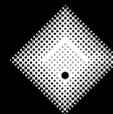


# COUNSELLING COUNCIL 2011

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**VICTORIA  
UNIVERSITY**

MELBOURNE AUSTRALIA

## **ACKNOWLEDGEMENT OF COUNTRY**

We acknowledge the ancestors, Elders and families of the Wurundjeri and Boonwurrung tribes of the Kulin, the traditional owners and custodians of University land.

The people of the Wurundjeri and Boonwurrung gathered at important times with other Kulin language groups – the Wathaurong, Taungorong and Dja Dja Wurrung – along the Yarra and Maribyrnong river valleys, including at Keilor sites, Werribee River, Mount William stone-axe quarry and the significant ceremonial bora rings at Sunbury. One of the last remnants of indigenous grasslands on Kulin lands is located near Iramoo at the St Albans Campus.

Wurundjeri and Boonwurrung peoples have a strong connection to their traditional lands and therefore the University. Wurundjeri language is used to name indigenous programs and permission has been given to Moondani Balluk by Elders to retell Kulin creation stories and to perform ceremonies on University land.

The University acknowledges that the land on which the University stands was the place of age-old ceremonies of celebration, initiation and renewal, and that the Kulin peoples' living culture had and has a unique role in the life of this region.

The Victoria University Act 2010 came into effect on 1 September 2010. As such, some of the policies referenced within this publication are in the process of being reviewed and updated. The publication is as accurate as possible at the time of printing.

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# **VICTORIA UNIVERSITY COUNCIL**

The Victoria University Council is the governing authority of the University. It is responsible for the superintendence and direction of the institution.



**1.**

**INSTITUTIONAL  
BACKGROUND**

# HISTORY OF VU

The Victoria University story is as remarkable as it is complex. Victoria University has embarked on a journey that is characterised by its brand as the 'new school of thought'. However, it can also lay claim to a history that is as varied as it is rich in regional context.

This apparent paradox is explained by the fact that the University, and its antecedents, has been anything but a static entity. One of these proud antecedents, Footscray Institute of Technology, traces its varied growth and development back to 1916. Its other, the Western Institute, was a trailblazer in the mid 1980s taking higher education 'to the people' in the western region of Melbourne.

The Western Melbourne Institute of TAFE (itself the result of successive mergers with the Newport College of TAFE and the Flagstaff College of TAFE), which merged with Victoria University of Technology in 1998 also traces its origins back to 1916 and the institution that became the Footscray Institute of Technology. Education in the west has come full circle.

Victoria University of Technology was established on 1 July 1990 under the Victoria University of Technology Act 1990 and became fully operational on 1 January 1992.

In 2005, it became simply Victoria University.

VU is one of the few multi sector universities in Australia offering both Higher Education and TAFE courses. Its multi sector nature allows for the development of articulated links between the two levels of education and the creation of unique dual awards.

# UNIVERSITY OBJECTS

The objects of the University are stated in the University Act and are the platform on which its mission, values and strategic direction are based.

They include:

1. to provide and maintain a teaching and learning environment of excellent quality offering higher education at an international standard;
2. to provide vocational education and training, further education and other forms of education determined by the University to support and complement the provision of higher education by the University;
3. to undertake scholarship, pure and applied research, invention, innovation, education and consultancy of international standing and to apply those matters to the advancement of knowledge and to the benefit of the well-being of the Victorian, Australian and international communities;
4. to equip graduates of the University to excel in their chosen careers and to contribute to the life of the community;
5. to serve the Victorian, Australian and international communities and the public interest by –
  - i enriching cultural and community life;
  - ii elevating public awareness of educational, scientific and artistic developments; and
  - iii promoting critical and free enquiry, informed intellectual discourse and public debate within the University and in the wider society;
6. to use its expertise and resources to involve Aboriginal and Torres Strait Islander people of Australia in its teaching, learning, research and advancement of knowledge activities and thereby contribute to -
  - i realising Aboriginal and Torres Strait Islander aspirations; and
  - ii the safeguarding of the ancient and rich Aboriginal and Torres Strait Islander cultural heritage;
7. to provide programs and services in a way that reflects principles of equity and social justice;
8. to confer degrees and grant diplomas, certificates, licences and other awards;
9. to utilise or exploit its expertise and resources, whether commercially or otherwise; and
10. to develop and provide educational, cultural, professional, technical and vocational services, and, in particular, to foster participation in post-secondary education for persons living or working in the Western Metropolitan region of Melbourne.

# UNIVERSITY MISSION

Victoria University's mission statement is:

"Victoria University seeks to positively transform lives through the power of further education, vocational and higher education, and research. We work collaboratively to develop the capabilities of individuals, enterprises and communities within the western Melbourne region and beyond to build sustainable futures for ourselves and our stakeholders".<sup>1</sup>

# UNIVERSITY VALUES

Victoria University has adopted the following values to underpin and guide its everyday operation and future development in its core areas of teaching and learning, research and external engagement and its other activities<sup>2</sup>.

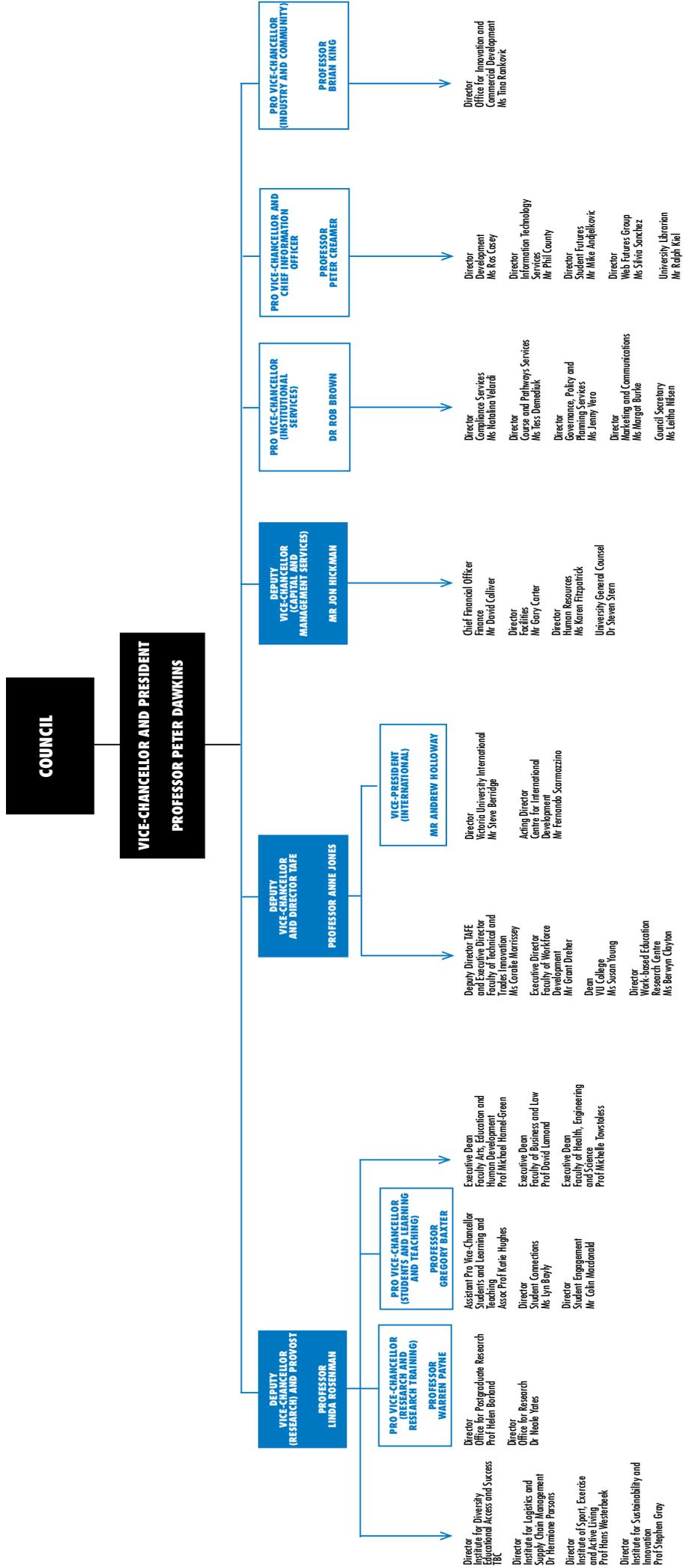
We value:

1. **knowledge and skills, and critical and imaginative inquiry** for their capacity to transform individuals and the community;
2. **equality** of opportunity for students and staff;
3. **diversity** for its contribution to creativity and the enrichment of our lives;
4. **co-operation** as the basis of engagement with local and international communities;
5. **integrity**, respect and transparency in personal, collaborative and institutional action;
6. **sound** environmental stewardship for future generations; and
7. the pursuit of **excellence** in everything that we do.

<sup>1</sup>The University mission statement is incorporated in the University Strategic Plan - *Making VU 2016 A Statement of Purpose*.

<sup>2</sup>The University values are incorporated in the University Strategic Plan *Making VU 2016 A Statement of Purpose*.

# OUR STRUCTURE



# UNIVERSITY CAMPUSES AND SITES

City Flinders  
City King  
City Queen  
Footscray Nicholson  
Footscray Park  
Melton  
Newport  
St Albans  
Sunshine  
Werribee

VU's offshore and offsite campuses are in

Sydney, Australia  
China  
Germany  
Hong Kong  
India  
Malaysia  
Singapore  
Vietnam

# AFFILIATIONS

City West Water  
Kangan Batman Institute of TAFE  
Le Cordon Bleu  
LeadWest Ltd  
Linfox  
Malthouse Theatre  
The Western Bulldogs  
The University of Melbourne  
Victorian Employers' Chamber of Commerce and Industry (VECCI)  
Western Health



**2.**

**COUNCIL  
COMPOSITION  
AND MEMBERSHIP**

The composition of Council is determined by the Victoria University Act 2010. The Act can be accessed online at <http://gpps.vu.edu.au/legislation/cid/37/parent/1/t/legislation>

## COUNCIL COMPOSITION

The Act specifies that the Council consists of between 14 and 21 persons and comprises a mix of official, appointed and elected positions. That is:

### 1. Official Council members

The Chancellor, the Vice-Chancellor and the Chair of the Education and Research Board are members of Council as a result of their prescribed office.

