



COUNCIL CHARTER

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PART 1: CHARTER

1. Introduction

- 1.1. Flinders University (“Flinders”, “University” or “Flinders University”) was established by the *Flinders University Act 1966* (SA) (the “Act”) (Appendix 1).
- 1.2. Flinders University is registered as a self-accrediting Higher Education Provider under the *Tertiary Education Quality and Standards Agency (TEQSA) Act 2011* (Commonwealth), which establishes TEQSA as the national quality assurance regulator for Australian higher education.

2. Authority

- 2.1. Council is the formally constituted governing body of Flinders University, comprising of appointed, elected, internal and external independent members, and is responsible for the strategic direction, general oversight, and performance of the University and the attainment of its objectives.
- 2.2. Council’s powers, authorities, duties, and responsibilities as the University’s governing body are derived from the Act and the applicable law.
- 2.3. Except as prescribed by the Act and detailed in the table below, the provisions in this Charter are agreed by the Council and may be altered by the Council.

Flinders University Act	Council Charter provision
Section 3(1)	Section 1.1
Section 5(1)	Section 2.2
Section 5(1)	Section 4.1
Section 5(2)	Section 4.2
Section 20	Section 4.3
Section 20	Section 4.4
Section 19A(1)	Section 5.1
Section 19A(2)	Section 5.4
Section 20(1)(m)	Section 6.1
Section 5(3)	Section 7
Sections 16(1), 16(3), 16(3a), 16(3b)	Section 8.1
Section 16(2)	Section 9.1
Section 16(6)	Section 9.2
Sections 18A, 18B, 18C, 5	Section 10
Section 7	Section 11.2
Section 18(3)	Section 15.1
Section 18(1)	Section 15.2
Section 18(2)	Section 15.3
Section 6(6)(d)	Section 20.1
Section 6(6a)	Section 20.3

3. Review and Publication of Charter

- 3.1 This Charter sets out how Council intends to give effect to its responsibilities under the Act and accordingly supplements, paraphrases, elaborates or interprets sections of the Act. However, where there are inconsistencies between the Act and the Charter, the Act will prevail.

- 3.2 This Charter applies to all Council and Committee members. It may only be amended by a resolution of Council.
- 3.3 Council will review the Charter in conjunction with the external reviews of Council required under section 4.7 of this Charter.
- 3.4 This Charter will be published on Flinders University Council webpage.

4. Functions, Powers and Responsibilities of Council

- 4.1. Council has the powers, authorities, duties, and functions conferred and imposed on it by or under the Act (including any Statutes, Rules or By-Laws passed under the Act).
- 4.2. Council is the governing body of the University and has the following as its primary responsibilities:
 - a) appointing the Vice-Chancellor as the chief executive officer of the University, and monitoring their performance;
 - b) approving the mission and strategic direction of the University, as well as the annual budget and business plan;
 - c) overseeing and reviewing the management of the University and its performance;
 - d) establishing policy and procedural principles, consistent with legal requirements and community expectations;
 - e) approving and monitoring systems of control and accountability, including general overview of any entities controlled by the University;
 - f) overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings;
 - g) overseeing and monitoring the academic activities of the University; and
 - h) approving significant commercial activities of the University.
- 4.3. Council is empowered to make, alter, and repeal statutes and regulations in respect of a broad range of purposes relating to the organisation, management, and governance of the University (Appendix 2).
- 4.4. Council is also empowered to make by-laws (Appendix 3) for a wide range of purposes, including:
 - a) prohibiting trespass on, and preventing damage to, University grounds;
 - b) regulating vehicles, traffic, and parking;
 - c) removal of persons for inappropriate conduct;
 - d) consumption of alcohol on campus; and
 - e) prescribing fines and expiation fees for contravention of the by-laws/alleged offences against the by-laws.
- 4.5. Council will, to the extent appropriate, comply with the Voluntary Code of Best Practice for Governance of Australian Universities, as adopted by Universities Australia and the University Chancellors' Council (Appendix 4).
- 4.6. Council is the formally constituted governing body referred to in Section 6.1 and 6.2 of the Higher Education Standards Framework responsible for exercising competent governance oversight of and accountability for all of the University's operations in or from Australia, including accountability for the award of higher education qualifications, for continuing to meet the requirements of the Higher Education Standards Framework and for the University's representation of itself (Appendix 5).

