

Council Charter

Authorised by Council, 14 April 2025

Contents

1. Preamble	1
2. Functions of Council	1
3. Composition.....	3
4. Term of office	4
5. Duties of Council members	4
6. Council and Council Committees Code of Conduct and Values.....	4
7. Roles	4
8. Meetings and procedures	5
9. Delegations	7
10. Committees.....	7
11. Indemnity and insurance.....	8
12. Council performance	8
13. Approval, review and publication of Council Charter	8

1. Preamble

The governing authority of the University is the Council, established under section 8A 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.

The Council recognises the application of the [Code of Governance Principles and Practice for Australia's Public Universities](#) (the **Code of Governance**) to the extent that the [Code of Governance](#) is consistent with the laws applicable to UNSW, the Council and its members. Council compliance with the [Code of Governance](#) is reported in the UNSW Annual Report.

2. Functions of Council

The functions of Council are described 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
 - (j) to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and
 - (k) to adopt a statement of its primary responsibilities, and
 - (l) to make available for members of the Council a program of induction and of development relevant to their role as such a member.
- (1) Without limiting the functions of the Council under subsection (1A), the Council may, for and on behalf of the University in the exercise of the University's functions:
- (a) provide such courses, and confer such degrees and award such diplomas and other certificates, as it thinks fit,
 - (b) appoint and terminate the appointment of academic and other staff of the University,
 - (c) (Repealed)
 - (d) obtain financial accommodation (including, without limitation, by the borrowing or raising of money) and do all things necessary or convenient to be done in connection with obtaining financial accommodation,
 - (e) invest any funds belonging to or vested in the University,
 - (f) promote, establish or participate in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies and other incorporated bodies, or joint ventures (whether or not incorporated),
 - (g) (Repealed)

- (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.

Council also recognises its responsibility for reviewing, approving and monitoring the University's ESG related strategy, policies, and performance.

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:

TOTAL MEMBERS	15
Official members	3
Chancellor	1
Vice-Chancellor and President	1
President of the Academic Board (elected position)	1
Elected members	5
Academic staff	2
Non-academic staff	1
Postgraduate student	1
Undergraduate student	1
Appointed members	7
Appointed – by Council	5
Appointed – by Minister	2

The Act requires that of the members of Council:

- at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector),
- at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector), and
- all appointed members must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.

Acknowledging the importance of alumni representation on Council, the constitution rules require that at least three of the appointed positions on Council must be filled by alumni of the University.

Council also acknowledges the importance of having a membership that incorporates collectively the skills, commitment and knowledge of the university and higher education sector. Council will seek to reflect in its membership the diversity of the Australian community and the characteristics of the

community it serves. This includes, but is not limited to, having a gender balance on Council, and having students, staff and First Peoples as members of Council.

The [University of New South Wales By-Law 2005](#) (the **By-law**) and the [Council Appointment Policy](#) outline the processes for the nomination and appointment of members of Council.

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.

4. Term of office

The term of office of persons elected to the Council is two (2) years, beginning on 1 July following their election.¹

The term of office of a person appointed to the Council is determined on a case-by-case basis.

A person will not be appointed or elected to serve more than 12 consecutive years of office unless Council resolves otherwise in relation to the member.²

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

5. Duties of Council members

Duties of Council members are described in Schedule 2A of the [Act](#) and in the [Council and Council Committees Code of Conduct and Values](#).

6. Council and Council Committees Code of Conduct and Values

Council has adopted a [Council and Council Committees Code of Conduct and Values](#) (Code). Under the Code, members are required to complete UNSW Council and committee induction processes and any recommended professional development programs. The Code describes the expected behaviour and commitments required of Council and committee members including in relation to compliance, conduct, confidentiality, conflicts of interest, data management, legislative duties and privacy.

The Code must be signed by each Council and committee member upon appointment, reappointment and when there are material changes to the Code.

A breach of confidentiality or any provision of the Code will be managed in accordance with the definitions, responsibilities and processes outlined in the [Complaints Management and Investigations Policy and Procedure](#).

7. Roles

7.1 Chancellor

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

¹ Clause 44, [By-law](#)

² Section 9, [Act](#) and clause 51(1), [By-law](#)

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 Vice-Chancellor and President.
- c) Manages the review of the Vice-Chancellor and President'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 resolved³ that it may appoint up to five 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.