### 2. Appointed members

At least 3 persons appointed by the Governor-in-Council and one person appointed by the Minister, together with at least 4 persons appointed by the Council.

### 3. Elected members

At least 2 but not more than 3 persons elected or appointed by and from the staff of the University, and at least 1 but not more than 2 persons elected by and from the students of the University.

The number of elected members and the number of Council appointed members is to be the same.

At its meeting on 25 October 2010 the VU Council resolved to change its future size and composition to the following:

- a) 3 official members (Chancellor, Vice-Chancellor and Chair – ERB);
- b) 4 appointed members (appointed by Government and including the Ministerial Representative);
- c) 4 Council appointed members; and
- d) 3 elected members (two staff members and one student member).

*(A total of 14 members).*

## APPOINTMENT TO COUNCIL

The appointment of external Council members is coordinated by the Council's Nominations Committee.

The National Governance Protocols<sup>3</sup> contained within the Higher Education Support Act 2003 encourage the University to adopt systematic procedures for the nomination of prospective members of the governing body for those members who are not elected.

### Appointed positions

The Victoria University Act 2010 specifies that when appointing or nominating members to Council the Victoria University Council (and also the Governor-in-Council and Minister) must have regard to appointing members who have:

1. the knowledge, skills and experience required for the effective working of the Council;
2. an appreciation of the values of a university relating to teaching, research independence and academic freedom; and
3. the capacity to recognise the needs of the external community served by the University.

Further the Act states that:

1. at least 2 members must be persons with financial expertise with relevant qualifications or experience in financial management;
2. at least 1 member must be a person with commercial expertise at a senior level;
3. at least 1 member must be a person who has substantial knowledge or experience of vocational education and training;
4. at least 3 members must be persons who live in or about the Western Metropolitan region of Melbourne;
5. not more than 2 members of the Council may be persons whose normal place of residence is outside Australia;
6. a person who is a member of Parliament of Victoria or of the Commonwealth or any other State or Territory must not be a member of the Council; and
7. a person is ineligible to be a member of the Council if the person is or becomes disqualified from managing corporations under the Corporations Act, or is or has been convicted or found guilty of an indictable offence or an offence that, if committed in Victoria, would be an indictable offence.

In addition the Council should also systematically seek to build an equitable gender and skill base with a balance of skills in the following areas:

1. financial expertise and experience relevant to the governance of public education entities, including public sector or corporate management, law, marketing/communications, organisation development, information technology and risk management;
2. strategic thinking, planning and leadership skills;
3. experience and proficiency in engagement, collaboration and consultation with various stakeholders and specifically within the public education sector; and

<sup>3</sup>The National Governance Protocols are contained in the Higher Education Support Act 2003. There are eleven protocols which provide a significant guide to Australian university council operation

4. an understanding and appreciation of the broader policy context of the delivery and planning of public education services.

The Guidelines for the Selection and Appointment of Members to the Victoria University Council is available at <http://wcf.vu.edu.au/GovernancePolicy/PDF/POU070924000.PDF>

### **Elected positions**

The Governance and Policy Branch of the University coordinates and administers the processes associated with elected members of Council.

Elections are conducted under the guidance of the relevant University Statutes and in line with strict procedures developed by the Branch.

The Council has required by resolution that the nomination and election of students or staff to Council is carried out in a transparent manner. Therefore during the nomination period, the University is alerted progressively to the names of any nominated individuals and the polling results of any election are made available publicly to the University community.

## **TERMS OF OFFICE**

The Act prescribes that:

1. an appointed member holds office until 31 December in the second year next following the year his or her appointment takes effect;
2. a member elected by members of staff holds office until 31 December in the second year next following the year his or her election takes effect; and
3. a member elected by enrolled students holds office until 31 December in the year next following the year his or her election takes effect.

A member of Council is eligible for re-appointment or re-election if the member's period in office does not exceed 12 years of membership, whether consecutive or not.

# THE CHANCELLOR

The Council must elect a person (whether or not a member of the Council) to be the Chancellor of the University.

The Chancellor holds office for a term of five years and may be re-elected.

In addition to presiding at any meeting of Council, the Chancellor when present, shall preside at any ceremonial occasion of the University.

As well, the Chancellor, by virtue of his or her office, is a member of, and may preside at any meeting of, any academic unit, board, committee or other body or unit established or constituted under the Act, or by or under a Statute or regulation, or by any resolution of the Council. Where the Chancellor presides at a meeting in accordance with a Statute he or she shall have the authorities and powers of the Chair of any such meeting.

# THE DEPUTY CHANCELLOR

The Council must elect at least one person to be Deputy Chancellor from among the members of the Council appointed by the Governor-in-Council, the Minister or the Council.

The Deputy Chancellor holds office for a term not exceeding five years, and is eligible for re-election.

In the absence of the Chancellor, or during any vacancy in the office of the Chancellor or during the inability of the Chancellor to act, the Deputy Chancellor shall act as Chancellor and has all the powers and duties of the Chancellor.

# THE VICE-CHANCELLOR

The Vice-Chancellor and President is a member of Council and is appointed by Council.

The Vice-Chancellor is the Chief Executive Officer and the Chief Academic Officer of the University, and is responsible to the Council for the management of the University, and, in particular for:

- (a) the academic, administrative, financial and other business of the University;
- (b) the supervision, either directly or indirectly, of all persons in the service of the University;
- (c) the welfare and discipline of staff and students of the University; and
- (d) maintenance of good order of the University.

In carrying out these responsibilities, the Vice-Chancellor may implement such administrative arrangements as he/she thinks appropriate to establish and maintain an efficient management structure for the University.

Subject to the Act, Statutes and regulations and any resolution of the Council, the Vice-Chancellor may exercise any powers of the Council (other than the power of the Council to make Statutes and to make regulations not delegated to the Vice-Chancellor), which are of a routine or minor nature, or which by reason of an emergency require immediate action. When the Vice-Chancellor exercises an emergency power, he/she must report details of this matter to the next meeting of the Council.

Where the Council appoints a person to act as Vice-Chancellor during any vacancy in the office of the Vice-Chancellor or during the absence or inability of the Vice-Chancellor to act, the Acting Vice-Chancellor has all the powers and duties of the Vice-Chancellor, including Council membership.

# RESIGNATION AND REMOVAL FROM OFFICE

A member of the Council, other than the Chancellor, may resign in writing to the Chancellor.

The Chancellor may resign in writing to the Council.

The Council must remove a member of the Council from office if the member is, or becomes disqualified from managing corporations under the Corporations Act 2001.

The Council may remove a member of the Council from office if:

- (a) in the opinion of the Council, the member is incapable of performing his or her duties;
- (b) in the opinion of the Council, the member refuses to perform or is negligent in the performance of his or her duties;
- (c) if the member, without the Council's approval, fails to attend three consecutive meetings;
- (d) the member is convicted of an indictable offence; and
- (e) the member fails to disclose a pecuniary interest as required.

## CASUAL VACANCIES

If the office of a member of the Council becomes vacant for reasons other than the expiry of the member's term of office, a person must be appointed or elected to fill the vacancy and to hold office for the remainder of the term.

If the vacancy occurs within three months before the expiry of the member's term of office, the office may be left vacant for the remainder of the term. The Minister, after consultation with the Chancellor, may appoint a person to a casual vacancy in the Governor-in-Council category.

## LEAVE OF ABSENCE

Leave of absence is occasionally granted to individual members of Council, if they are unable to attend Council for a period of time. However Council has resolved that any requests for future leave of absence should, unless under exceptional circumstances, (a) be negotiated with the Chancellor before the leave is granted, and (b) should not extend beyond three months.



**3.**

**COUNCIL  
GOVERNANCE  
CHARTER AND  
PRIMARY  
RESPONSIBILITIES**

# TERMS OF REFERENCE

Victoria University Council is responsible for the direction and superintendence of the University. These terms of reference are incorporated in the Victoria University Act 2010.

## GOVERNANCE CHARTER

The Council is committed to ensuring effective and exemplary governance practices based on:

- commitment to public interest;
- leadership;
- honesty and integrity;
- transparency;
- responsibility and accountability;
- participation;
- responsiveness;
- equity and inclusiveness; and
- effectiveness and efficiency.

These principles have been articulated by the Chancellor and reflected within the central Council governance charter, The Victoria University Council Code of Conduct, Responsibilities and Protocols. (This can be accessed online at

<http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217002.PDF>)

# PRIMARY RESPONSIBILITIES OF COUNCIL

The object of good governance is to ensure that there are appropriate structures to assist a university to:

- operate effectively;
- meet its particular accountability requirements;
- develop it as a higher education institution of excellence;
- maintain autonomy; and
- protect and enhance its academic freedom.

The functions and powers of Council are contained within the Victoria University Act 2010.

In addition the Council has adopted a set of primary responsibilities which are consistent with the Act and the National Governance Protocols laid down by the Federal Government.

These primary responsibilities have also been incorporated into the Victoria University Council Code of Conduct, Responsibilities and Protocols<sup>4</sup>

The primary responsibilities of Council include: external accountability, promotion and advocacy responsibilities.

The Council is accountable:

1. directly and indirectly with respect to contracts;
2. for funds provided (from both Commonwealth and State); and
3. for activities that Victoria University undertakes.

The Council is therefore broadly accountable to the State and Commonwealth Governments, staff, students, donors, industry and business partners, and contractors.

