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1. Preamble

The governing authority of the University is the Council, established under Part 3, section 8 of the [University of New South Wales Act 1989 \(NSW\)](#) (the **Act**).

As the University's governing body, the Council acts for and on behalf of the University; controls and manages all the University's concerns; and promotes the objects and interests of the University. To assist in the governing of the University the Council has established a committee structure.

2. Functions of Council

The functions of Council are set out in section 15 of the [Act](#):

(1A) The Council:

- (a) acts for and on behalf of the University in the exercise of the University's functions, and
- (b) has the control and management of the affairs and concerns of the University, and
- (c) may act in all matters concerning the University in such manner as appears to the Council to be best calculated to promote the object and interests of the University.

- (1B) Without limiting the functions of the Council under subsection (1A), the Council is,
- in controlling and managing the affairs and concerns of the University:
- (a) to monitor the performance of the Vice-Chancellor, and
 - (b) to oversee the University's performance, and
 - (c) to oversee the academic activities of the University, and
 - (d) to approve the University's mission, strategic direction, annual budget and business plan, and
 - (e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and
 - (e1) without limiting paragraph (e), to enter into or participate in arrangements or transactions, or combinations of arrangements or transactions, to effect financial adjustments for the management of financial risks, and
 - (f) to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 15A), and
 - (g) to approve significant University commercial activities (within the meaning of section 20A), and
 - (h) to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and
 - (i) to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and
 - (j) to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and
 - (k) to adopt a statement of its primary responsibilities, and
 - (l) to make available for members of the Council a program of induction and of development relevant to their role as such a member.
- (1) Without limiting the functions of the Council under subsection (1A), the Council may, for and on behalf of the University in the exercise of the University's functions:
- (a) provide such courses, and confer such degrees and award such diplomas and other certificates, as it thinks fit,
 - (b) appoint and terminate the appointment of academic and other staff of the University,
 - (c) (Repealed)
 - (d) obtain financial accommodation (including, without limitation, by the borrowing or raising of money) and do all things necessary or convenient to be done in connection with obtaining financial accommodation,
 - (e) invest any funds belonging to or vested in the University,
 - (f) promote, establish or participate in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies

and other incorporated bodies, or joint ventures (whether or not incorporated),

- (g) (Repealed)
 - (h) establish and maintain branches and colleges of the University, within the University and elsewhere,
 - (i) make loans and grants to students, and
 - (j) impose fees, charges and fines.
- (2) The functions of the Council under this section are to be exercised subject to the by-laws.
- (3) Schedule 2 has effect in relation to the investment of funds by the Council.

3. Composition

Section 8B of the [Act](#) sets the parameters for the composition of Council and its actual size is determined from time to time by a resolution passed by at least two-thirds of the members of the Council (such resolutions being referred to as “constitution rules”). The current constitution rules took effect from 1 July 2012, with the composition of Council as follows:

TOTAL MEMBERS	15
Official Members	3
Chancellor	1
President and Vice-Chancellor	1
President, Academic Board (elected position)	1
Elected Members	5
Academic Staff	2
Non-Academic Staff	1
Postgraduate Student	1
Undergraduate Student	1
Appointed Members	7
Appointed – by Council	5
Appointed – by Minister	2

The Act requires that of the members of Council:

- at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector),
- at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector), and
- all appointed members must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.

Acknowledging the importance of alumni representation on Council, the constitution rules require that at least three of the appointed positions on Council must be filled by alumni of the University.

4. Terms of Office

The term of office of a person elected to the Council is 2 years, beginning on 1 July next following his or her election¹. The term of office of a person nominated to the Council is determined on a case by case basis².

5. Duties of Council Members

The [University of New South Wales Code of Conduct](#) sets out the University's expectations of staff and affiliates with respect to their professional and personal conduct.

Schedule 2A of the [Act](#) sets out the duties of Council members:

5.1 Duty to act in best interests of University

A member of the Council must carry out his or her functions:

- (a) in good faith in the best interests of the University as a whole, and
- (b) for a proper purpose.

5.2 Duty to exercise care and diligence

A member of the Council must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.

5.3 Duty not to improperly use position

A member of the Council must not make improper use of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

5.4 Duty not to improperly use information

A member of the Council must not make improper use of information acquired because of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

5.5 Disclosure of material interests by Council members

If:

- (a) a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,

the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.

¹ Clause 44, [University of New South Wales By-law 2005 \(the By-law\)](#)

² Clause 51(1), [By-law](#)

6. Code of Conduct for Council Members

Council has adopted a [Code of Conduct](#) and makes an induction program available to all Council members. The code of conduct provides guidance on conflicts of interest, personal behaviour and confidentiality and is signed by each Council member.

In the event of a breach of confidentiality or any provision of this Code of Conduct, Council may apply such procedures and take such actions as it considers appropriate in the circumstances having regard to the nature and circumstances of the breach, its seriousness and consequences, and the requirements of law and procedural fairness.

7. Roles

7.1 Chancellor

The Chancellor's role encompasses statutory, regulatory, administrative and ceremonial functions.

The Chancellor:

- a) Is the Chair of the Council, presiding over Council meetings and exercising the functions conferred by the Act and the By-law.
- b) Provides support and counsel to the President and Vice-Chancellor.
- c) Manages the review of the President and Vice-Chancellor's performance.
- d) Represents the Council and/or the University both internally and externally.
- e) Attends official functions and presides over degree conferrals.

