University Council Terms of Reference

Section 1 - Establishment

(1) The Council of the University is established under Part 3 of the Charles Darwin University Act 2003.

Section 2 - Functions and Responsibilities

(2) The primary and particular functions and responsibilities of the Council are specified within the Charles Darwin University Act 2003. Additional responsibilities are specified within the Higher Education Standards Framework (Threshold Standards) 2021.

(3) In summary, the functions and responsibilities of the Council are:

a. Appointing the Chancellor, Deputy Chancellor and Vice-Chancellor;
b. Monitoring the performance of the Vice-Chancellor;
c. Approving the mission, vision and values of the University;
d. Approving the strategic direction of the University;
e. Overseeing the management of the University, including approving significant commercial activities; and
f. Reviewing management practices and performances of the University.

(4) The Council reviews and monitors risk, delegations, policy and systems of accountability by:

a. Regularly approving, reviewing and monitoring the frameworks, and registers for:
    i. Delegations;
    ii. Risk management;
    iii. Systems of accountability and compliance;
    iv. By-laws, rules and policies;
    v. Complaints, misconduct, breaches of academic and research integrity; and
b. Ensuring prompt corrective action is taken if required in the above matters.

(5) The Council ensures the viability and sustainability of the University's financial management by:

a. Approving the budget and business plan of the University, fees and charges;
b. Maintaining accounts and audited records of the University finances to Australian accounting standards;
c. Establishing or participating in establishing trading, research, or other corporations;
d. Establishing or managing controlled entities;
e. Acquiring, holding, dealing with or disposing of real or personal property, trust funds and investments; and
f. Ensuring credible business continuity plans, and financial and tuition safeguards are in place.

(6) The Council oversees academic governance by:

a. Maintaining an environment of free intellectual enquiry;
b. Establishing academic governance processes for competent academic governance and leadership, operating to an effective institutional academic governance policy framework;
c. Ensuring that educational policies and practices support participation by Aboriginal and Torres Strait Islander peoples and are sensitive to Aboriginal and Torres Strait Islander cultures and knowledge;
d. Promoting quality in vocational and higher education, teaching and learning, research and research training;
e. Granting academic qualifications, honorary degrees and other distinctions; and
f. Approving the terms and conditions of employment for University staff.

(7) In undertaking these functions and responsibilities, the Council will:

a. Obtain and use independent advice and academic advice as necessary for informed and competent decision making and direction setting;
b. Review these Terms of Reference at least every two years; and
c. Undertake periodic independent reviews of the governing body and academic governance structures processes at least every seven years and ensure recommendations from those reviews are implemented.

Section 3 - Membership

(8) The appointment and election of Council members is prescribed under the Charles Darwin University Election of Members of Council By-laws 2009.

(9) Council membership consists of:

a. Chancellor;
b. Vice-Chancellor;
c. Chair of the Academic Board;
d. Eight (8) members appointed by the Northern Territory Administrator;
e. One (1) person elected by and from the full-time higher education academic staff of the University;
f. One (1) person elected by and from the full-time VET academic staff of the University;
g. One (1) person elected by and from the undergraduate students of the University; and
h. One (1) person elected by and from the postgraduate students of the University.

(10) The Council is also required to ensure that among its members, there is a diverse range of gender, skills and experience with a broad range of community interests, including expertise in education and vocational training, research and technology, and financial and commercial expertise.

(11) Council members appointed by the Administrator must be independent of management and not have (or intend to have) any material or significant dealings with a provider, constituency or an associated entity, that could interfere with the exercise of independent judgement (as defined by TEQSA) when exercising a power or performing a function of office.

(12) All members of Council and sub-committees are required to provide an up-to-date resume and complete the biennial TEQSA and ASQA Fit and Proper Person Declarations.

(13) Under Standard 6.2b of the Higher Education Standards Framework (Threshold Standards) 2021, at least two Council members must be ordinarily resident in Australia.

Section 4 - Responsibilities and Expectations of Council Members

(14) Under section 10A of the Act, Council members have a duty to:

a. Act solely in the interests of the University and not as a delegate or representative of a particular constituency;
b. Act in good faith, honestly and for proper purpose;
c. Exercise appropriate care and diligence;
d. Not use their office to improperly gain an advantage (either for the member or another person); and
e. Disclose and avoid conflicts of interest.