In general the Council must be confident that there are systems in place which will ensure that funds are expended for the purposes for which they have been allocated, and to achieve value for money by focusing on effectiveness and efficiency.

It must ensure that University direction and actions are consistent with the University objects contained within the Victoria University Act 2010, including establishing links between the University and the wider community.

<sup>4</sup>The areas of primary responsibilities and Code of Conduct were approved by Council on 23 August 2004.

In particular the Council must report annually:

- to the Federal Government to ensure that governance arrangements comply with the National Governance Protocols contained in the Higher Education Support Act 2003;
- to the Victoria State Government, via the University Annual Report, on matters of legal compliance, annual achievements and the fiscal state of the institution; and
- to DEEWR and DIIRD, via University management, on the University implementation of performance agreements (incorporating matters pertaining to student load, expenditure of received funds, staffing and research matters).

### Strategic planning responsibility

The Council approves the University's mission and broad strategic framework within which the Vice-Chancellor, as Chief Executive Officer, and senior managers responsible to the Vice-Chancellor, can operate.

It also monitors the implementation of major strategic plans and directions as part of its overall role.

The Council also approves the Annual University Budget, which is linked to the University Strategic Plan.

### Legal/risk management responsibilities

Council, in collaboration with the Vice-Chancellor and senior management, is responsible for oversight of the University's risk management program. To this end, Council reviews and assesses the University's policies and procedures in order to identify, assess and manage financial, legal, ethical, safety and reputational risks to the University.

This is primarily achieved through:

- comprehensive reporting to the Council's Audit and Risk Committee and the consequential auditing of the University's Risk Management Framework; and
- reporting and advice to Council and the Chancellor by the University General Counsel on matters of legality and risk.

### Appointment and performance monitoring responsibilities

The Council is responsible for the appointment of the Vice-Chancellor and monitors his/her performance. This occurs on an on-going basis via continual reports to Council and its standing committees and more formally, via the Council's Remuneration Committee.

The Council oversees and reviews the management of the University and its performance.

To facilitate this oversight:

- Council has endorsed key performance indicators relating to the implementation of the Strategic Plan and conducts regular reviews on the achievement of these KPIs; and
- Council monitors the management of many additional resource, strategic, and compliance matters through scheduled monthly or annual reporting to the Council's standing committees, for example on the following topics:
  - a) monthly budget reporting;
  - b) capital development;
  - c) human resources matters, including occupational health and safety;
  - d) IT and research investment;
  - e) controlled entities;
  - f) international activities; and
  - g) external engagement.

The Council reviews its own performance via several major activities that are listed in its policy, Performance Management for Members of Council (available online at

<http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217003.PDF>)

The policy allows for an assessment of performance through an annual self-review, a comprehensive triennial review of Council and an evaluation of the performance of individual Council members.

A related policy on professional development for members of Council (available online at

<http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217004.PDF>)

encompasses an induction program and general professional development opportunities to build the expertise and skills base of Council and ensure members are aware of the nature of their duties and responsibilities. This program is reviewed annually.

## Responsibility to establish policy and procedural principles

Council is responsible for ensuring that the University and the Council have established policies and procedures that are consistent with legal requirements and community expectations.

In implementing this primary responsibility the Council:

- approves when required, new and amended University legislation, incorporating both statutes and regulations;
- formulates its own standing orders and approves policy directly relevant to Council operation (for example, the election of the Chancellor, performance management and professional development);
- oversees the development of a policy framework within the University, via a delegation to the Vice-Chancellor to approve policy, with the additional requirements of annual reporting<sup>5</sup>;
- ensures that the members of Council are aware of their duties as Council members and sanctions for breaches of these duties (via Council induction and an annually published Council guide);
- ensures that the institution has in place a system of delegations to facilitate the effective discharge of primary responsibilities;
- ensures the University's compliance with external legislation such as the Equal Opportunity Act, the Occupational Health and Safety Act, the Planning and Environmental Act, the FOI Act and the Whistleblowers Act; and
- generally oversees the University's compliance with the National Governance Protocols.

## Overseeing and monitoring academic activities responsibility

The Council is required to oversee and monitor the academic activities of the University and does so through:

- requiring at least annually, a report from the Education and Research Board on academic matters;
- through a delegation to the Vice-Chancellor, making policies and procedures with respect to any academic award, program or course of the University; and declaring courses details offered by the University after considering any advice, opinions and recommendations from the Education and Research Board;
- requesting regular reports from the Vice-Chancellor on Victoria University's academic activities;
- approving the classification of student theses; and
- pursuant to advice from relevant bodies, establishing and disestablishing Faculties and Schools.

## Financial performance/ accountability

The Council must approve and monitor systems of control and accountability, including a general overview of any controlled entity. It must also approve significant commercial activities of the University.

It does this via:

- regular reporting to the Resources Committee on finance, resources, capital and commercial activities;
- regular reporting to the Resources Committee on the University's controlled entities;
- approving of the University Annual Budget;
- approving (by delegation to the Deputy Vice-Chancellor – Capital and Management Services) student fees and charges;
- approving the borrowing or investment of monies;
- approving of the purchase and disposal of property, including the leasing of University land; and
- determining that the University's formation or participation in a company, corporation, partnership association or joint venture is in the best interests of the management or conduct of affairs of the University.

<sup>5</sup> Delegations 1–7 were approved on 1 March 2004.

# GIVING AUTHORITY TO DECISION MAKING

The Council gives authority to its decisions by:

## Approving Council resolutions

Council and Council standing committees make many formal resolutions throughout the year. Standing Committees primarily make resolutions in the form of endorsing of matters for later consideration and approval by Council.

Council and standing committee resolutions are highlighted clearly in the minutes of each body and cumulatively recorded in agenda papers.

## Making legislation

The Council may be required to make legislation to facilitate its decision-making.

It may make statutes on matters relating to the organisation, management and good governance of the University as specified in the Act. It may also make regulations, which give breadth to and inform statutes.

A statute approved by Council must also be approved by the Minister, and cannot operate until it has received the requisite approval. A regulation does not require the approval of the Minister before it comes into operation.

Before a statute or regulation concerning a degree or diploma or any matter concerning study or research, is made, amended or revoked by the Council, the Council must submit the proposal to the Education and Research Board for its report. However, if the Council declares such proposed legislation to be urgent, the Council may make the statute or regulation. However the statute or regulation ceases to have effect at the expiration of six months after it is made.



**4.**

**COUNCIL MEMBER  
DUTIES AND  
CONDUCT**

The duties of members of Council are formed not only by public expectations, but in the context of a legal framework that includes:

1. Common law;
2. the Victoria University Act 2010; and
3. other relevant State or Federal Legislation including for example:
  - Higher Education Support Act 2003;
  - Public Administration Act 2004;
  - Financial Management Act 1994;
  - Occupational Health and Safety Act 2004;
  - Whistleblowers Act 2001;
  - Freedom of Information Act 2001;
  - Corporations Act 2001;
  - Equal Opportunity Act 1995;
  - Information Privacy Act 2000; and
  - Trade Practices and Fair Trading Acts.

Commonwealth and State Acts can be accessed online at [www.austlii.edu.au](http://www.austlii.edu.au)

## FIDUCIARY DUTIES

The duties of each member of Council include:

### 1. to act always in the best interests of the University as a whole

A university is required to conduct its business in good faith and in the best interests of the university, in order to achieve the public purpose assigned to it by government.

Once appointed, a member of Council ceases to be a representative of the person or group that elects or appoints him/her and must undertake this role in good faith and in the best interests of the university which he/she is representing.

### 2. to act in good faith, honestly and for a proper purpose

Council members cannot use their position or any information that they have obtained through their position for gaining an advantage, for themselves or any other person. Conversely they cannot use their position or information gained to cause detriment to the University.

Council members must exercise their powers with regard to:

- a) the University's objects; and
- b) the terms of reference for a Council committee, always focusing on what they reasonably and honestly believe is in the interests of the University as a whole, and not any sectional or outside interest.

### 3. to exercise appropriate care, skill and diligence

Council members are expected to act honestly and understand the nature of their duties. They are obliged to carry them out with the same level of care and diligence expected of a 'reasonable' person in a similar situation. For example, a Council and its members should have a basic understanding of the fundamentals of the University and to keep informed about its development. In particular they should be familiar with and monitor the University's business affairs and financial status and possess the requisite skills to have this basic understanding.

### 4. not to improperly use her or his position to gain an advantage for herself or himself or for someone else

A member of Council must not use his/her position or use University information, property or business opportunities to gain advantage for himself or herself, or someone else. For example a Council member cannot use information to create personal material gain (such as setting up a rival business interest) or misuse confidential information.

### 5. disclose and avoid conflicts of interest

Members of Council are obliged to act honestly and to disclose any potential or real conflict of interest. A conflict of interest may be financial or non-financial, direct or indirect. Declarations must be made by Council members stating that they are making decisions with an independent perspective and that relevant decisions are not influenced by divided loyalties or material gain.

Schedule 1 of the Victoria University Act contains provisions requiring Council members to disclose any conflicts of interest.

As such a member of the Council who has an interest in a matter being considered or about to be considered by the Council must, as soon as practicable after the relevant facts have come to his or her knowledge and attention, declare the nature of the interest at a meeting of the Council, or in writing addressed to the Chancellor.

After such a declaration is made by a member of the Council:

- (a) the declaration must be recorded in the minutes of the meeting;
- (b) unless the Council otherwise directs, the member must not be present during any deliberation with respect to that matter;
- (c) the member is not entitled to vote on the matter; and
- (d) if the member does vote on the matter, the vote must be disallowed.

The agendas of Council and Council standing committees are structured in order for Council members to be aware of conflict of interest requirements and to declare these at the beginning of each meeting. Any conflicts of interest are recorded in the minutes of relevant meetings.

