

Council Charter

Section 1 - Context

- (1) Southern Cross University and the Southern Cross University Council are established by the [Southern Cross University Act 1993 \(NSW\)](#) (SCU Act).
- (2) The University is registered as a self-accrediting Australian university under the [Tertiary Education Quality and Standards Agency Act 2011](#) (Cth).
- (3) The Council has adopted the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#).
- (4) This Charter utilises the principles set out in the following documents:
 - a. Australian Institute of Company Directors - Director Tools: Board Charters (which references the Kiel, Nicholson, Tunny and Beck model)
 - b. ISO 37000 Governance of organizations - Guidance

Section 2 - Purpose

- (5) This Charter summarises the role, responsibilities, structures and processes of the Council and its members. It is part of the University's governance framework.

Section 3 - Governance roles

Composition of Council

- (6) The Southern Cross University Council is established pursuant to Part 3, Division 1 of the SCU Act. It must consist of between 11 and 22 members and includes the following categories of members:
 - a. Official members
 - b. Elected members
 - c. Council appointed members
 - d. Ministerially appointed members.
- (7) The majority of members must be external to the University.
- (8) The composition of Council is set out in the [Southern Cross University By-law 2005 \(NSW\)](#) (the SCU By-law) and the Council Membership Rule.

Role of Council

- (9) The Council is the governing body of Southern Cross University. It is responsible for:
 - a. strategic oversight

- b. ensuring effective overall management
- c. ensuring responsible financial and risk management
- d. alignment of the University's purpose and values.

(10) Council will lead ethically and effectively.

(11) Council:

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

Role of individual Council members

(12) Council member duties are set out in Schedule 2A of the SCU Act. They are:

(13) Duty to exercise care and diligence – Council members must always act in good faith in the best interests of the University as a whole and for a public purpose.

- a. Duty not to improperly use position – Council members must act honestly and exercise a reasonable degree of care and diligence.
- b. Duty not to improperly use information – Council members must not make improper use of information obtained in their role as Council member. This includes not using the information to:
 - i. directly or indirectly gain an advantage for themselves or another person; or
 - ii. to cause a detriment to the University.
- c. Disclosure of material interests – Council members must disclose all material personal interests in accordance with the [Declaration of Material Personal Interests Procedures](#).

(14) Council members are responsible for:

- a. attending and contributing to all meetings.
- b. participate in ongoing education about the higher education sector and University governance.
- c. complying with the law and University rules, policies and procedures.
- d. understanding their obligations as members and asking questions when they are unsure.
- e. dedicating time needed to fulfil their duties.
- f. Reading and understanding information and financial statements distributed to the Council.
- g. challenging assumptions or recommendations where necessary.
- h. maintaining the confidentiality of the deliberations of the Council and University.
- i. supporting Council decisions.
- j. representing the University and the Council in various forums.
- k. participating openly in the Council's self-evaluation process.

(15) All members, whether appointed or elected, are required by law to act at all times in the interests of the University as a whole.

Role of the Chancellor

(16) The Chancellor is appointed by the Council and is not to be a staff member or student of the University.

(17) The Chancellor's principal responsibilities are to provide appropriate leadership to the Council and to ensure the Council fulfils its obligations under this Charter. The Chancellor also has specific responsibilities to:

- a. Chair Council meetings, and other governance-level meetings and to facilitate discussion within each meeting.
- b. Represent the views of the Council to the University community, government, regulatory bodies, industry and the public.
- c. Maintain a regular dialogue with the Vice-Chancellor and University Executive, serving as a primary link between the Council and Executive, and providing continuity between Council meetings.
- d. Work with the Vice-Chancellor in relation to the Council's requirements for information to contribute effectively to the Council decision-making process and to monitor the effective implementation of Council decisions.
- e. Preside over ceremonial occasions of the University.

Role of the Deputy Chancellor

(18) The Deputy Chancellor is elected by Council from among its members and performs the duties of the Chancellor when the Chancellor is not available.

