

# University of Tasmania Council Charter

October 2015

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## 1. Introduction

The University of Tasmania Council is committed to good governance and has approved this document to assist Council members in the discharge of their responsibilities. The document summarises the legislative framework and processes under which the Council operates.

- 1.1 The University of Tasmania was established by the University of Tasmania Act 1889, an Act of the Tasmanian Parliament that came into operation on 1 January 1890. The University of Tasmania is thus the fourth oldest University in Australia.
- 1.2 The University of Tasmania continues to operate under State legislation, now the [University of Tasmania Act 1992](#) (the Act).
- 1.3 The University legislation has been amended or replaced several times since 1889, most notably to integrate into the University of Tasmania at various times the Tasmanian Colleges of Advanced Education, the Tasmanian State Institute of Technology and the Australian Maritime College. Throughout these changes the University of Tasmania has remained the State's sole university.
- 1.4 The University of Tasmania, according to its mission statement in the [strategic plan](#), continues a long tradition of excellence and commitment to free inquiry in the creation, preservation, communication and application of knowledge, and to scholarship that is global in scope, distinctive in its specialisations and that reflects our Tasmanian character. The University aims to provide leadership within its community, contributing to the sustainable development of Tasmania.
- 1.5 The Council will review this Charter at least every second year.

## 2. Context

- 2.1 The operation of the University involves many people who interact both in networks and in more formal organisational structures. While students and academics rightly focus on research, teaching and learning activities, to operate effectively a university must have sound and effective governance arrangements.
- 2.2 The governance arrangements for the University involve three key 'governing entities' that have roles and responsibilities with complementary dimensions and that operate in effective partnership –
  - Council
  - the Vice-Chancellor
  - Academic Senate.
- 2.3 The governance framework has four elements –
  - role definitions, delegations and accountabilities set out in this Charter
  - an Operating Statement contained in clause 3 of this Charter and in any relevant Ordinance
  - Council approved plans: a strategic plan and a fiscal framework supported by more detailed multi-year plans and performance measures for critical activities
  - an integrated set of Principles, Policies and Procedures.

### 3. Operating statement

In pursuing the effective operation of the University, the Governing Entities are guided by these principles –

- success requires a strong culture of partnership – cooperatively achieving the goals of the University through a results focus
- clear responsibilities and accountabilities are established at all levels. Objectives and targets are set and performance is reviewed at appropriate intervals
- Council is the governing authority, and concentrates on mission, vision, strategy and general oversight of overall University performance, for which it is ultimately accountable
- the Vice-Chancellor, supported by the senior executive, is expected to provide regular strategic and operational advice to Council so that the process of formulating strategy is an ongoing, iterative one
- Academic Senate advises Council on maintaining and enhancing the academic standing of the University, as well as fostering collegiality and supporting the engagement of academic colleagues. It also undertakes decision roles as delegated by Council, for which it is accountable.
- the Vice-Chancellor and the senior executive aim for a 'no shocks or surprises' relationship with Council, typified by openness and transparency. Council is promptly advised of critical issues with the potential for significant impact on strategy or operational performance or on the University's public image
- University operations are the clear province of the Vice-Chancellor. However, Council may oversight performance in specific areas of particular strategic importance from time to time, as a normal part of good governance
- the Vice-Chancellor and the Academic Senate regularly consider the interplay between University strategy and operations and academic quality/standing. Open, two-way communication between the Vice-Chancellor and the Academic Senate is critical to fostering collegiality and achieving the University's goals
- risks are regularly identified, assessed, managed, monitored and reported through appropriate involvement at all levels in the University
- working level understandings are developed between the Chancellor, the Vice-Chancellor and the Chair of Academic Senate about:
  - how the Governing Entities will interact
  - key priorities for an appropriate forward period.

### 4. Role and powers of the Council

- 4.1 The Council is established under [section 9 of the Act](#) as the governing authority of the University, and is required “to act in all matters concerning the University in the way it considers will best advance the interests of the University”.
- 4.2 The Act gives to the Council the power “to do all things necessary or convenient to be done for or in connection with the performance of its function as the University's governing authority”. That includes the power –
- “(a) To appoint persons to positions of responsibility within the University; and
  - (b) To allocate funds and otherwise determine the best use of the resources of the University”.
- 4.3 The Act also makes the Council responsible for ensuring that the University performs its functions, and it specifies those functions as being –
- to advance, transmit and preserve knowledge and learning
  - to encourage and undertake research

- to promote and sustain teaching and research to international standards of excellence
- to encourage and provide opportunities for students and staff to develop and apply their knowledge and skills
- to provide educational and research facilities appropriate to its other functions
- to promote access to higher education having regard to the principles of merit and equity
- to foster or promote the commercialisation of any intellectual property
- to engage in activities which promote the social, cultural and economic welfare of the community and to make available for those purposes the resources of the University.

