



**ST JOHN'S COLLEGE**

within the University of Sydney

## **COUNCIL CHARTER**

### **of St John's College**

adopted by the Council on 1 June 2017

incorporating amendments to 11 November 2021

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## Purpose

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The purpose of this Charter is to define the rights and responsibilities of the Members of the Council of St John's College and to assist them in fulfilling their duties and obligations. The Council is bound by the Act, By-laws and policies of the College and this Charter. Readers should bear in mind that other documents referred to in this Charter may need to be read in conjunction with the Charter in order to gain a full understanding of Council operations and Council Members' rights and responsibilities.

## 1. Application

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The Charter applies to each successive Council as a collective body and to Council Members for the course of their respective terms, unless stated otherwise.

## 2. Sources of Power and Responsibility

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The Council and Council Members are empowered and held responsible through the *Saint John's College Act 2018* (NSW) as amended from time to time, By-laws made under the Act, some parts of the *Corporations Act 2001* (Cth), common law and Council policies, such as this Charter.

## 3. The Council

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The Council will:

- 3.1 act to achieve the objects and purpose of the College as set out in Schedule 1; and
- 3.2 fulfil its fiduciary and corporate governance duties to the best of its abilities (as set out in the Governance Protocol in Schedule 4). Specifically under the following functions, the Council will maintain effective governance through:

### **Council Housekeeping**

- 3.2.1 Council composition.
- 3.2.2 Council renewal and Council Member selection process.
- 3.2.3 Council Member induction process.
- 3.2.4 Council operations and Committees.

- 3.2.5 Council agenda and meetings.
- 3.2.6 Council decision making processes.
- 3.2.7 Process for recording decisions of the Council.
- 3.2.8 Annual Council Plan, priorities and calendar.
- 3.2.9 Council and Council Member assessment process.

#### **Council Decision Making**

- 3.2.10 Internal and statutory audit process.
- 3.2.11 the College's Vision, Mission and goals.
- 3.2.12 Strategic Plans.
- 3.2.13 Rector selection and Rector performance monitoring system.
- 3.2.14 Rector and senior management succession plan.
- 3.2.15 Risk management plan including business continuity/disaster recovery plan.
- 3.2.16 System of accountability to stakeholders.

#### **Council Supervision**

- 3.2.17 Delegations to management.
- 3.2.18 Organisational policy.
- 3.2.19 Performance management and reporting framework.

#### **Council Advisory Role**

- 3.2.20 Process for utilising the skills and networks of the Council Members to assist management.
- 3.3 To support the function of the Council, the College will:
- 3.3.1 provide the necessary resources required by the Council to fulfil its function effectively, including a Council Secretary;
  - 3.3.2 provide information as requested by the Council to fulfil its functions; and
  - 3.3.3 carry out the decisions and instructions of the Council.

## **4. Council Members' Code of Conduct**

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### **4.1 Council Members will:**

- 4.1.1 act in good faith.

- 4.1.2 act in the best interests of the College as a whole.
- 4.1.3 act with care and diligence.
- 4.1.4 act for a proper purpose.
- 4.1.5 maintain confidentiality of all Council decisions, materials and discussion.
- 4.1.6 not make improper use of information acquired as a Council Member.
- 4.1.7 not engage in conduct likely to bring discredit upon the College.
- 4.1.8 publicly act in solidarity with decisions made by the Council.
- 4.1.9 act in accordance with statutory and common law duties.
- 4.1.10 act in accordance with this Charter and College policies .
- 4.1.11 be independent in judgement and action.
- 4.1.12 disclose and appropriately manage conflicts of interest in accordance with Schedule 9.
- 4.1.13 prepare for and participate in the discussions and the deliberations of the Council.
- 4.1.14 foster a positive working relationship with other Council members and College staff.
- 4.1.15 respect all parties' accountability and commit to delivering results and meeting deadlines.
- 4.1.16 have undertaken or be willing to undertake training as required by Council from time to time.
- 4.1.17 bring to the Council table, and share with the Council, their individual skills, experience, competencies and knowledge.
- 4.1.18 make available adequate time to fulfil their duties, including attendance at no less than 75% of College Council meetings.
- 4.1.19 identify and appropriately manage related party transactions.
- 4.1.20 be willing to serve on at least one committee and actively participate, including as a Chair of a Committee (if required).
- 4.1.21 make a time commitment which includes attending Council meetings of no less than 2 days per month (includes Council preparation, committees and other meetings as required).
- 4.1.22 provide candid and constructive advice and comments in meetings.
- 4.1.23 provide support to staff in areas of expertise as requested and where available.

- 4.1.24 promote the College through community networking, etc.
- 4.1.25 disclose any matters that may impact on insurance policies or other undertakings of the College in relation to Council Members, including change of personal details.
- 4.1.26 fulfil to the best of their abilities any College office they hold.
- 4.1.27 reflect on and improve their performance as a Member of Council.

**4.2 Council Members will not:**

- 4.2.1 personally benefit at the expense of St John's College or give the appearance of doing so;
- 4.2.2 take improper advantage of their fiduciary positions;
- 4.2.3 make improper use of information acquired in their role; or
- 4.2.4 give priority to their personal concerns or interests over the interests of St John's College.
- 4.2.5 purport to exercise powers of the Council individually without the approval of (delegation by) the Council.

**4.3 The College will, in support of the role of Council Members:**

- 4.3.1 indemnify Council Members to the full extent permitted by law. St John's College cannot provide indemnity for:
    - (a) a liability owed to St John's College.
    - (b) a liability for a pecuniary penalty order.
    - (c) a liability arising out of conduct that is not in good faith.
    - (d) legal costs in defending criminal proceedings or actions if liability is established.
  - 4.3.2 provide adequate Directors and Officers Liability Insurance.
  - 4.3.3 offer induction and exit interviews.
  - 4.3.4 provide access to training and development opportunities for Council Members.
  - 4.3.5 pay all reasonable and agreed travel, accommodation and other expenses related to their duties in accordance with College policy.
- 4.4 If a Council Member fails to act in accordance with this Code of Conduct, the Council may impose a reprimand or other censure. Clause 13 of the By-law provides for a Council Member's office to be vacated in specified circumstances, including where a Council Member has brought the College into disrepute or failed to discharge his or her duties to the College.

## 5. Alteration and Application

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The Charter and its Schedules may be changed by the Council by consensus or an absolute majority of the Council. The Charter will be reviewed by the Council at least once every three years.

The Council Secretary, Chair (or Chair's delegate) can make changes without Council approval to the Schedules of the Charter for purely administrative purposes, for example, to update dates, changes in the corporate structure, names, or changes in references to legislation, College policies or other documents.

## 6. Publication

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The Charter will be made publicly available on the College website. A copy of the Charter will also be provided to Council Members and potential Council Members.

## 7. Definitions

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**Act** means the *Saint John's College Act 2018* (NSW) as amended from time to time.

**By-law** includes any by-law made under the Act from time to time.

**Chair** means the chairperson of the Council.

**Charter** includes the Schedules to the Charter and a reference to a Schedule is a reference to this Charter and a reference to this Charter includes any Schedule.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time.

**Council** means the Council of St John's College

**Member or Council Member** means a member of the Council.

**Reports** means all papers, records and reports provided to or kept by the Council whether electronically or in hard copy, including but not confined to papers circulated to the Council in anticipation of and tabled at Council Meetings, Minutes of Council Meetings, papers circulated to a Council Committee in anticipation of and tabled at Committee Meetings; Minutes of Committee Meetings; and documents referred to in such papers.

## 8. Commencement and Alteration

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This Charter is adopted by the Council on 1 June 2017 and becomes effective immediately.

The Charter has been reviewed or amended as follows:

<b>Date</b>	<b>Alteration/Review</b>
11 October 2018	Updated for 2018 Act and provide for Advancement Committee
24 August 2020	Amendments to Schedules 1 and 14

Schedules to the Charter have been approved or altered as indicated in each Schedule.

## Schedule 1 – Purpose of St John’s College

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PURPOSE OF ST JOHN’S COLLEGE			
<b>Related Documents:</b>	1. The Act and By-laws 2. Mission, Vision and Culture (website)	<b>Function:</b>	Decision Making
<b>Approved:</b>	1 June 2017, 11 October 2018, 20 August 2020	<b>Sub-Function:</b>	Performance

### MISSION, VISION AND CULTURE

*NISI DOMINUS FRUSTRATA*

#### Mission

St John’s College is a Catholic university college which enables young men and women to immerse themselves in university life through:

- a welcoming residential environment for students from different backgrounds;
- an experience of community living with social, sporting, religious and cultural opportunities;
- assistance to foster academic achievement;
- an opportunity to engage with the Catholic faith and its intellectual tradition;
- supportive pastoral care;
- formation in leadership through service to others.