- 4.7. Council will ensure that an independent review into the effectiveness of Council and the University's governance structures occurs every second year, unless Council determines to defer it, and that, if deferred, such an independent review be undertaken no later than four years following the previous review.

5. Delegation

- 5.1. Section 19A(1) of the Act empowers Council to delegate any of its powers or functions to members of Council, employees, the holder of a particular office or position in the University or Committees of Council or the University.
- 5.2. A delegation under this section:
- must be by instrument in writing;
 - may be absolute or conditional;
 - does not derogate from the power of the Council to act in any matter; and
 - is revocable at will by the Council.
- 5.3. A power or function delegated under this section to the Vice-Chancellor, or to a Committee of the Council or the University, may, if the instrument of delegation so provides, be further delegated.
- 5.4. For the purposes of section 19A(2)(a) of the Act, the University interprets that an instrument in writing includes:
- approved minutes or extract of minutes of Council or a Committee signed by the Chancellor, Vice-Chancellor, Chair of the Committee or University Secretary or where further delegated, the sub-delegate(s);
 - a policy or procedure approved in accordance with the Policy Framework;
 - terms of reference, charters (including this Charter) or similar instruments of Council or a Committee; and
 - any instrument in writing (including a memo or email) from the Chancellor, Vice-Chancellor, Chair of the Committee or University Secretary or where further delegated, the sub-delegate(s).

6. Council Committees

- 6.1. Council may establish Committees and delegate powers, functions, and duties to those Committees. Committees may be established as Standing Committees or as Select Committees.
- Standing Committees will exist until and unless Council disestablishes them.
 - Select Committees will be established for an explicit time period, and/or purpose, which will be specified in the Terms of Reference of the Select Committee.
- 6.2. Council has established the following Standing Committees:
- Executive Committee;
 - Academic Senate;
 - Audit and Risk Committee;
 - Finance and Investment Committee; and
 - Remuneration Committee.
- 6.3. Committees will operate within their terms of reference as established and amended by Council from time to time. Unless Council expressly delegates power to a Committee by

the terms of reference, a policy or otherwise, Committees will not have decision-making power but will make recommendations to Council for decision.

- 6.4. Each Committee will review its own terms of reference and performance and report to Council annually.
- 6.5. Except as otherwise provided in the terms of reference or the Act, Council will appoint the members and Chair of each Committee.
- 6.6. In addition to meetings in the annual schedule, Committee meetings may be convened by the Committee Chair or at the request of Council.
- 6.7. If the Committee Chair is absent from a meeting, the other Committee members present at the meeting may choose one of their number to chair the meeting.
- 6.8. A Committee Chair may invite members of Management and/or external advisors as may be necessary or desirable to meetings. Council members may attend any meeting of a Committee, subject to the Committee Chair's permission and discretion to request non-committee members to withdraw for all or any part of a meeting.
- 6.9. Where the context permits, the provisions of Part 2: Council Meetings of this Charter will also apply to Committees and the conduct of their business and meetings, subject to any consequential changes (for example, where the context permits references to the Chancellor will be taken to be a reference to the Chair of the Committee and references to Council members will be taken to be a reference to Committee members).
- 6.10. Where there are inconsistencies between this Charter and a Committee's Terms of Reference, the latter will prevail.

7. Composition of Council

- 7.1. The composition of Council and other matters pertaining to the appointment or election of members of Council are as set out in the Act.
- 7.2. For the purposes of section 5(3)(h) of the Act, Council has determined that the election of staff and student members of Council will be in accordance with the [Election Procedures](#) authorised by Council. This does not derogate from Council's power to determine to appoint students to Council pursuant to section 5(3)(h) of the Act.
- 7.3. Reasonable due diligence (completion of the TEQSA Fit and Proper Person Requirements declaration and a police criminal history check at minimum) should be undertaken before a person may be considered eligible for appointment or election to Council and its Standing Committees.
- 7.4. In addition to any other grounds under section 6(6) of the Act, Council may, by an ordinary resolution under section 18(1) of the Act, remove an appointed or elected member from Council or any of its Committees if they are found by the Tertiary Education Quality and Standards Agency (TEQSA) to not be a fit and proper person for the purposes of section 25A or any other applicable provision of the *Tertiary Education Quality and Standards Agency Act 2011*. Legal advice can be obtained prior to the removal of a Council member for this reason.

