



UNIVERSITY OF
CANBERRA

UNIVERSITY COUNCIL GOVERNANCE CHARTER

Approved by Council: 10 July 2025

Resolution C255/11: The Council resolved to approve the Council Governance Charter, incorporating suggested amendments subject to advice from UC Legal. Amendments were made and as per Resolution C259/24 6 Nov 2025: The Council resolved to note the update made to the Council Governance Charter.

TABLE OF CONTENTS

Table of Contents	2
1. Purpose	3
2. Context	3
3. Legislative authority	3
4. Role of Council	3
5. Functions of Council	4
6. Reserved Powers and Delegations	5
7. Meetings of Council	5
8. Composition of Council	5
9. Office Holders	6
10. Academic Board	7
11. Committees of Council	7
12. Duties of Council Members	8
13. Rights of Council Members	9
14. Protection of Council Members	10
15. Access to information	10
16. Evaluation of Council Performance	11
17. Charter Authority	12

1. Purpose

- 1.1 This Charter sets out the authority, responsibilities and operation of the Council and its members based on principles of good corporate governance for the University of Canberra (University) and its controlled entities.

2. Context

- 2.1 The University and its Council are established by the [University of Canberra Act 1989 \(ACT\)](#) (Act). The University is a body corporate.
- 2.2 The University is registered as a self-accrediting Higher Education Provider under the *Tertiary Education Quality and Standards Agency Act 2011* (Cth) (TEQSA), which establishes TEQSA as the national quality assurance regulator for Australian higher education.
- 2.3 The University operates in accordance with the Commonwealth's *Higher Education Standards Framework (Threshold Standards) 2021 (HESF)*, *Education for Overseas Students Act 2000* (Cth) (ESOS), and *Commonwealth Register of Institutions and Courses for Overseas Students* (CRICOS).
- 2.4 Council is the formally constituted governing body referred to in section 6.1 and 6.2 of the *HESF* 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 *HESF* and for the University's representation of itself.
- 2.5 Council has adopted 'A Code of Governance Principles and Practice for Australia's Public Universities' (Resolution C254/20) as a principal benchmark for good governance (having previously adopted the *Voluntary Code of Best Practice for the Governance of Australian Public Universities* (Resolution C144/22) which is now superseded).
- 2.6 The University is registered with the Australian Charities and Not-for-profits Commission.

3. Legislative authority

- 3.1 The Act establishes the University's functions, values and principles, and powers of the University and allows the University to make statutes, rules and policies to carry out or give effect to the Act.
- 3.2 The Act also establishes the Academic Board (Division 2.3). Subject to the Statutes and Rules made by the Council, the Academic Board is responsible for all academic matters.
- 3.3 Statutes are made under sections 40 and 41 of the Act. Current Statutes that are in force can be accessed [here](#).
- 3.4 Rules are subsidiary to Statutes and are made under section 40(3) of the Act. Rules are approved by Council. The current Rules that are in force can be accessed [here](#).
- 3.5 Policies are subsidiary to Rules and are an approved, concise formal statement to direct University practice. Council is the approving authority for a range of governance and strategic policies.
- 3.6 The Act (and all subsidiary legislation made under the Act) has the force of law subject to the constraints of any superior legislation of the ACT, the Commonwealth, and the Australian Constitution.

4. Role of Council

- 4.1 The Council is defined in the Act as the governing authority of the University and is responsible for 'the entire management of the University' (Act ss 9 and 10(1)).

- 4.2 The Council is required to act in all matters concerning the University in the way it considers will best promote the interests of the University (Act s 10(2)).
- 4.3 The Council must reflect the values and principles defined in the Act in its management of the University. These include service to scholarship and education, responsiveness to the needs of Australia, fairness and integrity, efficiency and effectiveness, accountability, and commitment via education and research to reconciliation with Aboriginal and Torres Strait Islander people (Act s 6A).

