

## COUNCIL MEMBER POLICY



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### Guiding Documents

University of Divinity Act 1910 and associated regulations

#### 1. Introduction

- 1.1 The University of Divinity is committed to developing and implementing robust governance principles, policies and practices.
- 1.2 The Council is the governing authority of the University of Divinity. It is constituted under the *University of Divinity Act 1910* of the Victorian Parliament.
- 1.3 To ensure that the membership of the Council is appropriate to meet the challenges facing the University, it has established a Governance Committee, which has as part of its charter the responsibility of making recommendations to the Council about potential Council members.

#### 2. Membership of the Council

- 2.1 In line with the University of Divinity Act 1910, the Council consists of:
  - a) the Vice-Chancellor
  - b) the Chairperson of the Academic Board
  - c) not more than two persons appointed by each of the following:
    - i) Anglican Church of Australia (Province of Victoria)
    - ii) Baptist Union of Victoria
    - iii) Churches of Christ in Victoria and Tasmania
    - iv) Roman Catholic Church in Victoria
    - v) Uniting Church in Australia (Synod of Victoria and Tasmania);
    - vi) three persons appointed by the Council
  - d) not more than six other persons appointed in accordance with Section 2.2.
- 2.2 With the agreement of two-thirds of the appointed members of the Council, and of the heads of churches represented on the Council, any other church may appoint not more than two members to the Council.
- 2.3 Of the persons appointed under Section 2.1:
  - a) two must be persons with financial expertise with relevant qualifications and experience in financial management at a senior level

b) one must be a person with commercial expertise at a senior level.

2.4 Of the persons appointed by each of the churches under Sections 2.1 or 2.2:

a) not more than one may be a person who:

i) is employed by the Council or a college of the University; or

ii) is a student of the University; and

b) none shall be a current member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory of Australia.

2.5 The Council must not appoint under Section 2.1, a person who:

a) is employed by the Council or a college of the University; or

b) is a student of the University.

2.6 At least half the members of the Council must be persons who are neither enrolled as a student nor employed by the Council or a college of the University.

2.7 Identification of church-appointed members of the Council involves the Chancellor and/or Vice-Chancellor in active dialogue with the head of the relevant church to brief the latter on the skills required of an appointee to fill the vacancy on the Council.

2.8 As far as is practicable, at least one member of Council, whether appointed by Council or by a Church, should be an Aboriginal and/or Torres Strait Islander person.

### **3. Terms and Conditions of Office**

3.1 A member of the Council appointed by a church or the Council holds office for a period of not more than 3 years, with the appointment terminating on 31 December in the final year of the member's appointment.

3.2 Notwithstanding Section 3.1:

a) a church may appoint a member until 31 December in the year, or in the year following the year, the member's appointment takes effect to ensure that three offices of the members appointed by the churches fall vacant each year

b) the Council may appoint a member until 31 December in the year, or in the year following the year, the member's appointment takes effect to ensure that one office of the members appointed by the Council falls vacant each year

c) a member of the Council appointed in accordance with Section 3.2 holds office for the period specified in his or her instrument of appointment.

3.3 A member appointed to the Council is eligible to be re-appointed to the Council at the end of the member's term of office, but not so as to extend his or her period in office to exceed 12 years membership (whether consecutive or not).

3.4 Section 3.3 does not apply to a member appointed to the Council whose membership of the Council exceeds 12 years, if the Council passes a resolution that the person may continue to be a member beyond that period.

3.5 Church- and Council-appointed members of the Council are not remunerated.

#### **4. Induction of New Members of the Council**

4.1 The University is committed to resourcing members of its governing body to operate effectively through a comprehensive induction process. This formal process takes place across three meetings, two as soon as possible following the appointment of a new member, and the third between two to six months after appointment.

4.2 Where more than one new member has been appointed, induction meetings may be conducted jointly.

##### **4.3 Meeting One**

4.3.1 As soon as possible after notification of the appointment of a new member of the Council, the Vice-Chancellor must contact the new member and establish an initial induction meeting.

4.3.2 The new member must be provided with copies of, or access to, the following documents:

- a) The University of Divinity Act 1910
- b) The Council Charter
- c) The Regulations of the University
- d) Peter Sherlock, 'The Collegiate System at the University of Divinity' paper
- e) The current Strategic Plan
- f) The Higher Education Standards Framework
- g) The most recent Annual Report of the University
- h) Dates and venues of Council meetings
- i) Names and contact details of current Council members.

4.3.3 The new member must be asked to provide:

- a) full name
- b) email address, postal address, and telephone numbers
- c) Director Identification Number, obtained through Australian Business Registry Services
- d) details of academic qualifications (if any)
- e) details of current Board memberships (if any)
- f) evidence of expertise at a senior level in finance, commerce, law and/or higher education
- g) advice whether he or she is or has been a member of parliament

f) details of any conflicts of interest in relation to the role of member of the Council.

4.3.4 At the meeting the Vice-Chancellor must brief the new member on the responsibilities of a member of the Council, including information on higher education governance in Australia.

4.4 Meeting Two

4.4.1 The Chancellor must provide the new member with a letter of welcome and arrange to meet with the new member prior to his or her first meeting of the Council.

4.4.2 The Chancellor must ensure the new member:

a) has completed a Fit and Proper Person Declaration

b) is adequately briefed on the Council's meeting procedures

c) is adequately briefed on the role of the Vice-Chancellor and other senior officers of the University.

4.5 Meeting Three

4.5.1 Between two to six months after the first meeting, the Chancellor, Vice-Chancellor and new member must meet together to review the responsibilities of a Council member, to offer an opportunity for reflection on the governance of the University, and to review the new member's participation, including identification of an appropriate committee membership.

## **5. Review of Council Members**

5.1 The University is committed to ensuring members of its governing body operate effectively through a process of performance review. This review process does not apply to the Vice-Chancellor.

5.2 The Governance Committee oversees an annual review of the performance of members of the Council.

5.3 The criteria for review must include:

a) attendance record at Council meetings

b) contribution to Council meetings

c) contribution to committees of the Council.

5.4 The review may include an opportunity for members to identify training that would assist them in discharge of their responsibilities.

5.5 The outcome of the review is communicated to each member of the Council by the Chancellor.

## **6. Re-appointment of Council Members**

6.1 The Governance Committee must conduct an annual review of the membership and skills of the Council to identify each member of the Council whose term concludes that year and to ensure that the Council maintains an appropriate range of skills.

- 6.2 The review must take into account annual reviews of the members' performance.
- 6.3 The Committee must form a recommendation on the re-appointment of a member, including an appropriate term of appointment and, through the Chancellor, ascertain the willingness of the member to be re-appointed.
- 6.4 On conclusion of the review, the Vice-Chancellor communicates the outcome to the body, which appoints the member and seeks re-appointment of the member or appointment of a new member, as appropriate.

**7. Date of Next Review**

- 7.1 This Policy must be reviewed no later than 31 December 2030.