8. Chancellor

- 8.1. The Chancellor is appointed by Council for a term of four years on terms and conditions fixed by Council and is eligible for re-appointment.
- 8.2. The Chancellor's role is set out in an approved position description, which specifies that the Chancellor's responsibilities include the following:

- a) Chair the Council, the Executive Committee, the Selection Committee and the Remuneration Committee, and ensure their effective operation.
- b) Ensure Council and its committees operate in accordance with the principles of contemporary governance, the Flinders University Act 1966 (SA), the Higher Education Standards Framework, and other requirements relevant to the higher education sector.
- c) Ensure that Council has appropriate oversight of important matters including:
 - i) the University's strategy and performance
 - ii) budget
 - iii) financial statements
 - iv) major capital infrastructure
 - v) the risk management framework and work health and safety
 - vi) regular evaluation of the performance of Council and its committees
- d) Create a culture within Council consistent with the aims, values, and ethos of the University, and enhance the awareness of Council and its activities within the University community.
- e) Foster an effective and supportive relationship between the Council, the Vice-Chancellor, and the senior executive team, and conduct performance reviews of the Vice-Chancellor.
- f) Assist the University to develop local, national, and international relationships, and take an active role in its philanthropic endeavours and alumni relations.
- g) Preside over various ceremonial events including graduations, regularly attend University functions and events, and represent the University in the wider community.

9. Deputy Chancellors

- 9.1. The Council may from time to time appoint from among its members not more than two Pro-Chancellors or Deputy Chancellors who shall hold office for such term as determined by Council, and shall be eligible for reappointment.
- 9.2. At the request of the Chancellor, or in their absence, and to the extent permitted by law, it shall be lawful for a Deputy Chancellor to do any act, matter, or thing, which the Chancellor is ordinarily empowered to do.
- 9.3. Under section 18(4) of the Act, a Council member elected by other members present will preside over Council meetings in the absence of the Chancellor. In the ordinary course, the Council would expect a Deputy Chancellor to be elected.

10. Duties of Council and Committee Members

- 10.1. Council and Committee members must at all times in the performance of their functions—
 - a) act in the best interest of the University as a whole, and not as a representative of any particular cohort or group of stakeholders;
 - b) exercise independent judgement and action and never vote at the direction or under the influence of another person or group of persons;
 - c) exercise a reasonable degree of care and diligence;

- d) act in good faith, honestly and for a proper purpose in the performance of the functions of their office;
- e) not improperly use their position to gain an advantage for themselves or another person;
- f) not improperly use information acquired in the course of their position to gain advantage for themselves or another person, or cause detriment to the University;
- g) maintain the highest ethical and professional standards in their dealings as a member of Council; and
- h) take an active interest in issues affecting the University and higher education generally.

10.2. Any Council or Committee member who has a direct or indirect personal or pecuniary interest in a matter decided or under consideration by the Council—

- a) must, as soon as is reasonably practicable, disclose in writing to the Council full and accurate details of the interest; and
- b) must not take part in any discussion by the Council relating to that matter; and
- c) must not vote in relation to that matter; and
- d) must be absent from the meeting room when any such discussion or voting is taking place.

11. Rights of Council Members

11.1. As part of their role, Council members are entitled to:

- a) prompt and direct access to information about the University's business and to members of the Vice-Chancellor's senior executive team to directly answer questions, where necessary in order to fulfil their role and responsibilities, such access to be arranged in accordance with the Protocols for engagement between Council members and management (Appendix 7);
- b) the right to place items of business before Council in accordance with Council's established procedures;
- c) indemnity against actions and claims in respect of acts or omissions undertaken in good faith in the exercise of their role as a Council or committee member (section 29 of the Act);
- d) Directors and Officers insurance, which provides protection against claims made by third parties against Council members and a Deed of Indemnity, Access and Insurance signed by the University to mitigate risk of personal liability incurred in the course of carrying out duties and functions;
- e) the right to seek independent professional advice such as legal, accounting, or financial at the University's expense on any matter connected with the discharge of their responsibilities;
 - i) To access such advice the Council member must seek the written approval of the Chancellor and provide details of:
 - 1) the nature of and reasons for the independent professional advice sought;
 - 2) the likely cost of obtaining the independent professional advice; and
 - 3) details of the independent advisor the Council member proposes to instruct.

