



VICTORIA UNIVERSITY
UNIVERSITY COUNCIL
GOVERNANCE FRAMEWORK

Approved by	:	Council
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1. Introduction

Victoria University is a distinctive Australian University, operating as an integrated dual-sector institution delivering higher education and vocational education and training, underpinned by its award-winning Block Model curriculum. These defining characteristics shape the University's governance arrangements which ensure that the University fulfils its public purpose, manages risk, assures quality, and makes well-informed decisions.

This document provides an overview of governance arrangements at Victoria University and draws on the Victoria University Act, subordinate legislation made under the Act and other sources relevant to governance at the University.

2. Overview

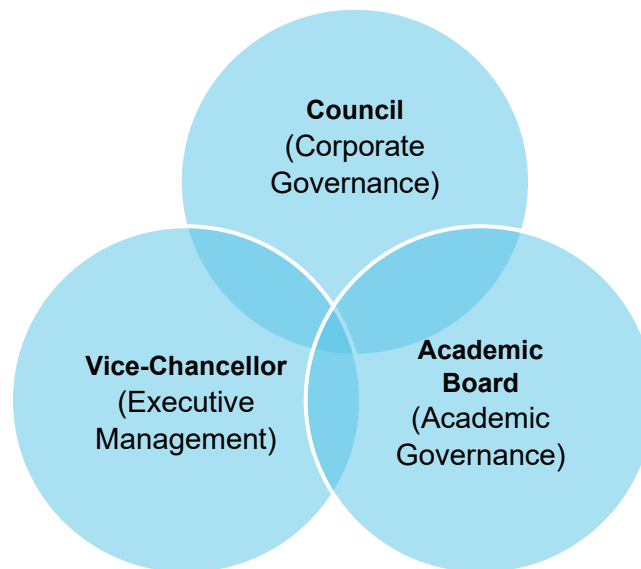
Victoria University operates under the Victoria University Act 2010, which defines the University's purposes and provides the legislative foundation for its powers and activities. As Victoria University's principal establishing statute, the Act authorises the University to pursue its objectives and, at a high level, sets out the statutory bodies and office-holders responsible for the governance, oversight and management of the University.

The Council (Corporate Governance): The formally constituted governing body that oversees and is accountable for all the University's operations. Committees established by the Council support it in carrying out its functions and responsibilities effectively. The Council sets the University's strategy, taking into account the advice of Executive Management.

The Academic Board (Academic Governance): The Academic Board, established under the Victoria University Act 2010, is the principal academic governance body, assuring the quality of teaching, learning and research. It advises and provides assurance to Council on academic matters under University statutes and regulations, while Council retains ultimate accountability for academic oversight.

Officers of the University (Executive Management): The Vice-Chancellor serves as President and Chief Executive Officer of the University and is accountable for the day-to-day management of the University's affairs. The Vice-Chancellor establishes the University's executive, management and operational arrangements, including strategy and planning. The Vice-Chancellor and their immediate reports form the Officers of the University.