## 6. duty to prevent insolvent trading

Members of Council have a responsibility to prevent insolvent trading. If Council members are aware that the University is, or maybe unable to pay its debts at the time required, they may be seen to be in breach of corporations law and held personally liable for any debt. Controlled entities run by the University are subject to the same provisions of corporations law.

These duties listed above are specified in the University Act, highlighted as essential in the National Governance Protocols and reflected in the Victoria University Council Code of Conduct, Responsibilities and Protocols (available online at <http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217002.PDF>)

While a University Council may not always make 'good' decisions, Council members are not seen to have breached their duties if they have made decisions from an informed position, in good faith, in the interests of the University and in a situation free of any personal gain.

If Council members breach their duties to the University, it may lead to personal liability. Council may seek legal redress against the person who contravenes his or her accountabilities to Council and may remove such people from office.

## GENERAL RESPONSIBILITIES

Council members also may need to ensure that:

- decisions made by Council take into account the views and interests of appropriate stakeholders; and
- procedures are in place for effective fostering and development of links with community, industry and business interests.

## COUNCIL MEMBER CONDUCT

Council members are encouraged to refer to the Victoria University Code of Conduct, Responsibilities and Protocols (available online at <http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217002.PDF>), which outlines not only the duties and responsibilities of Council and Council members, but also highlights an appropriate code of conduct.

This code emphasises the importance of the following principles in Council member interaction:

- cooperation;
- courtesy;
- democratically determined decision making;
- openness and respect for alternate points of view; and
- respect for confidentiality as required.

Further, the Code stresses that Council members should make decisions informed from the maximum amount of evidence and information. Members of Council should be proactive in seeking existing information or requesting research and investigation to provide appropriate additional information. These principles are determined to enable Council members to discharge their fiduciary duties and statutory obligations.

## COUNCIL MEMBER INDEMNITY

The University Act contains provisions concerning the indemnification of Council members by their universities. In Victoria University's case, the pertinent provisions are set out at section 19 of The Act which is available online at <http://gpps.vu.edu.au/legislation/cid/37/parent/1/t/legislation>

Under that provision, Victoria University must indemnify and keep indemnified each member of the Council and any member of a committee constituted by resolution of the Council or by or under a Statute or regulation of the University against all actions or claims (whether arising during or after the term of office of that member) in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any powers or duty conferred or imposed upon the Council or committee or upon any member or members of the Council by or under the Act.



**5.**

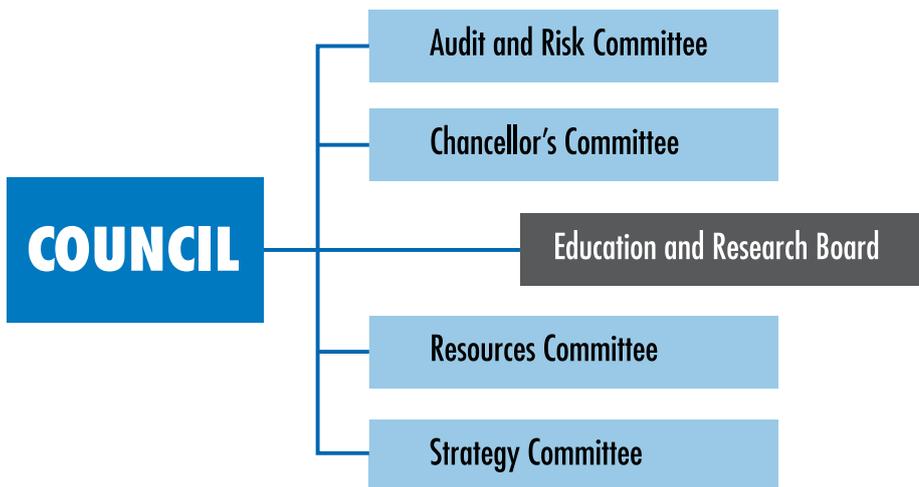
**COMMITTEES  
OF COUNCIL**

# COUNCIL STANDING COMMITTEES

*(Please note that in the first half of 2011 the Council is reviewing the structure and composition of its Standing Committees).*

The Council has four standing committees:

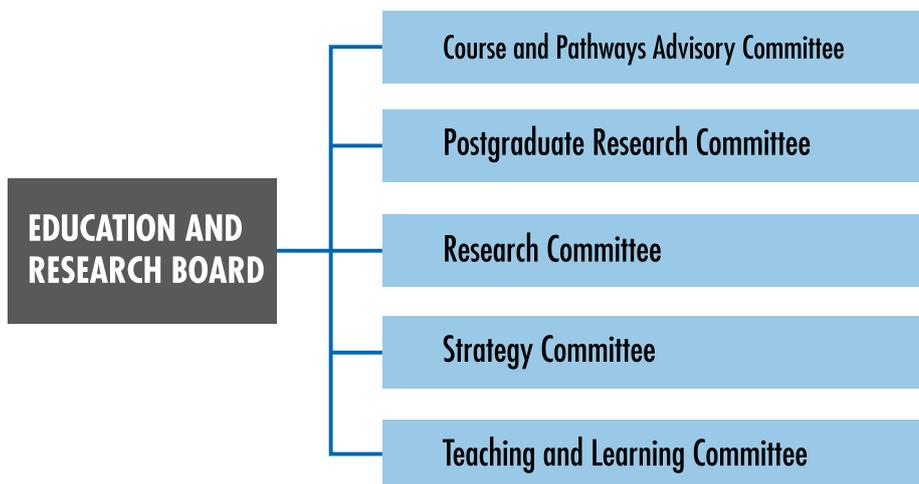
- the Chancellor’s Committee;
- the Audit and Risk Committee;
- the Resources Committee; and
- the Strategy Committee.



# EDUCATION AND RESEARCH BOARD

The Education and Research Board (ERB) was established by Statute 2.2 as the body responsible to Council for academic oversight of the University’s research, academic programs and courses of study in both Higher Education and Vocational and Further Education. As such, the ERB provides advice to Council on the conduct and content of such research, academic programs and courses, and the awarding of degrees, diplomas, certificates and other awards.

The structure of the Education and Research Board and its standing committees is as follows:



# AD HOC COUNCIL COMMITTEES

Members of Council will also be called upon to chair ad hoc individual Student Grievance Panels which may be formed under the University's Student Complaints and Feedback Policy.

## GUIDELINES FOR COUNCIL STANDING COMMITTEES

The Council has approved the following general guidelines for Council standing committees:

### 1. Chairs of Committees

- (a) Chairs of Committees shall be appointed by Council. The Chancellor, after consultation with the Vice-Chancellor, shall bring forward recommendations on these appointments;
- (b) the Chair of each Committee shall be an external member of Council;
- (c) no person shall chair more than one Standing Committee of Council; and
- (d) Chairs shall be appointed for a term of two years.

### 2. Membership of Committees

- (a) committees can include non-members of Council (including persons from outside the University), where they bring special expertise that will assist its deliberations;
- (b) the membership of each Committee shall include at least one female and one male;
- (c) members shall be appointed by Council, on the recommendation of the Chancellor; and
- (d) members shall be appointed for a term of two years.

### 3. Attendance of Other Council Members

- (a) members of Council are entitled to attend meetings of Council Committees of which they are not a member, and to have access to its agenda papers (this does not apply to those meetings of the Chancellor's Committee which consider remuneration or nominations). Council members doing so will be observers, without voting rights. The Chair may permit Council observers to participate in the discussion; and
- (b) when Council committees are considering major matters (e.g. the annual budget or Strategic Plan), they will invite all Council members to attend the committee meeting if they so wish, so that they may be better informed when the matter comes to Council for decision.

### 4. Deputy Chair

Each Committee shall elect a Deputy Chair from among the external Council members on the committee.

### 5. Authority of Committees

- (a) committees have the right to seek from management, via the Vice-Chancellor, whatever information they believe is needed to discharge their responsibilities and to recommend that professional advice (internal or external) be obtained through the Vice-Chancellor on matters within the terms of reference of the Committee; and
- (b) committees do not have authority to make decisions or give directives.

### 6. Equity and Social Justice

All committees must ensure that their decisions and recommendations are in accordance with the University's policies.

# CHANCELLOR'S COMMITTEE

## Composition

The Chancellor (Chair)

The Deputy Chancellor

The Vice-Chancellor

The Chair of the Audit and Risk Committee

The Chair of the Resources Committee

The Chair of the Strategy Committee

The Chair – Education and Research Board

Please note that the Chancellor's Committee has the following varying membership:

- For remuneration matters associated with the Vice-Chancellor, the Committee shall consist of the chairs of the standing committees, the Chancellor and Deputy Chancellor; and
- When acting as a Nominations Committee for Council and its standing committees membership, a student member of Council is added to the membership of the committee.

## Terms of Reference

1. to determine the remuneration and conditions of service of the Vice-Chancellor, and to review her or his performance annually;
2. to consider annually a report from the Vice-Chancellor on the conditions of employment and remuneration (including allowances and loadings) of the Principal Officers of the University, and to offer the Vice-Chancellor any advice on this if it sees fit;
3. acting as a Nominations Committee, to recommend on filling vacant positions on Council: recommending to the Minister on vacancies appointed by the Governor, and to Council on coopted positions;
4. to recommend to Council on persons to be awarded honorary degrees, in accordance with criteria approved by Council;
5. to advise the Chancellor and Vice-Chancellor on any urgent matters necessitating the use of emergency powers between Council meetings, and on any other matters either of them may refer to it;
6. to recommend to Council on amendments to the University's internal legislation and to the University Act; and
7. to provide as required, confidential, timely advice and recommendations to the Chancellor and Vice-Chancellor on emerging issues, major activities and developments within the University.

## Expected competencies for the Chancellor's Committee

(a) all members:

- respect for confidentiality of the discussions; and
- for terms of reference 1-2, no staff or students of the University.

(b) among the members:

- some members with experience as senior executives or as an employer of senior executives.

