

**VICTORIA UNIVERSITY**  
**UNIVERSITY COUNCIL**  
**TERMS OF REFERENCE**

**Establishment**

These Terms of Reference should be read in conjunction with the Victoria University Council *Regulations*.

**Role**

The Council is Victoria University's governing body and is accountable for all of operations in or from Australia including the award of qualifications, compliance with relevant regulatory requirements, and for the University's representation of itself.

**Functions*****Delegations***

1. In accordance with the *Victoria University Act 2010* and the *Governance, Governance, Academic and Student Affairs Statute 2013*, Council will define roles and delegate authority as necessary for effective governance of the University, policy development and management.
2. Council will monitor the implementation of delegations made by Council to delegates annually.

***Legislation, key policies and compliance***

3. Council is accountable for ensuring that the University complies with all relevant Commonwealth legislation and statutory requirements; state legislation and annual reporting requirements; institutional legislation, statutes and regulations; and institutional policies.
4. Council approves relevant University regulations, and establishes policy and procedural principles, consistent with legal requirements and community expectations.
5. Council will monitor the compliance with University policies across the University's operations and those of all associated third-party partners.
6. Council will monitor any lapses in compliance with all relevant legislation and regulations relevant to the provision of education and research services and oversee the implementation of corrective actions.

7. Council receives regular reports on compliance activities and audits in relation to all operations of the University.

***Performance review***

8. Council will:
  - a. undertake periodic self-assessments of the competence and effectiveness of the Council's operation and performance, including Committees of Council. This will include identification of its future needs in terms of knowledge, skills and expertise in accordance with the *Council Regulation*.
  - b. instigate periodic (at least every seven years) independent reviews of the effectiveness of the University's corporate and academic governance processes in accordance with requirements as set out in the Threshold Standards (Higher Education Standards Framework 2015)
  - c. ensure that the findings of independent reviews are considered appropriately and agreed actions are implemented
  - d. monitor and review the performance of the Vice-Chancellor against agreed criteria.

***Integrity and accountability***

9. Council will:
  - a. ensure it has systems in place to enable transparency and accountability to stakeholders, and the integrity of financial and all other statements and related processes.
  - b. ensure it has robust and effective policy and processes dealing with declaration of interests, identification and management of actual or potential conflict of interests and declaration and maintenance of fit and proper person requirements established under legislation.
  - c. maintain a true record of its business and copies of the minutes of its meetings (with confidential items redacted).
10. where necessary Council will appoint independent advisors to provide information and advice to inform decision making and direction setting.

***Educational environment***

11. Council will ensure an educational environment is maintained within which:

- a. academic freedom and freedom of intellectual inquiry is upheld and protected
- b. the wellbeing of students and staff is fostered
- c. informed decision making by students is supported, and
- d. students have opportunities to participate in the deliberative and decision-making processes of the University.

### ***Strategic and Business Planning***

12. Council will approve all strategic decisions as well as the vision, mission and strategic direction of the University, the Strategic Plan, the Annual Budget and business plan, and
13. Council will monitor the University's performance against the goals in the Strategic Plan, targets as set in the budget and processes articulated in the business plan.

### ***Financial Performance Accountability***

14. Council approves and monitors systems of financial control and accountability, including those relating to controlled entities.<sup>1</sup>
15. Council is accountable for ensuring the financial viability of the University and that there is financial capacity to continue to apply sufficient financial and other resources to:
  - a. maintain the University and its business model
  - b. apply sufficient resources to enable the sustainability of the University's educational environment and offerings
  - c. achieve the University's objectives and performance targets, and
  - d. sustain the quality of education being offered.
16. Council monitors the financial position, financial performance and cash flows of the University.
17. Council ensures that financial reporting is materially accurate and that financial management meets Australian accounting standards.
18. Council ensures that effective financial safeguards and controls are operating and that financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards.

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<sup>1</sup> A controlled entity is one that satisfies the test of control in s.50AA of the Corporations Act

19. Council approves and monitors significant commercial activities of the University, including in accordance with Victorian legislative requirements.

### ***Risk management***

20. Council will ensure that:

- a. there is a risk management policy and framework that applies to all of its operations and those of any third party arrangements, which explicitly defines the University's view of risk, risk ratings, risk controls, accountability and responsibility, and processes such as risk identification, rating, monitoring, and reporting.
- b. risks to its operations, including commercial undertakings, have been identified and material risks are being managed and mitigated effectively, and
- c. there are credible business continuity plans and adequately resourced financial and tuition safeguards to mitigate risks of disadvantage to students who are unable to progress in a course due to unexpected changes in the University's operations.<sup>2</sup>

### ***Academic activities***

21. Council is accountable for, oversees and monitors the academic activities of the University and will ensure that academic activities are governed competently. As required by the *Victoria University Act 2010*, the Council has established an Academic Board as the University's peak academic and education advisory body.
22. Among other things, the Council delegates to the Academic Board responsibility for accrediting courses of study and approving academic policies as the peak academic governing body of the University.
23. Council will ensure mechanisms for competent academic governance and leadership of education provision and that academic activities are operating according to an institutional academic governance policy framework that is effective in maintaining the quality of education offered.

### ***Diversity and Equity***

24. Council is committed to social justice, equity and inclusivity, fosters the value of difference and diversity.
25. Council seeks to ensure that all students and staff are treated equitably.

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<sup>2</sup> Unexpected changes include circumstances where the University is unable to provide a course, ceases to operate as a provider of education, loses professional accreditation for a course, or is otherwise not able to offer a course.

26. Council will ensure that policies and procedures support participation by Aboriginal and Torres Strait Islander peoples and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures.

***Legitimate qualifications***

27. Council will ensure that policies and procedures are in place to validate the legitimacy and protect the integrity of all qualifications awarded by the University.
28. On the recommendation of the Academic Board, the Council confers awards in line with the University's Award Regulations and Regulations relating to the use of the Common Seal.

***Oversight of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents***

29. Council will monitor the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents and any actions implemented to address underlying causes.

***Council structures and processes***

30. Council will:
- a. establish a committee structure and formal procedures
  - b. implement annual and ongoing professional development programs for Council members, and
  - c. elect a Chancellor and Deputy Chancellor as outlined in Part 4 of the University Council Regulations.

***Appointments***

31. Council will appoint members in accordance with the *Victoria University Act 2010* and as set out in the University Council Regulations.
32. Under the provisions of the *Victoria University Act 2010* members appointed to Council will comprise of external members.
33. As required under the *Higher Education Standards Framework (2015)* at least two members will be independent as defined under the *Council Regulations* at least two members of Council must be ordinarily resident in Australia.
34. Council will appoint the Vice-Chancellor as the chief executive officer.

35. Council will consider and approve nominations from Academic Board for the conferral of honorary degrees on persons who have achieved eminence in an academic field.  
Council will consider and approve nominations from the Chancellor for the conferral of honorary degrees on persons who have provided distinguished service to the University or community.
36. Election of positions to Council shall be conducted in accordance with the University's *Elections Regulations 2016*.

### **Membership**

37. Council membership is determined by the *Victoria University Act 2010*, and is outlined in the *Council Regulations*.

### **Meetings**

38. Council will meet a minimum of 4 times a year according to the Work Plan determined by the Chair, Deputy Chair and University Secretary.

### **Original Council Approval Date**

Tuesday 19 October 2021

### **Modification History**

<b>Date</b>	<b>Approval</b>	<b>Details</b>