5. Functions of Council

5.1 As the University's governing authority, the primary functions of the Council are:

- 5.1.1 providing strategic oversight of the University, including:
- i. setting the mission, values and strategic direction of the University; and
 - ii. ongoing review of the success of those strategies
- 5.1.2 ensuring effective overall governance and management of the University, including:
- i. appointing the Chancellor and Deputy Chancellor
 - ii. appointing the Vice-Chancellor and President of the University, and monitoring their performance
 - iii. overseeing and reviewing the management of the University and progress against its key performance indicators
 - iv. ensuring that the strategic goals set by the Council are delivered by effective management systems
 - v. overseeing and monitoring the academic activities of the University and risks.
 - vi. establishing policy and procedural principles, consistent with legal requirements and community expectations.
 - vii. overseeing and monitoring the University's controlled entities (refer to 5.2 below)
- 5.1.3 ensuring responsible financial and risk management of the University, including:
- i. approving the annual University budget, strategic plan, and approving the University's annual report and financial statements
 - ii. overseeing and monitoring the assessment and management of risk across the University, including in its commercial undertakings
 - iii. approving and monitoring systems of control and accountability for the University and any entities controlled by the University (within the meaning of section 50AA of the *Corporations Act 2001* (Cth));
 - iv. approving significant commercial activities of the University.

5.2 Controlled and Related Entities

Under the Act the University may form, or participate in the formation of, a company; or enter into a joint venture with another person, providing that the objectives or purposes for the University's involvement in such an arrangement are consistent with its functions (Act s 37). Council is responsible for the oversight of any Controlled Entity or Related Entity as defined under, and in accordance with, the University's *Controlled and Related Entities Governing Policy* and related procedure.

5.3 The Council may undertake any other function conferred on it by the Act or any other law of the ACT or the Commonwealth.

6. Reserved Powers and Delegations

- 6.1 Council has the power to delegate any of its functions under the Act (s 17), except the power to make Statutes (Act s 19(2)). Delegations cannot be sub-delegated (*Legislation Act 2001* (ACT), pt 19.4.).
- 6.2 The [Reserved Powers of Council](#) instrument sets out the powers that Council chooses not to delegate and to reserve for itself. Amendments to the Reserved Powers of Council may only be made by resolution of Council.
- 6.3 The [Delegations of Authority Policy](#) and Schedule defines all delegations approved by Council.

7. Meetings of Council

- 7.1 Council meetings are governed by the Council and Committee [Standing Orders](#), which set out the procedures for meetings. The annual Meeting Schedule is available on the [Governance website](#).
- 7.2 Meeting agendas are designed to cover the annual Council Workplan which is approved by Council and ensures coverage of matters related to Council's role and functions.
- 7.3 Council meets at least six times each year. Agendas and meeting reports are made available on the Governance website.

8. Composition of Council

- 8.1 The size and composition of the Council is set out in the Act (s 11(1)). Council has 15 members comprising:
 - 8.1.1 The Chancellor appointed by Council
 - 8.1.2 The Vice-Chancellor, and the Chair of Academic Board
 - 8.1.3 Eight people appointed by the Minister. These members are appointed in accordance with s 11A of the Act. At least two appointed members must have a high level of relevant financial expertise and at least one appointed member must have a high level of relevant commercial expertise (Act s 11A(4)).
 - 8.1.4 Four internal elected members that include: one undergraduate student, one postgraduate student, one academic staff member, and one general staff member. Elections are conducted in accordance with the [Election of Staff and Student Members of Council Rules](#).
- 8.2 In accordance with the *HESF* members of Council must be fit and proper persons (6.1 (2a)) and the Council must include at least two members who are ordinarily resident in Australia (6.1(2b)).
- 8.3 In accordance with the *Code of Governance Principles and Practice for Australia's Public Universities*, the membership should:
 - 8.3.1 achieve a balance between higher education and other expertise, and aim to include a nonexecutive member who has university leadership expertise from outside the institution; and
 - 8.3.2 endeavour to ensure gender equity and cultural diversity of its membership, including Aboriginal and Torres Strait Islander peoples.
- 8.4 Council considers the Council Skills Matrix and the key attributes required of Council when assessing potential candidates to recommend to the Minister for appointment to ensure a skilled and diverse membership that is representative of the communities it serves.
- 8.5 The membership of Council is published on the [Governance website](#).