- f) an induction and briefing session from University officers followed by ongoing appropriate professional development;
 - g) reimbursement of reasonable and legitimate expenses incurred in the role of Council member; and
 - h) reasonable notice of meetings, and required functions, including provision of agenda and papers in a timely fashion.
- 11.2. Council members and Committee members will be remunerated for their contribution in line with the remuneration determined by Council from time to time and the Guidelines published at Appendix 6.

PART 2: COUNCIL PROCEDURES

12. Meetings

- 12.1 The Act does not contain provisions regarding the frequency, conduct or convening of meetings, however Council has set out its expectations in this section.
- 12.2 There shall be at least five (5) regular meetings of Council per annum, on a schedule set by Council annually.
- 12.3 Special meetings of Council can be convened by
- a) a resolution of Council at a previous meeting; or
 - b) by the University Secretary at the request of the Chancellor or Vice Chancellor; or
 - c) by written request of four (4) or more Council members to the University Secretary.
- 12.4 Seven (7) days written notice must be provided for any Special Meeting convened under 13.3(b) or (c) unless otherwise agreed to by a majority of Council members.
- 12.5 Special Meetings of Council may only consider the business for which it was called unless a majority of Council members at the Special Meeting decides otherwise.
- 12.6 A meeting may be called, held, or attended using technology including email and tele- or videoconference.
- 12.7 The making of any electronic or other recording of meetings or any part thereof is not permitted except with the permission of the Chancellor.
- 12.8 Under section 18(4) of the Act, the Chancellor will preside over meetings of the Council and in the absence of the Chancellor, another Council member elected by other members present will preside over the meeting. As the context permits, a reference to the Chancellor or Chair in this Charter will be taken to be a reference to the person presiding over a Council meeting.

13. Agenda and Papers

- 13.1 The Agenda shall be set by the Chancellor, Vice-Chancellor, and University Secretary in consultation prior to each meeting.
- 13.2 Consideration will be given to items requested by Council Members with regard to the complexity, priority, and legal obligations of Council against the allotted time and duty to ensure sufficient time is provided for discussion.
- 13.3 Papers tendered to Council must be sponsored by a member of the Senior Executive Team of the University, or other senior staff member as authorised by the Vice-Chancellor.

- 13.4 The Agenda and Papers will be provided to Council Members
- a) 7 days prior to a regular meeting; and
 - b) Not less than 2 days prior to a Special Meeting.
 - c) Late papers for a regular meeting must be circulated not less than 2 days prior.
- 13.5 Failure to meet the timelines in section 15.4 above will not invalidate or otherwise affect any resolutions, decisions or deliberations of Council.

14. Quorum and Decision Making

- 14.1 A quorum of the Council is constituted by one half of the total number of members of the Council (ignoring any fraction resulting from the division) plus 1, and no business may be transacted at a meeting of the Council unless a quorum is present.
- 14.2 Decisions of Council are determined by majority vote of members, including *ex officio* members, present and voting on the matter.
- 14.3 Pursuant to section 18(2) of the Act, the Chancellor or other person presiding over the Council meeting, will have a casting vote in the case of an equality of votes.
- 14.4 Council members are expected to bring to meetings their objective independent judgment and engage in constructive debate, including any dissenting views. However, Council is a 'collective decision making body' and once a decision is made on a matter, all Council members are expected to accept and support the decision and subject to the Academic Freedom and Freedom of Speech Policy, refrain from speaking out publicly against the decision.
- 14.5 Urgent matters that the Chancellor considers cannot be held over to the next regular meeting of Council may be considered and dealt with by the Executive Committee, as determined by the Chancellor. In the event that any member indicates they are not in favour of the resolution, the matter will be referred to the Chancellor, who will discuss the matter with the member(s) concerned and decide whether the majority decision prevails, or whether the matter must be held over to the next meeting of Council or the Executive Committee
- 14.6 Decisions made by the Executive Committee must be reported to Council at the next meeting.
- 14.7 Prior to or after Council meetings the Chancellor may elect to hold a half-hour in camera session of externally appointed members of Council.
- a) No decisions may be made in these sessions;
 - b) No minutes will be taken.

15. Attendance

- 15.1 Council members are expected to attend every Council meeting unless a leave of absence has been granted, or an apology received for an unforeseen inability to attend.
- a) If a Council member expects to be unavailable for two or more regular Council meetings, they should tender a written leave of absence request to the Council Secretary for consideration of the Council at the next regular meeting.
- 15.2 Apologies should be tendered to the Council Secretary as soon as possible prior to a meeting. Apologies will be documented in the minutes.