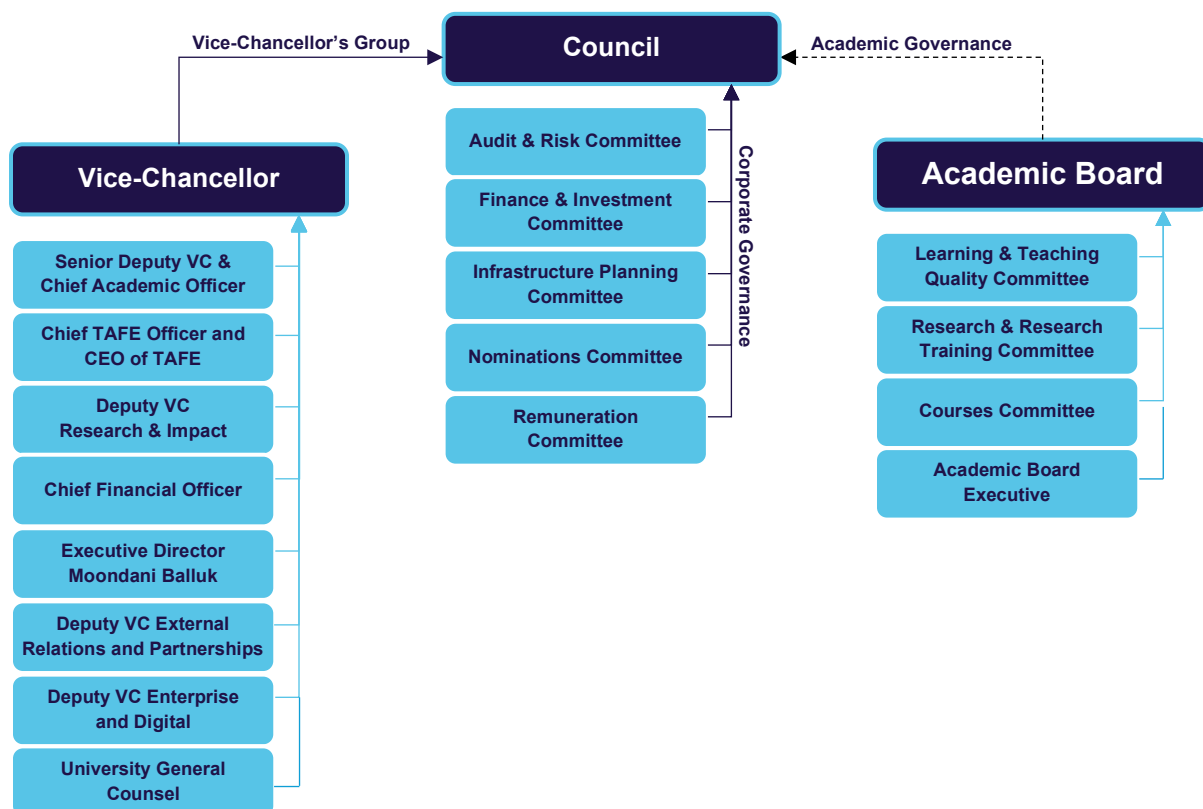
This governance model reflects the tripartite structure commonly adopted across Australian universities:



The tripartite structure recognises the interconnected nature of the University’s governance arrangements, while clearly defining the roles of Council in corporate governance, the Academic Board in academic governance, and management in operational leadership.

3. Governance Structure at Victoria University

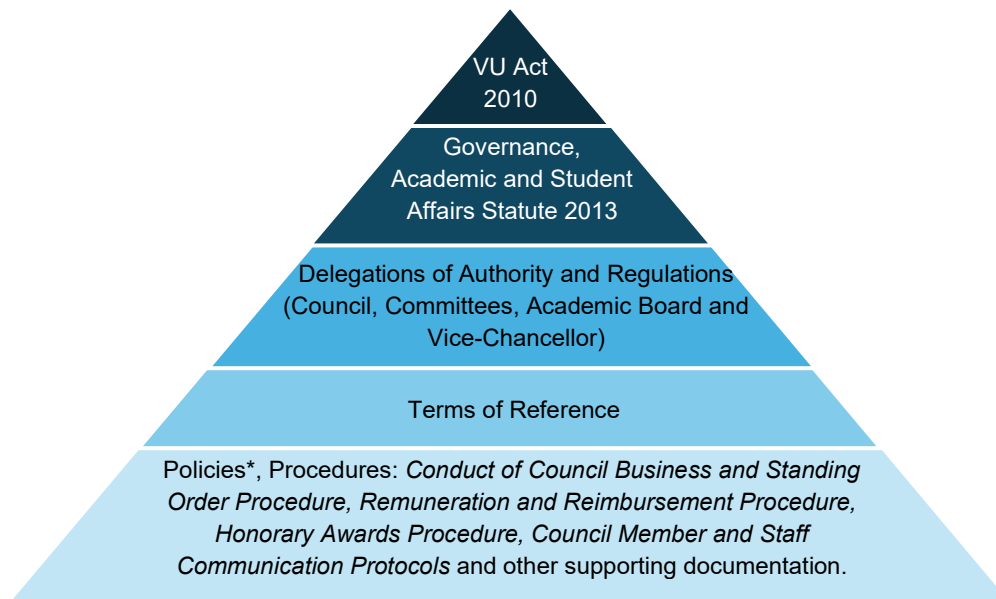
The governance relationship between the three areas: Corporate Governance, Academic Governance and Vice-Chancellor’s Group, is illustrated by the following diagram:





4. Legislative and Policy Hierarchy

Several instruments sit beneath the VU Act (2010) and together form the legislative and policy framework for governance at Victoria University.