(15) In addition to these provisions of the Act, Council members have the following expectations:

a. Decisions must be made collectively, members are bound by the Council's decisions and powers are to be exercised by the Council as a whole.
b. Unless individual Council members receive specific delegations from the Council, they must refrain from participating in the day-to-day management of the University, making representations or agreements on its behalf, or influencing management as individuals.
c. In the interests of harmony and effectiveness of the Council and the University as a whole, Council members should conduct themselves with good will and in a harmonious manner, recognising their duty of loyalty to the University and the Council.
d. A Council member has a duty not to use information obtained as Council member for the benefit of themselves or any person or persons linked to them.
e. The Council agrees that information obtained as a result of Council membership should not be released except as decided by the Council as a whole.
f. Council agendas, papers, minutes and discussions are confidential to the Council.
g. Council members have a right and duty to consider properly all matters brought to the Council.
h. Attendance at Council meetings is important and Council members should only fail to attend in unavoidable circumstances.
i. If a Council member is unable to attend a meeting, an apology must be advised to the Vice-President Governance and University Secretary.
j. Council members have a right and a duty to raise matters of serious concern at Council meetings. In order that such matters can be discussed properly it is important that management and other Council members be given time to consider them, and it is good practice for a Council member with a serious concern to mention it to the Chancellor in time for the matter to be added to the agenda.
k. Council members are expected to be frank and open in Council meetings and to question, request information, and raise issues. They recognise that where disagreements occur every effort should be made to resolve the issue and to avoid dissension.
l. The effectiveness of the Council depends in part on the operation of its committees. Council members understand that committee work can impose a considerable burden and agree to share it as equitably as possible.

Section 5 - Council Members' Rights and Benefits

(16) In order to discharge their duties properly, Council members have a right to identify the information that they will need and to receive it in a timely way.

(17) Under section 29 of the Act, the Council is expressly empowered to engage consultants to the University and make arrangements to be provided with advice. The Council exercises this power from time to time to obtain independent advice, including advice concerning academic and governance matters.

(18) Council members are entitled to expenses and insurance cover as determined by the Vice-President Corporate. They should ensure that all other material benefits received from the University by them, or their relatives or associates are disclosed to the Council. All contracts between Council members and the University should also be disclosed.

Section 6 - Responsibilities of the University in Respect to Council Members

(19) The University will provide Council members with a comprehensive initial induction program, with follow up sessions during their term of office. It will provide complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions, in sufficient time to allow proper consideration.

(20) The University will provide such financial and legal advice as may be necessary to enable members to discharge their fiduciary duties.

(21) Administrative assistance for Council members may be required from time to time including reimbursement of expenses incurred by members, travel and car parking arrangements.

(22) The University will maintain adequate levels of insurance cover to indemnify and keep indemnified each member of Council as determined by the Vice-President Corporate.

Section 7 - Terms of Office

(23) The terms of office for appointed and elected Council members is prescribed under Section 10 of the Act.

a. The Chancellor will hold office for up to three (3) years from the date of appointment;
b. Administrator appointed members will hold office for up to three (3) years from the date of appointment;
c. Elected staff members will hold office for up to three (3) years from 1 January following the date elected; and
d. Elected students will hold office for up to one (1) year from 1 January following the date elected.

(24) Council supports the principle that all members should hold office subject to retaining the confidence of the Council. If the Council determines that such confidence is no longer held then the requirements and procedure for the removal from office under section 11 of the Act will apply.

Section 8 - Meetings and Proceedings of Council

(25) Subject to the Act and the By-laws, the Council may determine the procedure to be followed at or in connection with its meetings. This section of the Governance framework sets out how Council regulates it proceedings.

(26) Meetings of the Council are to be conducted in accordance with section 17 of the Act.

Chair

(27) At every meeting of the Council, the Chancellor, or the Deputy Chancellor in the Chancellor's absence, will

preside as Chair. If neither is available, the members present will elect an acting Chair for that meeting with that person exercising the powers and performing the functions of the Chancellor for that meeting.

(28) The Chair of the meeting has a vote and, in the case of equality of votes, a casting vote.

(29) The Chair will have control over the proceedings of the Council meeting. These include the following:

a. Ensuring that the meeting is properly convened;
b. Ensuring that the proceedings are conducted in a proper and orderly manner;
c. Ensuring that no person is denied an opportunity to be heard;
d. Giving rulings on points of order and other questions of procedure;
e. Ensuring visitors and observers only attend Council meetings at the invitation of the Chair;
f. Determining if any person who is not a Council member is entitled to attend in camera items;
g. Determining, in conjunction with other Council members at the meeting, if any Council member who has a conflict of interest is entitled to be present during any deliberation on the matter; and
h. Adjourning the meeting or formally declaring the meeting closed.

