

# Council Charter

## Introduction

The Council of the University of Technology Sydney (Council) is the governing authority of the university and is constituted under the University of Technology Sydney Act 1989 (NSW) (Act). The Act also prescribes the roles, responsibilities and composition of the Council.

## Purpose

The Functions of Council are prescribed under Part 4 Section 16 of the Act. This Charter provides a summary of those functions.

The Council:

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

Within its prescribed functions, Council is responsible for the oversight of all University risks including those strategic risks identified in the UTS Council Committees Risk Oversight Responsibilities Framework.

[Section 17](#) of the UTS Act provides that Council may, by resolution, delegate all or any of its functions (except the power of delegation).

## Responsibilities

Without limiting the effect of the functions outlined in Part 4 – Functions of Council detailed in the Act, Council is:

- a. to monitor the performance of the Vice-Chancellor, and
- b. to oversee the University's performance, and
- c. to oversee the academic activities of the University, and
- d. to approve the University's mission, strategic direction, annual budget and business plan, and
- e. to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and
- e1. without limiting paragraph (e), to enter into or participate in arrangements or transactions, or combinations of arrangements or transactions, to effect financial adjustments for the management of financial risks, and
- f. to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and

- g. to approve significant University commercial activities (within the meaning of section 21A), and
- h. to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and
- i. to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and
- j. to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and
- k. to adopt a statement of its primary responsibilities, and
- l. to make available for members of the Council a program of induction and of development relevant to their role as such a member.

## Committees of Council

[Schedule 1 Section 4](#) of the UTS Act provides that Council may:

- a. establish committees to assist the work of Council, and
- b. appoint the membership of Council committees (including the Chairs), and
- c. confer or impose upon a committee such powers and duties as it may determine.

## Performance

The Council will review its performance annually against the Charter.

## Meetings of Council

Council must follow the [Standing Orders for UTS Council](#) in the conduct of meetings.

## Composition

Council's composition is constituted as prescribed by Part 3 Division 1 of, and Schedule 1 to, the Act, the UTS By-law (2005) and subject to the UTS General Rules (Rules). Under the Rules, the Council comprises 20 members as follows:

- three official members being:
  - the Chancellor
  - the Vice-Chancellor
  - the Chair of the Academic Board,
- two external persons appointed by the NSW Education Minister for terms not exceeding four years
- 10 external persons appointed by the Council for terms not exceeding four years
- two elected (academic staff) members elected by the academic staff members for a term of two years in accordance with election procedures set out in Section G3 of the Rules

- one elected (professional staff) member elected by the professional (non-academic) staff members for a term of two years in accordance with the election procedures set out in Section G3 of the Rules
- one elected (postgraduate student) member elected by the postgraduate students for a term of two years in accordance with election procedures set out in Section G3 of the Rules
- one elected (undergraduate student) member elected by the undergraduate students for a term of two years in accordance with election procedures set out in Section G3 of the Rules
- a person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person).

## Quorum

The quorum at any meeting of the Council shall consist of a majority of the total number of members for the time being of the Council. Further requirements are contained within the [Standing Orders for UTS Council](#).