1.1 The Chancellor

1.1.1 As required by section 14 of the University of Divinity Act, the Council must elect as Chancellor of the University a Council member who is:

a) appointed under section 7 (1) (c), (d) or (e) of the Act; and

b) is an external member of the Council

1.1.2 The Chancellor holds office for a term not exceeding three years or for the term of the member’s appointment to the Council, whichever is the shorter. A person appointed as Chancellor is eligible for reappointment provided the person continues to meet the requirements of the Act and this Regulation.

1.1.3 If a vacancy occurs during the term of a Chancellor the Council must elect an eligible member of Council to fill the vacancy as soon as practicable.

1.1.4 The Chancellor must preside at a meeting of the Council or at a graduation ceremony at which he or she is present. The Chancellor may appoint another member of the Council to preside at graduation ceremonies in his or her absence.

1.1.5 Except where Council in the Terms of Reference of a Council committee has expressly determined otherwise, subject to the Act and Regulations the Chancellor is a member of all boards and committees of the University.

1.1.6 Where the Chancellor is unable to perform the duties of office due to illness or absence, or where a vacancy occurs, then the Deputy Chancellor is the Acting Chancellor and may exercise all the powers of the office of Chancellor.

1.2 The Deputy Chancellor

1.2.1 As required by section 14 of the University of Divinity Act, the Council must elect as Deputy Chancellor of the University a Council member who is:

a) appointed under section 7 (1) (c), (d) or (e) of the Act; and

b) is not the Chancellor.

1.2.2 The Deputy Chancellor holds office for a term not exceeding three years or for the term of the member’s appointment to the Council, whichever is the shorter. A person appointed as Deputy Chancellor is eligible for reappointment provided the person continues to meet the requirements of the Act and this Regulation.
1.2.3 If a vacancy occurs during the term of a Deputy Chancellor the Council must elect an eligible member of Council to fill the vacancy as soon as practicable.

1.2.4 The Deputy Chancellor must preside at a meeting of the Council at which he or she is present and from which the Chancellor is absent.

1.3 The Vice-Chancellor

1.3.1 As required by section 19 (1) (a) of the University of Divinity Act the Council must appoint a person as the Vice-Chancellor.

1.3.2 The period of the Vice-Chancellor’s appointment, and the general terms and conditions under which the appointment is made, must be determined by the Council and must include the conditions under which the appointment may be terminated by either party.

1.3.3 The Vice-Chancellor is the chief executive officer of the University, exercises general oversight of its educational and administrative affairs, and may exercise any powers delegated by the Council to the Vice-Chancellor in accordance with section 18A of the University of Divinity Act.

1.3.4 Except where Council in the Terms of Reference of a Council committee has expressly determined otherwise, subject to the Act and Regulations the Vice-Chancellor is a member of all boards and committees of the University.

1.3.5 Where the Vice-Chancellor is unable to perform the duties of office due to illness or absence for a period of up to sixty calendar days, the Chancellor must appoint another member of the Council as the Acting Vice-Chancellor. The Acting Vice-Chancellor may exercise all the powers of the Vice-Chancellor during the period of illness or absence. The Chancellor must inform the Council of the appointment of an Acting Vice-Chancellor.

1.3.6 Where the Vice-Chancellor is unable to perform the duties of office due to illness or absence for a period greater than sixty calendar days, or where a vacancy occurs, the Council must appoint a person other than the Chancellor as Acting Vice-Chancellor. The Acting Vice-Chancellor may exercise all the powers of the Vice-Chancellor. Where urgent action is necessary, the Chancellor may appoint an Acting Vice-Chancellor for the period up to the next meeting of the Council and inform the Council of the appointment of an Acting Vice-Chancellor.

1.4 Procedure of Council

1.4.1 The Vice-Chancellor must attend all meetings of the Council unless excused by the Chancellor.

1.4.2 The Council may permit officers of the University who are not members of the Council to attend meetings of the Council on a regular basis.

1.4.3 Where it is judged to be advantageous to the considerations of the Council at its meeting, the Council or the Chancellor on behalf of the Council may arrange for such persons as necessary to attend all or part of any meeting of the Council.
1.4.4 Unless otherwise specified in a Regulation, Determination or Policy of the University, the quorum for any meeting of a board or committee of the University is half the members, rounded up to the next whole number, provided that:

a) a person present only by virtue of his or her office but not listed in the Regulation, Determination, Policy, or Terms of Reference constituting the board or committee must not be counted;

b) where an alternate or deputy is provided for in the Regulation, Determination, Policy or Terms of Reference constituting the board or committee and the alternate or deputy attends in place of the member for whom he or she is the alternate or deputy, the alternate or deputy must be counted in determining whether a quorum is present;

c) a member who attends a meeting by electronic or other means that allows his or her participation in the proceedings must be counted in determining whether a quorum is present.

1.4.5 If a matter is decided at a meeting by vote, all those present including those present by virtue of their office have a deliberate vote, but no casting vote. For a motion to be passed, the number of those present who vote for the motion must be greater than half the number present at the meeting.

1.5 Standing Committees of Council

1.5.1 In accordance with section 6 of the University of Divinity Act, the Council is the governing authority of the University. In carrying out its primary and general responsibilities, the Council has resolved to detail some matters in the Regulations of the University, including the appointment of certain committees.

1.5.2 Council has resolved to institute a number of Standing Committees of Council by determinations of the Council, where these are central to the operation of Council’s affairs. Committees so established must be published in association with this Regulation and include the terms of reference in each case.