4.4 Council has adopted a further statement of its role, in amplification of the provisions of the Act and in compliance with the [Voluntary Code of Best Practice for the Governance of Australian Universities](#) (the Voluntary Code). Council has resolved that its role is to accept ultimate responsibility for –

- Appointing the Vice-Chancellor as the chief academic and executive officer of the University and managing his/her performance
- Approving the mission and strategic direction of the University
- Electing the Chancellor and Deputy Chancellor(s)
- Appointing the Provost, the Deputy Vice-Chancellors and the Chief Operating Officer, in consultation with the Vice-Chancellor
- Overseeing and reviewing the management of the University and its performance
- Approving the strategic plan and monitoring University performance against strategic objectives
- Approving the annual budget, ensuring that the University finances are sound, and taking major financial decisions
- Overseeing and monitoring the academic activities of the University
- Setting Council policy and risk management parameters and monitoring their implementation
- General overview of any controlled entities
- Extending links and communication between the University and the wider community
- Legislative roles, including ensuring that the University is acting ethically and in conformity with all legal requirements
- Council performance and succession planning.

4.5 For the purposes of clause 4.4, the University has control over an incorporated entity when it has the capacity to determine the outcome of decisions about the entity's financial and operating policies ([Section 50AA of the Corporations Act](#)) or meets the criteria of [AASB 10 Consolidated Financial Statements](#). The University will control an entity where it has all the following:

- power over the entity;
- exposure, or rights, to variable returns from its involvement with the entity; and
- the ability to use its power over the entity to affect the amount of the University's returns.

4.6 The Council will conduct an assessment of its performance, the performance of its members and that of its committees every year. The Chancellor has responsibility for organising the assessment process, drawing on external resources as required but at least once every 3 years.

## 5. Membership of Council

- 5.1 The Act provides that the Council consists of not less than 10 and not more than 14 members –
- Chancellor, Vice-Chancellor and Chair of Academic Senate (all ex officio)
  - 2 Ministerial appointees (not staff or students)
  - Up to 6 Council appointees (not staff or students)
  - 1 elected member of academic staff
  - 1 elected member of professional staff
  - At least 1 student (appointed by Council after consultation with relevant student associations)
- 5.2 Current membership of Council is published on the University website at <http://www.utas.edu.au/university-council/about-the-university-council/list-of-members>
- 5.3 Members hold office for the terms specified in the Act, up to 3 years for appointed members (but 1 year for the appointed student) and 2 years for elected members.
- 5.4 The Council will take reasonable steps to make sure that a person who is proposed to become a member of Council is eligible to be a member. Members will be required to complete forms required by the various regulatory bodies.
- 5.5 [Schedule 1 to the Act](#) sets out other provisions in respect of the Council.

## 6. Chancellor, Deputy Chancellor/s, Acting Chancellor

### Chancellor

- 6.1 Council elects the Chancellor, for a term of up to 4 years<sup>1</sup>, and fixes the terms and conditions of that office.
- 6.2 A candidate for Chancellor is not necessarily a member of Council.
- 6.3 A person may be re-elected to the office of Chancellor.
- 6.4 The Chancellor chairs the Council, confers degrees and has other functions as set by Council from time to time.

### Deputy Chancellor/s

- 6.5 Council elects one or more of its members as Deputy Chancellor/s, for terms of up to 4 years<sup>2</sup>, and fixes the terms and conditions of that office.
- 6.6 A person may be re-elected to the office of Deputy Chancellor.

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<sup>1</sup> Since the terms of office for the appointed members were decreased from 4 years to 3, the term of office of the current Chancellor was also set at 3 years when he took office on 1 January 2013, with the expectation that future terms would also be up to 3 years.

<sup>2</sup> Since the terms of office for the appointed members were decreased from 4 years to 3, the term of office of the current Deputy Chancellor was also set at 3 years when he took office on 1 January 2013, with the expectation that future terms would also be up to 3 years.

