

6. Committee Principles

- 6.1 The Council may, from time to time, establish Committees to assist in performing its functions.
- 6.2 Each Committee of Council will have a composition and Terms of Reference determined by Council.
- 6.3 The composition of Council Committees may include Council members, persons external to the University, members of the University staff, and students of the University.
- 6.4 Council Committees will in general not exercise executive functions.
- 6.5 Committees will have the primary function of advising Council on matters within their Terms of Reference.
- 6.6 Council Committees cannot exercise authority over staff, and in keeping with the Council's functions, Committees will ordinarily have no direct dealings with current staff operations. The Council will not impede its direct delegations to the Vice-Chancellor by requiring approval of a Committee before an executive action.

7. Chief Governance and Planning Officer and University Legal Counsel

- 7.1 In addition to other responsibilities, the Chief Governance and Planning Officer and University Legal Counsel will be responsible for coordination of the business of Council and its Committees and for providing or obtaining for Council advice on matters pertaining to the governance of the University. In

particular, the Chief Governance and Planning Officer and University Legal Counsel will be accountable through the Chancellor to the Council for:

- Providing advice and interpretation, as appropriate, on matters pertaining to the governance of the University, including legal issues;
- Management of the services provided to the Council;
- Provision of advice on any other matter as the Chancellor or Council may direct, including preparation of reports, submissions, discussion papers and other documents;
- Providing advice and interpretation of the rules, regulations and policies of the University.

8. Relationship of Controlled Entities to Council

- 8.1 The Council has certain obligations under the *University of New England Act 1993* in respect of its controlled entities (see Section 16A of the *University of New England Act*).
- 8.2 These obligations are outlined in the Controlled Entity Rules and Controlled Entity Guidelines of the University.