(19) The Deputy Chancellor:

- a. supports the Chancellor in the leadership of the Council,
- b. chairs Council meetings in the absence of the Chancellor,
- c. presides for the Chancellor as required, including at ceremonial functions.

Role of Pro Chancellor

(20) A Pro Chancellor may be appointed by the Chancellor from the external members of Council to perform ceremonial duties at the request of the Chancellor. A Pro Chancellor holds no formal authority on behalf of the University.

Role of the Chair, Academic Board

(21) The Chair, Academic Board is elected by the Academic Board from the Professors and Associate Professors.

(22) The Chair, Academic Board is responsible for:

- a. leadership of the Academic Board in performing its academic governance role.
- b. promoting a positive culture for the Academic Board and between the Board and management.
- c. facilitating the effective and efficient functioning of the Academic Board.
- d. ensuring that Academic Board has appropriate oversight of academic governance matters by approving agendas and annual Schedules of Business.
- e. providing advice and reporting to Council on academic governance matters including the quality of teaching, learning, research and research training.

Vice-Chancellor and President

(23) The Vice-Chancellor is appointed by Council and is the chief executive officer of the University. The Vice-Chancellor is accountable to Council for the leadership, management and development of the University and the realisation of its strategic objectives.

(24) The Vice-Chancellor is an ex-officio member of Council and its committees other than the Audit and Risk Management Committee. As such, they have the duties and responsibilities of a Council member.

(25) The Vice-Chancellor is responsible for:

- a. the management and operation of the University, subject to the matters over which authority has been retained by Council.
- b. directing institutional planning and development.
- c. implementing University policy.
- d. monitoring and evaluating the performance of the University and its constituent parts in relation to its academic, financial and organisational goals and policies.
- e. reporting to Council and its committees regarding the management, operation and performance of the University.
- f. representing the University in dealings with regulatory bodies and with key government ministers as appropriate.
- g. In consultation with the Chancellor, appoint members of the University Executive.

Role of the Council Secretary

(26) The Council Secretary is accountable to Council, through the Chancellor, for the effective governance of Council operations.

(27) The Council Secretary is responsible for:

- a. managing Council processes, including developing Council and Committee agendas in consultation with the Vice-Chancellor.
- b. providing timely and effective Council agendas and papers.
- c. coordinating scheduling, organising and attending meetings of Council.
- d. appropriately recording the business at Council meeting in the meeting minutes.
- e. maintaining a schedule of business for all Council and committee meetings.
- f. documenting actions arising from meetings and facilitating appropriate follow up.
- g. retaining an electronic copy of all papers and presentations delivered at meetings of Council and its committees.
- h. providing advice to Council on governance matters.
- i. inducting Council members upon their appointment to Council.
- j. working with the Chancellor and Vice-Chancellor to establish and deliver best practice governance.

(28) The Vice-Chancellor, in consultation with the Chancellor, is responsible for the appointment, termination, monitoring and ongoing evaluation of the Council Secretary.

Key Council functions

(29) Council's functions are specified in section 16 of the SCU Act and the [Governance Framework](#).

Improving Council processes

Council meetings

(30) Council meetings will be called and conducted in accordance with the [Standing Orders – Southern Cross University Council](#).

Council meeting agenda

(31) The Council Secretary, in conjunction with the Vice-Chancellor, will prepare an agenda for each meeting, which

will be circulated to the Council members with any associated papers via the electronic Council portal.

(32) Best endeavours will be made to provide the meeting agenda and papers to the Council members seven days prior to the scheduled meeting

Council papers

(33) The Council Secretary will retain electronic copies of all Council papers and supporting documentation in accordance with the State Records Act 1998 (NSW) and the University's [Records Management Policy](#) and [Records Management Procedure](#).

(34) All physical and electronic Council paper annotations and meeting notes made by Council members must be destroyed at the end of each calendar year.

Council calendar and schedule of business

(35) The Council Secretary, in consultation with the Chancellor and Vice-Chancellor, will prepare:

- a. a calendar of all scheduled Council and committee meetings for the coming year.
- b. an annual schedule of business listing all major items of business to be considered by Council in the coming year.