# AUDIT AND RISK COMMITTEE

## Composition

At least three but no more than four external members of Council, appointed by Council.

At least three but no more than four independent members completely external to the University, who have specialist skills in accounting, auditing and/or risk management.

## Audit Charter (incorporating the Terms of Reference)

### 1 Establishment

- 1.1 The Audit and Risk Committee is a committee of Council. In establishing the Committee, Council approved this Terms of Reference. The Terms of Reference sets out the specific responsibilities of the Audit and Risk Committee and describes the manner in which it will operate.

### 2 Purpose

- 2.1 The primary purpose of the Audit and Risk Committee is to assist Council in discharging its oversight responsibilities as the governing body of Victoria University. In doing this the Audit and Risk Committee will:
- oversee the financial reporting process to ensure the balance, transparency and integrity of published financial information;
  - review the University's internal financial control and risk management system;
  - review the effectiveness and efficiency of the University's audit functions;
  - consider how management ensures the security and integrity of its computer systems and applications;
  - monitor the University's process for compliance with laws and regulations affecting financial reporting;
  - investigate any activity within its terms of reference; and
  - discharge its responsibilities by making appropriate recommendations (in an advisory capacity) to Council.

The Committee does not have the powers to commit Council or the University to the implementation of their recommendations.

- 2.2 In performing its duties, the Committee will maintain effective working relationships with Council, management and the internal and external auditors.
- 2.3 To perform his or her role effectively, each committee member will need to develop and maintain his or her skills and knowledge, including and understanding of the Committee's responsibilities and the University's business, operations and risk.

### 3 Terms of Reference

- 3.1 Maintenance of effective and efficient audit functions
- 3.1.1 Recommend to Council on the appointment of the internal auditor.
- 3.1.2 Review, approve and monitor the scope of the internal audit plan and work program.
- 3.1.3 The Audit and Risk Committee is to:
- receive and consider all completed internal and external audit reports and management's response, including discussion with the auditors any issues or reservations they may have with the management response;
  - monitor actions taken by management to address issues raised;
  - monitor whether accepted recommendations are adopted and addressed by management in a timely manner; and
  - provide advice to Council on action taken by management in response to issues raised.
- 3.1.4 To ensure the internal and external auditors have discharged their duties in an independent and professional manner (this shall include receiving an annual report on any non-audit work undertaken by them for the University), and to review their effectiveness.
- 3.1.5 To meet with the internal and external auditors in private at least once a year to encourage open and frank discussions on any matters that the Committee members believe should be discussed.
- 3.1.6 To ensure the internal and external auditors have had full, free and unrestricted access to all activities, records, property and personnel.
- 3.1.7 To ensure the internal and external auditors have direct access to the Chairperson of Audit and Risk Committee.
- 3.1.8 To review the scope of the internal audit engagement at least once every three years.

- 3.1.9 To consider the professional development needs of its members. In instances where professional development is required, the Chair will seek approval from the Chancellor's Committee.
- 3.2 Effective Risk Management**
- 3.2.1 To review and assess the adequacy and compliance of the University's policies and procedures for identifying, assessing and managing risks (financial, legal, ethical, safety, reputational or other). For the purposes of this paragraph, 'risk' is defined as any circumstance that may prevent the University from achieving its objectives.
- 3.2.2 To review at least half-yearly the effectiveness of the University's management of high risks in its risk register (including relevant educational and research risks).
- 3.2.3 To review annually the University's strategic risk management plan, and report annually to Council on risk management within the University.
- 3.2.4 To receive from management reports on all suspected and actual frauds, thefts and breaches of laws, and on any other significant breaches of policy within the University.
- 3.3 Reliable, Relevant and Timely Financial Reporting**
- 3.3.1 To review the impact of changes in, and ensure compliance with the Financial Management Act 1994, Australian Accounting Standards, Corporations Law and generally accepted accounting concepts.
- 3.3.2 To review the audited annual financial statements intended for release to third parties prior to recommending, after due consideration of all material matters, their approval to Council.
- 3.3.3 To monitor whether adequate systems of internal control are in operation so as to produce accurate and meaningful management information and ensure the integrity of the financial statements of the University.
- 3.3.4 Meet with management and the external auditors to review the financial statements, the key accounting policies and judgments and the results of the yearend audit.
- 3.3.5 To review the adequacy of the University's computer systems and applications to enable the timely and accurate preparation, and integrity, of the University's financial statements.
- 3.4 Compliance with Laws and Regulations**
- 3.4.1 To review the effectiveness of the system for monitoring compliance with all laws and regulations and the results of management's investigation and follow-up of any matters of non-compliance.
- 3.4.2 Obtain regular updates from management regarding compliance matters that may have a material impact on the University's financial statements or compliance policies.
- 3.4.3 Be satisfied that all regulatory compliance matters, related to the business of the University, have been considered in the preparation of the financial statements.
- 3.4.4 Review the findings of any investigations undertaken by regulatory authorities.
- 4 Independent External Advice**
- 4.1 The Audit and Risk Committee shall have the power to conduct or authorise investigations into any matters within its terms of reference. It shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation. The appointment of any external parties will be made through the Vice-Chancellor or the Chancellor in exceptional circumstances.
- 5 Meetings**
- 5.1 The Audit and Risk Committee will meet at least four times per year. In addition, the Chairperson may call special meetings as required.
- 5.2 While only Committee members are entitled to attend meetings, other members of Council may wish to attend, unless there are specific reasons for an in-camera meeting. The committee may invite such other persons (for example, the Vice-Chancellor, senior staff responsible for financial operations and risk management and the internal and external auditors) to its meetings as it deems necessary.
- 5.3 In the absence of the Chairperson, members of the Audit and Risk Committee will choose a Chairperson to chair that particular meeting.
- 5.4 Only members of the Audit and Risk Committee are entitled to vote.
- 5.5 There is no provision for a member to vote by proxy.
- 5.6 The quorum for any meeting of the Committee will be a majority of the current membership.
- 5.7 The Committee should, in all circumstances, propose recommendations by obtaining consensus.
- 5.8 An agenda with relevant papers will be prepared and circulated to all attendees of the Audit and Risk Committee, one week prior to each meeting to allow sufficient time to read and consider their contents.

- 5.9 The Committee shall ensure that Council receives minutes of the meetings, is kept regularly informed on general progress and activities, and is briefed promptly on all significant matters.

## 6 Membership

- 6.1 The Audit and Risk Committee will have the following membership:
- at least three, but no more than four external members of Council, one of whom shall be the Chair;
  - at least three, but no more than four independent members completely external to the University, who have specialist skills in accounting, auditing and/or risk management;
  - a minimum of seven members drawn from the two categories (external Council member and external independent member); and
  - at least one of these members should have formal accounting qualifications with current certification.

- 6.2 Members of the Audit and Risk Committee shall be appointed for a maximum term of three years, after which time they shall be eligible for reappointment.

- 6.3 Council appoints all committee members.

- 6.4 Members are expected to possess the following competencies:

6.4.1 All members:

- questioning mind and willingness to ask probing questions and to give direct opinions;
- high sense of probity;
- independence from University management;
- not employees of the University;
- financially literate (ability to read and understand basic financial statements including a balance sheet, a profit and loss statement and a cash flow statement, ask pertinent questions about them and interpret and evaluate the answers), or be trained in it; and
- respect for confidentiality of those matters that are in confidence.

6.4.2 Among the members:

- at least one member with significant, recent and relevant experience in finance, accounting or auditing;
- at least one member with some experience or knowledge of risk management, or who acquires this within six months of appointment;
- at least one member with a good understanding of how a university operates, or who acquires this within six months of appointment;
- a Chair who is pro-active; and
- it is not necessary for all members to have financial or other expertise; there is also a role for generalists with probing minds.

## 7 Confidentiality

- 7.1 All matters discussed at Audit and Risk Committee meetings together with all material provided to attendees is confidential.

## 8 Self Evaluation

- 8.1 At least annually the Audit and Risk Committee will undertake a formal evaluation and assess the performance and achievements of the Committee for the previous period and ensure that it is meeting its objective efficiently and effectively and is in a position to continue to do so.
- 8.2 Provide an annual report to Council outlining the activities and actions taken by the Committee over the preceding 12 months.

## 9 Review

- 9.1 The Audit and Risk Committee will review the Terms of Reference at least once every three years.

# RESOURCES COMMITTEE

## Composition

Four external members of Council, one of whom shall be the Chair

Two members of Council who are members of the University's full-time staff

The Vice-Chancellor

## Terms of Reference

1. To oversee the management of the financial and human resources of the University and advise the Council on these. In particular, the committee shall:
  - (a) consider towards the end of each year a draft budget of expenditure and expected revenue for the ensuing year presented by the Vice-Chancellor, and recommend the University's annual budget to Council for adoption;
  - (b) consider monthly financial statements, including statements of income and expenditure and report to Council on the general financial situation of the University drawing attention to any significant variations from the budget;
  - (c) recommend to Council on any proposed variations in the annual budget;
  - (d) oversee the investment of all monies of the University (including monies held in trust), and recommend to Council on any changes to the University's investment policies;
  - (e) recommend to Council on any matter relating to the borrowing of money by the University;
  - (f) consider proposals concerning the formation of joint ventures, companies and other commercial entities, advising Council if it is in the best interests of the University to form such entities;
  - (g) exercise oversight of the finances of all University subsidiary companies, including consideration of a draft business plan for consideration and approval before the commencement of each financial year, at least quarterly reports against the business plan, and of the annual audited financial statements;
  - (h) exercise oversight of the finances of all University Trusts and Foundations;
  - (i) consider any other matter related to the resources of the University referred to it by Council or by the Vice-Chancellor; and
  - (j) oversee the human resources of the University through the consideration of quarterly reports on Staffing and Occupational Health and Safety matters.

