1. Preamble

1.1 Monash University was established by the Monash University Act 1958 and currently operates under replacement legislation titled the Monash University Act 2009 and subsequent amending legislation.

1.2 Council is the governing authority of Monash University (the University) and as such is responsible for the general direction and superintendence of the University.

1.3 This Charter is a non-legislative set of guidelines adopted by Council to assist Councillors with implementation of the intentions of the Monash University Act 2009 (the Act). The Charter, in places, paraphrases, elaborates or interprets sections of the Act. It sets out the responsibilities of Council and outlines how the Council ensures effective corporate governance practices are in place to discharge those responsibilities.

1.4 In carrying out its responsibilities and powers, the Council will at all times recognise its overriding responsibility to act with integrity, diligently and in accordance with the law.

1.5 The Council will review and update this Charter on an annual basis.

1.6 The Vice-Chancellor is the chief executive officer of the University and also referred to as President. Throughout the Charter the term Vice-Chancellor is used for the sake of brevity.

2. Responsibilities of Council

2.1 The primary responsibilities of the Council are:

(a) appointing and monitoring the performance of the Vice-Chancellor as chief executive officer of the University;
(b) approving the mission, direction and strategic plans of the University as brought forward by university management;
(c) approving the annual budget and implementation plan;
(d) approving major investments and strategic commitments, as well as major projects and capital expenditure;
(e) promoting the objects and interests of the University;
(f) overseeing and reviewing the performance of the management of the University;
(g) ensuring that the vision embodied in the campus master plans is expressed in new buildings, major refurbishments and enhancements to the campus public spaces.
(h) approving and reviewing policies regarding the induction of new Councillors and the ongoing development of existing Councillors;
(i) establishing policy and procedural principles for the operation of the University consistent with legal requirements and community expectations;
(j) approving and monitoring systems of control and accountability of the University, including those required to maintain a general overview of any entity controlled by the University;
(k) overseeing and monitoring the assessment and management of compliance and risk across the University, including commercial activities;
(l) overseeing and monitoring the academic activities of the University;
(m) overseeing and monitoring the University’s relationships with State and Federal governments;
(n) approving and submitting the Annual Report to Parliament; and
(o) approving significant University commercial activities.

3. **Powers and functions of the Council**

3.1 As the governing authority of the University, Council has wide powers and can:

(a) make statutes, including the provision for the making of regulations, for all matters relating to the organisation, management and good governance of the University and revoke or amend any University statute, subject to approval by the Minister;
(b) appoint the Chancellor, Deputy Chancellors and the Vice-Chancellor;
(c) oversee the management and control of the finances, property and business affairs of the University;
(d) oversee and review the management of the University and its performance;
(e) execute any other powers and functions conferred by the Act or any University statute or regulation including but not limited to:
    - borrow and invest funds on behalf of the University;
    - apply University funds on behalf of the University;
    - confer and revoke degrees, and other awards issued by the University;
    - form and participate in the formation of companies;
- enter into joint ventures with external parties; and
- create and administer any trust fund for any purpose.

(f) constitute and establish those Committees as it sees fit and delegate its powers to those Committees except the power to make statutes;

(g) establish policies relating to the governance of the University.

3.2 To assist in discharging these powers, the Council will annually review and approve delegated discretions, including discretions over financial expenditures, to Committees and to University management.

3.3 Management will from time to time develop concepts and plans for major new projects such as but not limited to new buildings, new infrastructure, new partnerships or new research. Council recognises that management must be able to investigate and develop such new projects with flexibility so long as the concept development costs do not exceed expenditure delegation limits and so long as the concept development process does not commit the University beyond management’s strategic or financial delegation limits.

If the project concept has a major public aspect or the potential for an implied (not legal) commitment then the Vice-Chancellor will inform Resources & Finance Committee and Council (as appropriate) about the plans so that Council can discuss the potential budgetary and strategic aspects of the plans and note its substantive responses.