16. Guests

- 16.1 The Chancellor may invite members of Management and/or external advisors as may be necessary or desirable to meetings.

- 16.2 Staff and students of the University may attend non-confidential sections of any Council meeting.
- 16.3 However, guests may not speak or participate in the meeting unless invited to do so by the Chancellor and must leave if requested to do so by the Chancellor.

17. Confidentiality

- 17.1 All items and papers for Council meetings must be marked to indicate confidentiality or otherwise.
- 17.2 Confidential items of a meeting may only be attended by Council members, the Senior Executive and other staff members presenting their confidential items, the University Secretary, the Council Secretary and any other person permitted by the Chancellor.
- 17.3 Confidential papers may only be circulated to Council members, members of the Senior Executive and those members of the University staff who provide administrative and secretarial services to the Council.
- 17.4 If there is evidence that a breach of confidentiality has occurred, but the source is not able to be identified, the Chair will bring the matter to the attention of Council at its next meeting and will remind members that it is their responsibility to act in accordance with confidentiality provisions.
- 17.5 If a particular member is alleged to have breached confidentiality, that person may be the subject of censure on the grounds of misconduct, in accordance with procedures that parallel Council's procedures for handling serious misconduct in clause 20 of this Charter. The outcome of Council's debate on an alleged breach of confidentiality will be recorded in the minutes.

18. Minutes

- 18.1 Minutes of the proceedings of every meeting of Council will be recorded will be kept as a permanent record of the decisions of the Council.
- 18.2 The minutes of Council and Committee meetings are confidential to Council, the Senior Executive Team (redacted at the discretion of the University Secretary), and members of the University staff who provide administrative and secretarial services to the Council, and may only be disclosed to persons who are not members of Council at the discretion of the Chancellor, Vice-Chancellor, or University Secretary.
- 18.3 Discussion about the minutes will be restricted to questions about their accuracy as a record of the business of the Council. Members who wish to question the accuracy of the minutes should contact the Council Secretary prior to the next regular meeting in order to propose an amendment to the minutes prior to their confirmation.
- 18.4 The minutes of Council will record:
- a) the nature of the meeting, whether regular, special, or adjourned;
 - b) the date, time, and place of the meeting;
 - c) the name of the person presiding at the meeting, the names of members of Council who are present, the names of officers of the University in attendance, the names of any persons present by invitation and the names of members who have tendered an apology;
 - d) a summary of the business conducted at the meeting; a concise statement of major points of discussion about a draft resolution, followed by the resolution;
 - e) any other matters at the direction of the Chancellor.

19. Serious Misconduct

- 19.1 Pursuant to Section 6(6)(d) of the Act, an appointed or elected member of Council may be removed from office by Council on the grounds of serious misconduct.
- 19.2 An allegation of serious misconduct should be referred to the Chancellor, or, if the allegation concerns the Chancellor, a Deputy Chancellor, either directly, via the Vice-Chancellor, or via the University Secretary, and should be accompanied by such evidence as caused the allegation to be made.
- 19.3 The Act does not set out any procedures for the removal of a Council member under section 6(6)(d), however in accordance with Section 6(6a) dismissal for serious misconduct requires a resolution by two-thirds majority of the members of the Council. This would require a quorum of two-thirds of the members of Council to be present at the meeting.
- 19.4 The motion for removal of the Council member and any outcomes of it shall be recorded as part of the confidential minutes.

20. Matters not otherwise addressed

- 20.1 Where a matter has not been addressed by the Charter, the Chancellor shall take advice from the University Secretary, and determine the course of action to be taken.
- 20.2 The matter shall be noted for inclusion in the formal review of the Charter.

PART 3: APPENDICES

1. Flinders University Act 1966

Appendix 1

2. Statutes (Made under the Flinders University Act)

Appendix 2

3. By laws (Made under the Flinders University Act)

Appendix 3

4. Voluntary Code of Best Practice for the Governance of Australian Universities

Appendix 4

5. TEQSA Standards – Governance and Accountability (HESF 6.1 – 6.3)

Appendix 5

6. Remuneration Guiding Principles for Council and Committee members

Appendix 6

7. Protocols for engagement between Council members and management

Appendix 7