#### Vision

Students will leave the College:

- ready to embrace life’s challenges,
- having made life-long friends,
- as committed and engaged St John’s alumni, and
- wanting to contribute to the Catholic and broader communities.

#### Culture

St John’s culture is committed to:

- participation of all St John’s students in the communal life of the College;
- high academic standards, critical and open inquiry, intellectual rigour;
- the compatibility of intellectual inquiry with the Christian Gospel;
- high standards of ethical behaviour and social responsibility;
- service to those less advantaged;
- respect, honesty and charity.

*Adopted by the Council of St John’s College 12 March 2020*

## Schedule 2 – Stakeholder Relations and Communication

STAKEHOLDER RELATIONS AND COMMUNICATIONS			
<b>Related Documents:</b>	1. The Act and By-laws 2. The website	<b>Function:</b>	Helping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Stakeholder

### Accountability

The Council, and the Rector and Council Members individually, are fiduciaries to St John's College and are accountable to the key stakeholders. The Council recognises and responds to this accountability by:

- Gathering information from key stakeholders about their concerns, needs and aspirations.
- Remaining up to date in matters concerning stakeholders' interests.
- Providing information to stakeholders on a regular basis.

Key stakeholders include:

- Current students
- Parents of current students
- Employees
- Alumni including the Johnsmen's Association
- The Catholic Archbishop of Sydney as both Archbishop and Visitor
- Catholic communities
- The University of Sydney
- St John's College Foundation
- The New South Wales Parliament
- Auditors
- Government regulatory bodies
- Business partners.

The Council is accountable to stakeholders through:

1. The Annual Review.
2. The St John's College website.
3. Group communications.
4. Key College events.

## Schedule 3 - Council Protocol

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<b>COUNCIL MEMBERS PROTOCOL</b>			
<b>Related Documents:</b>	1. The Act and By-laws 2. Delegations Principles and Policy	<b>Function:</b>	Helping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Delegations

In broad terms the College's governance, which has its foundation in the Act, has the following features:

- St John's College is governed by the Council, which may exercise all the powers of the College subject to and under the Act and by-laws as enacted.
- The Council may delegate any of its powers except those functions required by law to be exercised by the Council directly.
- Subject to the Act and by-laws, the Rector shall have general superintendence and control of the College and the students.

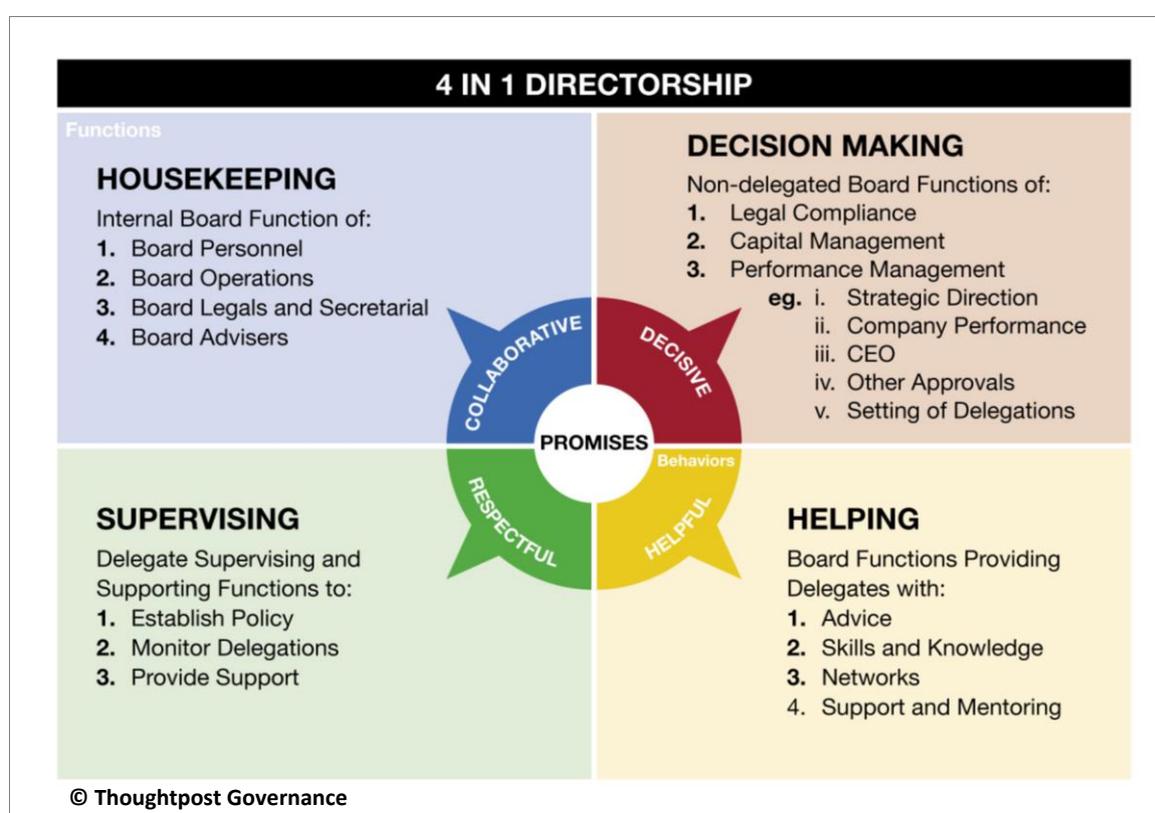
Given these broad powers of the Council, the following Protocol defines the way in which the Council will, in principle, exercise that power and delegate to management.

The Council's focus is on the achievement of its strategic goals and developing and monitoring Council-level strategic policies rather than operational matters. To this end the Council will make clear the outcomes to be achieved and the necessary range of Council-level policies.

The Council Members may entrust to and confer upon the Rector any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

## Schedule 4 – St John’s College Governance Protocol

ST JOHN’S COLLEGE GOVERNANCE PROTOCOL			
<b>Related Documents:</b>	1. The Act and By-Laws 2. This Charter	<b>Function:</b>	All
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	All



## St John's College Governance Protocol

Function	Table Description	
	Council	Management
<b>Housekeeping</b>	<p><b>Personnel</b></p> <ul style="list-style-type: none"> <li>• Recommend to stakeholders skills and capabilities required of Council Members.</li> <li>• Conduct Council Member induction.</li> <li>• Appoint third party advisers.</li> <li>• Establish appropriate officeholder positions for the Council.</li> <li>• Appoint, monitor, evaluate, support and plan succession of the Rector and the Council Secretary.</li> </ul> <p><b>Operations</b></p> <ul style="list-style-type: none"> <li>• Ensure effective Council processes – committees, calendar, agenda, meetings, decision making, minute taking.</li> <li>• Ensure Council Members roles and responsibilities are clear.</li> <li>• Set code of conduct and Council culture</li> <li>• Evaluate and improve Council, Chair and Council Member performance.</li> <li>• Establish Council Charter and Policies incl. conflict of interest policy.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Set and review the College's budget.</li> <li>• Legalities</li> <li>• Meet Government requirements related to Council operations.</li> </ul> <p><b>IT/Knowledge</b></p> <ul style="list-style-type: none"> <li>• Establish Reporting System, including intelligence gathering and knowledge management.</li> </ul>	<p><b>Personnel</b></p> <ul style="list-style-type: none"> <li>• Contribute to Council Member induction.</li> <li>• Manage (selected) third party providers e.g. advisers.</li> </ul> <p><b>Operations</b></p> <ul style="list-style-type: none"> <li>• Secretarial support.</li> <li>• Meeting organisation.</li> <li>• Minutes.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Pay Council Member, travel and expenses.</li> </ul> <p><b>Legalities</b></p> <ul style="list-style-type: none"> <li>• Prepare Government filings.</li> <li>• Provide updates on changes to Government requirements.</li> <li>• Notify of any correspondence from Government-related to governance matters.</li> </ul> <p><b>IT/Knowledge</b></p> <ul style="list-style-type: none"> <li>• Manage Council knowledge management and IT systems.</li> </ul>