4. Rights and Duties of Councillors

4.1 Councillors’ rights include but are not limited to:

- an initial induction pack with follow up sessions during their term of office;
- receive fees at government mandated levels for committees, Council, Subsidiary Boards;
- adequate levels of insurance cover to indemnify each member of Council;
- access on request to information and to members of the Vice-Chancellor’s senior management team, Deans or other senior managers to directly answer Councillors’ questions;
- attend meetings of Committees of Council and Academic Board as observers subject to the approval of the Chair of the Committee or Board; and
- visit all campuses of the University.

4.2 Councillors have:

- a duty to be diligent in attending Council meetings, to act with respect for fellow Councillors and to act in the interests of the University as a whole and not to fetter their discretion by promoting the interests of particular groups;
- a duty to avoid conflicts of interest and an obligation to disclose a conflict of interest in matters considered by Council. If a Councillor has any doubt, he or she should discuss the matter with the Chancellor;
- an obligation to support the letter and spirit of Council decisions; and
- a duty not to make improper use of information obtained through his or her position as a Councillor.
5. **Confidentiality**

5.1 The existence and details of any management information, data, materials, discussions and decisions that are not publicly released are confidential information of the University.

5.2 All confidential information acquired by a Councillor while performing his or her duties must be kept confidential. A Councillor must not disclose Council related information to a third party except where the disclosure is authorised by the Chancellor.

6. **Meetings**

6.1 Council meeting papers should be distributed to Councillors at least seven calendar days prior to each meeting to enable Councillors to read the papers and properly prepare for the meeting.

6.2 The Chancellor is responsible for chairing meetings and ensuring these are conducted in a professional manner where all members are able to contribute as independent individuals, that decisions and recommended actions taken are clear at the meeting, and that the minutes accurately list all resolutions and items for noting.

6.3 In general there will be eight meetings per year, scheduled well in advance.

6.4 The Chancellor or Vice-Chancellor has authority to call a special meeting of Council on any notice for business which he or she wishes to submit to Council as a matter of urgency.

6.5 Special meetings of Council may be convened upon the written request of six Councillors. The Secretary must ensure that such meetings are called within fourteen calendar days of receipt of request from the members.

6.6 The Chancellor is responsible for establishing the agenda for Council meetings. This includes ensuring that there is an annual schedule of topics that require the regular attention of the Council, such topics to include approval of the annual Implementation Plan and budget, updates on risk management, self evaluation of the performance of Council, etc.

6.7 Councillors are welcome to contact the Chancellor directly or via the Secretary to request that items be added to the Agenda. Such requests should be made no less than ten calendar days in advance of the meeting, except that Council may, by majority vote, permit the introduction of any subject for discussion. Should a matter arise between preparation of the Agenda and the meeting date, the matter shall be presented to Council at the Chancellor’s discretion.

6.8 A decision of Council requires the presence of a quorum, being a majority of members holding office at the time.

6.9 The Act sets out a number of situations in which a Councillor would automatically cease to hold office. These include being absent from three consecutive meetings of the Council without Council’s prior approval, being disqualified from managing corporations, being declared an insolvent under administration or being convicted of any indictable offence.
Members are advised therefore to seek, in advance, Council approval for special leave or leave of absence in the case of a longer absence (not exceeding 12 months).

6.10 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 via email to all Councillors for consideration.

If a majority of Councillors support the recommendation, it is deemed to have passed at a meeting of Council. Circular resolutions are not intended to be frequently used.

6.11 In order to assist Council with its deliberations, the following members of staff shall regularly be in attendance at ordinary meetings of Council:

(a) The Provost, senior vice-presidents and such members of senior management that maintain a productive working relationship with Council and ensure that Council can receive appropriate advice at meetings;

(b) In the absence of the President of Academic Board, a Deputy President nominated by the President;

(c) A staff member of the Vice-Chancellor’s office nominated by the President & Vice-Chancellor; and

(d) The Secretary of Council and an assistant to the Secretary of Council.