*Policies:

- *Academic Policies* are approved by the Academic Board;
- *Operational Policies* are approved by the Vice-Chancellor; and
- *Governance Policies* are approved by Council. Further details can be found [here](#).

Beneath the *VU Act 2010*, University statutes and regulations form the next level of Victoria University's legislative framework.

A statute is the primary legislative instrument made by the University under Part 5 of the *VU Act 2010* and is approved by the University Council and the Minister. The **Governance, Academic and Student Affairs Statute 2013, among other things**, establishes the Academic Board, makes provision for academic and student matters, and enables the making of University regulations and policies.

A **regulation** is a subordinate legislative instrument that gives effect to, and supports the operation of, University statutes and obligations under the *Victoria University Act 2010*. Regulations are made in accordance with Part 5 of the Act, with their subject matter defined by sections 28 and 29. Regulations are approved by the University Council or made by the Vice-Chancellor (where authorised in statute) and are promulgated by the University.

In accordance with sections 18 and Schedule 1 clause 15(3) of the *Victoria University Act 2010*, Council may delegate specified powers and functions to Council committees and the Academic Board.

Terms of Reference sit beneath the Act and statutes, giving effect to these delegations by defining the scope, authority and operation of delegated bodies.



Policies operate beneath statutes and regulations and support their implementation across the University. At Victoria University, policies guide consistent decision-making, manage institutional risk and support strategic and operational objectives. Policies may be made or revoked by the Council, Academic Board or the Vice-Chancellor. Further information about how policies are developed is found [here](#). All policies can be found on the policy library [here](#).

Policies are supported by **Procedures, Resources** and the **Code of Conduct**, which together provide practical guidance and clarify expected standards of behaviour. These documents translate legislation or policy intent into day-to-day practice and are reviewed periodically to ensure they remain current, appropriate and effective.

The Council Charter is not included in the Legislative and Policy Hierarchy diagram, as it serves as a summary document of the instruments shown.

5. Corporate Governance – The Council

Corporate governance underpins Victoria University's sustainability, performance and public accountability by providing the structures through which Council sets strategy, oversees risk and performance, and governs in the public interest.

5.1 Powers and Functions

The role of the Council is defined by the following legislative and governance instruments:

- *Victoria University Act 2010*
The Act establishes the Council as the governing body of the University, with responsibility for the general direction and superintendence of the University and the exercise of all powers, functions and duties of the University.
- *Council Regulations 2021*
Sets out the role, authority, composition, appointment processes, committee structures, conduct of meetings, work planning, professional development and review processes of the Council and Committees, and the regulatory environment which they operate within.
- *Council Terms of Reference 2021*
Articulates the Council's core governance responsibilities, including strategic leadership, oversight of academic quality and standards, financial sustainability, risk management, compliance, performance monitoring, and accountability.

5.2 Role of Council

Council's primary responsibilities and decision-making powers are set out in the above governance instruments and include, at a high level:

- provide overall leadership of the University;
- oversee and is accountable for the operations of the University, including assurance that the University is meeting the standards of the relevant external regulators;
- approve and monitor the annual University budget, and oversee the University's financial sustainability beyond the current budgetary year;
- set the University's public purpose, safeguard its long-term interests and those of the university community, and maintain public trust through transparency and accountability;



- set and monitor the strategic direction of the University and monitor implementation of strategy against targets;
- specify the information it requires from executive to discharge its functions, including their form, frequency and escalations points;
- oversee and ensure the academic quality and standards of the University including academic freedom and integrity;
- support and oversee the promotion of a positive institutional culture in the university and ensure a systematic response to misconduct and complaints;
- oversee the sustainability and integrity of workforce practices and the effectiveness of strategic workforce planning;
- oversee the University's risk management framework, assuming overall accountability and satisfying itself as to its adequacy and effectiveness, and set the risk appetite within which management operates;
- appoint and monitor the performance of the Vice-Chancellor;
- confer and protect the integrity of qualifications awarded by the University;
- make University statutes and regulations; and
- perform such other functions as are conferred by the Act.