Function	Table Description	
	Council	Management
<b>Decision Making</b>	<p><b>Stakeholders</b></p> <ul style="list-style-type: none"> <li>• Manage stakeholder relations.</li> </ul> <p><b>Conformance</b></p> <ul style="list-style-type: none"> <li>• Remain solvent; keep full and accurate accounting records.</li> <li>• Conduct statutory audit.</li> <li>• Other Government controls.</li> </ul> <p><b>Performance</b></p> <p><b><u>Strategic direction</u></b></p> <ul style="list-style-type: none"> <li>• Fulfil objects and purpose of the College. Set Vision and Mission.</li> <li>• Understand the environment.</li> <li>• Lead strategic direction.</li> </ul> <p><b><u>Culture</u></b></p> <ul style="list-style-type: none"> <li>• Ensure effective culture and model values and behaviours.</li> <li>• Approve College policy and policy statements.</li> <li>• Ensure capability exists to achieve aims.</li> </ul> <p><b><u>The Rector</u></b></p> <ul style="list-style-type: none"> <li>• Appoint, monitor, evaluate, support and plan succession of the Rector.</li> </ul> <p><b><u>Risk</u></b></p> <ul style="list-style-type: none"> <li>• Set risk appetite and approve risk plan.</li> <li>• Maintain the College's reputation.</li> </ul> <p><b><u>Approvals</u></b></p> <ul style="list-style-type: none"> <li>• Strategic plans and budgets.</li> <li>• Sale or purchase of major assets.</li> <li>• Capital Expenditure</li> <li>• Major Service Changes</li> </ul>	<p><b>Stakeholder</b></p> <ul style="list-style-type: none"> <li>• Assist in stakeholder relations.</li> <li>• Assist in preparing annual report.</li> <li>• Document preparation and lodgement</li> </ul> <p><b>Conformance</b></p> <ul style="list-style-type: none"> <li>• Financial Reporting.</li> <li>• Cooperate with auditors.</li> <li>• Monitor changes to requirements.</li> </ul> <p><b>Performance</b></p> <ul style="list-style-type: none"> <li>• Inform Council of the internal and external environment.</li> <li>• Participate in strategic direction setting forums.</li> <li>• Develop Strategic and Business plans and budgets based on Strategic Direction.</li> <li>• Develop and provide administrative support for the College's policies.</li> <li>• Model desired values and behaviours and educate and communicate desired values to staff.</li> <li>• Inform the Council for decision making.</li> <li>• Inform Council on sale of assets.</li> <li>• Understand scope of delegations.</li> <li>• Provide technical expert staff for external communication.</li> <li>• the Rector to provide Council meeting outcomes to management.</li> </ul>

Function	Table Description	
	Council	Management
<b>Decision Making</b>	<ul style="list-style-type: none"> <li>• Approve staff remuneration policies and schemes (if any).</li> </ul> <p><b><i>Delegations</i></b></p> <ul style="list-style-type: none"> <li>• Make delegations</li> <li>• Review and change delegations including policies.</li> </ul>	
<b>Supervising</b>	<p><b>Manage delegations</b></p> <ul style="list-style-type: none"> <li>• Approve operational policy.</li> <li>• Review and update policy.</li> </ul> <p><b>Monitoring Delegations through:</b></p> <ul style="list-style-type: none"> <li>• Council reporting system.</li> <li>• Internal audit.</li> <li>• Staff satisfaction assessment.</li> <li>• External review of specialist delegations.</li> </ul> <p><b>Delegates</b></p> <ul style="list-style-type: none"> <li>• Chair</li> <li>• Council Committees</li> <li>• Rector</li> </ul> <p><b>Specific Delegations:</b></p> <ul style="list-style-type: none"> <li>• Business Planning (Rector)</li> <li>• Operations (Rector)</li> <li>• Financial reporting and systems (Rector)</li> <li>• Risk (Rector/Risk Committee)</li> <li>• Human Resources (Rector)</li> <li>• External Communication and Brand Management (Rector)</li> <li>• Contracts (Rector)</li> <li>• Financial delegations (Rector/Chair)</li> </ul>	<p><b>Managing Delegation</b></p> <ul style="list-style-type: none"> <li>• Implement and adhere to policy.</li> <li>• Draft policy.</li> <li>• Suggest changes.</li> </ul> <p><b>Monitoring Delegations</b></p> <ul style="list-style-type: none"> <li>• Maintain Council reporting system and Register.</li> </ul> <p><b>Specific Delegations</b></p> <ul style="list-style-type: none"> <li>• Develop and implement business plans and budgets.</li> <li>• Work to budget.</li> <li>• Develop and manage the risk plan.</li> <li>• Manage crisis response.</li> <li>• Appoint, induct, remunerate, lead and support staff.</li> <li>• Performance manage staff.</li> <li>• Model and foster culture.</li> <li>• Plan for management and staff development and succession.</li> <li>• Maintain infrastructure.</li> <li>• Within delegation, act as spokesperson for the organisation.</li> </ul>

Function	Table Description	
	Council	Management
<b>Helping</b>	<p>Provide:</p> <ul style="list-style-type: none"><li>• Networks</li><li>• Skills and Knowledge</li><li>• Advice</li><li>• Support and counselling</li></ul>	<p>Utilise Council Members and Council</p> <ul style="list-style-type: none"><li>• Monitor and evaluate outcomes.</li></ul>

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## Schedule 5 – Delegations Principles

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<b>DELEGATIONS PRINCIPLES</b>			
<b>Related Documents:</b>	1. The Act and By-laws 2. Council Charter 3. Delegations for College Management agreed by Council	<b>Function:</b>	Supervising
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Delegations

### POWER TO DELEGATE

The Council may delegate any of its powers as permitted by the Act.

#### Power to revoke delegation

The Council may revoke a delegation previously made at any time, whether or not the delegation is expressed to be for a specified period.

#### Terms of delegation

A delegation of powers may be made:

- 1 for a specified period or without specifying a period; and
- 2 on the terms and subject to any restrictions the Council decides.

### PRINCIPLES OF DELEGATION

1. Delegations will, on the whole, be made based on the Governance Protocol and expressed in a Delegations Policy.
2. Delegations should be appropriate and clear to the position and person to whom the powers are delegated.
3. Delegations will be made to delegates who it is reasonably believed have the capabilities to effectively carry out the delegation. Some delegations will only be made to appropriately skilled or qualified persons. Delegations will be suitably limited, as appropriate, to mitigate risk to the College.
4. All Council delegates are accountable to the Council. Accountability occurs through reports to the Council as determined by the Council.
5. The Council will establish an instrument of delegation for all ongoing delegations as set out in the Governance Protocol.

6. These instruments of Delegation will include but not be limited to instruments for:
  - a. the Chair;
  - b. Council Committees;
  - c. Council Secretary; and
  - d. the Rector.
7. For temporary *ad hoc* delegations that are not to be added to the Delegations Policy, a Register of Council Delegations will be established which shall list:
  - a. the delegation;
  - b. the delegate;
  - c. any limitations to the delegation;
  - d. whether the delegation can be sub-delegated;
  - e. the commencement and termination date of the delegation;
  - f. process for monitoring delegations.
8. The Delegations Policy will remain in place until revoked by the Council. Ad hoc delegations will expire on their termination date. The Council may revoke a delegation at any time.
9. Delegates will carry out delegations in accordance with the purpose, strategic objectives, values, budget and policies of the College. Delegates may sub-delegate, subject to any limitations set out in their statement of delegations and these principles.
10. A person acting in a position will have the delegated powers of the permanent holder of the position with the approval of their superior. A contractor fulfilling a position does not have the delegated powers of that position unless authorised in writing specifically to do so.
11. Variations to existing commitments are to be made by the person/position that originally approved the commitments or a higher delegation.
12. The Council shall review all delegations at least annually in conjunction with the Annual Risk Audit Plan and Council Assessment or through another suitable process.

## **PRINCIPLES FOR DELEGATES**

1. **Chair**
  - 1.1. As a rule the Chair will not be delegated management delegations defined in the Governance Protocol except in special circumstances, such as the extended absence of the Rector, crisis situation etc.
  - 1.2. The Chair must obtain Council approval to sub-delegate roles.

**2. Council Committees**

- 2.1. As a rule Council Committees will not be delegated management delegations defined in the Governance Protocol except in special circumstances, such as the extended absence of the Rector, crisis situation, etc.
- 2.2. Council Committees wishing to delegate their power must have the delegation approved by the Council.

**3. Council Members**

- 3.1. As a rule individual Council Members will not be delegated Council functions except in special circumstances, such as the extended absence of the Chair or the performance of a one off specific task e.g. external negotiations.
- 3.2. Council Members may not sub-delegate roles they have been delegated.

**4. Council Secretary**

- 4.1. The Council Secretary wishing to delegate their functions must have the delegation approved by the Council.

**5. The Rector**

- 5.1. The Rector may delegate their functions as they see fit, with the following exceptions where Council approval is required:
  - 5.1.1. Appointment, performance management and succession planning of staff reporting directly to the Rector.
  - 5.1.2. Crisis response.
  - 5.1.3. Rector financial delegations.
  - 5.1.4. Risk control processes allocated to the Rector.
- 5.2. A person appointed as Acting Rector shall have the delegations of the Rector.
- 5.3. The Rector and management will establish a Delegations Policy and Delegations Register for all ongoing delegations they make.
- 5.4. The Rector must table for information in the Council papers of the next Council meeting any changes to the Delegations Policy.
- 5.5. For temporary ad hoc delegations made by the Rector or other management that are not to be added to the Delegations Policy, a Register of the Rector Delegations will be established which shall list:
  - 5.5.1. The delegation;
  - 5.5.2. Any limitations to the delegation;
  - 5.5.3. The delegate;

- 5.5.4. Whether the delegation can be sub-delegated;
  - 5.5.5. The commencement and termination date of the delegation;
  - 5.5.6. Process for monitoring delegations.
- 5.6. The Rector does not need to provide the Council with a copy of delegations listed in 5.5 or changes to those documents, except on request.
- 5.7. The Rector or senior manager must review delegations whenever the duties of a position and/or title of the position are changed.