9. Office Holders

9.1 The Chancellor

- 9.1.1 The Chancellor is appointed by Council from amongst or from outside its membership (Act s 24(1)).
- 9.1.2 The Chancellor's principal responsibilities are to provide appropriate leadership to the Council and to ensure the Council fulfils its obligations. The Chancellor also has specific responsibilities to:
- i. Chair Council meetings, and other governance-level meetings, and to facilitate discussion within each meeting
 - ii. Represent the views of the Council to the University community, government, business, civil society and the public
 - iii. Maintain a regular dialogue with the Vice-Chancellor and Academic Board Chair, serving as a primary link between the Council and Vice-Chancellor, and providing continuity between Council meetings
 - iv. Work with the Vice-Chancellor to obtain information to enable the Council to engage in robust and efficient decision-making processes and to monitor the effective implementation of Council decisions
 - v. Represent the University at meetings, functions and ceremonies nationally and internationally
 - vi. Preside over ceremonial occasions of the University, including the Conferring of Awards ceremonies.

9.2 The Deputy Chancellor

- 9.2.1 The Deputy Chancellor is elected by Council resolution from among its members and acts as the Chancellor when the Chancellor is unavailable, as stated in the Act (s 24A).
- 9.2.2 The Deputy Chancellor works closely with the Chancellor in the exercise of their roles and, by arrangement with the Chancellor, may represent the University at official functions.
- 9.2.3 The Deputy Chancellor acts as Chair of Council meetings if the Chancellor is unavailable or cannot preside due to a conflict of interest.

9.3 The Vice-Chancellor

- 9.3.1 Council appoints the Vice-Chancellor (as the executive officer) and President of the University (Act s 25).
- 9.3.2 The Vice-Chancellor is accountable to Council for the overall management of the University within its legislative framework and resolutions of Council; is the primary source of advice to Council; and is accountable to the Council for the discharge of their responsibilities.
- 9.3.3 The Vice-Chancellor:
- i. leads the University and implements its strategic and academic vision
 - ii. plays a major role in cultivating and sustaining the University's relationship with key external stakeholders
 - iii. is responsible for university performance and ongoing compliance with applicable policies and legislation
 - iv. is supported by, and is responsible for, senior management
 - v. reports to the Council through the provision of reports, briefings and presentations covering the performance of the University and key issues affecting it, throughout the year, including by providing a formal written 'Vice-Chancellor's Report' to every ordinary meeting of the Council.

9.4 Secretary of Council

The Secretary of Council, also referred to as the University Secretary, reports to the Chancellor and is responsible for supporting good governance of the University. The role includes:

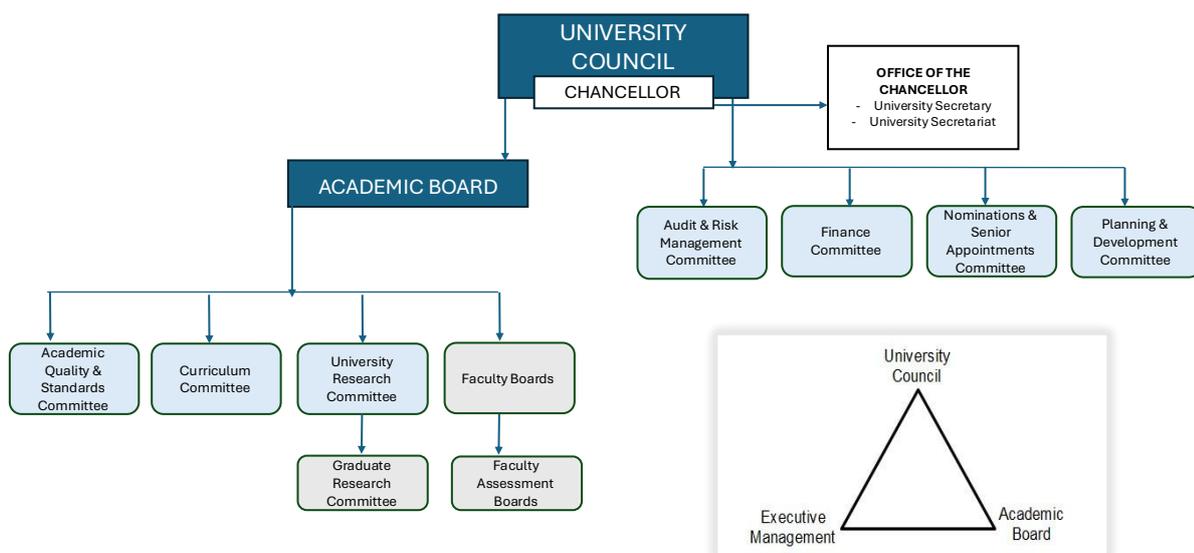
- 9.4.1 being the principal governance and procedural advisor to the Chancellor, Academic Board Chair, Council Committee Chairs, and Council and Committee members, including working with the University Legal team to seek guidance and advice on statutory obligations and legal matters where applicable
- 9.4.2 managing all Council business including meetings, agendas, papers and minutes and monitoring the completion of actions arising from meetings
- 9.4.3 certifying decisions of the Council as true and correct, and for the custody and reporting on use of the corporate seal
- 9.4.4 monitoring compliance with Council and Committee Charters, policies and procedures
- 9.4.5 acting as Returning Officer for University elections and facilitating the appointment of new Council members and organising induction and professional development of members.

