



VICTORIA UNIVERSITY
UNIVERSITY COUNCIL
COUNCIL CHARTER

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1. Introduction

- 1.1 The Council of Victoria University is established as the governing body of the University under the Victoria University Act 2010 (Vic).
- 1.2 The Council is responsible for the general direction and superintendence of the University and may exercise all powers and functions conferred on the University by the Act.
- 1.3 The Council provides stewardship of the University by setting strategic direction, overseeing performance, and safeguarding academic purpose, financial sustainability and public trust.
- 1.4 This Charter is a non-legislative instrument that articulates the role, responsibilities, powers and expectations of the Council within the University's governance framework.
- 1.5 The Charter supports transparent and effective governance and operates consistently with the Act, University statutes, regulations and approved governance instruments.
- 1.6 The Council establishes an Academic Board as the peak academic governance body and delegates authority to it as permitted by statute.
- 1.7 The Council appoints the Vice-Chancellor as Chief Executive Officer and holds the Vice-Chancellor accountable for leadership, management and performance.
- 1.8 While powers may be delegated, the Council retains ultimate accountability for governance, oversight and performance of the University.

2. Role and Responsibilities of Council

This section sets out the role and responsibilities of the Council as the governing body of the University, and the respective role of the Vice-Chancellor in leading and managing the University on behalf of Council.

2.1 Role and responsibilities of the Council

- 2.1.1 The Council provides overall leadership of the University.
- 2.1.2 The Council oversees and is accountable for the operations of the University, including assurance that the University is meeting the standards of the relevant external regulators.
- 2.1.3 The Council approves and monitors the annual University budget and oversees the University's financial sustainability beyond the current budgetary year.
- 2.1.4 The Council sets the University's public purpose, safeguards its long-term interests and those of the university community, and maintains public trust through transparency and accountability.
- 2.1.5 The Council sets and monitors the strategic direction of the University and monitors implementation of strategy against targets.
- 2.1.6 The Council specifies the information it requires from executive to discharge its functions, including their form, frequency and escalations points.
- 2.1.7 The Council oversees and ensures the academic quality and standards of the University including academic freedom and integrity;



- 2.1.8 The Council supports and oversees the promotion of a positive institutional culture in the university and ensures a systematic response to misconduct and complaints.
- 2.1.9 The Council oversees the sustainability and integrity of workforce practices and the effectiveness of strategic workforce planning.
- 2.1.10 The Council oversees the University's risk management framework, assumes overall accountability, satisfies itself as to its adequacy and effectiveness, and sets the risk appetite within which management operates.
- 2.1.11 The Council appoints and monitors the performance of the Vice-Chancellor.
- 2.1.12 The Council confers and protects the integrity of qualifications awarded by the University.
- 2.1.13 The Council makes University statutes and regulations.
- 2.1.14 The Council performs such other functions as are conferred by the Act.

2.2 Role of the Vice-Chancellor

In accordance with section 11 of the Act, the Vice-Chancellor is an official member of the University Council.

- 2.2.1 The Vice-Chancellor performs the role of the University's Chief Executive Officer, with responsibility for the leadership, management and overall operation of the University.
- 2.2.2 The Vice-Chancellor is accountable to Council for the overall management of the University in accordance with the Act.
- 2.2.3 The Vice-Chancellor is the primary source of operational information and advice to Council, including matters with significant impact on the University's students, staff, finances and reputation.

2.3 Rights, Duties and Expectations of Council Members

- 2.3.1 Members are entitled to induction, access to information, professional development, indemnity and reimbursement of reasonable expenses.
- 2.3.2 Members must act in good faith, with care and diligence, in the best interests of the University.
- 2.3.3 Members must prepare for meetings, maintain confidentiality, avoid conflicts of interest and support collective decisions once made.
- 2.3.4 Members are expected to conduct themselves in a manner that supports effective governance, including demonstrating respect, professionalism and collegiality; engaging constructively with appropriate challenge; and supporting disciplined, respectful debate.
- 2.3.5 Members must act collectively, ethically and in the public interest, supporting decisions once made.

2.4 Confidentiality and Independence

- 2.4.1 All non-public Council information is confidential and must be used solely for



University purposes.

- 2.4.2 Disclosure is permitted only where authorised by Council or Chancellor, or required by law.
- 2.4.3 Confidentiality obligations continue after a member ceases office.
- 2.4.4 Members must exercise independent judgement regardless of their appointment pathway.

3. Role of the Chancellor and Deputy Chancellor

3.1 Role of the Chancellor

- 3.1.1 The Chancellor is the senior office-holder and Chair of Council.
- 3.1.2 The Chancellor leads Council effectiveness, collegiality and governance discipline.
- 3.1.3 Responsibilities include chairing meetings, agenda oversight, facilitating effective relationships, representing the University and presiding over graduation ceremonies.
- 3.1.4 The Chancellor leads Council oversight of the Vice-Chancellor's performance.
- 3.1.5 The Chancellor oversees the division of responsibility between governance and management issues.

3.2 Role of the Deputy Chancellor

- 3.2.1 A Deputy Chancellor acts in the absence of the Chancellor or during a vacancy.
- 3.2.2 The Deputy Chancellor supports Council effectiveness and represents the University as required.

4. Role of the Governance & Secretariat Unit

- 4.1 The Governance & Secretariat Unit supports the proper functioning of the Council and its committees.
- 4.2 The Unit provides governance advice, coordinates meetings, agendas, papers and minutes.
- 4.3 The Unit maintains governance registers, including conflicts of interest.
- 4.4 The Unit supports induction, development and compliance with legislative and regulatory obligations.