## **MONITORING AND REVIEWING OF DELEGATION**

The Council shall monitor and review delegations through:

1. An annual review of the appropriateness of Delegations including the Policy, Register and any ad hoc delegations by the Finance and Risk Committee which will propose any changes to the Council for approval.
2. An internal or external audit of delegations, if appropriate.

## **APPOINTMENT OF ACTING RECTOR OR ACTING VICE-RECTOR**

1. If the Rector will be absent from the College for more than 7 business days or 14 calendar days but for not more than 35 calendar days the Rector will, after consultation with the Chair, appoint the Vice-Rector to be Acting Rector for the period of absence.
2. If the Rector will be absent from the College for more than 35 calendar days the Chair will, in consultation with the Council, appoint a person, who may be but need not be the Vice-Rector, to be Acting Rector for the period of absence.
3. If the post of Vice-Rector becomes vacant the Rector may, in consultation with the Chair, appoint a person to be Acting Vice-Rector for the period until the post of Vice-Rector is filled by Council under section 5 of the Act.

## Schedule 6 – Council Induction Process

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<b>COUNCIL INDUCTION PROCESS</b>			
<b>Related Documents:</b>	1. Letter of Appointment 2. Deed of Access 3. This Charter	<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Personnel

1. The Council will provide the Council Members' Code of Conduct and other relevant documents or portions thereof to any person seeking election or appointment as a Council Member.
2. Council will develop a nomination form which must contain an acknowledgement that the person nominated has read the Council Members' Code of Conduct and agrees to abide by its terms if elected or appointed.
3. The standard induction process for all Council Members of the Council includes the following:
  - A Letter or written agreement of Appointment.
  - A copy of Directors and Officers Liability Insurance Policy.
  - A copy of the current year schedule of all Council and Committee meetings.
  - Copies of Minutes of Council Meetings for a period of at least 6 months prior to the date of appointment.
  - Copies of Minutes of Committee Meetings for a period of at least 6 months prior to the date of appointment.
  - Annual reports for the current and preceding years for the College.
  - A copy of the current Strategic Plan, Business Plan, Budget and current Policies.
  - A copy of this Charter and the Act and By-laws.
  - An invitation to direct queries or obtain any further information they feel relevant and necessary to the Chair or the Rector about the above documentation.
  - An invitation to meet with the Chair, Deputy Chair, Council Members, the Rector and/or Management Team.

The Council Secretary will provide all requisite notices regarding the appointment and resignation of Council Members to the corporate regulators.

The Chair, supported by the Council Secretary is responsible for ensuring Council Members receive adequate induction to maximise their contribution to the Council.

The Chair will ensure that:

1. The induction needs of new Council Members are identified.
2. Meetings are timetabled with the Council, Council Members, the Rector and key members of management and staff as appropriate.
3. A follow-up after the induction period occurs to check effectiveness and if any other induction is required.

## Schedule 7 – Council Operations

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<b>COUNCIL OPERATIONS</b>			
<b>Related Documents:</b>	1. Council Calendar	<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Personnel

### COUNCIL MEETINGS

The frequency of Council meetings is determined by the Council but in principle there will be a minimum of 4 meetings per year.

Council meets, as required, either face to face or by electronic means.

A Council meeting may be convened by the Chair or Rector at any time, and shall be convened if three Council Members so request.

A meeting is convened by giving all Council members 7 days' notice in writing. A meeting may, with the consent of an absolute majority of Council members or of the Chair and the Rector, be convened with less notice.

Notice may be given to a Council member by email sent to the last email address supplied by the member to the Council Secretary.

All Council members have the right to input into meeting agendas via the Chair.

Council meetings will be structured so as to maximise:

- a strategic focus;
- discussion and decision making;
- efficiency and effectiveness in fulfilling compliance requirements;
- interaction between the Council and management.

The Council Members or Council Committees may at any time hold 'in camera' sessions, without the Rector or management being present. However, such sessions will not be used excessively and where relevant the broad nature of those discussions should be communicated to the Rector or management (as applicable) as soon as possible after such a meeting.

The Council will establish an annual Schedule for Council meetings that:

- ensures sufficient frequency and time to fulfil responsibilities;
- timetable annual events such as strategic and risk planning, the statutory audit (if any), regulatory requirements, preparation of the annual accounts and annual report;

- allow time for internal and external presentations on strategic aspects of the College and the environment;
- timetable professional development activities for the whole Council;
- evaluate Council Performance including progress against any Council Plan.

Council Members agree to contribute constructively to Council meetings by:

- respecting other people's ideas and opinions by being open and flexible – even if they differ from their own. This means accepting that there may sometimes be more than one solution or answer to an issue or problem.
- actively listening to what the other person is saying.
- letting the other person finish what they are saying before making any comments.
- being succinct when making any comments.
- ensuring that when wanting to contribute to a discussion, that recognition is received by the Chair or Committee Chair prior to speaking.
- publicly supporting all Council decisions.

Council Members should make a contribution that demonstrates a commitment to working as part of a team and achieving the collective goals.

Council Members should recognise that good corporate governance is essential to both managing risk and maintaining the operational and structural integrity of the College and will understand and respect the differing roles of the Council and the management.

## **MATERIALS**

The notice, agenda and materials for each Council meeting including all reports on the activities and performance of the College are to be circulated to all Council members no less than 5 business days before the scheduled meeting.

Business of the Council which is not included in the agenda or for which the materials were late may be discussed at a Council meeting with the consent of the Chair.

## **DECISIONS**

Decisions of the Council are made by consensus of the majority of Council Members present at a duly convened meeting. These decisions will be reflected in the Minutes and, where necessary, any dissenting views that a Council Member has specifically stipulated will be recorded.

If a matter cannot be concluded by consensus a formal vote may be required.

Any action required or decision permitted to be taken at any meeting of the Council may be taken without a meeting if a resolution in writing (**Circular Resolution**) is signed by all Council Members

entitled to receive notice of a meeting (unanimous). A Circular Resolution may consist of one or several documents in identical terms each signed by one or more Council Members (which may be an email signature). All such documents must be filed by the Council Secretary with the Council Minutes and distributed as Minutes, and a single original of the Circular Resolution will be confirmed by the next Meeting of the Council and signed-off by all Council Members.

## **MINUTES**

The draft Minutes of the Council and each Committee meeting will be approved by the Council Chair or Committee Chair and circulated to all Council Members or Committee members as soon as practicable but no later than the distribution date for papers for the next Council or Committee meeting. Minutes of meetings will be confirmed at the next subsequent meeting of the Council or Committee, where the Chair or Committee Chair will be authorised to sign off the Minutes as a true and correct record of proceedings after agreement by the Council Members.

Minutes will not be a verbatim recording of the meeting and will identify resolutions of the Council or Committee, key resources, documents relied upon and reasons for those decisions (where appropriate) and actions arising items.

The action items from each Council and Committee meeting will be circulated to all Council and Committee members and management as soon as practicable, after each meeting (except for 'in camera' matters).

Minuted actions in the action statement will include accountabilities, performance expectations and the nature and timing of subsequent reporting.

Committee Minutes will be circulated to all Council Members through the next Council papers.

## Schedule 8 – Council Committees

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<b>COUNCIL COMMITTEES</b>			
<b>Related Documents:</b>	1. Existing By-laws	<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 Oct 2018, 11 Nov 2021	<b>Sub-Function:</b>	Personnel

The Council may from time to time establish appropriate Committees to assist in the discharge of its responsibilities and may delegate the exercise of its powers to those Committees. Any power so exercised is deemed to have been exercised by the Council. The Council, however, retains full responsibility for the exercise of delegated powers.

The Council currently has the following Committees:

1. Advancement & Alumni Committee;
2. Finance & Risk Committee;
3. Student Relations Committee;
4. Nominations & Remuneration Committee;

Each formally constituted Committee will have written Terms of Reference approved by the Council and included in this Charter.

Council Members are expected to serve on Council Committees so that the roles and responsibilities are shared amongst all Council Members. Membership of Council Committees shall be based on the needs of the College and the skill and experience of the individual Council Members. The Council determines the appointment of Council Members to Committees and it is expected that, over time, Council Members will rotate on and off various committees taking into account the needs of the Committees and the experience of the individual Council Members.