In addition to the above, Council has established a VU Council Charter which summarises the responsibilities of the Council, Chancellor, Deputy Chancellor, Governance & Secretariat Unit and Student and Staff Representatives.

Council has also developed Standing Orders that set out how Council meetings should operate including the format of papers and submissions coming to Council, found [here](#).

To assist Council in discharging these functions, all papers coming to Council (other than Committee Reports) should provide clear strategic, and concise information that empowers Council members to make informed strategic decisions and include (except under exceptional circumstances):

1. a statement of governance intent that makes it clear what is being requested of Council;
2. a clear link to the element of the University strategy to which the paper relates;
3. a clear link to any relevant risks identified in the University's risk framework; and
4. a clear link to any financial implications.

Note: Work is underway with Council, to further detail expectations for Council papers, which may inform future refinements.

5.3 Membership of the Council

Council membership is prescribed under the *VU Act* and detailed in the *Council Regulations*, and comprises:

- i. The Chancellor, Vice-Chancellor and Chair of the Academic Board (3).
- ii. Government appointed members (5).
- iii. Council appointed members (5).
- iv. Elected members, including staff and student representatives (2).



Council membership is structured to ensure that, collectively, members bring an appropriate balance of skills, experience, independence and diversity to support effective stewardship, informed decision-making and the long-term success of the University. Profiles of Victoria University Council members can be viewed [here](#).

5.5 Council Committees: Responsibilities and Delegations

Section 18 of the VU Act 2010 sets out the ways in which Council may delegate its powers and functions to governance bodies. The Council does this through Terms of Reference and formal delegations by Delegations and Authorisations Policy.

Summary of responsibilities and formal delegations by body:

Body	Responsibilities	Formal delegations
Academic Board	Approve and accredit courses, set admissions and honours standards, approve academic policy and establish committees and working groups and oversee models and duration of education and training in both vocational and higher education.	<i>Power to approve:</i> Academic policies and procedures, articulation agreements, award courses and course components, grading systems and admission standards.
Audit and Risk Committee*	Monitor risk management and compliance framework and procedures, including the articulation of risk tolerance, and maintain and oversee internal audit function and plans.	<i>Power to approve:</i> Internal Audit Plans.
Finance and Investment Committee	Oversee financial performance and sustainability, including approval of significant financial, investment, asset and budget matters within delegated limits.	<i>Power to approve:</i> real estate transactions < \$20 mil, asset disposal < \$20 mil and bad debt write offs > \$1 mil. <i>Power to sign contracts:</i> for utilities > \$5 mil p.a. and leases > \$1 mil p.a.
Infrastructure Planning Committee	Advise Council on major physical and digital infrastructure planning; oversee campus and digital master plans, capital works and asset management; consider sustainability and heritage matters; refer financial matters to FIC as appropriate.	<i>No formal delegations.</i>
Nominations Committee	Coordinate and recommend appointments to Council, committees, subsidiary boards and honorary awards, oversee Council induction and development and	<i>No formal delegations.</i>



Body	Responsibilities	Formal delegations
	ensure appointments meet legislative, capability and diversity requirements.	
Remuneration Committee	Oversee Vice-Chancellor appointment, remuneration, performance, Council member remuneration and appoint acting VC.	<i>Review and approve the Vice-Chancellor's terms of appointment, remuneration including performance-based components, conditions of service</i>

**Note: Audit and Risk Committee responsibilities and delegations are subject to future change and will be updated accordingly.*

The Academic Board and Committees may establish working groups, request attendance and information, and perform functions necessary to discharge their responsibilities. Full Terms of Reference are found [here](#).