*Approved by Council 30 October 2015*

*Amended by Council 24 June 2016*

## Acting Chancellor

- 6.7 The Chancellor may authorise the Deputy Chancellor (or if more than one, the Deputy Chancellor nominated by the Chancellor) to perform the functions of the Chancellor as required.
- 6.8 If it is not possible to obtain the authority of the Chancellor, the Council may authorise the Deputy Chancellor (or if more than one, the Deputy Chancellor nominated by the Council) to perform the functions of the Chancellor as required.

## 7. Responsibilities of Council Members

- 7.1 Members of Council have a responsibility, to the best of their ability and knowledge, to –
- spend as much time as necessary to perform their duties
  - attend and contribute to Council meetings, committee meetings (as relevant), strategic sessions and the annual Council conference
  - critically read all agenda documents before each meeting
  - ensure critical review of all proposals put to the Council
  - maintain confidentiality
  - unless dissent is recorded, maintain public Council unity
  - act in a financially responsible manner
  - ensure compliance with all relevant legislation.
- 7.2 The Act sets out the constitution of the Council and its role and powers, including powers of delegation and conferring of degrees. It imposes on Council members the obligations of care and diligence ([section 11A](#)) and the obligation to act in good faith ([section 11B](#)), and requires the Council to report annually to the Governor and the Minister for Education.
- 7.3 The Act also provides that a member of the Council is responsible and accountable to the Council, rather than to any constituent body by which they are appointed or elected ([section 8\(3\)](#)), and that the Council must act in the way it considers will best advance the interests of the University ([section 9\(2\)](#)).
- 7.4 [Schedule 1 to the Act](#) sets out terms of office of the various categories of Council members, provides for resignation and dismissal, and sets out eligibility for membership. The schedule also requires members to disclose any direct or indirect pecuniary interest in a matter under consideration by Council.
- 7.5 As well as the specific requirements of the Act, the University is required to comply with hundreds of legislative provisions, both State and Federal. Regular reports about the University's compliance program are provided to Council through the Audit & Risk Committee. The role of Council is that of oversight, and members have an obligation to satisfy themselves that the University adequately addresses compliance.
- 7.6 Council is responsible for ensuring that the University complies with [the voluntary code](#).
- 7.7 [The voluntary code](#) was agreed by the University Chancellors Council and Universities Australia, and approved by the Ministerial Council for Tertiary Education and Employment on 27 July 2011. It superseded the National Governance

Protocols, which contained basically the same provisions but were linked to funding under the Higher Education Support Act.

- 7.8 Clause 14 of the voluntary code requires a University to disclose in its Annual Report its compliance with the voluntary code and provide reasons for any areas of non-compliance. The University of Tasmania complies fully with the voluntary code as at the date of adoption of this Charter.

## **8. Responsibilities of the University in respect of Council members**

- 8.1 The University will provide Council members with complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions, in sufficient time to allow proper consideration.
- 8.2 The University will provide any legal and financial advice that may be necessary to enable members to discharge their fiduciary duties.
- 8.3 The University will provide any other administrative assistance that may be required from time to time to assist members in carrying out their Council functions (including arranging reimbursement of expenses incurred by members, accommodation bookings and transport arrangements).
- 8.4 The University will make sure that all requirements in respect of Council, as set out in the University of Tasmania Act, University legislation, legislation applicable to the University and policies and processes approved by Council, are met.
- 8.5 The University is obliged to indemnify members of Council for their actions done in good faith. [Section 22 of the Act provides](#) –

The University is to indemnify each person who does or purports to do, or omits or purports to omit to do, any act or thing in good faith under the direction of the University or the Council or otherwise for the purpose of administering or executing this Act against any action, liability, claim or demand in respect of that act or omission.

- 8.6 The University fulfils its obligation to indemnify members through the maintenance of adequate levels of insurance cover, reviewed on an annual basis. Members are expected to sign a deed of access and indemnity, which sets out confidentiality requirements of Council members, and their right to access to records. The template for that deed is available on request to the [University Secretary](#).
- 8.7 The University will remunerate members in accordance with the agreed rates. Details are available on request to the [University Secretary](#).

## **9. Council meetings**

- 9.1 Council conducts its meetings in accordance with [Meeting Procedures](#) approved by Council.
- 9.2 Information provided to Council is confidential until Council decides otherwise. At the end of each meeting Council will determine which items are to remain confidential.