A Committee may recruit outside expertise and utilise management and other personnel from time to time in order to bring additional skills, experience or networks to the Committee and its activities. The appointment of any member of a Committee must be approved by the Council.

Unless explicitly empowered by the Council and in accordance with the Terms of Reference, Committees cannot make decisions which are binding upon Council or speak for the Council.

Committees are to conduct their proceedings in accordance with this Charter and their Terms of Reference. Whilst retaining the power to regulate their proceedings, Committees will do so in a manner that replicates, where possible, the processes and practices of the Council.

## **COMMITTEE MEMBERSHIP**

Each Council Committee consists of Council Members and such other persons as Council may appoint from time to time, supported by relevant staff members. The Chair of each Committee is a Council Member.

The Chair of Council, Deputy Chair of Council, and the Rector are *ex officio* members of all Council Committees except as specifically provided.

A Council Member is not a member of a Committee unless appointed by Council to that Committee. Each Council Committee should also actively consider recommending the appointment of non-Council members who have expertise in the Committee subject area.

Committee positions are reviewed annually in association with the Chair. Where possible, Committee members should be willing to serve on the committee for at least three years and no longer than six years.

## **STAFFING SUPPORT**

Management will provide appropriate staff to organise meetings, logistics and agendas.

The Council Secretary will take notes for all meetings and teleconferences. The Council Secretary should consider whether staff with expertise in a matter before the Committee should attend a committee meeting. The Council Secretary's role also provides at least one person with an overview of what is happening on Council committees so that any areas of intersection or overlap can be identified.

## **MEETINGS**

Council Committees meet, as required, either face to face or by teleconference.

## **DECISIONS**

Decisions of the Committees are made by consensus of the majority of Committee members present at a duly convened meeting. These decisions will be reflected in the Minutes and, where necessary, any dissenting views that a Council Member has specifically stipulated will be recorded.

If a matter cannot be concluded by consensus a formal vote may be required.

Any action required or decision permitted to be taken at any meeting of the Committee may be taken without a meeting if a resolution in writing is signed by all Committee members entitled to receive notice of a meeting (unanimous). A resolution in writing (a Circular Resolution) may consist of one or several documents in identical terms each signed by one or more Committee members. All such documents must be filed by the Council Secretary with the Committee Minutes and distributed as

Minutes, and a single original of the Circular Resolution will be confirmed by the next Meeting of the Committee and signed-off by all Committee members.

## **MATERIALS**

The notice, agenda and materials for each Committee meeting including all reports on the activities and performance of the College are to be circulated to all Committee members attending by specific or standing invitation, no less than 5 business days before the scheduled meeting.

Business of the Committee which is not included in the agenda or for which the materials were late may be discussed at a Committee meeting with the consent of the Chair.

Minutes from each Committee are to be included in the papers for the next Council meeting. If any Committee requires the Council to consider specific recommendations then a Council paper in that format is to be provided to the Council Secretary for inclusion in the Council agenda papers at least 12 days prior to the Council meeting.

## **COMMITTEE CHAIR**

Committee Chairs will:

- Ensure the Committee carries out its Charter and terms of reference;
- Call, coordinate the agenda and chair meetings of the Committee;
- Ensure that Minutes are taken of Committee meetings;
- Ensure the Committee has sufficient skills in its membership;
- Ensure sufficient staff support and resources are provided to the Committee.

The Finance and Risk Committee Chair will be the principal point of contact for the College's external Auditor.

Committee Chairs have the power to Chair Committee meetings and have no other powers unless specifically delegated.

The Committee Chairs are accountable to the Council for reporting on the Committee fulfilling its responsibilities. All Committee members including the Chair are responsible for fulfilling the Committee's responsibilities.

## Advancement & Alumni Committee Charter

### Purpose

The Advancement & Alumni Committee plays a key role in driving fundraising and philanthropic activities and assists Council to fulfil its oversight responsibilities in relation to the St John's College Foundation, alumni relations, community relations, and cognate areas.

At the request of Council the Committee undertakes detailed analysis of relevant items on the Council agenda and brings recommendations to Council for approval.

### Power

The Advancement & Alumni Committee is established by the authority of the Council to operate within the following defined functions. The Committee does not have any delegated powers.

The Committee assists Council in developing Council policy and monitoring organisational activity within the scope of its remit, and makes recommendations to Council for resolution.

### Membership

The Committee is made up of:

- (a) Council Members and other persons appointed by Council;
- (b) the President of the St John's College Alumni Association or their nominee;
- (c) a nominee of the St John's College Foundation;
- (d) the Chair of Council, Deputy Chair of Council, and the Rector *ex officio*.

The Chair of the Committee is a Council Member. The Committee will actively consider recruitment of non-Council members who have expertise in relevant areas. Any appointment to the Committee must be approved by the Council.

Committee positions are reviewed annually in association with the Chair., Where possible, Committee members should be willing to serve on the committee for at least three years and no longer than six years.

### Functions

The role of the Advancement & Alumni Committee includes assisting Council to discharge its responsibility to exercise due care, diligence and skill in relation to advancement and alumni:

1. oversee the development of a fundraising framework;
2. identify potential sources of philanthropy and other resources;
3. monitor fundraising activities to ensure cost efficiency and outcomes are achieved;

4. have responsibility at Council level for the College's relationship with the St John's College Foundation;
5. foster relationships with the College's alumni.

### **Operations**

The Committee shall meet by teleconference or face to face prior to each Council meeting and at other times as required.

Minutes from each Committee meeting are to be included in the papers for the next Council meeting.

### **Resources**

The Rector will liaise with the Committee Chair and organise meetings, logistics, agendas and implementation of recommendations approved by the Council.

The Council Secretary or their representative will take Minutes for all meetings.

Other staff with particular expertise in areas of discussion may be required to participate from time to time.

# Finance & Risk Committee Charter

## Purpose

The purpose of the Finance & Risk Committee is to:

1. support the strategic work of the Council in its consideration of its financial and risk matters; and
2. undertake at the request of the Council detailed analysis of relevant items on the Council agenda and then bring recommendations to the Council for approval.
3. provide input to and make recommendations on the College Budget for the next calendar year annually.

## Power

The Finance & Risk Committee is established by the authority of the Council to operate within the following defined functions. The Committee does not have any delegated powers.

## Membership

The Committee is made up of:

- (a) Council Members and other persons appointed by Council;
- (b) the Chair of Council, Deputy Chair of Council, and the Rector *ex officio*.

The Chair of the Committee is a Council Member. The Committee will actively consider recruitment of non-Council members who have expertise in finance, risk or other relevant areas. Any appointment to the Committee must be approved by the Council.

Committee positions are reviewed annually in association with the Chair. Where possible, Committee members should be willing to serve on the committee for at least three years and no longer than six years.

## Functions

The strategic areas of focus for the Finance & Risk Committee include:

4. overview of budget preparation for the College;
5. provide input to the College's Business Plans;
6. monitoring of income and expenditure against agreed budgets and questioning as appropriate, including for items that involve non-budget requests;
7. provision of advice on asset management policy and implementation;

8. provision of advice in relation to properties,
9. undertake regular review of the College's risk management systems in line with the strategic plan;
10. make recommendations on and oversee the implementation of the College's internal audit plans;
11. liaison with the internal auditors regarding the College's systems;
12. ensure there is a regular internal audit of the activities of the Committee;
13. receive regular reports from management on the implementation of the risk management systems.
14. receive regular reports from management on the implementation of the occupational health and safety controls and systems;
15. any matters referred by the Council to the Committee.

## **Operations**

The Committee shall meet by teleconference or face to face prior to each Council meeting and at other times as required.

Minutes from each Committee are to be included in the papers for the next Council meeting. If the Committee requires the Council to consider specific recommendations then a Council paper in that format is to be provided to the Council Secretary for inclusion in the Council agenda papers at least 12 days prior to the Council meeting.

## **Resources**

The Rector will liaise with the Committee Chair and organise meetings, logistics, agendas and implementation of recommendations approved by the Council.

The Council Secretary or their representative will take Minutes for all meetings.

Other staff with particular expertise in areas of discussion may be required to participate from time to time.

# Student Relations Committee Charter

## Purpose

The purpose of the Student Relations Committee is to:

1. support the strategic work of the Council and its consideration of student matters;
2. provide a channel of communication between Council, management and the student body;
3. provide recommendations for enhancements of student life at the College including but not limited to, academic, sporting, artistic and cultural endeavours, Student Club, student recruitment and seasonal and ad hoc events held at the College or in the name of the College; and
4. provide advice and input to the Council in relation to student life and accommodation at the College.

## Power

The Student Relations Committee is established by the authority of the Council to operate within the following defined functions. The Committee does not have any delegated powers.