5. Role of Student and Staff Elected Members

- 5.1 Student and staff representatives are full Council members with the same fiduciary duties as all members.
- 5.2 Representatives contribute lived experience and insight to support informed governance.
- 5.3 Members bring first-hand insight into the academic, workforce and student experience impacts of Council decisions, supporting effective oversight of the University's operations and performance.



- 5.4 Student elected members contribute their perspective to Council deliberations, supporting the University's commitment to genuine and meaningful student engagement in governance.
- 5.5 Staff elected members contribute operational and professional insight to inform decisions relating to workforce capability, organisational culture and the implementation of Council priorities.
- 5.6 It is recognised that Elected Members do not represent those who elected them. Council may need other mechanisms to ensure that the full range of views of staff and students are heard.

6. Composition of the Council

- 6.1 Council composition is determined by the Act and University regulations.
- 6.2 Membership includes official, appointed and elected members.
- 6.3 Collectively, members provide an appropriate mix of skills, experience, independence and diversity.

7. Access to Independent Professional Advice

- 7.1 The Council may obtain independent professional advice at the University's expense.
- 7.2 Committees may also seek advice within their remit, with the approval from Council or the Chancellor.
- 7.3 Individual members may seek advice with the approval of the Chancellor.

8. Conflicts of Interest and Ethical Standards

- 8.1 Members must avoid actual, perceived and potential conflicts of interest.
- 8.2 Interests must be declared promptly and recorded.
- 8.3 Members with a conflict must not participate in deliberation or voting unless Council determines otherwise.
- 8.4 Members must comply with applicable codes of conduct and integrity policies.

9. Council Meetings

- 9.1 The Council meets at least five times per year in accordance with an annual work plan.
- 9.2 The Chancellor chairs meetings; quorum is a majority of members holding office.
- 9.3 Meetings are conducted respectfully, with disciplined deliberation and a clear focus on strategy, culture, risk and performance.
- 9.4 Council fosters an environment of psychological safety, supported by behaviours that enable effective and respectful Council deliberation.
- 9.5 The Council will only make decisions or provide direction based on papers that provide clear strategic, and concise information that empowers Council members to make informed strategic decisions and include a statement of governance intent, and strategic and risk alignment (except under exceptional circumstances).
- 9.6 In-camera sessions may be held where appropriate.
- 9.7 Circular resolutions may be used for urgent matters.
- 9.8 Accurate minutes are kept as the formal record of decisions.



9.9 The Council may identify any specific matters that members wish to be included in Council's regular reports (*Governance Body Report of Outcomes*) to the University community.

10. Council Review

10.1 Council performance is reviewed annually through self-assessment.

10.2 Committees and the Academic Board are reviewed in accordance with the work plan.

10.3 An independent governance review is commissioned at least every three years.

10.4 Council provides structured, documented feedback to Committees following each reporting cycle, setting out observations, expectations, and any required follow-up actions.

11. Committees of the Council

11.1 The Council establishes committees under approved Terms of Reference.

11.2 Committee Chairs are appointed by Council, from external members (Council or Government appointments).

11.3 Committees report regularly to Council and may highlight any matter requiring Council's attention.

12. Delegation to Management

12.1 The Council delegates operational management to the Vice-Chancellor.

12.2 The Vice-Chancellor is accountable for exercising delegated authority within the Council-approved framework and is accountable to Council for compliance within that framework.

12.3 Notwithstanding any delegation to the Vice-Chancellor, matters that meet Council-approved escalation thresholds (including specified financial, risk or reputational thresholds) must be brought to Council's attention in accordance with the Delegations Framework.

13. Induction, Onboarding and Training

13.1 New members receive structured yet tailored induction which, among other things, covers governance, strategy, finance, risk, culture, psychological safety and compliance.

13.2 Induction includes exposure to campuses, committees and the Academic Board.

13.3 Ongoing professional development is supported through the Council program.

14. Removal of Members

14.1 Removal of members is governed by the Act.



15. Reference to existing regulations and guidelines

Full details from documents referenced by this charter are accessible below:

Act & Statutes			
Victoria University Act	2010	Establishes the legal powers and responsibilities of Council.	[Link]
Governance, Academic and Student Affairs Statute	2013	Sets overarching governance structure, including academic governance and student-related authorities.	[Link]
Delegations of Authority and Regulations			
Delegations of Authority – Council, Academic Board and Council Committees	2023	Specifies which powers are delegated by Council to committees and senior bodies.	[Link]
Regulations – Council, Academic Board and Vice-Chancellor	2021	Prescribes rules that give operational effect to the Act and Statutes.	[Link]
Terms of Reference			
Terms of Reference – Council, Academic Board and Council Committees	2021	Defines each body’s role, scope, decision rights, and meeting requirements.	[Link]
Governance Policies and Procedure & Code of Conduct			
Conduct of Council Business and Standing Order Procedure	2021	Explains how Council meetings operate and how decisions are made.	[Link]
Remuneration and Reimbursement Procedure	2026	Sets how Council members are remunerated and how expenses are reimbursed.	[Link]
Honorary Awards Procedure	2026	Outlines the process for approving and conferring honorary awards and titles.	[Link]
Other governance Policies and Procedures	N/A	Provide supporting rules for governance, conduct, and decision-making.	Library [Link] Dev. Framework [Link]
Supporting documents			
Governance Framework	2026	Integrates governance body roles and structure, with a high-level summary.	[Link to be added]