

Monash University Council Charter

1. Role

- 1.1 The Council is the governing authority of Monash University and is responsible for the general direction and superintendence of the University in accordance with the *Monash University Act 2009* (Vic) (**the Act**).¹
- 1.2 The Council is collectively accountable for the governance, performance and sustainability of the University as a registered higher education provider, including compliance with the *Tertiary Education Quality and Standards Agency Act 2011* (Cth) and the Higher Education Standards Framework (Threshold Standards) 2021 (**Threshold Standards**) made under that Act.²

2. Authority

- 2.1 The Council is established by the Act and, subject to the Act, the university statutes and university regulations, may exercise all the powers, functions and duties of the University.³

3. Membership

- 3.1 The Council is constituted in accordance with the Act.⁴
- 3.2 The nomination, appointment, reappointment, succession and cessation of Council members, including removal from office, are governed by the Act and the Council Appointments Policy and Council Appointments Procedure (approved by Council and its Governance and Nominations Committee respectively).
- 3.3 Members of the Council must be fit and proper persons.⁵
- 3.4 The Act provides that the Council consists of a minimum of 13 and no more than 21 members⁶ as follows:
 - (a) Official Members
 - the Chancellor;
 - the Vice-Chancellor; and
 - the President of the Academic Board.

¹ Section 8(2) of the Act

² In October 2025, the Federal Minister for Education [announced](#) that the Final Report and Principles of the Expert Council on University Governance (**ECUG Principles**) would be incorporated into the Threshold Standards. Until that occurs, this Charter includes references to the ECUG Principles.

³ Sections 8(1) and (3) of the Act

⁴ Section 11 of the Act

⁵ Threshold Standard 6.1.2(a), regulations 5A and 6D of the Monash University (Council) Regulations and Council Appointments Policy.

⁶ Section 11A. No Order in Council (refer s. 63(4)) amending this composition is in effect, as of November 2025.

- (b) Government Appointed Members
 - a minimum of three persons appointed by the Governor in Council; and
 - a minimum of one person appointed by the Minister.
 - (c) Council Appointed Members
 - At least four persons appointed by Council.
 - (d) Elected Members
 - a minimum of one person nominated by university staff⁷; and
 - a minimum of one person nominated by the student body⁸.
- 3.5 The number of Government appointed members must be equal to, or exceed, the number of Council appointed members.⁹
- 3.6 The Council currently comprises the official members, five Government appointed members, five Council appointed members and two elected members. Current membership of Council is published on the [University website](#).
- 3.7 The Council must appoint at least one Council or Government-appointed member as a deputy chancellor.¹⁰ There are currently three deputy chancellors.
- 3.8 Members hold office for the terms specified in the Act, up to three years for appointed members and staff elected members and up to two years for student elected members.¹¹ The Council has determined that the term of office of a staff or student elected member is two years.
- 3.9 Members are eligible to be re-appointed or re-elected to the Council at the end of their term, provided that the member's period in office does not exceed 12 years, whether consecutive or not, unless Council passes a resolution that the person may continue to be a member beyond the period of 12 years.¹²
- 3.10 The Council will include at least two independent members.¹³
- 3.10.1 For the purposes of this Charter, a member is independent if they are free from any relationship or circumstances that could reasonably be seen to interfere with their ability to make impartial decisions in the best interests of the University. Independent members: do not hold and have not recently held (for example in the last three years) management positions within the University; and do not have and have not recently held material business or personal relationships that could be seen to interfere with their impartiality. Nor have they served on the Council for so

⁷ The Monash University (Council) Regulations provide that, for the purposes of section 11(4A) of the Act the number of persons who may be elected as a staff member is one (Regulation 6B(1)(a)).

⁸ The Monash University (Council) Regulations provide that, for the purposes of section 11(4A) of the Act the number of persons who may be elected as a student member is one (Regulation 6B(1)(b)).

⁹ Section 11(5) of the Act

¹⁰ See section 12 for further information in relation to the appointment of deputy chancellor(s).