(36) The calendar and annual schedule of business will be circulated to all Council members.

Council committees

(37) Council has established the following committees to assist in fulfilling its corporate governance responsibilities:

- a. Audit and Risk Management Committee
- b. Finance and Investment Committee
- c. People and Culture Committee
- d. Chancellor's Committee.

(38) Each committee has a Terms of Reference approved by Council and reviewed annually. Membership of each committee, including the Chair for each committee, is determined by the Chancellor and noted by Council.

(39) Each committee will report regularly to Council through provision of a report by the Chair and a link to the Committee's agenda, papers and draft minutes.

(40) Pursuant to the SCU Act, the University is required to have an Academic Board. Academic Board is the principal advisory committee to Council on academic and research matters. Membership of the Academic Board is set out in its Terms of Reference which is approved by Council and reviewed annually.

Council effectiveness

Member protection

(41) Pursuant to the SCU Act, no matter or thing done or omitted to be done by a Council member will subject the Council member to any action, liability, claim or demand, if the matter or thing was done or omitted to be done in good faith for the purpose of executing the SCU Act or any other Act.

(42) The University maintains Directors and Officers Insurance which covers claims against Council members.

(43) Council members will be provided with such legal and financial advice as may be necessary to enable them to

discharge their fiduciary duties.

Council evaluation

(44) Council will assess its performance, the performance of its members and the performance of its committees on a regular basis as follows:

- a. meeting review provided by a Council member at the end of each meeting
- b. annual self-evaluation consisting of:
 - i. survey of Council members
 - ii. review against the [Voluntary Code of Conduct of Best Practice for the Governance of Australian Public Universities](#).
 - iii. acquittal of Council annual schedule of business.
- c. independent review against Standards 6.1 and 6.2 of the [Higher Education Standards Framework \(Threshold Standards\) 2021 \(Cth\)](#) at least every seven years.

(45) Council committees undertaken an annual review as follows:

- a. survey of Committee members
- b. acquittal against the Committee annual schedule of business
- c. review of the committee's Terms of Reference.

Council member remuneration

(46) Council may provide for a member or members of Council to be remunerated. No such determination has been made at this time.

(47) Council members will have their reasonable travel and accommodation expenses reimbursed.

Council member selection

(48) Council members are elected or appointed as set out in the SCU Act, the SCU By-law, the Council Membership Rule and the [Council Succession Planning Guidelines](#).

(49) Pursuant to section 9C of the SCU Act:

- a. at least two Council members must have financial experience, as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector.
- b. at least one Council member must have commercial expertise, as demonstrated by relevant experience at a senior level in the public or private sector.
- c. all appointed Council members must have expertise and experience relevant to the functions exercisable by Council and an appreciation of the object, values, functions and activities of the University.

(50) The People and Culture Committee maintains a skills matrix and Council members evaluate their skills and attributes against the approved skills matrix on commencement and at least annually.

Council member induction

(51) All newly appointed Council members will be provided with an induction. The induction will be facilitated by the Council Secretary. Council members will be provided materials to assist in the transition to their roles as a Council member. Council members who are appointed to serve on a Council committee will receive additional induction tailored to the committee's business.

Council member development

(52) All Council members are provided with opportunities to undertake professional development activities to assist them in fulfilling their duties and responsibilities and keeping up to date with relevant issues.

(53) Council members may seek financial assistance for relevant training programs, courses or events that may assist them in carrying out their roles and responsibilities that directly relate to their role as a Council member. Any relevant training program or course must be endorsed by the Chancellor.

Review

(54) This Charter will be reviewed annually in alignment with best practice governance standards and other relevant legislation and obligations.

Status and Details

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Effective Date	5th May 2025
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Responsible Executive	Tyrone Carlin Vice-Chancellor +61 2 66269189
Head of Work Unit	Mark Dixon Director, Governance Services
Enquiries Contact	Mark Dixon Director, Governance Services <hr/> Governance Services