6. Academic Governance – The Academic Board

The Academic Board is the peak academic governance body of Victoria University and a delegate of Council for academic matters that is responsible for accrediting courses of study and approving academic policies. It is responsible for oversight of academic quality, standards and outcomes across learning and teaching, scholarship, research and research training, and for advising Council and senior management on academic matters.

The functions and authority of the Academic Board are established under the Victoria University Act 2010, Tertiary Education Quality and Standards Agency Act 2011, the Governance, Academic and Student Affairs Statute 2013, the Academic Board Regulations 2021, the Academic Board Terms of Reference, the Higher Education Standards Framework (Threshold Standards) 2021, and National Vocational Education and Training Regulator.

The Academic Board has established four standing committees to support the discharge of its responsibilities:

1. Academic Board Executive Committee
2. Courses Committee
3. Learning and Teaching Quality Committee
4. Research and Research Training Committee

6.1 Powers and Functions

The role of the Academic Board is defined by the following legislative instruments:

- *Victoria University Act 2010*
Section 20 requires Council to establish an Academic Board and determine its powers, functions and membership, including arrangements for the appointment of the Chair of the Academic Board.
- *Governance, Academic and Student Affairs Statute 2013*
The Statute establishes the Academic Board as the University's principal academic advisory body



and sets out its core functions, including advising Council on academic matters, overseeing academic standards and quality assurance, approving courses, and exercising powers conferred by University legislation.

- *Academic Board Regulations 2021*
The Regulations provide for the role, authority, membership, procedures and operation of the Academic Board, including its responsibility for academic quality assurance, course accreditation, approval of academic policies and procedures, and the establishment of committees.
- *Higher Education Standards Framework (Threshold Standards) 2021*
Section 4.1, 4.2, 5.1 to 5.4, 6.3, 7.2 and 7.3.3 requires the University to maintain robust academic governance arrangements, including oversight of academic quality. These functions are typically discharged by an Academic Board.

6.2 Decisions of Academic Board

The Academic Board makes the following key decisions, as prescribed in the *Academic Board Regulations*, at a high level:

- Approve, accredit and reaccredit courses of study, including major course changes.
- Approve academic policies and procedures.
- Establish, delegate to, and dissolve Academic Board committees and internal working groups.
- Advise on matters referred to the Academic Board, within the remit of its delegated authorities, by Council, the Vice-Chancellor or other University officers.
- Exercise additional functions necessary to discharge its responsibilities under delegated authority.

6.3 Membership of the Academic Board

The Academic Board comprises elected members, as prescribed in the *Academic Board Regulations 2021*, which ensures broad academic, professional and student representation.

The membership categories include:

- 9 Ex-officio members – comprising five (5) senior officers and four (4) student representatives
- 18 Elected members – by teaching and research staff, professional staff and Indigenous staff
- 2 Appointed members – one Executive Dean appointed by the Vice-Chancellor and one academic staff member employed by VU Online appointed by the CEO of VU Online
- Up to 3 co-opted members – appointed by the Academic Board

The current membership of the Academic Board is published on the Academic Board webpage [here](#).

7. Executive Management – The Vice-Chancellor

The University Council appoints and monitors the performance of the Vice-Chancellor as the University's Chief Executive Officer. The Vice-Chancellor is accountable to the Council for the management of the University, including its academic, administrative and financial affairs, and may establish administrative arrangements and delegate functions to support effective management.

7.1 Powers and Functions



The role of the Vice-Chancellor is defined by the following legislative instruments:

- *Victoria University Act 2010*
The Council appoints and monitors the performance of the Vice-Chancellor, who is the chief executive officer of the University, with functions, powers and duties conferred by the Act, University legislation, or the Council.
- *Governance, Academic and Student Affairs Statute 2013*
The Vice-Chancellor is responsible to the Council for the management of the University, including academic, administrative and financial affairs, and for supervising staff and maintaining good order, and may implement administrative arrangements to maintain an efficient management structure.
- *Vice-Chancellor Regulations 2021*
Sets out the Vice-Chancellor's responsibilities, powers and accountabilities to Council for the leadership, management and administration of the University, including delegations, management policy approvals, and oversight of portfolios and campuses.