7.4. Removal of members

The Chancellor and the Deputy Chancellor hold office subject to retaining the confidence of the Council. Provisions for the removal of a Council member, including the Chancellor and Deputy Chancellor, are outlined in the Act.

8. Meetings and procedures

Full details of provisions relating to members and procedures 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

The agenda for each Council meeting is set by the Chancellor and the Vice-Chancellor and President prior to each meeting.

The University Secretary will send to each member of Council the notice of meeting, agenda and agenda papers seven (7) days prior to the meeting where practicable.

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 University 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.

³ 15 June 2020

8.4 Chair

The Chancellor chairs all meetings of Council when present. If the Chancellor is not present, the Deputy Chancellor will chair the meeting. In the absence of the Chancellor and the Deputy Chancellor, a member elected by and from the members present will chair the meeting.

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.

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) working days before the meeting. Members may also seek leave to raise an item of business without notice at any Council meeting. Such matters may be considered at the discretion of Council.

At special meetings, unless otherwise decided by Council, no motion shall be made on any matters other than those listed in the notice of meeting or supplementary notice of meeting.

8.9 Special meetings

The Chancellor or, in the absence of the Chancellor, the Deputy Chancellor or, in the absence of both, the Vice-Chancellor and President may call a special meeting of Council to meet at any time in the interval between ordinary meetings.

Upon the written request of any five (5) members of Council, the Chancellor, Deputy Chancellor or Vice-Chancellor and President or, in their absence, the University Secretary shall convene a special meeting of Council to be held within fourteen (14) days after the receipt of the request. The written request shall specify the matters that the five (5) members wish Council to consider.

8.10 Open meetings

Council has approved an [Open Council Meetings Protocol](#) which describes the requirements for attending non-confidential sessions of Council meetings. This includes that:

- meetings are open only to members of the University, i.e. staff, students, graduates and emeriti,
- bookings are required with the University Secretary a minimum of three business days before the day of the meeting,
- observers have no speaking rights and are not allowed to bring or use electronic recording equipment or cameras, and
- if a confidential item emerges in the course of discussion after observers have been admitted, those observers will be requested to leave.

Council committee meetings are not open.

8.11 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 electronically to all Council members for consideration.

9. Delegations

9.1 Delegation

Pursuant to the Act, the Council may, in relation to any matter or class of matters, or in relation to any activity or function of the University, by resolution, delegate any of its functions (except this power of delegation) to any member or committee of the Council or to any authority or officer of the University or to any other person or body prescribed by the by-laws.

A person or body to whom or which a function is delegated must not sub-delegate the function, except for the Vice-Chancellor and President where Council's delegation to the Vice-Chancellor and President authorises the sub-delegation of the function.

9.2 Delegations Policy

The UNSW Delegations Policy, Procedure and Schedules describe the functions which Council has authorised particular officers and bodies of the University to carry out regularly, as well as those functions expressly reserved to Council.

10. Committees

10.1 Committee structure

Schedule 1 of the [Act](#) provides that Council may establish committees to assist it in connection with the exercise of any of its functions. Each committee has terms of reference which describes the committee's functions and composition.

There are currently six (6) [committees](#) reporting directly to [Council](#):

Audit Committee

Finance & Strategy Committee

Information Technology Committee

Honorary Degrees Committee

Remuneration and People Committee

Safety and Risk Committee

In addition, the Investment Sub-committee reports to the Finance and Strategy Committee.

10.2 Chairs of committees

Council approves the chair for committee reporting directly to it. Committee chairs are responsible for ensuring that committee agendas are consistent with each [committee's terms of reference](#) and that meetings are conducted in a professional and inclusive manner.

11. Indemnity and insurance

To the extent that it is consistent with relevant legislation, members enjoy protection provided by the University in respect of any liability arising out of actions performed or omitted in good faith in pursuance of any legislation. Such protection extends to the provision of insurance and provisions under which a member can access UNSW documents should they be the subject of legal action covered by the protection.

12. Council performance

On a regular basis, at least once each three years, Council evaluates its performance, the performance of its members and the performance of its committees, in accordance with the Code of Governance.

At least once every seven years, Council undertakes an independent review of its effectiveness and its academic governance processes, in accordance with the *Higher Education Standards Framework*.

13. Approval, review and publication of Council Charter

13.1. Approval

This Charter was approved by Council on 14 April 2025.

13.2. Review

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

13.3. Publication

This Charter is published on the Council [website](#).