2. To advise and make recommendations to Council on matters relating to the development and use of the University's physical property. In particular, the committee shall:
  - (a) report to Council twice a year on the Capital Asset Management Plan, including priorities for capital, information technology development and maintenance and the associated resource strategies;
  - (b) consider proposals for the construction of new buildings and other capital projects of \$500,000 and over (excluding GST) and recommend to Council on their approval;
  - (c) monitor capital project expenditure and the progress made to date on those projects; and
  - (d) recommend to Council on a Resources and Capital Plan and campus Master Plans for the use of University lands.

## Expected competencies

- (a) All members:
  - good attention to detail;
  - ability to understand a set of accounts;
  - knowledge of the University strategic plan;
  - knowledge of university funding issues;
  - a questioning mind and willingness to ask probing questions and give direct opinions;
  - a high sense of probity;
  - financial literacy (including the ability to read and understand basic financial statements including a balance sheet, a profit and loss statement and a cash flow statement, ask pertinent questions about them and interpret and evaluate the answers), or be trained in them; and
  - respect for confidentiality of those matters presented to the Committee.
- (b) Among the members of the Resources Committee there should be:
  - members having financial experience (as demonstrated by relevant qualifications and financial management expertise at a senior level in the public or private sector);
  - members with commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector);
  - skills, knowledge and experience in areas relevant to the effective utilisation of Victoria University's resources;
  - an appreciation of the values of Victoria University as a higher education provider and its core activities of teaching and research;
  - an appreciation of Victoria University's independence and of the importance of academic freedom; and
  - the capacity to appreciate the University's external community needs from Victoria University.

# STRATEGY COMMITTEE

## Composition

Ten members of Council, six of whom are external Council members

The Vice-Chancellor

## Terms of Reference

1. to identify strategic issues which warrant the attention of Council. This includes monitoring significant external factors and trends (international, national or local) which may offer opportunities or pose threats to the University;
2. in conjunction with the Vice-Chancellor, to ensure that Council is well briefed on strategic issues (including information on options available to the University) prior to Council reaching a decision;
3. to review annually the appropriateness of the University's strategic directions and recommend to Council any proposed changes. This includes consideration of the strategic implications of any significant movements in key performance targets;
4. to exercise oversight of the development of the Strategic Plan and thereafter to monitor its implementation;
5. to advise the Vice-Chancellor on major submissions by the University to external agencies on matters of strategic significance; and
6. to review and report to Council on the University's quality agenda as part of its oversight of the University's strategic plan and performance indicators.

## Expected competencies

(a) all members:

- strategic thinking skills;
- discretion in dealing with information that should not be seen by competitor institutions nor broadcast prematurely within the University; and
- open-minded towards change in the University's operations.

(b) among the members:

- awareness of external factors and trends impacting on the University;
- an in-depth understanding of policy issues in the higher education sector;
- political nous (both within and outside the University); and
- lateral thinking.

## Modus operandi

The Committee should operate in a way that enables full Council to engage with the issues and not simply rubber stamp recommendations. When bringing forward recommendations on major strategic issues, the Committee might give a presentation at Council, include in its report details of the options it has considered, and/or bring forward options without a recommendation.



**6.**

**COUNCIL  
DELEGATIONS**

The Council may delegate all or any of its powers, authorities, duties and functions, other than the power to make Statutes and the power of delegation, to:

- a committee appointed by it;
- a member of the Council; and/or
- a prescribed officer of the University (that is, an officer prescribed by the Act, Statutes or regulations of the University).

In accordance with Protocol 2 of the National Governance Protocols, Council has resolved that while retaining its ultimate responsibility for the discharge of its primary responsibilities, the Council shall have an appropriate system of delegations in place to ensure the effective discharge of its responsibilities.

## **SYSTEM OF DELEGATIONS**

### **1. Election of the Chancellor**

The election by Council of a Chancellor shall not be delegated.

The Council may, however, constitute and appoint a search committee with the function of recommending to Council through the Council Secretary as Returning Officer a single candidate whom Council may resolve to elect or not to elect as Chancellor.

### **2. Election of Deputy Chancellor**

The election by Council of a Deputy Chancellor shall not be delegated.

### **3. Appointment and Monitoring of the Vice-Chancellor**

The appointment by Council of a Vice-Chancellor shall not be delegated.

The Council may constitute and appoint a selection committee with the function of recommending a single nominee whom Council may resolve to appoint or not to appoint as Vice-Chancellor.

The Council or a relevant Committee (constituted and appointed by Council) may approve, on behalf of Council, the terms and conditions of the Vice-Chancellor including, agreeing with the Vice-Chancellor her/his performance indicators, and undertaking on behalf of Council any performance or remuneration reviews pertaining to the Vice-Chancellor, where:

- (a) in accordance with its terms of reference, the relevant Committee reports to Council on its activities at such time and in such manner as the Council directs; and
- (b) the terms and conditions approved by the relevant Committee are consistent with any Statute or regulation made by the Council, and with the terms and conditions set out in any agreement between the Council and the Vice-Chancellor.

### **4. Appointment of Acting Vice-Chancellor**

Where the Vice-Chancellor is absent or unable to act for a period of less than three months, the Vice-Chancellor may appoint a person to act as Vice-Chancellor during that absence or inability, after such consultation with the Chancellor as the Chancellor may agree to be appropriate.

Where:

- (a) there is a vacancy in the office of Vice-Chancellor; or
- (b) the Vice-Chancellor is absent or unable to act for at least three months.

A relevant Committee constituted and appointed by Council may appoint an Acting Vice-Chancellor in accordance with a delegation from Council.

### **5. Powers and Duties of the Vice-Chancellor**

Subject to the resolutions set out above, the Vice-Chancellor may exercise any power or duty conferred by the Victoria University Act 2010, or by any Statute or regulation of the University.

## 6. Establishment and filling of staff positions generally

The Vice-Chancellor:

- (a) may establish or fill a staff position below that of Vice-Chancellor, or make an appointment to a staff position below that of the Vice-Chancellor; and
- (b) in accordance with the Act, may delegate to or authorise a member of staff of the University to establish or fill a staff position below that of the Vice-Chancellor (other than at Deputy Vice-Chancellor level), or to make an appointment to a staff position below that of the Vice-Chancellor (other than at Deputy Vice-Chancellor level), as the Vice-Chancellor thinks fit.

The Vice-Chancellor shall personally attend to and may not delegate the establishment or filling of a staff position at Deputy Vice-Chancellor level, or the making of an appointment as a Deputy Vice-Chancellor, but may authorise any member of staff to assist her with respect to the establishment or filling of a position at Deputy Vice-Chancellor level, as the Vice-Chancellor thinks fit.

The Vice-Chancellor shall ensure that there is an appropriate system of human resources delegation in place that is in accordance with this delegation. An annual report to the Council, or a relevant Committee constituted and appointed by Council, shall be provided through the Vice-Chancellor, on the system of human resources delegation in place that is in accordance with the Council resolution.

(“Human resources delegation” means a delegation or authorization with respect to the establishment or filling of a staff position, or the making of an appointment to a staff position.)

## 7. Financial Delegations and Authorisations

The Vice-Chancellor shall ensure that there is an appropriate system of financial delegation.

- 1) Financial delegations within Victoria University shall be exercised in accordance with the University’s financial policies and procedures as approved and promulgated by the Council or the Vice-Chancellor from time to time, and an annual report to the Council, or a relevant Committee constituted and appointed by Council shall be provided through the Vice-Chancellor by the officer of the University responsible for the development, implementation and maintenance of such policies and procedures.

- 2) The Vice-Chancellor may, by a financial delegation, authorise an officer of the University who is specified in the financial delegation to commit or make an expenditure, where that expenditure does not exceed \$50,000 per transaction or such other amount as resolved by the Council or the relevant Committee.
- 3) The Vice-Chancellor shall seek approval from the Council for all financial delegations by his or her to an officer of the University greater than \$50,000 per transaction or such other amount as resolved by the Council or the relevant Committee.
- 4) In respect of a transaction involving a significant commercial activity required by the National Governance Protocols to have been approved by Council, a financial delegation shall be exercised only after Council has approved that significant commercial activity.
- 5) In this resolution, “financial delegation” means the dollar amount to which an officer is authorised to commit or make expenditure in respect of a transaction<sup>6</sup>.

## 8. Course declarations

The Vice-Chancellor, after advice from the Education and Research Board, may approve courses and subjects to be taught at Victoria University<sup>7</sup>.

## 9. University Policy

The Vice-Chancellor may approve University policy<sup>8</sup>.

## 10. University fees and charges

The Deputy Vice-Chancellor – Capital and Management Services may approve University course and subject fees. This delegation is subject to regular annual reporting to Council<sup>9</sup>.

## 11. Classification and Conferral of Research Degrees

The Vice-Chancellor may classify and confer degrees under exceptional/urgent circumstances. A record of such approvals must be reported to the Chancellor’s Committee and Council<sup>10</sup>.

<sup>6</sup> The delegations listed in 1-7 were approved by Council on 23 August 2004.

<sup>7</sup> This delegation was approved by Council on 3 March 2003 and by the Minister of Education and Training (via approval of Statute 6.2 – Amendment 9) on 1 May 2003.

<sup>8</sup> This delegation was approved on 1 March 2004.

<sup>9</sup> This delegation was approved by Council on 28 August 2006.

<sup>10</sup> This delegation was approved by Council on 27 April 2009.



**7.**

**MEETINGS  
OF COUNCIL**

# MEETINGS AND RETREATS

Under the Act, the Council must meet at least six times in year. Council generally meets in February, April, June, August, October and December. Additionally, one Council Retreat is held each year in May to allow members of Council to hold comprehensive briefings and discussions about items of major strategic importance to the University, with a second date reserved in October should it be deemed necessary.

## OBSERVERS

Except for confidential items, which require consideration in camera, Council meetings are open to observers. Seating is limited and observers must obtain a pass from the Governance and Policy Branch prior to the meeting.