¹¹ Schedule 1, clause 1 of the Act

¹² Schedule 1, clause 2(1) of the Act. Subclause (1) does not apply if the Council passes a resolution that the person may continue to be a member beyond that period (Schedule 1, clause 2(2) of the Act).

¹³ ECUG Principles para. 1.2(a)(iii)

long that their ability to bring independent judgement to the Council's decision is compromised or could reasonably be seen to be compromised.¹⁴

- 3.11 The University Secretary (or delegate) is accountable to the Council, through the Chancellor, on all matters to do with the proper functioning of the Council.¹⁵

4. Powers and Responsibilities

4.1 The Council has the following powers and responsibilities:

- 4.1.1 making university statutes and regulations for the good governance of the University or for the management of its affairs;¹⁶
- 4.1.2 appointing the Chancellor and the deputy chancellor(s);¹⁷
- 4.1.3 appointing and monitoring the performance of, and succession planning for, the Vice-Chancellor as chief executive officer of the University;¹⁸
- 4.1.4 approving the University's purpose, strategic direction and strategic plan, and annual implementation plan;¹⁹
- 4.1.5 overseeing the management and control of the University's finances including approving the annual budget, forward estimates and major investments;²⁰
- 4.1.6 overseeing and reviewing the management of the University and its performance against strategic, operational and financial objectives;²¹
- 4.1.7 overseeing the management and control of the property and business affairs of the University;²²
- 4.1.8 approving and monitoring systems of control and accountability of the University, including those required to maintain a general overview of controlled entities;²³
- 4.1.9 approving and periodically reviewing the appropriateness of delegation of its powers and functions under the Act;²⁴

¹⁴ ECUG Principles

¹⁵ ECUG Principles para. 1.1(c)

¹⁶ Sections 28 and 29 of the Act. A university statute requires the approval of the Minister: s31(1)(c).

¹⁷ Section 9(1)(a) of the Act

¹⁸ Sections 8(3)(a) and 9(1)(a) of the Act

¹⁹ Section 8(3)(b) of the Act

²⁰ Sections 8(3)(b) and 9(1)(e) of the Act

²¹ Sections 8(3)(c) and 9(1)(c) of the Act

²² Section 9(1)(d) of the Act

²³ Section 8(3)(e) of the Act

²⁴ Section 18 of the Act

- 4.1.10 overseeing and monitoring the assessment and management of risk and compliance across the University, including commercial activities²⁵ and compliance with the Threshold Standards;²⁶
- 4.1.11 approving any significant commercial activities;²⁷
- 4.1.12 overseeing and monitoring the University's academic activities, informed by advice and assurance from the Academic Board;²⁸
- 4.1.13 establishing policy and procedural principles for the governance and operation of the University consistent with legal requirements and community expectations;²⁹
- 4.1.14 developing and maintaining an institutional environment in which freedom of speech and academic freedom are upheld and protected, students and staff are treated equitably, the wellbeing of students and staff is fostered, informed decision making by students is supported, and students have opportunities to participate in the deliberative and decision making processes of the University;³⁰
- 4.1.15 ensuring that educational policies and practices support participation by Aboriginal and Torres Strait Islander people and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures;³¹
- 4.1.16 determining what persons or classes of persons constitute the academic staff of the University;³²
- 4.1.17 designating a diploma or certificate to be awarded to students as a postgraduate, graduate or undergraduate diploma or certificate;³³
- 4.1.18 designating persons or classes of persons as students;³⁴
- 4.1.19 conferring any degree or granting any award in any discipline other than divinity and revoking any degree conferred or other award granted by the University;³⁵
- 4.1.20 ensuring that qualifications are awarded legitimately;³⁶

²⁵ Section 8(3)(f) of the Act. Threshold Standard 6.2.1(a). ECUG Principle 7.1. Pursuant to the Act, the Minister has approved [Guidelines concerning the University's commercial activities in accordance with Part 6 Division 6 of the Act](#) which provide a set of principles and outline process for the development and conduct of commercial activities of the University, in order to maximise the benefits and to minimise the risks to the University of undertaking such activities.