Meetings

(30) The Council will meet as required, and at least four (4) times per year.

(31) The Council will determine its meeting schedule annually in advance and meet as scheduled, face-to-face or remotely.

(32) The Vice-President Governance and University Secretary (or nominee) will act as secretary for the Council but will not be a member of the Council.

(33) A quorum will comprise eight (8) members at Council meetings.

Agenda and Minutes

(34) The Vice-President Governance and University Secretary will prepare the agenda for approval by the Chancellor for distribution with supporting documentation at least five (5) working days prior to the Council meeting date.

(35) A paper is expected for all agenda items.

(36) External persons named on the agenda as presenting an item are normally invited to attend the part of the meeting for that item.

(37) The starring of items is integral to the conduct of committee business. Council members are invited to star items for discussion. In accordance with the established protocol, un-starred items of business are approved where they contain recommendations or noted where they contained reports.

(38) All questions which come before any meeting of the Council must be decided by the majority of the members present.

(39) A motion to amend the minutes of a previous meeting may be made by any member and is to be determined by a majority of votes of members present.

(40) Subject to any amendments proposed and approved, the minutes of a previous meeting are to be regarded as a true and correct record of that meeting.

(41) The Vice-President Governance and University Secretary maintains a comprehensive and accurate record of

Council business by recording, reviewing, and storing the minutes of each meeting of the Council.

(42) Minutes of meetings will include the item under discussion, the main points of discussion, a clear resolution of the Council and the principal reasons for each decision. Minutes will include an Action List of items to be followed up.

(43) These protocols also apply to committees of Council, with any changes necessary to support the business of a committee to be made by resolution of that Committee.

Section 9 - Protocols of Council

Declaration of interests

(44) In discharging their responsibilities, Council members have a duty to act in the best interests of the University as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

(45) Council members are required to declare to the Chancellor any actual, potential or perceived conflicts of interest in a matter before the Council. This includes a conflict between their status as a Council member where it could be perceived they represent any stakeholder group including being a staff or student elected member.

(46) The relevant Council member will not be present during any deliberation on the matter (unless the Council otherwise directs) and will not vote on the matter.

(47) The Chancellor will ensure a record of the declaration is made in the minutes of the meeting and recorded in the University's Conflicts of Interests Register.

(48) Council members should refer to the University's Conflicts of Interest Policy and Conflicts of Interest Procedure, which deal with conflicts of interest or commitment.

Protection from liability

(49) Section 44 of the Act provides for the University to indemnify Council members, including against all actions or claims in respect of any act done or omitted in good faith in the purported exercise of any power or performance of a function under the Act on the Council or Council member.

(50) The University will not indemnify any Council member in respect of any act or omission which is not in good faith. For example, if a Council Member fails to disclose a conflict of interest or acts to gain, directly or indirectly, an advantage for the member of Council, or for another person or organisation, then the University will not indemnify that member for the act or omission.

Section 10 - Committees of Council

(51) Under section 19 of the Act, the Council may establish committees to fulfil its corporate governance and independent oversight responsibilities.

(52) Each Committee of Council has its own Terms of Reference, approved by Council.

Section 11 - Annual Report

(53) The Council publishes an Annual Report on its activities and those of the University. The Annual Report is tabled in the Legislative Assembly of the Northern Territory Parliament in compliance with the Act and published on the University's website.

(54) The Annual Report contains information that ensures compliance with the Information Act 2002 (NT) and the Voluntary Code of Best Practice for the Governance of Australian Public Universities.

Section 12 - Non-compliance

(55) Non-compliance with Governance Documents is considered a breach of the Code of Conduct - Employees or the Code of Conduct - Students, as applicable, and is treated seriously by the University. Reports of concerns about non-compliance will be managed in accordance with the applicable disciplinary procedures outlined in the Charles Darwin University and Union Enterprise Agreement 2025 and the Code of Conduct - Students.

(56) Complaints may be raised in accordance with the Code of Conduct - Employees and Code of Conduct - Students.

(57) All staff members have an individual responsibility to raise any suspicion, allegation or report of fraud or corruption in accordance with the Fraud and Corruption Control Policy and Whistleblower Reporting (Improper Conduct) Procedure.

Status and Details

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