The Principal Officers of the University and other senior staff who the Vice-Chancellor requires to be in attendance, may attend the Council meeting.

Name plates are provided for Council members.

## THE CHAIR

At a meeting of the Council, the Chancellor, or in the absence of the Chancellor, one of the Deputy Chancellors, shall preside and in the absence of the Chancellor and Deputy Chancellors, a member of the Council elected by the members shall preside.

## APOLOGIES

Council members who will be absent from a Council or standing committee meeting should lodge their apology with the appropriate committee secretary.

# AGENDAS

Agendas for Council meetings are structured to highlight major matters for consideration by Council. Council agendas are approved by the Chancellor and based on the work plan approved by Council in December of the previous year. The Chancellor's Committee considers each Council agenda prior to the Council meeting.

Broadly, the major issues are set out at the commencement of the Council agenda, followed by other items for discussion, such as standing committee reports.

Council members generally receive their agenda one week prior to the Council meeting.

Papers for Council meetings normally include:

- the minutes of the previous meeting;
- a report from the Vice-Chancellor and President;
- reports from the standing committees of Council;
- reports from the Education and Research Board; and
- additional papers for consideration and discussion.

Council members who wish to submit papers to Council and its standing committees should follow the protocols outlined below.

Papers:

- a) should be submitted in the appropriate Council paper format (with a coversheet outlining the purpose, background, comments and recommendations);
- b) should adhere to the Council request for streamlining of content;
- c) should clearly specify the paper's relevance to a predetermined, or known item on the agenda, or be specified as an item in its own right; and
- d) should be submitted to, and cleared for distribution by the Chancellor or relevant Chair in sufficient time for:
  - i) Senior Management to have an opportunity to prepare any factual or interpretative comments that may be helpful to the Council or Committee (at least two weeks prior to the meeting); and
  - ii) distribution one week before Council/standing committee meetings and via the normal distribution channels of the Secretaries of the Council and Council Standing Committees.

The agenda for the first Council meeting of each year opens with the following Acknowledgement of Country:

"We acknowledge the ancestors, Elders and families of the Wurundjeri and Boonwurrung tribes of the Kulin, the traditional owners and custodians of University land.

The people of the Wurundjeri and Boonwurrung gathered at important times with other Kulin language groups – the Wathaurong, Taungorong and Dja Dja Wurrung – along the Yarra and Maribyrnong river valleys, including at Keilor sites, Werribee River, Mount William stone-axe quarry and the significant ceremonial bora rings at Sunbury.

One of the last remnants of indigenous grasslands on Kulin lands is located near Iramoo at the St Albans Campus.

Wurundjeri and Boonwurrung peoples have a strong connection to their traditional lands and therefore the University. Wurundjeri language is used to name indigenous programs and permission has been given to Moondani Balluk by Elders to retell Kulin creation stories and to perform ceremonies on University land.

The University acknowledges that the land on which the University stands was the place of age-old ceremonies of celebration, initiation and renewal, and that the Kulin peoples' living culture had and has a unique role in the life of this region".

## QUORUM

An ordinary question arising at a meeting of Council is determined by the majority of votes of members present and voting on that question.

If voting on a question at a meeting of the Council is equal, the person presiding has a casting vote as well as a deliberative vote.

A question shall not be decided at a meeting of Council unless at least 8 members are present.

## CIRCULAR RESOLUTIONS AND ELECTRONIC MEETINGS

### Circular resolutions

Council and its standing committees may under exceptional circumstances make resolutions via circular resolution (for example via email or fax).

In this instance a resolution will be circulated by or on behalf of the Chancellor. A resolution proposed in this manner will be deemed to have been passed if a majority of the members of Council (or Council committee) are in favour of the circulated document. A resolution is deemed to have been passed on the day on which the last member signs the document.

If a resolution is determined by Council in this manner, the members of Council must be advised as soon as practicable and given a copy of the terms of the resolution. Under normal circumstances this will be via a report to the next meeting of Council.

### Electronic meetings

If no less than two-thirds of the members of the Council agree, a meeting of Council may be held by means of another method of communication, (or by means of a combination of methods of communication), approved by the Chancellor for this purpose. This may include such methods as video or telephone conferencing.

## STANDING ORDERS

Council meetings are regulated by resolutions and standing orders. Council standing orders can be accessed via the policy database held on the Governance and Policy website, at <http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217006.PDF>

## RECORD OF MEETINGS

All decisions made by resolution of Council are minuted. The minutes of a meeting are submitted for confirmation at the next meeting and amendments may be requested and approved by members of Council. The Governance and Policy Branch retains all documentation relating to Council and Council committees.



**8.**

**COUNCIL  
MEMBER  
REMUNERATION  
AND EXPENSES**

# REMUNERATION

Certain Council members may be eligible for remuneration.

The Secretary to Council will be in contact with each eligible Council member to ascertain whether he or she wishes to receive remuneration.

The amount of remuneration is determined by the Minister. In broad terms, there are different levels of remuneration for the Chancellor, for Chairs of Council Committees and for other Council members.

The Victoria University Council Remuneration and Expenses Policy can be viewed via the policy database at the Governance and Policy branch website, at

<http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217005.PDF>

# EXPENSES

Council members are entitled to reimbursement of reasonable expenses in accord with the Victoria University Council Remuneration and Expenses Policy, which can be viewed at

<http://wcf.vu.edu.au/GovernancePolicy/PDF/POU041217005.PDF>

# UNIVERSITY FACILITIES

Use of many University facilities including library, gym, pool and computer modem access can be negotiated for external Council members on the same basis as staff and students.

Please contact the Council Secretary, Ms Leitha Nilsen on 9919 4606, or Ms Lyn Duffy on 9919 4023 for this purpose.

**9.**

**CONTROLLED  
ENTITIES**

# FEDERAL GOVERNMENT REQUIREMENTS

The National Governance Protocols state that the Council should maintain a general overview of university controlled entities.

This oversight should involve taking reasonable steps to bring about the following:

- (a) ensuring that the entity's board possesses the skills, knowledge and experience necessary to provide proper stewardship and control of the entity;
- (b) appointing some directors to the board of the entity who are not members of the governing body or officers or students of the higher education provider, where possible;
- (c) ensuring that the board adopts and regularly evaluates a written statement of its own governance principles;
- (d) ensuring that the board documents a clear corporate and business strategy which reports on and updates annually the entity's long term objectives and includes an annual business plan containing achievable and measurable performance targets and milestones; and
- (e) establishing and documenting clear expectations of reporting to the governing body, such as a draft business plan for consideration and approval before the commencement of each financial year and at least quarterly reports against the business plan.

# CONTROLLED ENTITIES AT VICTORIA UNIVERSITY

Victoria University Foundation

Aim: to raise funds to develop the University's educational initiatives and research activities and to provide scholarships and prizes for its students.

Victoria University Foundation Ltd

Aim: to act as a trustee for the Victoria University Foundation.

Victoria University Enterprises Pty Ltd

Aim: to administer IP from research related spin-off companies.

Victoria University of Technology (Singapore) Pte Ltd

Aim: to act as a hub for the offshore programs office.

Victoria University International Pty Ltd

VU currently has one unincorporated joint venture, as defined in Accounting Standard AASB 131 – the Teaching, Training and Research Facility (TTR) at Sunshine Hospital.

# REPORTING REQUIREMENTS

The Resources Committee of Council requests that University Senior Management provides quarterly reports on its controlled entities, which includes an annual report on the business plans for the controlled entities for the following year.

**10.**

**GLOSSARY  
OF TERMS**

|                            |  |
|----------------------------|--|
| <b>Academic Staff</b>      | The University teaching and research staff.  |
| <b>Advanced Standing</b>   | Exemption for whole stages or years of a course, such as a semester, year(s) or credit point equivalent in higher education.   |
| <b>APA</b>                 | Australian Postgraduate Award (Commonwealth funded postgraduate research award).   |
| <b>AQTF</b>                | Australian Quality Training Framework. Comprises two sets of standards designed to ensure the quality of VET services nationally. OTTE evaluates all RTOs against them when they apply for registration, in periodic audits, when applying mutual recognition between states and when accrediting courses.   |
| <b>ARC</b>                 | Australian Research Council, the most important source of research grants. It recommends to the Minister the allocation of research funds provided by the Federal Government: <a href="http://www.arc.gov.au/default.htm">http://www.arc.gov.au/default.htm</a>  |
| <b>Articulation</b>        | A broad generic term to describe student movement along pathways. At VU, articulation is the act of linking specific courses of study offered by VU and other providers.   |
| <b>ATAR</b>                | Australian tertiary Admission Rank (replaces the ENTER score).   |
| <b>ATTN</b>                | Apprenticeship Trainee TAFE Network.   |
| <b>AUQA</b>                | Australian Universities Quality Agency. An independent, not-for-profit national agency to promote, audit and report on quality assurance in Australian higher education. Its responsibilities will be transferred to the new quality regulatory body TEQSA by the end of 2012.   |
| <b>Austudy</b>             | Commonwealth Government living allowance for students enrolled full time in an approved course. It is subject to a means test and to satisfactory progress. ABSTUDY is the equivalent for aboriginal and Torres Strait Islanders.  |
| <b>AVCC</b>                | Australian Vice-Chancellors' Committee. The AVCC advances higher education through voluntary, cooperative and coordinated action. It is non-partisan and exists exclusively for educational purposes. It aims to serve the best interests of the universities and through them, the nation.  |
| <b>Bridging Course</b>     | A course designed to equip students to take up a new subject or course by covering the gaps between the students' existing knowledge and skills and the subject or course prerequisites and assumed knowledge.   |
| <b>Callista</b>            | Victoria University's new student management system (replaces VUSIS).  |
| <b>CCS</b>                 | Centre for Commencing Students.  |
| <b>CGA</b>                 | Core Graduate Attributes.  |
| <b>CML</b>                 | Computer Managed Learning. The use of computer systems and packages for managing learning, automating much of the assessment and administration associated with teaching or training programs. CML differs from computer-based training, where the computer is generally used as the primary medium of delivery.   |
| <b>Competency Standard</b> | An industry-determined specification of performance, which sets out the skills, knowledge and attitudes, required to operate effectively in employment. Competency standards are made up of units of competency, which are themselves made up of elements of competency, together with performance criteria, a range of variables, and an evidence guide. Competency standards are an endorsed component of a training package, and the basis of most programs in the TAFE sector. |
| <b>Contact Hours</b>       | The basis of TAFE funding — OTTE agrees each year to fund delivery of a total number of contact hours by our TAFE division.  |
| <b>Course of Study</b>     | A structured combination of subjects leading to the award of a qualification.  |
| <b>Credit Transfer</b>     | The granting of status or credit by a university or training organisation to students for modules, subjects or units of competency completed at the same or another institution or training organisation.  |
| <b>CRICOS</b>              | Commonwealth Register of Institutions and Courses for Overseas Students. An online database of courses and educational institutions or providers who are registered to offer courses for overseas students in Australia.   |
| <b>CRC</b>                 | Cooperative Research Centre. Commonwealth Government Program that funds research centres based on consortiums of industry, research organisations, educational Institutions and relevant government agencies.  |
| <b>Dean</b>                | Each HE Faculty has a Dean, responsible for providing academic leadership and management.  |