10. Academic Board

- 10.1 Academic Board (Board) is established under the Act (Division 2.3) and is responsible under the Council for all academic matters relating to the University. The Board advises Council on any matter relating to education, learning, research and the academic work of the University, including compliance with the academic components of the HESF (Act s 19).
- 10.2 Council has delegated to the Board a range of powers, including the authority to approve academic policies, accredit and reaccredit courses, approve changes to existing courses, approve new awards and to authorise their addition to the University's Courses and Awards Register.
- 10.3 The Chairperson of the Board is appointed by the Council on recommendation from the Vice-Chancellor and Nominations and Senior Appointments Committee (Act s 21). The Chairperson is a member of Council and provides an Academic Board Report to each ordinary Council meeting.
- 10.4 The Board has established committees to assist it via advice, reporting and making necessary recommendations. These committees are shown in Figure 1 and include the:
 - 10.4.1 Academic Quality and Standards Committee
 - 10.4.2 Curriculum Committee
 - 10.4.3 University Research Committee
 - 10.4.4 Faculty Boards

11. Committees of Council

- 11.1 Council has established committees, in accordance with the Act (s 17 (1)(b)) to assist it with specific responsibilities, advising and reporting to the Council and making any necessary recommendations. Each formally constituted Committee has a charter, approved by the Council which is reviewed at least every two-years. Committee Charters are publicly available on the [Governance website](#).
- 11.2 The standing committees of Council are shown below and include the:
 - 11.2.1 Audit and Risk Management Committee
 - 11.2.2 Finance Committee
 - 11.2.3 Nominations and Senior Appointments Committee
 - 11.2.4 Planning and Development Committee



Details at: canberra.edu.au/about-uc/governance

11.3 Reporting

- 11.3.1 Minutes of meetings are submitted to the Council for endorsement.
- 11.3.2 Committees report annually to the Council on how Committee objectives have been met.

11.4 Membership

- 11.4.1 The Council seeks to ensure an appropriate level of expertise and diversity on each Committee.
- 11.4.2 The Chairs of Council committees are appointed by the Council from externally appointed members of Council following an open expression of interest process.
- 11.4.3 Committee Charters define the membership. Committees are composed of members of the Council. They may include senior management and external independent members with relevant expertise, as required.
- 11.4.4 If a committee vacancy occurs, the Council will call for nominations and appoint another member to the Committee by resolution.
- 11.4.5 Council members on committees will be appointed for the duration of the term of their appointment to the Council. Members may be re-appointed for an additional term(s). Terms of office for independent external members of Council Committees will initially be two-years and the Council may decide to extend as required.
- 11.4.6 Subject to Council's approval, committees may co-opt additional members to ensure an appropriate level of expertise. Co-opted members of committees, including University staff members, will not have voting rights unless specifically approved by the Council.