6.12 In order to assist Council with its deliberations, staff, students or persons associated with the University required for consideration of a particular agenda item may be asked to attend a meeting of Council.

6.13 Staff and students of the University may request permission to be present as observers for consideration of a particular agenda item. Such requests are to be submitted to the Secretary to Council at least 3 calendar days prior to the meeting. Attendance will be at the invitation of the Chancellor. Observers cannot speak, interject, move or second motions or vote.

6.14 All attendees and observers at Council meetings have a duty to keep all information and discussions of Council confidential.

7. Council Committees/Working Groups

7.1 Council has constituted a number of major committees, which contribute to the effective governance of the University and to the effective review of the University’s activities. Each Committee has Terms of Reference which sets out the Committee’s mandate and discretions.

Annually in November, Councillors will be invited to nominate for membership of Committees. At the December meeting, Council will consider and approve the final membership of Committees for the following year.

Staff, other than ex-officio members of Council, are not to be appointed to membership of Council Committees where that Committee has an oversight role of their employment function. However, in order to not limit good decision making, such staff may be granted ongoing attendance and speaking rights.
7.2 The current Committees of Council are:

(a) Executive Committee
(b) Membership Committee
(c) Audit & Risk Committee
(d) Resources & Finance Committee
   - Investment Advisory Committee
(e) Selection & Remuneration Committee
(f) Estates Committee
(g) Honorary Degrees Committee (jointly with Academic Board)

Terms of Reference for each Committee are located at http://www.monash.edu/execserv/council/committees-of-council

7.3 Chairs of the Committees are responsible for ensuring that the agenda of each meeting is consistent with the Committee’s Terms of Reference and with Council priorities and for ensuring that meetings are conducted in a professional manner, where all members are able to contribute as independent individuals; that decisions and recommended actions taken are clear at the meeting; and that the minutes are an accurate reflection of proceedings. Reports to Council describe the major activities of the Committee, drawing attention to the issues that should be of concern or interest to the Council, and invite Council to note major decisions made by the Committee and consider recommendations made by the Committee to Council.

7.4 The Executive Committee of Council may only act when the Chancellor in writing declares that there is a matter of such urgency that it cannot wait for a regular meeting of Council or be resolved by a circular resolution.

7.5 The Council may from time to time establish Working Groups of Councillors to address clearly defined issues on behalf of Council. An example would be the establishment of a Working Group mandated to consider a specific commercial-in-confidence matter of a material value. All Working Groups will report back to Council with recommendations, as appropriate, for Council to consider. Working groups will naturally cease to exist on the completion of the task.

7.6 The Secretary to Council is to maintain a record of all Boards of associated entities and Faculty Foundations on which Councillors may from time to time serve.

8. Chancellor’s and Deputy Chancellors’ roles

8.1 The Chancellor’s role encompasses ceremonial, statutory, and regulatory functions. The ceremonial role includes presiding over degree conferrals, attending official functions and participating in delegations as a representative of Council.

8.2 The Chancellor’s statutory and regulatory functions include providing leadership and acting as the Chair of the Council, including ruling on questions of process at meetings of Council. Where appropriate the Chancellor may chair Council Committees and have delegated authority to make determinations to facilitate business between meetings of Council.
The Chancellor is responsible for monitoring the performance of the Vice-Chancellor and reporting to Selection and Remuneration Committee on the matter.

8.3 The Council must appoint at least one Deputy Chancellor. In the absence of the Chancellor, or during any vacancy in the office of the Chancellor, a Deputy Chancellor acts as Chancellor.

8.4 The Chancellor will ensure that there is a procedure for performance evaluation of Councillors and that the performance of Council is reviewed annually.

9. Vice-Chancellor’s role

9.1 The Vice-Chancellor is the chief executive officer and chief academic officer of the University and is accountable to the Council for the entire academic and administrative performance of the University.

The Vice-Chancellor represents the University at official functions, leads delegations and provides leadership for external engagement activities.