7.2 Deputy Chancellor

The Council appoints a Deputy Chancellor who will fulfil the Chancellor's role in the absence of the Chancellor. By virtue of the office, the Deputy Chancellor is a member of every committee established by Council.

7.3 Pro-Chancellor

Council has resolved (CL98/64) that it may appoint up to three Pro-Chancellors. The Pro-Chancellors have delegated authority to act for the Chancellor in the context of the University's graduation ceremonies, or, when specifically requested by the Chancellor, to assist with ceremonial or courtesy functions in the University.

8. Meetings and Procedures

Full details of provisions relating to members and procedure of the Council are found in Schedule 1 of the [Act](#). Below is a summary of the pertinent sections and other related information.

8.1 Agendas

The agenda for each Council meeting is set by the Chancellor and the President and Vice-Chancellor prior to each meeting.

The Council Secretary will send to each member of Council the notice of meeting, agenda and agenda papers seven (7) days prior to the meeting where practicable.

8.2 Schedule of Meetings

Council meets six (6) times a year as required under the [University of New South Wales Rules](#). Meetings are usually scheduled at 2pm on Mondays and meeting dates are published on the [UNSW Governance Website](#).

8.3 Leave of Absence

Members of Council are requested to give prior notice to the Council Secretary of their inability to attend any meetings so that formal leave of absence may be sought.

A member's position on Council will become vacant if that member is absent from three consecutive meetings of Council (of which reasonable notice has been given to the member) and has not, within six (6) weeks after the last of those meetings, been formally excused by Council for the absence.

8.4 Presiding Member

The Chancellor presides at all meetings of Council at which he is present. If the Chancellor is not present, the Deputy Chancellor will preside. In the absence of the Chancellor and Deputy Chancellor, a member elected by and from the members present may preside.

8.5 Quorum

At any meeting of Council, a majority of the total number of members for the time being of the Council constitutes a quorum. With the current membership of 15 members, quorum is eight (8).

8.6 Use of technology

A meeting of Council may be called or held using technology to allow members not otherwise in attendance at the one place to communicate with the other members in attendance. The use of such technology must be consented to by all members of the Council.

8.7 Minutes

Council minutes are circulated to Council members with the agenda papers for the next ordinary meeting of Council.

8.8 Motions on Notice

At ordinary meetings, unless otherwise decided by Council, no motion initiating any subject for discussion shall be made except in pursuance of a notice of motion given to the University Secretary ten (10) working days before the meeting of Council at which the motion is to be moved.

Members should advise of any matters they wish to be included in the agenda at least ten (10) working days before the meeting. Members may also seek leave to raise an item of business without notice at any Council meeting. Such matters may be considered at the discretion of Council.

At special meetings, unless otherwise decided by Council, no motion shall be made on any matters other than those listed in the notice of meeting or supplementary notice of meeting.

8.9 Special Meetings

The Chancellor or, in the absence of the Chancellor, the Deputy Chancellor or, in the absence of both, the President and Vice-Chancellor may call a special meeting of Council to meet at any time in the interval between ordinary meetings.

Upon the written request of any five (5) members of Council, the Chancellor, Deputy Chancellor or President and Vice-Chancellor or, in their absence, the University Secretary shall convene a special meeting of Council to be held within fourteen (14) days after the receipt of the request. The written request shall specify the matters that the five (5) members wish Council to consider.

8.10 Open Meetings

It is a policy of Council that meetings are open only to members of the University, i.e. staff, students, graduates and emeriti. Observers have no speaking rights and are not allowed to bring or use electronic recording equipment or cameras. If a confidential item emerges in the course of discussion after observers have been admitted, those observers will be requested to leave.

8.11 Circular Resolutions

The Chancellor may approve that a matter is urgent and cannot wait until the next scheduled meeting of Council. In such cases, documentation and a recommendation will be circulated via email to all Council members for consideration.

9. Delegations

9.1 Delegation

The Council may, in relation to any matter or class of matters, or in relation to any activity or function of the University, by resolution, delegate all or any of its functions (except this power of delegation) to any member or committee of the Council or to any authority or officer of the University or to any other person or body prescribed by the by-laws.

9.2 Register of Delegations

The [Register of Delegations](#) sets out the majority of the functions which the Council has authorised particular officers and bodies of the University to carry out regularly, including delegations for the establishment of Policy, Procedures and Guidelines, and Financial, Personnel, Academic and other Administrative and General Authorities and Functions.

10. Committees

10.1 Committee Structure

Schedule 1 of the [Act](#) provides that Council may establish committees to assist it in connection with the exercise of any of its functions. Each Committee has Terms of Reference which sets out the Committee's functions and composition.

There are currently six (6) committees reporting directly to Council:

[Audit Committee](#)

[Finance Committee](#)

[Honorary Degrees Committee](#)

[Nominations and Remuneration Committee](#)

[Risk Committee](#)

[2025 Council Sub-committee](#)

In addition, the [Investment Sub-committee](#) reports to the Finance Committee.

10.2 Presiding Members of Committees

Each of the University Committees listed under item 10.1 is led by a chair who has been nominated by the Council. Committee Chairs are responsible for ensuring that Committee agendas are consistent with each [Committee's Terms of Reference](#) and that meetings are conducted in a professional and inclusive manner.

11. Approval, Review and Publication of Council Charter

11.1 Approval

This Charter was approved by Council on 23 October 2017.

11.1 Review

The Council will review this Charter every two years to ensure it remains relevant and effective.

11.2 Publication

This Charter is published on the UNSW Council website.