²⁶ Threshold Standard 6.1.1

²⁷ Section 8(3)(h) of the Act

²⁸ Section 8(3)(g) of the Act

²⁹ Sections 8(3)(d) and 9(1)(b) of the Act

³⁰ Threshold Standard 6.1.4

³¹ Threshold Standard 6.2.1(g)

³² Section 9(2)(a) of the Act

³³ Section 9(2)(b) of the Act

³⁴ Section 9(2)(c) of the Act

³⁵ Section 10 of the Act, Sections 13 and 18 of the Monash University Statute. Council has, by resolution (CL5/2024/177), delegated its power to confer degrees and grant awards to the Chancellor and other specified roles, including (at the Chancellor's discretion) other members of Council.

³⁶ Threshold Standard 6.2.1(h)

- 4.1.21 overseeing frameworks for managing formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents and actions taken to address underlying causes;³⁷
- 4.1.22 ensuring that credible business continuity plans, and adequately resourced financial and tuition safeguards are maintained;³⁸
- 4.1.23 ensuring that, subject to the need to maintain confidentiality for legal or commercial reasons, the University’s purpose, strategy, performance, governance practices and material decisions are appropriately disclosed;³⁹
- 4.1.24 recognising the role of the Council in setting “the tone from the top”, overseeing the University’s culture including:
- ensuring the desired culture, values and expected behaviours are clearly articulated through a Code of Conduct, policies and other documents, and communicated effectively throughout the University;⁴⁰
 - ensuring there is a plan to foster the desired culture and monitoring the implementation of the plan;⁴¹
 - proactively monitoring culture throughout the University and ensure there is an appropriate and timely response to inappropriate conduct, and that actions taken in response to any systemic cultural failings are reported publicly, respecting the privacy of individuals.⁴²
- 4.1.25 overseeing arrangements to understand and appropriately respond to the legitimate needs and expectations of students, staff and other key stakeholders, including mechanisms for engagement, feedback and complaints, and monitoring trends and themes arising from those mechanisms;⁴³
- 4.1.26 overseeing the University’s workforce strategy and design and remuneration framework to ensure they are fair, responsible, sustainable, ethical and aligned with the University’s social context and purpose.⁴⁴
- 4.2 The University is defined in the Act. For the purposes of this charter, references to the University include, where the context requires, the Monash Group, comprising the University and its controlled entities. The Council’s oversight responsibilities extend to the Monash Group.

³⁷ Threshold Standard 6.2.1(j) and 6.3(d)

³⁸ Threshold Standard 6.2.1(i)

³⁹ ECUG Principles

⁴⁰ ECUG Principle 5.2(b)

⁴¹ ECUG Principle 5.2(c)

⁴² ECUG Principle 5.2(e)

⁴³ ECUG Principle 6

⁴⁴ ECUG Principle 8

5. Rights and Duties of Council Members

- 5.1 The responsibilities of a member of the Council are set out in the Act, the Monash University Statute, university regulations, University policies and this Charter.
- 5.2 A member of the Council must act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently.⁴⁵
- 5.3 In exercising their responsibilities and carrying out their functions and duties, a member of the Council must:
 - (a) act in good faith, honestly and for proper purposes consistent with the objects and interests of the University;⁴⁶
 - (b) exercise reasonable skill, appropriate care and diligence;⁴⁷ and
 - (c) take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with clause 11 of Schedule 1 of the Act⁴⁸ and this Charter.
- 5.4 In discharging the obligations set out in paragraph 6.3(a), all Council members must act in the best interests of the University as a whole and not on behalf of any particular stakeholder group.⁴⁹
- 5.5 A member of the Council must not make improper use of their position as a member, or of information acquired because of their position as a member, to gain, directly or indirectly, an advantage for the member or for another person.⁵⁰
- 5.6 Led by the Chancellor, Council members must be exemplars of a positive culture and act consistently with the University's purpose and values in their interactions with staff, students and other stakeholders and their conduct generally.⁵¹
- 5.7 Council members must foster a culture of mutual respect and confidence, engaging in open and constructive discussions focused on the success of the University, and promoting psychological safety and respectful challenge.⁵²
- 5.8 Council members must treat all other Council members fairly and with respect at all times in the discharge of their responsibilities.⁵³
- 5.9 Subject to the Act, the Council may determine that a member of the Council (other than a member who holds a full-time office on the staff of the University, under the Crown in any

