



ROLE AND RESPONSIBILITIES OF COUNCIL MEMBERS

1. Purpose of this document

The purpose of this document is to state concisely the role and responsibilities of Council Members in terms of:

- the *Saint John's College Act 2018* and the *Saint John's College By-law*,
- the *Council Charter* adopted by the College Council;
- the legal duties and expectations of conduct by Council Members; and
- the personal commitment and attributes required of Council Members to undertake the role effectively.

2. Council's role

The Council is the governing body of the College. Under the Act, all decisions relating to the functions of the College are to be made by or under the authority of the Council. Council's functions under the Act include:

- to develop and implement policies and strategic plans for the administration of the College,
- to develop and implement the College's educational and pastoral philosophy,
- to manage the College's financial resources,
- to oversee the performance of the College as a whole,
- to monitor the performance of the Rector and the Vice-Rector,
- to make and amend by-laws for the College from time to time.

In exercising its functions Council undertakes the following:

- approves the College's mission, strategic direction, annual budget and business plan;
- oversees risk management and risk assessment across the College;
- approves and monitors systems of control and accountability for the College;
- approves significant College commercial activities;
- establishes policies for the College consistent with legal requirements and community expectations;
- adopts a statement of its primary responsibilities; and
- regularly reviews its own performance.

The College conducts a program of induction and development relevant to the role of a Council Member.

3. Duties of Council Members

The Act provides that, in exercising his or her functions, a Council Member must:

- act in the best interests of the College as a whole,
- act honestly, in good faith and for a proper purpose,
- exercise a reasonable degree of care and diligence,
- not make improper use of his or her position to gain an advantage for the member or another person,
- disclose any interest (whether pecuniary or otherwise) that would conflict with the proper exercise of the member's functions and avoid exercising any function that could involve such a conflict of interest.

If a Council Member has a material interest in a matter which may conflict with the proper performance of the Council Member's duties in relation to that matter, the Act prescribes a procedure for managing the conflict.

4. Council Charter

Council has adopted a Charter and a Code of Conduct (available on the College website) which defines the rights and responsibilities of Council Members in order to assist them in fulfilling their duties and obligations. Council Members are required to abide by the provisions of the Charter and Code of Conduct and all potential Council Members are requested to review those documents and confirm their agreement to abide by them.

In general terms there is an expectation that Council Members will:

- take an active interest in issues affecting the College, the University of Sydney and higher education;
- attend meetings, come well prepared and play an active role in proceedings;
- relate constructively and respectfully with each other and the senior management of the College; and
- not disclose confidential information that they acquire as a result of their position.

Council Members should bring to meetings objective, independent judgement in relation to the matters under consideration; should be prepared to ask incisive, probing questions; and should expect to receive accurate, honest answers.

5. Council-staff communication

The success of the Council will rely on Council Members (individually and collectively) having a sound knowledge and understanding of the College, its services to stakeholders, its business model, its strategy and business objectives. Accordingly, regular contact between Council Members and the organisation is important and encouraged.

The Council is a governance body that sets and monitors overall strategy, financial and risk management, staffing and other key policies. As a rule Council Members do not get involved in day-to-day operations which are the responsibility of the Rector.

Council Members should regard Committees of Council and the Rector as their principal sources of information and advice concerning the College. Council Members may communicate with College staff for the purpose of fulfilling their duties and responsibilities. In doing so they should initially make arrangements via the Chair or the Rector. They should also bear in mind the principles of confidentiality and respect the different roles and authority of staff members and act accordingly.

6. Responsibilities of Council Members

In addition to fulfilling the role and fiduciary duties described above, Council Members should:

- attend Council meetings. Under the Act the office of a Council Member becomes vacant if the Council Member is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the Council Member, unless on leave granted by the Council or if excused by Council for their absence;
- develop a clear understanding of the role and function of Council, its Committees and the environment in which the College operates, including a good understanding of the College's mission, strategic plan and culture. Council Members should seek additional information on any matter from the Rector in the first instance;
- promote the strategic intentions and directions of the College as defined by the Council from time to time;
- treat other Council Members with courtesy and in a collegial manner;
- contribute to the functioning of Council through membership of standing and *ad hoc* Committees of Council and other Committees of the College (as required);
- contribute to strengthening relationships of the College with its stakeholders including friends and supporters in the University, the Church and the wider community ;
- attend public occasions where the College is being promoted or is a participant.

7. Meeting and time commitments

It is anticipated that the full Council will meet four times per year. The current arrangement is that Council meetings are held on Thursdays from 4pm to 6pm. Proposed dates for 2019 are: 21 March, 6 June, 19 September, 5 December. In addition Council holds a Strategic Planning Day once per year on a Saturday between 9am and 4pm (proposed for 2019 on 6 April).

Council Members are also expected to participate in Council Committees within their experience and expertise. Council Committees include:

- Advancement Committee (4 meetings per year)
- Finance & Risk Committee (4 meetings per year)
- Student Relations Committee (4 meetings per year)

Council Members are expected to allocate sufficient time to prepare for their attendance at Council and Committee meetings by reading agenda papers carefully so that they can participate fully in the decision-making process.

Outside of these formal Council and Committee meetings, Council Members can expect to be involved in a range of College activities, including dinners and ceremonial functions, site inspections, philanthropic activities and alumni and College social events.

8. Induction

The College will provide a comprehensive Induction Program for all Council Members. Documentation will be made available on a secure Governance Portal . It is anticipated that the Induction Program will be held over two full days, one weekday and one Saturday.