9.3 A quorum for Council is a majority of current members.

## 10. Vice-Chancellor

- 10.1 Council appoints the Vice-Chancellor as the chief academic and executive officer of the University and fixes the terms and conditions of that appointment ([section 16 of the Act](#)).
- 10.2 The Vice-Chancellor is specially charged with the duty of promoting the interests and furthering the development of the University. The Vice-Chancellor is by position a professor of the University.
- 10.3 The Vice-Chancellor is responsible and accountable to Council for:
- the ongoing review and implementation of the University's strategic planning to secure the University's future success
  - providing regular strategic and operational advice to Council
  - managing the operation of the University consistently with Council approved principles and plans to achieve strategic and operational objectives
  - developing multi-year plans and performance measures for critical activities such as teaching and learning and research and development
  - managing the delivery of research, teaching and learning within the University
  - leadership in the development and performance of the University's academic functions and related student activities
  - establishing and implementing operational policies
  - establishing management processes and monitoring systems which lead to the successful management of risk and which ensure legislative compliance
  - leadership in the external relations of the University at local, regional, national and international levels
  - achieving high levels of staff performance and fostering a positive organisational culture
  - the administration of the ordinances, rules and by-laws of the University.
- 10.4 The Vice-Chancellor is an ex officio member of every committee, board or advisory body that is created under the University's internal legislation or policies.
- 10.5 The Vice-Chancellor is not, however, automatically a member of any board or other body that is governed by State or Commonwealth legislation (other than the University of Tasmania Act 1992) or to which specific appointment by Council (other than to Council committees and working parties) is required.
- 10.6 Council delegates to the Vice-Chancellor authority to act within the principles, policies and plans approved by Council. The details of the delegation to the Vice-Chancellor are set out in the [Delegation Policy and attached schedules](#).
- 10.7 The Vice-Chancellor may use any of these titles that a particular context or occasion requires –
- Vice-Chancellor
  - Vice-Chancellor and President
  - President.

## Acting Vice-Chancellor

10.8 The Chancellor may appoint the Provost or a Deputy Vice-Chancellor to act as Vice-Chancellor for any time during which –

- there is a vacancy in the office of Vice-Chancellor, or
- the Vice-Chancellor will be absent or unavailable to act.

10.9 The Chancellor may appoint different people to act as Vice-Chancellor for different periods, and is to make appointments after consultation with the Vice-Chancellor where appropriate.

## 11. Academic Senate

11.1 Council is advised by the Academic Senate “on all academic matters relating to the University” ([section 13\(2\) of the Act](#)).

11.2 The Act provides that “the constitution, functions, powers and proceedings of the Academic Senate are as prescribed by Ordinance” ([section 13\(3\) of the Act](#)).

11.3 [Ordinance 13](#) amplifies the role of Academic Senate and sets out its membership and proceedings, and the functions delegated to it by Council.

11.4 Academic Senate’s role, according to Ordinance 13, includes -

- providing advice to Council and the Vice-Chancellor on policies (including ordinances and rules) relating to academic matters such as general entry requirements, admissions, enrolments, academic assessment, student progress, discipline, academic standards, prizes and scholarships
- providing advice as to the longer term implications for academic activities of plans for the allocation of resources to faculties and academic services
- providing advice on processes to assist the university's academic staff in achieving and maintaining excellence in all areas of academic activity
- commenting on reports received from the Vice-Chancellor relating to management actions of significance to the academic community
- providing advice to Council as requested, on any matter affecting the academic wellbeing of the university
- monitoring and receiving reports from the Provost, Deputy Vice-Chancellors, Pro Vice-Chancellors, Deans of Faculties, Heads of Institutes, Directors of National Centres and Heads of Schools on policy implementation, academic standards and academic performance
- providing the primary collegial forum for discussion, debate and recommendations on academic matters
- maintaining an environment that supports intellectual freedom and academic integrity.

11.5 Academic Senate’s role also includes the exercise of delegations from Council as set out in clause 4 of [Ordinance 13](#), to be exercised in accordance with the principles, plans and policies approved by Council. The functions delegated are –

- Approval of proposals from faculties, institutes, centres and schools relating to awards, including: course duration, content and structure; entry requirements; methods of delivery and assessment; names and abbreviations of units and courses
- Determination of the qualifications to be required of candidates before they may be admitted to degrees and other awards

- Power to make rules relating to prizes, scholarships, bursaries
- Power to make rules of awards and rules relating to admission, academic assessment and student progress
- Power to make rules relating to graduate research and supervision.