⁴⁵ Section 15(1) of the Act

⁴⁶ Section 15(2)(a) of the Act

⁴⁷ Section 15(2)(b) of the Act

⁴⁸ Section 15(2)(c) of the Act

⁴⁹ ECUG Principles

⁵⁰ Section 15(3) of the Act

⁵¹ ECUG Principles para. 5.1(a)

⁵² ECUG Principles para. 2.5(b)

⁵³ ECUG Principles para. 2.5(c)

of its capacities or in a statutory office) may be paid the remuneration and fees that are fixed from time to time by the Minister for that member.⁵⁴

- 5.10 The University will indemnify and keep indemnified each member of the Council and any member of a Council committee in accordance with the Act.⁵⁵
- 5.11 The Council or, with the consent of the Chancellor or, where applicable, the Chair of the Risk and Audit Committee, an individual Council member, may seek external legal or other professional advice as Council considers necessary and appropriate to discharge their responsibilities. Such advice may be obtained at the University's expense and independent of management (including the Vice-Chancellor).
- 5.12 Members of the Council will use all reasonable endeavours to attend, be prepared for and participate in meetings of the Council and of the committee(s) of which they are a member.
- 5.13 Members of the Council may, with prior notice to the Vice-Chancellor, seek information from or discuss matters within the remit of Council directly with members of the senior management team.

6. Conflicts of interest

- 6.1 The identification, disclosure and management of conflicts of interest by members of Council are governed by the Act, this Charter, the Staff Code of Conduct and associated procedures, and the terms of appointment of members of Council.
- 6.2 Members must provide and maintain a declaration of interests in the form prescribed by the University and update that declaration at least annually and upon any material change in circumstances.
- 6.3 The University will maintain a register of declared interests of members of Council.
- 6.4 Subject to privacy obligations and the discretion of the Chancellor in relation to confidential or sensitive matters, the register of interests will be made available to all members of Council for the purpose of promoting transparency and assisting members to identify and manage actual, potential or perceived conflicts of interest. Access to the register does not relieve a member of their obligation to disclose conflicts as required under the Act and this Charter.
- 6.5 Where a member has an interest in a matter being considered or about to be considered by Council, the member must:
 - (a) declare the nature of the interest at a meeting of Council or by written notice to the Chancellor (which the Chancellor must report to the next meeting of Council);

⁵⁴ Section 16 of the Act. Section 16(2) of the Act provides that the Chief Justice and other Justices of the High Court of Australia, the Chief Justice and other Judges of the Supreme Court of Victoria and a judge of any other court in Victoria or any other State or Territory are not entitled to be paid or receive any remuneration, fees, allowances or expenses in respect of their membership of the Council.

⁵⁵ Section 19 of the Act

- (b) not be present during any deliberation of the matter; and
- (c) not vote on the matter,

unless Council otherwise resolves.⁵⁶

6.6 Members must inform and consult with the Chancellor before accepting any external position or role that could reasonably be expected to affect their ability to discharge their responsibilities and must not accept any position that would materially interfere with the proper performance of those responsibilities.

7. Council Committees

7.1 The Council may establish committees and delegate its powers, authorities, duties and functions in accordance with the Act⁵⁷.