## Membership

The Committee is made up of:

- (a) Council Members and other persons appointed by Council;
- (b) the House Executive of the Students Club (two House Presidents, Secretary and Treasurer);
- (c) the two Senior Resident Assistants;
- (d) staff members nominated by the Rector in consultation with the Committee Chair;
- (e) the Chair of Council, Deputy Chair of Council, and the Rector *ex officio*.

The Chair of the Committee is a Council Member. The Committee will actively consider recruitment of non-Council members who have expertise in relevant areas. Any appointment to the Committee must be approved by the Council.

Committee positions are reviewed annually in association with the Chair. Where possible, Council Member members should be willing to serve on the Committee for at least three years and no longer than six years. If a student representative ceases to be a student member of the College their position will immediately become vacant.

## **Functions**

The strategic areas of focus for the Student Relations Committee include:

1. student behaviours and participation as residents or non-resident students of the College;
2. enhancing student life at the College;
3. representing the College including its Vision, Mission and Values in all activities; and
4. providing advice to the Council on any matters referred by the Council to the Committee.

## **Operations**

The Committee shall meet by teleconference or face to face as required.

Minutes from each Committee are to be included in the papers for the next Council meeting. If the Committee requires the Council to consider specific recommendations then a Council paper in that format is to be provided to the Council Secretary for inclusion in the Council agenda papers at least 12 days prior to the Council meeting.

## **Resources**

The Rector will liaise with the Committee Chair and organise meetings, logistics, agendas and implementation of recommendations approved by the Council.

The Council Secretary or their representative will take Minutes for all meetings.

Other staff with particular expertise in areas of discussion may be required to participate from time to time.

# Nominations & Remuneration Committee Charter

## Purpose

The purpose of the Nominations & Remuneration Committee is to:

1. review the performance and contractual conditions of the Rector.
2. review the performance of the Council Secretary in relation to Council duties.
3. assist the Council to ensure that the Council's composition includes the necessary skills to fulfil the Council's functions by:
  - a. assessing the desired and current competencies of the Council;
  - b. assisting the Chair in conducting and implementing Council performance assessments; and
  - c. proposing professional development activities for the Council.
4. recommend to the Council an expenses policy for Council Members (subject to the Act) and the Rector.
5. recommend to the Council and coordinate candidates' education prior to Council appointments.

## Power

The Committee is established by the authority of the Council to operate within the following defined functions. The Committee does not have any delegated powers.

## Membership

The Committee is made up of:

- (a) Council Members appointed by Council;
- (b) the Chair of Council, Deputy Chair of Council, and the Rector *ex officio*.

The Chair of the Committee is a Council Member. The Committee may consider recruitment of external personnel who have expertise in the recruitment, selection, development and remuneration or other relevant areas. Any appointment to the Committee must be approved by Council.

Committee positions are reviewed annually in association with the Chair. Where possible, Committee members should be willing to serve on the committee for at least three years and no longer than six years.

## Functions

The strategic areas of focus for the Committee include:

### Nominations

1. Identify the capabilities required by the Council to fulfil its current functions and match current Council Members against those requirements;
2. Recommend to the Council any form of advice to be provided to stakeholders about the skills requirements for the Council for their consideration in appointing Council Members;
3. Review the appropriateness of the size, pre-requisites for election and tenure of the Council subject to the Act;
4. Assist the Chair in conducting a regular assessment of the Council, Chair and Council Members once per year;
5. Recommend to the Council potential individual and group training, professional development and other activities that could be undertaken to develop Council competencies;
6. Recommend to the Council appropriate processes for educating candidates prior to Council elections on the duties, responsibilities, skills and time commitment requirements and coordinate agreed processes.

### Remuneration

7. Review the performance of the Rector.
8. Recommend to the Council the remuneration to be paid to the Rector;
9. Recommend to the Council any remuneration policies for Council Members and the Rector, including expense reimbursement;
10. Recommend to the Council remuneration levels for Officeholders and Council Members;
11. Recommend to the Council any budgets for training and related expenses.
12. Ensure that the Council considers, at least annually, the Rector and senior executive succession planning; and
13. Any matters referred by the Council to the Committee.

## Operations

The Committee shall meet by teleconference or face to face as required.

Minutes from each Committee are to be included in the papers for the next Council meeting. If the Committee requires the Council to consider specific recommendations then a Council paper in that format is to be provided to the Council Secretary for inclusion in the Council agenda papers at least 12 days prior to the Council meeting.

**Resources**

The Rector will liaise with the Committee Chair and organise meetings, logistics, agendas and implementation of recommendations approved by the Council.

The Council Secretary or their representative will take Minutes for all meetings.

Other staff with particular expertise in areas of discussion or where conflicts arise, may be required to participate from time to time.

## Schedule 9 – Management of Council Members’ Conflict of Interests

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MANAGEMENT OF COUNCIL MEMBERS’ CONFLICT OF INTERESTS			
<b>Related Documents:</b>	1. The Act and By-laws	<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Personnel

Council Members endorse and agree to abide by the process described for handling actual or perceived conflict of interests as stated below.

Conflicts of interest can be one-off conflicts (project tendering etc.) or standing conflicts of interest (participation in decision making processes of a group that relates to the College, employment, consultancies, employment by a related body, etc.).

As the law only gives guidance on “material conflicts” and gives no real guidance to help Council Members decide what might be “perception” of conflict of interests, the following process has been devised to assist the Council to make a collective decision on the way they manage both actual and perceived conflicts of interest.

1. Conflicts of interest may be “actual” or “perceived”, and in either event Council Members should declare that interest prior to the meeting to the Chair. The Chair then makes a recommendation to the Council on the way to deal with any conflict. The Council decides on what it believes to be “actual”, “perceived” and/or “material”, taking into account guidance from s191 of the Corporations Act and the best interests of the College.
2. All “continuing or standing interests” which do or may give rise to a conflict are to be declared at the first meeting in each calendar year (or in the case of new Council members, at the first meeting the Council Member attends following election). All Council Minutes must record continuing or standing declarations of interest.
3. Handling of conflicts of interest:
  - (a) Negligible impact – the Council may resolve that the conflict is a perception, the perception is not material and is or would be unlikely to have any impact on the deliberations of the Council and/or on the perception of St John’s College as a whole. The Council will note the declaration and move on with Council business.
  - (b) More concerning – where the Council, by majority believes that the conflict is “material” or may be “actual” or “perceived” as such and so the Council Member withdraws from any decision making but may, subject to the majority of the Council, stay for discussion of the item.

- (c)  Serious – the Council resolves that a material conflict will occur or that the perception of a conflict of interest is high. The Council Member withdraws from the discussion and the decision and receives no material on the matter.
- (d)  More serious – if any Council Member considers that the conflict is material and following phone discussions with a majority of other Council Members the Council may resolve that the Council Member with the conflict should receive no Council papers on that item and must not participate in the discussion and the decision.
- (e)  Very serious – The Council may request the resignation of the Council Member.

Additional notes

If the Council Member decides not to abide by the decision of the Council, or if the Council Member refuses to leave the room, then the Chair may resolve to deal with the item in Committee. The Chair then nominates members of that Committee which can include all Council members except the one with the perceived or actual conflict.

## Schedule 10 – Reporting Policy and Principles

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REPORTING CHARTER AND PRINCIPLES			
<b>Related Documents:</b>		<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Knowledge

### 1 Purpose

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- 1.1 The purpose of this Policy is to define the rights and responsibilities of the Council, the Council Members and those who report to the Council to assist them in fulfilling their responsibilities.
- 1.2 Nothing in this Policy is intended to limit or restrict the provision of information to the Council.

### 2 Application and Term

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- 2.1 This Policy applies to each successive Council as a collective body and to the Council Members for the course of their term.
- 2.2 This Policy will be reviewed annually by the Council Members.

### 3 Reports

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- 3.1 The Council acknowledges and agrees that the Council as a whole is responsible for ensuring that the Council receives accurate, timely and clear information.
- 3.2 The Council will determine the format, content and frequency of Reports as part of its meeting and reporting processes. Such determinations may occur from time to time or when a need arises.

### 4 Reporting to the Council

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- 4.1 Unless otherwise resolved by the Council, all Council Reports will be prepared based on information that:
- (a) is relevant to the business model, objectives and context of the College;
  - (b) is relevant to the Council's role, objectives and information needs;

- (c) is clear, up to date and timely having regard to:
  - (i) the subject matter of the information; and
  - (ii) the impact of delay;
- (d) is integrated with management reports and stakeholder reports (if relevant);
- (e) is in perspective to:
  - (i) trend information;
  - (ii) lead and lag indicators;
  - (iii) comparable to earlier information; and/or
  - (iv) projected scenarios.
- (f) is reliable:
  - (i) accompanied by stated assumptions;
  - (ii) where possible the information is sourced from more than one source; and/or
  - (iii) independently validated.