11.6 Academic Senate is required to report to Council once a year on the exercise of delegations under [Ordinance 13](#).

## **12. Council committees**

12.1 Council is advised by its committees. The current Council committees, including membership structure and terms of reference of the Council committees are available at <http://www.utas.edu.au/university-council/about-the-committees>

12.2 Each committee is chaired by a member of Council (unless the Council resolves otherwise in a particular case) and the committee membership includes at least one other Council member. The Audit & Risk committee is chaired by a member of Council other than the Chancellor.

12.3 Committee membership may include people who are not members of Council.

12.4 Council may by resolution establish or discontinue any of its committees and may by resolution amend the membership structure and terms of reference of those committees.

12.5 Council will ordinarily consider committee membership and make any appropriate appointments of Chairs and members at the first scheduled Council meeting each year.

12.6 The Chairs and Council appointed members of a committee hold office until the Council next makes appointments under clause **12.5**, unless they –

- Resign in writing to the Chancellor
- Are dismissed by the Chancellor on the grounds that they have, in the Chancellor's opinion, become unable or unwilling to act as a Chair or member of a committee
- In the case of a Chair, cease to be a member of Council (unless Council resolves or has resolved otherwise in a particular case).

12.7 The Council meeting procedures apply to Council committees, with any necessary changes, unless Council resolves otherwise.

12.8 A quorum for a Council committee is a majority of current members.

## **13. Senior executive**

### **Provost and Deputy Vice-Chancellors**

13.1 Council, on the recommendation of the Vice-Chancellor, appoints the Provost and the Deputy Vice-Chancellors and fixes the terms and conditions of those appointments.

- 13.2 A Provost or Deputy Vice-Chancellor is to assist the Vice-Chancellor in the execution of the academic and executive duties of the Vice-Chancellor, and has any additional duties that the Council or the Vice-Chancellor determines. A Provost or Deputy Vice-Chancellor is by position a Professor of the University.
- 13.3 The Provost may use any of these titles that a particular context or occasion requires –
- Provost
  - Provost and Vice-President
  - Vice-President.
- 13.4 A Deputy Vice-Chancellor may use any of these titles that a particular context or occasion requires –
- Deputy Vice-Chancellor
  - Deputy Vice-Chancellor and Vice-President
  - Vice-President.

### **Chief Operating Officer**

- 13.5 Council, on the recommendation of the Vice-Chancellor, appoints the Chief Operating Officer and fixes the terms and conditions of that appointment.
- 13.6 The Chief Operating Officer is to assist the Vice-Chancellor in the execution of their executive and administrative duties, and has any additional duties that the Council or the Vice-Chancellor determines.

### **Secretary to Council**

- 13.7 Council, on the recommendation of the Vice-Chancellor, appoints a Secretary to the Council.

## **14. Senior executive and senior management team**

- 14.1 Details of the University's senior executive and senior management team, together with an organisational chart are available at <http://www.utas.edu.au/vc/quick-links/senior-management>.

## **15. Delegations**

- 15.1 The Council delegates to the Vice-Chancellor and university management as set out in this document and the [Delegations Policy and schedules](#).

## **16. Execution of documents**

- 16.1 A document (other than one referred to in clause **16.2** or **16.3**) is validly executed when signed in compliance with the [Delegations Policy and schedules](#), whether or not the University seal is affixed to it.
- 16.2 The Council, the Chancellor or the Vice-Chancellor may decide that a document (or a class of documents) must be executed under seal, for ceremonial or other purposes. Any such document (other than an ordinance, a rule or a by-law) must then be signed and sealed by the Chancellor (or nominee) and the Vice-Chancellor (or nominee).

- 16.3 Ordinances, rules and by-laws must be sealed and the Vice-Chancellor and the University Secretary must attest to the sealing of them.
- 16.4 The University Secretary has custody of the University Seal, and must keep a register of documents that have been sealed (other than testamurs).
- 16.5 The Vice-Chancellor or nominee must record the sealing of a testamur in the graduation roll.
- 16.6 The Vice-Chancellor must make the graduation roll and the register of documents that have been sealed available to Council on request.