7.2 The Council has established the following standing committees which each operate under Terms of Reference approved by Council and report regularly to Council:

7.2.1 Governance and Nominations Committee;

7.2.2 People, Selection and Remuneration Committee;

7.2.3 Risk and Audit Committee;

7.2.4 Finance Committee;

7.2.5 Estates and ESG Committee; and

7.2.6 Honorary Degrees Committee.

7.3 The Council retains collective accountability for matters delegated to committees.⁵⁸

7.4 All Council members are provided with access to all committee agendas, papers and minutes unless:

7.4.1 there is an actual, potential or perceived conflict of interest; or

7.4.2 they relate to an item of particular sensitivity and access to that information is not required for Council to make an informed decision or oversee the relevant committee.

7.5 A Council member may attend meetings of committees of Council of which they are not a member as an observer, subject to the approval of the chair of the relevant committee.

7.6 Members and the chair of committees are appointed by the Council. At least one-third of the members of any committee must be members of the Council.⁵⁹

⁵⁶ Clause 11 of Schedule 1 of the Act

⁵⁷ Section 18 and clause 15 of Schedule 1 of the Act

⁵⁸ ECUG Principles

⁵⁹ Schedule 1, clause 15(2) of the Act

- 7.6.1 Committee chairs are appointed having regard to the experience, capability and capacity of the member to discharge the responsibilities of the role, and the effective functioning of the Council as a whole.
- 7.7 The Council periodically reviews and approves the terms of reference of Council committees.
- 7.8 The Council may establish fixed-term working groups to consider specific matters and report and provide advice to the Council.

8. Meetings and Records

- 8.1 The Council will meet sufficiently regularly to discharge its responsibilities effectively.
- 8.2 The Chancellor or Vice-Chancellor may call a special meeting of the Council on any notice for business which he or she wishes to submit to the Council as a matter of urgency.
- 8.3 Special meetings of the Council may be convened within 14 days of receipt by the Secretary of a written request of six members of Council.
- 8.4 The Chancellor is responsible for establishing the agenda for Council meetings and overseeing the development and maintenance of an annual schedule of items for consideration by the Council.
- 8.5 The Chancellor or, in their absence, one of the deputy chancellors elected by the meeting, will preside as chair at meetings of the Council. In the absence of the Chancellor or any deputy chancellor, the members of the Council present will elect a government or Council appointed member as chair.⁶⁰
- 8.6 The University Secretary will maintain a true and accurate record of its proceedings, decisions and the basis on which decisions are made.
- 8.7 The quorum for a Council meeting is a majority of the members holding office for the time being other than a member who is on leave of absence.⁶¹ Meetings of the Council shall not proceed if a quorum is not present within half an hour after the appointed commencement time of the meeting.
- 8.8 A decision of the Council is deemed to have been made at a meeting if the majority of members present support the recommendation.⁶² In the case of an equality of votes (50% each way), the Chair will have the casting vote.⁶³
- 8.9 The Council, by university statute, may provide that certain resolutions, or resolutions of certain classes, have effect only if passed by a specified majority of members or of members present and voting.⁶⁴

⁶⁰ Schedule 1, clause 10 of the Act

⁶¹ Schedule 1, clause 12(1) of the Act

⁶² Schedule 1, clause 12(2) of the Act

⁶³ Schedule 1, clause 12(4) of the Act

⁶⁴ Schedule 1, clause 12(3) of the Act

- 8.10 A member of staff, professional advisor or other person may be invited to attend meetings as an attendee or observer at the discretion of the Chancellor. The Chancellor may determine that a person is to be a standing attendee.
- 8.11 Staff and students may request permission to attend meetings of the Council as observers for a particular item. Such requests are to be submitted to the Council Secretary at least three days prior to the meeting. Attendance will be at the invitation of the Chancellor.
- 8.12 Non-members will not participate in the deliberations of the Council unless invited by the Chair.
- 8.13 All attendees and observers must keep all information and discussions of the Council confidential.
- 8.14 The Chair may ask any person to withdraw from any part of a meeting where there is an actual, potential or perceived conflict of interest.