12. Duties of Council Members

12.1 In accordance with section 12A of the Act all members of Council, in exercising the functions of a Council member, must:

- 12.1.1 act always in the best interests of the University as a whole. This duty must be observed in priority to any duty a member may owe to those electing or appointing the member.

- 12.1.2 act honestly and for a proper purpose.
- 12.1.3 exercise reasonable care and diligence.
- 12.1.4 avoid conflicts of interest.
- 12.1.5 disclose to the Council, in accordance with section 14 of the Act and the Statute, any conflict between the member's interests and the University's interests.
- 12.1.6 not improperly use their position, or information obtained because of the member's position, to gain an advantage for the member or someone else; or cause a detriment to the University or someone else.
- 12.2 The Council may, by resolution passed by 2/3 of the members of the Council for the time being, remove a Council member from office if the Council member fails to comply with a duty as described in 12.1.2 to 12.1.6 above (Act s 12A(4)).
- 12.3 Council members also have a duty of confidentiality. This requires that a Council member:
 - 12.3.1 respect the confidentiality of proceedings save to the extent that they deal with matters in the public domain or reflected in the public minutes.
 - 12.3.2 must not disclose any document, including but not limited to any meeting agendas, board papers and attachments, minutes, memoranda, financial records and statements and legal opinions, that were provided to Council during the period in which he or she serves or had served as a Council or Council Committee member (together 'the Council Documents'), or allow the Council documents (including any information arising from the Council Documents), to be disclosed to any other person unless that disclosure has been authorised by the Council or is permitted by law.
- 12.4 A Council member's duty of confidentiality is an ongoing duty that continues after their term on the Council.
- 12.5 In exercising the functions of a Council member, all members of the Council agree to comply with:
 - 12.5.1 all State and Federal legislation to which the University is under a statutory obligation to comply with;
 - 12.5.2 the University Charter of Conduct and Values; and
 - 12.5.3 the University's policies, procedures and plans, as amended from time to time.
- 12.6 A Council member must immediately report a breach of any of the duties or obligations set out at 12.1, 12.3 or 12.5 above, to the Chancellor.
- 12.7 The Chancellor must immediately report a breach of any of the duties or obligations set out at 12.1, 12.3 or 12.5 above, to the Deputy Chancellor.
- 12.8 The reporting obligations under 12.6 and 12.7 above do not replace any statutory reporting obligations that may arise under any State or Federal legislation.

13. Rights of Council Members

- 13.1 Council members have the right to receive:
 - 13.1.1 A comprehensive induction program for new members with follow-up sessions as required
 - 13.1.2 A Council Handbook with links to relevant documents
 - 13.1.3 Appropriate professional development opportunities each year
 - 13.1.4 Timely receipt of agendas and papers
 - 13.1.5 The provision of, including the right to request and inspect, complete, accurate and up-to-date information in respect of all matters to be considered by Council and in respect of all of Council's identified functions

- 13.1.6 Remuneration as set out in the [Council Remuneration Policy](#). Members receiving a salary from the University are not entitled to remuneration. Members are regarded as employees of the University for payroll and superannuation purposes
- 13.1.7 Reimbursement of reasonable and legitimate expenses incurred in the role of performing the functions of a Council member
- 13.1.8 The provision of advice (including but not limited to legal and financial advice) as may be necessary to enable Council members to discharge their fiduciary duties and make informed decisions in respect to their management of the University
- 13.1.9 Member protection (refer to Section 14) and access to information (refer to Section 15).
- 13.2 This Charter is a governance document. It does not create legal rights or entitlements and does not form part of any Council member's terms of appointment. Any indemnities, insurance arrangements or related rights will be governed by the University's governing Act.

14. Protection of Council Members

Under section 29A of the Act no action, suit or proceedings lies against a person who is or has been a member of the Council in relation to an act done or omitted to be done honestly in the exercise, or purported exercise, of a function under this Act. Relevant insurance is also held.