4.2 Unless otherwise resolved by the Council, or required by the circumstances, Reports will be provided by email and/or mailed copy to the Council no less than 5 business days prior to a Council meeting.

4.3 Unless otherwise resolved by the Council, or required by the circumstances, Minutes of Council meetings will be provided by email and/or mailed copy to the Council no less than 5 business days prior to a Council meeting.

## **5 What the Council will do**

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5.1 The Council shall ensure that they are informed or supported in its work by the Rector and management. Accordingly, the Council expects that the Rector and management will:

- (a) provide monitoring information in a timely, accurate and understandable fashion addressing the various matters to be monitored by the Council.
- (b) provide financial reports that make clear:
  - (i) significant trends;
  - (ii) data relevant to agreed benchmarks and Council-agreed measures, e.g. financial ratios to be determined by the Council
  - (iii) further Council financial data as determined by the Council from time to time.

- (c) inform the Council of significant trends (internal and external), implications of Council decisions, issues arising from policy matters or changes in the basic assumptions upon which the Council's policies are based.
- (d) inform Council Members when for any reason there is actual or anticipated material non-compliance with a Council policy, regulatory or legal requirement.
- (e) inform the Council of any material breach of an externally imposed compliance requirement.
- (f) inform the Council of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise.

## **6 What a Council Member must do**

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- 6.1 Nothing in this Charter is intended to alter or amend a Council Member's continuing obligation to keep themselves interested in, informed about and aware of the activities of the College and its operational environment.
- 6.2 Council Members will provide comments on the Minutes of Council meetings within 5 days of receipt and as far as practicable will refrain from raising editing comments at Council meetings.

## **7 Council Members right to access reports**

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- 7.1 Council Members have a right to:
  - (a) access all information necessary to enable them to discharge their fiduciary and statutory duties during their term as a Council Member; and
  - (b) after they have ceased to be a Council Member, inspect and copy the books of St John's College to the date of their cessation as a Council Member for the purpose of legal proceedings.
- 7.2 Council Members may procure, at the College's expense, internal or external reports necessary to discharge their duties where this is agreed with the Chair and, subject to maintenance of privilege, where agreed with the Chair, shared with all Council Members.

## **8 Confidentiality**

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- 8.1 Unless otherwise resolved by the Council, all Reports and documents provided to Council Members are confidential.

## **9 Ownership of Council Reports and Retention**

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- 9.1 The College will retain a copy of Council Reports for the period required by law.
- 9.2 Council Reports remain the property of the College.
- 9.3 Where a Council Member annotates a Council Report the annotation shall remain the property of the Council Member.
- 9.4 As the owner of annotated Council Reports, Council Members may retain copies of Council Reports provided to them but must do so in a manner which maintains, secures and protects the confidentiality of same in accordance with Clause 8.1.
- 9.5 As owners of Council Reports, Council Members may destroy copies of Council Reports with or without annotations, but must do so in a manner which maintains, secures and protects the confidentiality of same in accordance with Clause 8.1. The College can provide assistance in securely destroying documents. Council Papers must not be disposed of through household or non-secure business waste collection.

## Schedule 11 – Council and Council Member Assessment Process

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<b>COUNCIL AND COUNCIL MEMBER ASSESSMENT PROCESS</b>			
<b>Related Documents:</b>		<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Operations

The Council of St John's College is committed to continuous learning and improvement.

The Council, led by the Chair, determines the most appropriate timetable and methodology for the conduct of any Council assessment, including whether to involve an external adviser.

Any review will include the Rector and may also include senior management.

The Council will assess itself annually. The Council will undertake an external review of its performance no less than every 3 years. This process will be led by the Chair and the Nominations & Remuneration Committee.

## Schedule 12 – Council Renewal and Council Member Recruitment

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<b>COUNCIL RENEWAL AND COUNCIL MEMBER RECRUITMENT</b>			
<b>Related Documents:</b>	1. The Act and By-laws	<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Personnel

The Council will seek to ensure that its membership is appropriate for the Council's governance role and tasks. The Council will:

1. Annually examine the skills and attributes of the current Council Members against agreed criteria.
2. Identify strengths and gaps.
3. Examine current and future strategic issues and ask the extent to which the Council has the right skills and attributes to address these.
4. Develop a culture that prepares the Council for Council Member retirement and turnover.
5. Develop a process to provide potential nominees for a Council Member position with information about the role and requirements.
6. Educate stakeholders about the need to appoint Council Members based on the skills and experience required for the governance of the College and the necessity for Council Members to act in accordance with the Council Charter.

This process will be led by the Chair and the Nominations & Remuneration Committee.

The Role Description for Council Members is articulated in section 4 of the Charter.

## Schedule 13 – Council Advisory Role

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<b>COUNCIL ADVISORY ROLE</b>			
<b>Related Documents:</b>		<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	Knowledge

### **Council-staff communication**

The success of the St John's College Council will rely on Council Members (individually and collectively) having an intimate knowledge and strong 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. The Council makes collective decisions and once made each Council Member is bound by that decision. Where the Council has made a decision, the Rector will be instructed and authorised to carry it out and will instruct staff appropriately. Only in the rarest of circumstances (e.g. if the office of Rector is vacant) will an individual Council Member issue a direction directly to staff and then only with the permission of the Chair.

As a result of expertise, skills or networks, some Council Members may be asked by the Council or Management to assist staff in their role. Any advice they give is for consideration only and is not a directive of the Council, nor do individual Council Members have the authority to revoke a delegation or authorisation to management.

The Council is committed to communicating with staff on all key decisions and directions of the organisation. Communication of major initiatives will be via the Rector or the Chair.

Council Members may communicate with College staff for the purpose of fulfilling their duties and responsibilities. If doing so they should initially make arrangements via 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.

## Schedule 14 – Officeholders’ Responsibilities

OFFICEHOLDERS’ RESPONSIBILITIES			
<b>Related Documents:</b>		<b>Function:</b>	Housekeeping
<b>Approved:</b>	1 June 2017, 11 October 2018, 20, 24 August 2020	<b>Sub-Function:</b>	Personnel

### CHAIR OF COUNCIL

#### 1. Purpose

The purpose of the role of the Chair is to ensure, to the best of their ability, that the Council functions and works effectively.

#### 2. Term

The Chair is elected for a two year term and should normally be willing to serve as Chair for at least four years. Council’s expectation is that normally a Chair would serve for not more than six years.

#### 3. Authority and Responsibility

The Chair is accountable and must fulfil his or her role as defined in the Council Charter and this role description, including:

1. Being a primary spokesperson for the College, together with the Rector.
2. Chairing meetings of Council.

The Chair may delegate any of his or her powers, subject to the Delegations Policy and Principles (see Schedule 5), specifically the chairing of Council Meetings or acting as a spokesperson for the College.

The Chair must exercise his or her role subject to the College’s policies, including the media and communications policy in their spokesperson role.

#### 4. Functions

The Chair ensures that the Council fulfils its four functions as set out in the Council Charter. The Chair achieves this in two ways. Firstly indirectly by ensuring the Council has processes in place to fulfil the function, but ultimately this is the responsibility of the Council itself. Secondly, the Chair directly carries out specific tasks within each function. These specific roles are outlined below.

##### 4.1 Housekeeping

The primary role of the Chair is in ensuring the Council’s Housekeeping function is fulfilled effectively.

Specifically, the Chair will:

- 4.1.1 Oversee the induction of Council Members.
- 4.1.2 Be the liaison point with third party advisers unless delegated to Committee Chair or the Council Secretary.
- 4.1.3 Support and encourage Council officeholders to perform to the best of their abilities in their role.
- 4.1.4 Be the primary liaison point between the Council and the Rector, and the Council and stakeholders.
- 4.1.5 Develop in conjunction with Council Members and the Rector an annual calendar of Council activities, including Council meetings, agendas, strategic planning meetings, internal and external briefings, compliance activities e.g. audit.
- 4.1.6 Develop in conjunction with Council Members effective decision making processes for the Council.
- 4.1.7 Chair Council meetings.
- 4.1.8 Manage the process of declaration of interests and resolution of conflict of interests.
- 4.1.9 Optimise the relationship between the Council and Management.
- 4.1.10 Educate or counsel Council Members on their role as Council Members (as outlined in this Charter).
- 4.1.11 Ensure Council Members are accountable for their behaviour in line with their responsibilities under this Charter including the Code of Conduct.
- 4.1.12 Ensure the Council has and monitors implementation a Council Plan and action plans from Council meetings.
- 4.1.13 Develop and lead, in conjunction with Council Members, a process for the regular assessment of the performance of Council, Committees and Council Members.
- 4.1.14 Ensure management provides the necessary support to Council to fulfil its functions.

## 4.2 Decision Making

The Chair acts as the leader of the Council in its leadership role as Decision Maker.