9. Written resolutions

- 9.1 The Council may deal with matters requiring a decision by way of written resolution sent to all members, with prior approval from the Chancellor. A written resolution will be deemed to have been passed once a majority of members entitled to vote has approved it by signing, email confirmation or other electronic means, and will be effective on the date the last member constituting the majority approves.⁶⁵

10. Academic Board

- 10.1 The Academic Board is the University's principal academic governance body.
- 10.2 Council recognises the Academic Board as a key component of the University's governance framework and relies on its advice and assurance in relation to quality, integrity, performance, compliance and risk in academic matters.
- 10.3 All Council members have a standing invitation to attend meetings of the Academic Board.

11. Chancellor

- 11.1 The Chancellor's role encompasses ceremonial, statutory, regulatory and executive functions:
- 11.1.1 the ceremonial aspects of the role include presiding over degree conferrals⁶⁶, representing the University at official functions and representing the Council within the University and external communities;
- 11.1.2 the statutory and regulatory functions include presiding as Chair of the Council;⁶⁷

⁶⁵ Schedule 1 clause 13 of the Act

⁶⁶ Council has, by resolution (CL5/2024/177), delegated its power to confer degrees and grant awards to the Chancellor and other specified roles, including (at the Chancellor's discretion) other members of Council

⁶⁷ Schedule 1 clause 10 of the Act

11.1.3 the executive functions extend to oversight of the process to review the performance of the Vice-Chancellor.

11.2 The Chancellor is an ex officio member of any body established by or under any University statute or regulation and may, if they wish, preside at any meeting of such a body.⁶⁸

11.3 The Chancellor is appointed by and is accountable to the Council.⁶⁹

12. Deputy Chancellor(s)

12.1 The role of deputy chancellor encompasses ceremonial, statutory, regulatory and executive functions:

12.1.1 the ceremonial aspects of the role include presiding over degree conferrals⁷⁰, representing the University at official functions and representing the Council within the University and external communities.

12.2 A deputy chancellor will act as Chancellor in the absence of the Chancellor, during any vacancy in the office of the Chancellor, during the inability of the Chancellor to act or at any other time with the consent of the Chancellor.⁷¹

12.3 When acting as Chancellor, a deputy chancellor has all the powers and duties of the Chancellor.⁷²

13. Vice-Chancellor

13.1 The Vice-Chancellor is the chief executive officer of the University generally responsible for the conduct of the University's affairs in all matters and has the functions, powers and duties conferred or imposed by the Act, any other Act, the university statute, university regulations or by the Council.⁷³

13.2 The Vice-Chancellor is an ex officio member of any body established by or under any University statute or regulation and may, if they wish, preside at any meeting of such a body at which the Chancellor is not present or does not wish to preside.⁷⁴

13.3 The Vice-Chancellor as the chief executive officer and chief academic officer of the University is responsible for, and has the supervision and management of, the academic, administrative and other operational affairs of the University.⁷⁵

⁶⁸ Section 6(3) of the Monash University Statute

⁶⁹ Section 9(1)(a) of the Act, ECUG Principles para. 1.3(d)

⁷⁰ Council has, by resolution (CL5/2024/177), delegated its power to confer degrees and grant awards to the Chancellor and other specified roles, including (at the Chancellor's discretion) other members of Council

⁷¹ Section 25(4) of the Act

⁷² Section 25(5) of the Act

⁷³ Section 26(6) of the Act

⁷⁴ Section 6(3) of the Monash University Statute

⁷⁵ Section 8(4) of the Monash University Statute

13.4 The Vice-Chancellor is expected to understand and respect the oversight role of the Council, engage with the Council in an open and constructive manner, and promote the same standard of understanding and engagement among senior executive staff.⁷⁶

14. Performance Evaluation

14.1 Council will review the performance of Council, its committees and the Chancellor annually and will undertake an externally facilitated review at least every three years.

15. Review of Charter

15.1 Council will review this Charter periodically, having regard to legislative and regulatory developments and better governance practice.

Effective date: 23 March 2026

⁷⁶ ECUG Principles para. 1.4(a)