15. Access to information

- 15.1 For the purposes of this Charter 'Access Period' means the time frame during which the Council member holds the position as member on the University Council and ends:
 - 15.1.1 Seven years after the date of the expiry or termination of the Council member's term; or
 - 15.1.2 where an Action, or an inquiry or hearing of a Government agency that the Council member is or has a reasonable prospect of being required to appear before, is commenced or threatened prior to the date referred to in sub-clause 15.1.1 above, the date of the final determination or abandonment of the Action, including any appeals, or the date of the final completion of the inquiry or hearing (as the case may be), whichever last occurs.
- 15.2 For the purposes of this Charter 'Action' means any demand, allegation, proceeding, investigation, inquiry, or legal action (whether civil, criminal, administrative or regulatory) that may be made or commenced against a Council member in connection with their duties or responsibilities as a Council member of the University.
- 15.3 Council members will generally be granted access, on request, to University information unless providing access to the information is, or may likely, constitute a:
 - 15.3.1 breach of the Council member's legislative or fiduciary duties
 - 15.3.2 a breach by the University of privacy legislation
 - 15.3.3 breach of a duty of confidentiality owed by the University
 - 15.3.4 waiver of legal professional privilege, or
 - 15.3.5 a breach of any other law or lawful order or director.
- 15.4 University information given to Council members may only be used for the purposes of performing Council functions, discharging their fiduciary and statutory duties as a member of Council, or responding to a Claim, and not for any personal or other purpose.
- 15.5 All information received by a Council member while fulfilling the Council's duties and functions must be regarded as confidential and remains the property of the University. This duty of

confidentiality is an ongoing obligation and continues after the expiry or termination of a Council member's term on the Council and any Council Committee.

- 15.6 Requests for University information should be made in writing via the University Secretary.
- 15.7 University information released to any Council / Committee member will generally be distributed to all Council / Committee members except for where a Council member has a conflict of interest in the subject matter of the information.
- 15.8 The Vice-Chancellor has the discretion to provide information prior to the next meeting of Council, or have it included in the papers for that meeting.
- 15.9 For the purposes of clause 15.10 a Council member includes both a current and former Council member.
- 15.10 A current or former Council member may during the Access Period request access to all Council Documents in circumstances where:
 - 15.10.1 The person is defending, or there is a reasonable prospect that the person will be defending, legal proceedings which relate to an allegation or finding of an act or omission of the Council member in performing their duties relating to their appointment as a Council member or to the conduct of the Council during the term of their appointment to the Council; or
 - 15.10.2 Where the Council member is required to appear before, or there is a reasonable prospect that the Council member will be required to appear before an inquiry or hearing of a Government agency relating to an allegation or finding of an act or omission of the Council member in performing their duties relating to their appointment as a Council member or to the conduct of the Council during the term of their appointment to the Council, and

for the sole purpose of the Council member conducting those legal proceedings or appearing before or preparing to appear before that hearing or inquiry. This includes the right of the Council member to disclose such Council Documents to third parties (such as the Council member's legal advisors) where such disclosure is necessary for the sole purpose of conducting those legal proceedings or appearing before or preparing to appear before that hearing or inquiry.

16. Evaluation of Council Performance

- 16.1 Council regularly assesses its performance, the performance of its members and the performance of its Committees, and Academic Board. This includes:
 - 16.1.1 The provision of an Annual Report to Council on compliance with 'A Code of Governance Principles and Practice for Australia's Public Universities'.
 - 16.1.2 Annual internal self-assessment of Council and its Committees via individual surveys of members.
 - 16.1.3 Performance review of each member including their attendance at Council and Committee meetings, and contribution of each Council member to Council and the University more broadly (generally occurring annually).
 - 16.1.4 An external corporate governance review as documented on the Council Workplan (generally occurring three-yearly).
 - 16.1.5 An external academic governance review as documented on the Council Workplan (generally occurring five-yearly).
- 16.2 Evaluation findings are considered in planning of the Council and Committee agendas, workplan, member development and other matters relating to the business of Council.

17. Charter Authority

- 17.1 Council members are bound by this Charter and must comply with it in relation to University matters.
- 17.2 The Council will review this Charter on a biennial basis as documented in the Workplan.
- 17.3 The University Secretary is authorised to make administrative updates to the Charter as is required.