Specifically the Chair will:

- 4.2.1 Act as a primary spokesperson for College (the other being the Rector), working within the College's Media and Communications Policy.
- 4.2.2 Lead the strategic planning process.
- 4.2.3 Enhance relationships with stakeholders, industry, government and other College-related groups and agencies.

- 4.2.5 Be the principal liaison point between the Council and the Rector:
  - (a) clarifying the Rector's scope of authority if required, and
  - (b) approving the Rector's leave.
- 4.2.6 Be fully aware of the delegations established by the Council (to Council officeholders, Committees, the Rector and management).
- 4.2.7 Be an *ex officio* member of all Council Committees.
- 4.2.8 Ensure the Council monitors implementation of Council resolutions.

### 4.3 Supervision

The Chair ensures the Council effectively oversees its delegations, while not inappropriately intervening in the legitimate exercise of delegations. The Chair will ensure the Council has processes in place to:

- 4.3.1 Establish and review the effectiveness of organisational policy to guide the exercise of delegations.

Specifically the Chair will:

- 4.3.2 Have a thorough understanding of all delegations made by the Council.
- 4.3.3 Be the principal liaison point between the Council and the Rector providing:
  - (a) advice and support on fulfilling the Rector's delegations.
  - (b) feedback on performance in the Rector's delegated functions and support role to the Council.
  - (c) leading the Rector's formal performance review.
  - (d) advice on furthering Council-management relations.
  - (e) the Council with any feedback from management on the Council or Council Members.
- 4.3.4 Refer to the Council any matters requiring Council approval.

### 4.4 Helping

The Chair promotes the use of the Council as a group and individual Council Members to assist delegates in the exercise of their delegations and ensure Council Members do not inappropriately intervene in the legitimate exercise of delegations. Specifically the Chair will:

- 4.4.1 Encourage all Council Members to provide appropriate assistance.
- 4.4.2 Educate or counsel Council Members on appropriate behaviour.
- 4.4.3 Encourage delegates to take up any offer of assistance from Council Members and the Council.

## **5. Exclusions**

For the avoidance of doubt the following are not the sole responsibility of the Chair in his or her capacity as Chair:

- 5.1 ensuring that the Council is kept properly informed of the financial position and performance of the College;
- 5.2 monitoring of management, the assessment of the College's financial position and performance and the detection and assessment of any materially adverse developments;
- 5.3 ensuring the Council receives accurate, timely and clear information to enable effective monitoring of the College's performance;
- 5.4 ensuring the Council is informed as to the adequacy of the cash reserves of the College;
- 5.5 ensuring the accuracy of public statements made on the College's behalf and the College's compliance with any applicable law;
- 5.6 ensuring the formation and functioning of appropriate committees; and
- 5.7 ensuring that the College has a process of ongoing internal audit review by an internal auditor.

## **6. Requirements**

- 6.1 The Chair will behave in accordance with the Code of Conduct of the Council.
- 6.2 The Chair will act:
  - 6.2.1 Collegially.
  - 6.2.2 Decisively in decision making.
  - 6.2.3 Supportively and assuringly.
- 6.3 The Chair will:
  - 6.3.1 Attend all Council meetings.
  - 6.3.2 Act as a signing authority on behalf of the Council.
  - 6.3.3 Provide active commitment of at least 3 days a month.

## **7. Skills and Knowledge**

The Chair will have skills and knowledge of:

- 7.1 Corporate Governance (Understanding of the 4 Functions).
- 7.2 Group dynamics and decision making.
- 7.3 Meeting process.
- 7.4 Statutory and regulatory requirements for Council Members.

- 7.5 Statutory and regulatory duties of the Council and St John's College.
- 7.6 Strategy, Risk, executive remuneration, delegation and policy making.
- 7.7 Internal and external communication (written and verbal).
- 7.8 Recruitment processes for Council Members and the Rector.
- 7.9 Rector Performance Management and assessment.

## **DEPUTY CHAIR**

### **1. Purpose**

The purpose of the Deputy Chair is to:

- 1. Act as Chair of Council in the Chair's absence.
- 2. Support and provide feedback to the Chair to assist his or her performance.

### **2. Power**

The Deputy Chair has no standing delegated powers, but assumes the powers of the Chair when acting.

### **3. Term**

The Deputy Chair is elected for a two year term and should be willing to serve as Deputy Chair for at least four years. Council's expectation is that normally a Deputy Chair would serve for not more than six years.

### **4. Functions**

The Deputy Chair will:

- Act for the Chair in their absence.
- Chair meetings if delegated by the Chair and in the absence of the Chair unless otherwise agreed by the Council.
- Chair meetings at the Chair's request or where the Chair leaves the meeting due to a conflict of interest.
- Address any conflict of issues raised by Council Members or others in relation to the Chair.
- Address any performance issues raised by the Council Members or the Rector in relation to the Chair.
- Assist in evaluating the performance of the Chair by the Council as part of the Council evaluation process.

- Represent, either in his/her own right or in the absence of the Chair, the College and the Council publicly.

The Deputy Chair is accountable to the Council for fulfilling his/her responsibilities.

## **COUNCIL SECRETARY**

The Council is served by a Council Secretary. The Council Secretary is accountable to the Council through the Chair for performance of their Council Secretary role. The effectiveness of the Council Secretary as support to Council will be evaluated on a regular basis.

### **Functions**

- Act as Committee Secretary as required.
- Contribute to and oversee the preparation and distribution of Council and Committee papers.
- Prepare Council and Committee Minutes.
- Assist in the preparation of Annual Reports.
- Provide consultative support to Council planning initiatives through governance and secretariat input, guidance, reports and recommendations.
- Ensure filing and management of all Council Records and documentation.
- Maintain records of the Council Members' interests.

Common delegations of the Council Secretary include, but are not limited to:

- Preparation and circulation of the Council agenda and Council Papers.
- Minute taking of Council and Committee meetings.
- Maintaining the register of Council Members and Council Members' interests.

## **PUBLIC OFFICER**

### **Functions**

- Act as Public Officer of St John's College.
- Ensure filings to corporate regulators e.g. ACNC.
- Filing statutory returns e.g. ACNC Annual Statement, changes to Council Members' details.
- Ensure filings to ATO.

## Schedule 15 –Rector Performance Assessment

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<b>RECTOR PERFORMANCE ASSESSMENT</b>			
<b>Related Documents:</b>	1. The Act	<b>Function:</b>	Supervising and Decision Making
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	The Rector

The Rector's performance will be continuously and systematically assessed by the Council against agreed performance criteria. The Council will provide annual performance feedback to the Rector prior to the annual anniversary of employment.

1. The Council will acquire performance monitoring data by one or more of three methods:
  - (a) by internal report, in which the Rector discloses performance information to the Council;
  - (b) by external report, in which an external, neutral third party selected by the Council assesses performance; and/or
  - (c) by direct Council communication, in which a designated person or committee of the Council assesses performance against pre-established criteria.
2. There will be a formal appraisal of the performance of the Rector annually. The timing, format and process for this assessment will be negotiated and agreed upon between the Rector and the Council at the beginning of the monitoring period.
3. All policies or delegations that instruct the Rector will be monitored at a frequency and by a method chosen by the Council.
4. If at any time the Council engages an outside evaluator to assist the Council to conduct an assessment of the Rector's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Council, not the Rector.
5. The Rector assessment process will be used to update the Rector position description and the Rector succession plan to ensure they remain current.

## Schedule 16 –Rector Appointment and Succession Planning

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<b>RECTOR APPOINTMENT AND SUCCESSION PLANNING</b>			
<b>Related Documents:</b>	1. Employment Contract and Key Performance Indicators 2. Rector Performance Assessment 3. Strategic Plan	<b>Function:</b>	Supervising and Decision Making
<b>Approved:</b>	1 June 2017, 11 October 2018	<b>Sub-Function:</b>	The Rector

### **The Council will develop a Rector Succession Plan.**

#### *Succession*

1. Determine the Rector capability requirements needed by the College at this time.
2. Examine the skills and attributes of the current Rector against agreed performance or position criteria as agreed by the Council.
2. Identify strengths and gaps of the current Rector.
3. Determine the current Rector's future plans and seek the input of the Rector on succession planning.
4. Review and confirm the Rector's position description and consider the merits of internal versus external appointment, including an assessment of the skills, attributes, strengths and gaps of potential internal successors and an assessment of likely candidates available and interested in the open market.
5. Identify what actions the current Rector has taken to prepare second tier management for greater responsibility.

### **The Council will develop a process for the appointment of a Rector.**

#### *Appointment*

1. Develop recruitment steps and establish recruitment team.
2. Identify profile for a new Rector.
3. Develop an interview and appointment process.
4. Develop a Rector induction policy.

**The Council will ensure that a Leadership Team Succession Plan is in place.**

The Council will ask the Rector annually, to set out his or her plans for succession within management.