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| <b>DEEWR</b>             | Department of Education, Employment and Workplace Relations. (Commonwealth government department. Formerly DETYA and DEST).   |
| <b>DIISR</b>             | Department of Innovation, Industry, Science and Research (Commonwealth government department).  |
| <b>DIIRD</b>             | Department of Innovation, Industry and Regional Development (Victorian government department).  |
| <b>DVC</b>               | Deputy Vice-Chancellor.   |
| <b>EFTSL</b>             | Equivalent Full Time Student Load. The basis for funding the Higher Education Divisions, and also for allocation of funding within them.  |
| <b>ELICOS</b>            | English Language Intensive Courses for Overseas Students.   |
| <b>ENTER</b>             | Equivalent National Tertiary Entrance Rank. This has now been replaced by the ATAR score.   |
| <b>ERA</b>               | Excellence in Research for Australia initiative. An Australian Research Council initiative.   |
| <b>ERB</b>               | Education and Research Board. The senior academic body of the Higher Education division. Recommends accreditation of courses to Council and adoption of academic policies and procedures, and monitors course quality.  |
| <b>ESL</b>               | English as a Second Language. TESL = Teaching English as a Second Language.   |
| <b>Faculty</b>           | The basic administrative group of academics and support staff responsible for teaching and research in an area within the Higher Education Division. Each Faculty may offer more than one degree course. Each Faculty can contain various subunits, including graduate schools and Institutes of Research.  |
| <b>Flexible Delivery</b> | A range of approaches to providing education and training, giving learners greater choice of when, where and how they learn. Flexible delivery may involve distance education, mixed-mode delivery, online education, self-paced learning, self-directed learning, etc.   |
| <b>General Staff</b>     | All staff who are not academic staff: administrative, secretarial, technical, library, clerical, grounds and maintenance staff.   |
| <b>Generic Skills</b>    | Skills, which are not specific to work in a particular occupation or industry, but are important for work, education and life generally, eg. communication skills, mathematical skills, organisational skills, computer literacy, interpersonal competence, and analytical skills. Key competencies are any of several generic skills or competencies considered essential for people to participate effectively in the workforce.      |
| <b>Go8</b>               | Group of Eight: Monash University, The Australian National University, The University of Adelaide, The University of Melbourne, The University of New South Wales, The University of Sydney, The University of Queensland, and The University of Western Australia. See: <a href="http://www.go8.edu.au">www.go8.edu.au</a>   |
| <b>Graduand</b>          | A student who has completed a course and qualified for an award, but the award has not yet been conferred.  |
| <b>HECS</b>              | Higher Education Contribution Scheme. A Commonwealth Government scheme whereby students pay part of the cost of their university education (part is paid by the Government). They can pay up-front (attracting a discount) or defer payment until their income reaches a threshold amount. Full name HECS-HELP. There is another scheme called FEE-HELP in which the entire cost of full-fee places can be deferred on a similar basis. |
| <b>IBL</b>               | Industry Based Learning. A program offered at undergraduate level in which students are offered the opportunity to undertake a full time paid placement in industry in an area relevant to their studies. It is offered at many Universities throughout the world and is known by many names, including Co-operative Education and Sandwich Year.   |
| <b>IPRS</b>              | International Postgraduate Research Scholarship (Commonwealth funded).  |
| <b>ISO 9000</b>          | A set of internationally recognised and accepted standards, some of which specify requirements for quality systems (e.g. ISO 9001), while others provide guidance to aid in the interpretation and implementation of the quality system (e.g. ISO9000 – 2).   |
| <b>KPI</b>               | Key Performance indicator: one of a set of measures used to monitor or evaluate the efficiency or effectiveness of a system, which may be used to demonstrate accountability and to identify areas for improvement. There is a set of financial KPIs that are indicative of the financial health of the University.   |
| <b>LiW</b>               | Learning in the Workplace. Learning activities that use the workplace, including in the community, as a site for teaching and learning.   |
| <b>LOTE</b>              | Languages Other Than English.   |

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| <b>Major/Minor</b>      | A major is a stream of subjects extending through a student's course, which gives expertise in a particular area. A minor is similar, but does not extend through the whole course.  |
| <b>MCEETYA</b>          | Ministerial Council for Education, Early Childhood Development and Youth Affairs: a body comprising state, territory, Australian Government and New Zealand Ministers with responsibility for the portfolios of education, early childhood development and youth affairs, with Papua New Guinea and Norfolk Island having observer status. |
| <b>Moderation</b>       | The process (in assessment) of establishing comparability of standards of student performance across different courses, institutions or organisations, in order to ensure that assessment is valid, reliable and fair.   |
| <b>MyVU</b>             | Online Victoria University Student Information System. Where applicant and student information can be viewed.  |
| <b>NOOSR</b>            | National Office of Overseas Skills Recognition. A branch of Australian Educational International that provides information, advice and assistance in relation to the recognition of overseas qualifications and skills, and assists other countries in recognising Australian qualifications.  |
| <b>NETU</b>             | National Tertiary Education Union. This is the national union for academic and general staff.  |
| <b>NUS</b>              | National Union of Students.  |
| <b>OHS</b>              | Occupational Health and Safety.  |
| <b>OTTE</b>             | Office of Training and Tertiary Education (Victorian Government department now replaced by Skills Victoria).   |
| <b>PDRI model</b>       | Plan-Do-Review-Improve Model. The continuous improvement cycle that is a key element of the University's quality system. The PDRI model is applied for all activities, not just to teaching and learning.  |
| <b>PPP</b>              | The Portfolio Partnerships Program is an alternative entry program to Victoria University's most popular courses. It requires applicants to submit a portfolio of evidence about themselves and schools to provide a recommendation of the applicant.  |
| <b>PVC</b>              | Pro Vice-Chancellor.   |
| <b>RPL</b>              | Recognition of Prior Learning: acknowledgement of a person's skills and knowledge acquired through previous training, work or life experience, which may be used to grant status or credit in a subject or module.   |
| <b>RTO</b>              | Registered Training Organisation. An organisation registered by a state or territory recognition authority to deliver training and/or conduct assessments and issue nationally recognised qualifications in accordance with the Australian Quality Training Framework (AQTF).  |
| <b>Secretary</b>        | The University Secretary is the Secretary of Council, and the contact point for members wishing to obtain information about the Council or about the University.   |
| <b>Semester</b>         | For most courses the teaching year at Victoria University is divided into two semesters comprising 12 weeks teaching, interspersed with non-teaching weeks, plus 2 week examination period.  |
| <b>Skills Victoria</b>  | Provides strategic advice and analysis of Victoria's skill needs, and acts as the system managers for the vocational education and training sector.  |
| <b>Student Load</b>     | The total student EFTSLs (see above) or contact hours (in TAFE) for a given program, or for the division or institution as a whole.  |
| <b>TAFE</b>             | Technical and Further Education.   |
| <b>TEQSA</b>            | Tertiary Education Quality and Standards Agency. A new, independent national regulatory and quality agency for higher education, it will encompass the work previously undertaken by AUQA.   |
| <b>Training Package</b> | An integrated set of nationally endorsed competency standards, guidelines and qualifications for training, assessing and recognising people's skills, developed by industry to meet the training needs for an industry or group of industries. Used as the basis for VET courses.  |
| <b>VC</b>               | Vice-Chancellor – the University's Chief Executive Officer and Chief Academic Officer.   |
| <b>VCE</b>              | Victorian Certificate of Education.  |
| <b>VCAL</b>             | Victorian Certificate of Applied Learning.   |
| <b>VET</b>              | Vocational Education & Training: post-compulsory education and training, excluding degree and higher level programs delivered by higher education institutions, which provides people with occupational or work-related knowledge and skills.  |

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| <b>VRQA</b>  | Victorian Registration and Qualifications Authority. State accreditation and registration body of Victoria.<br>See <a href="http://www.vrqa.vic.gov.au/">http://www.vrqa.vic.gov.au/</a> |
| <b>VTAC</b>  | Victorian Tertiary Admissions Centre. Processes applications for admission to Victorian Universities.<br>See <a href="http://www.vtac.edu.au">www.vtac.edu.au</a>                        |
| <b>VU</b>    | Victoria University.   |
| <b>VUSIS</b> | Victoria University Student Information System.  |

**CONTACT:**

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The Council Secretary  
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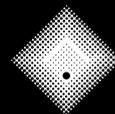
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