7.2 Decisions of Vice-Chancellor

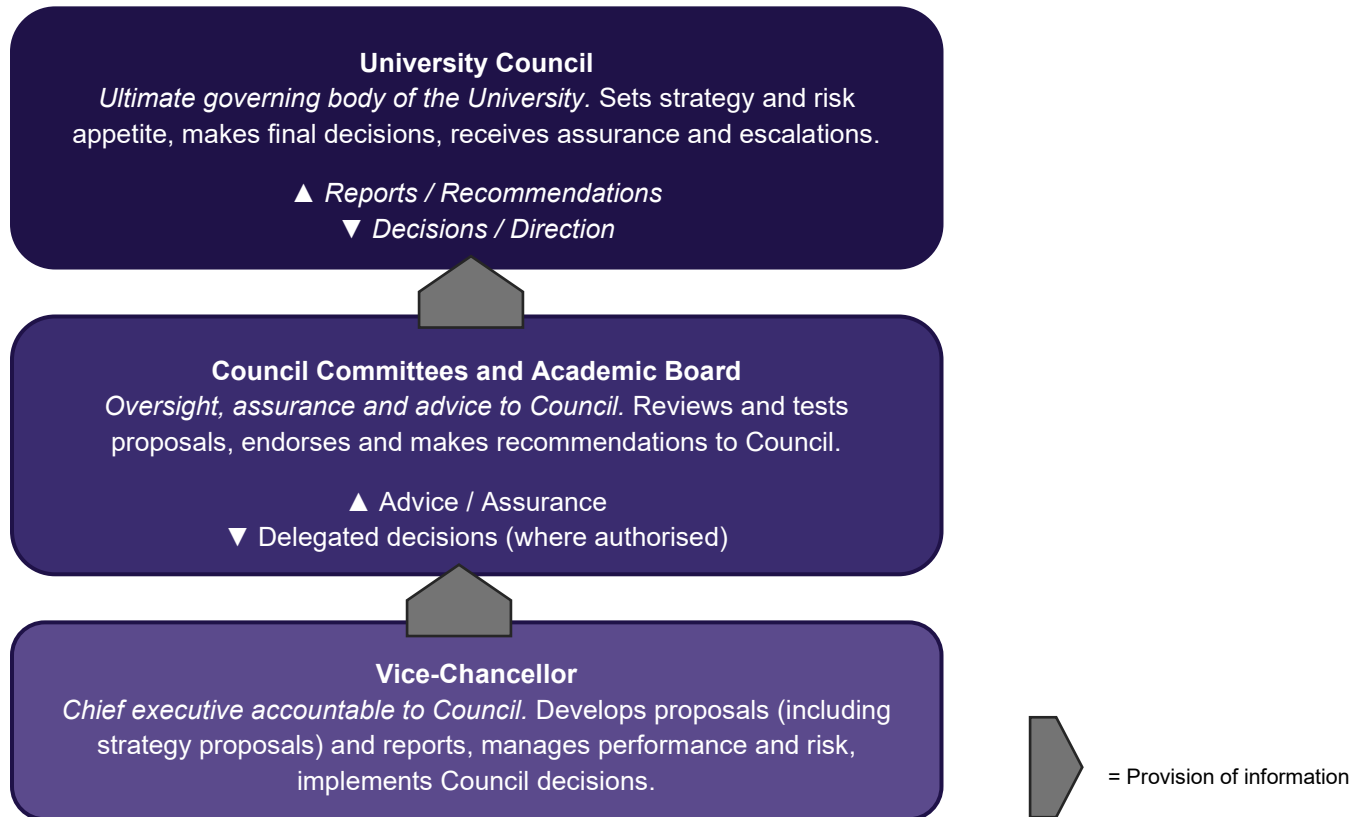
The Vice-Chancellor may exercise the following powers, as set out in the *Vice-Chancellor Regulations 2021*:

- Establish, restructure or close academic, research and administrative portfolios, and oversee all University divisions, portfolios and campuses.
- Exercise delegated Council powers of a routine or minor nature, or where immediate action is required.
- Support the development and oversee implementation of University plans, strategies, frameworks and policies, and approve management policies and procedures in areas not reserved to Council.
- Oversee staff and student safety and wellbeing, including risk management and compliance with statutory, legislative and regulatory requirements.
- Obtain information from staff and delegate functions to appropriately qualified staff or committees, and oversee those delegations.
- Direct persons to vacate or not enter University premises where necessary to maintain a safe and functional University environment.



8. Governance bodies visualised

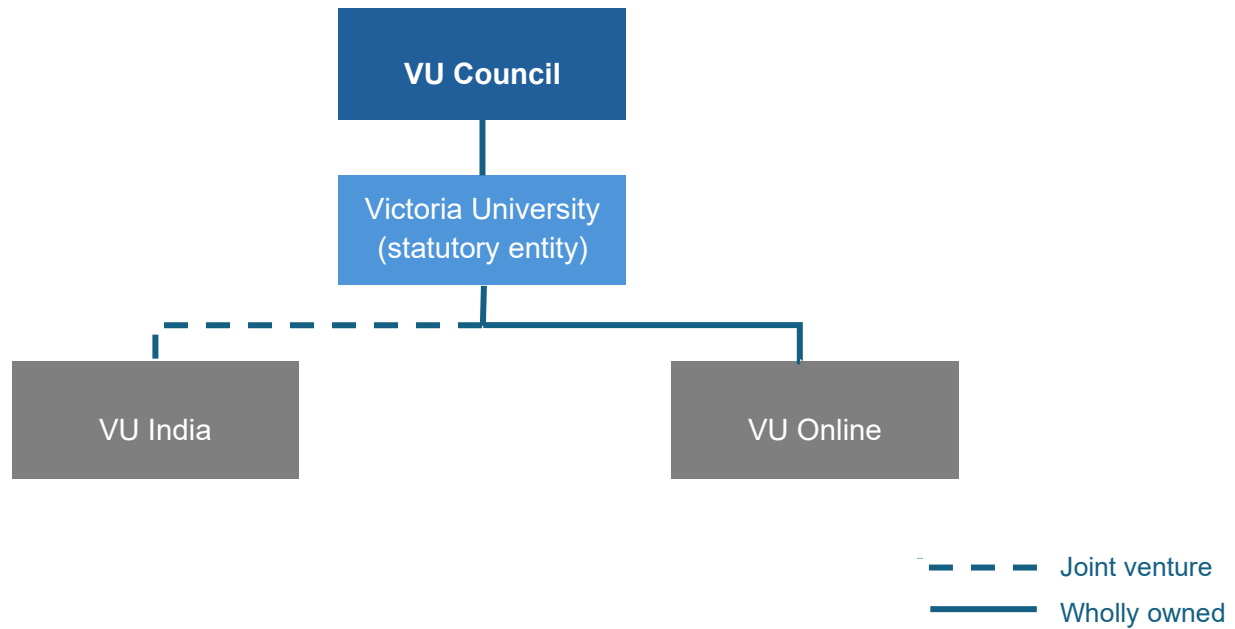
The diagram below describes how academic, strategic and operational reporting flows across the governance structure, enabling clear accountability and effective Council oversight.





9. Controlled entities

The Council is responsible for approving the establishment of, and providing oversight of, entities controlled by the University. In doing so, the Council oversees governance, accountability and performance arrangements, including monitoring financial and business activities, and receives information and assurance to support its oversight responsibilities. Victoria University has established controlled entities, as illustrated in the diagram below:





10. Documents reference table

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

Name	Dated	Description	Where to Find
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]



Name	Dated	Description	Where to Find
Supporting documents			
Governance Framework	2026	Integrates governance body roles and structure, with a high-level summary.	[Link to be added]