1.5.3 Nothing in this Regulation prevents the Council from creating ordinary committees of the Council as it finds necessary to carry out its primary and general responsibilities.

1.6 The Seal of the University

1.6.1 The Seal of the University must be in the custody of the Vice-Chancellor and must be used only as hereinafter provided.

1.6.2 The Vice-Chancellor is authorised to affix the Seal:

a) to the testamur to be issued in respect of a degree to which a person has been admitted by the Council;

b) to a diploma or certificate granted by the Council.

1.6.3 Any other instrument required to be under the Seal of the University must have the Seal affixed to it by direction of the Council and not otherwise, provided that in matters which in the opinion of the Chancellor or the Deputy Chancellor are formal or of special urgency the Seal may be affixed by direction of the Chancellor or the Deputy Chancellor.
and the action thus taken must be reported to the Council at the first opportunity, and a record made in the Council minutes.

1.6.4 When the Seal is affixed under sub-section 1.6.3, the form used shall be: “Given under the Common Seal of the University of Divinity” by direction of the Council, the Chancellor or Deputy Chancellor (as the case may be) or to the like effect;

1.6.5 The Seal must be attested by affixing the signatures of the Chancellor (or the Deputy Chancellor) and the Vice-Chancellor in the case of testamurs, or such person as the Council may from time to time appoint for the purpose; such attestation will, with respect to any person dealing with the University, be sufficient evidence of the due affixing of the seal.

1.7 **Conferring of Degrees and Awarding of Diplomas and Certificates**

1.7.1 Degrees may only be conferred and diplomas and certificates may only be awarded at a conferring ceremony authorised by the Council at which the Chancellor or another member of the Council presides.

1.7.2 The general form of the ceremonial must be in accordance with the resolutions of the Council.

1.8 **Academic Dress and University Mace**

1.8.1 The Council may establish the forms of academic dress to be worn by members of the University and rules for the use of academic dress at public ceremonies of the University.

1.8.2 The Council must ensure that a register is maintained in perpetuity of the academic dress for each award of the University, including awards which are no longer offered.

1.8.3 The University Mace is carried before the Chancellor or the presiding officer at graduation ceremonies of the University and on such other occasions as the Chancellor determines.

1.8.4 The University Mace is carried by a member of the University appointed as Mace-bearer by the Vice-Chancellor.
1.5 STANDING COMMITTEES OF COUNCIL

Whereas the Council has determined that it will appoint committees to assist with the execution of its responsibilities, this determination sets out the membership and terms of reference for its standing committees.

1. FINANCE AND INVESTMENT COMMITTEE

1.1 Membership

1.1.1 The Vice-Chancellor.

1.1.2 Two members of Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

1.1.3 Two members with financial or commercial expertise external to the University appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

1.1.4 One member from a College of the University with business expertise appointed by the Council on the recommendation of the Finance and Investment Committee for a period of up to three years. A person so appointed is eligible for reappointment.

1.2 Chair

The Chair of the Committee is appointed by Council from the members of the Committee appointed under section 1.1.3. In his or her absence, another member of the Committee is elected by the Committee as Chair for that meeting.

1.3 Meetings

The Committee must meet no less than four times each year. The Committee must report to the Council after each meeting. A quorum is four persons including at least one member appointed under section 1.1.4 or 1.1.5. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

1.4 Terms of Reference

The Finance and Investment Committee has responsibility for the following matters under the oversight of the Council:

a) advising the Council on all matters relating to its financial strategies, investments, policies and procedures

b) analysing regular reports on the University's financial performance and presenting its analyses to the Council
c) considering the University’s business plan and preparing its annual budget for recommendation to the Council for approval

d) making recommendations to the Council on the rates of student tuition fees and of fees and payments to Colleges

e) in conjunction with the Risk Management and Audit Committee, monitoring the annual financial audit and the preparation of audited Financial Statements for presentation to the Council for its approval,

f) monitoring the University’s investment portfolio, including an annual review, in consultation with the Risk Management and Audit Committee, and making recommendations to the Council for its approval

g) ensuring the proper disbursement of all donations to the University and overseeing all present and future funds under the control of the Council, with the provision of reports and recommendations to the Council as required

h) evaluating the financial viability of institutions applying to become Colleges of the University to inform the Council’s deliberations.

2. GOVERNANCE AND NOMINATIONS COMMITTEE

2.1 Membership

2.1.1 The Chancellor.

2.1.2 The Vice-Chancellor.

2.1.3 Up to three members of the Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

2.1.4 The Committee may co-opt one person for a period of up to three years. A person so appointed is eligible for reappointment.

2.2 Chair

The Chair of the Committee is the Chancellor or, in his or her absence, a member of the Committee elected by the Committee as Chair for that meeting.

2.3 Meetings

The Committee must meet no less than twice each year. The Committee must report to the Council after each meeting. A quorum is three persons. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

2.4 Terms of Reference

The Governance and Nominations Committee has responsibility for the following matters under the oversight of the Council:

a) making recommendations to the Council and, where necessary, its appointing bodies, on the appointment of members of the Council, to ensure the terms of the University of Divinity Act are met, and to achieve an appropriate balance of skills, expertise, gender and diversity

b) making recommendations to the Council of persons for appointment as members of its Committees, taking into account factors such as skills, expertise, gender and diversity
c) providing oversight of the Council Charter and recommending revisions of the Charter to the Council

d) ensuring appropriate induction procedures are completed by new members of the Council and its Committees and that ongoing training and development are provided and reporting annually to the Council on these activities

e) conducting, and reporting to the Council for its determination on, performance reviews of the members of the Council and its Committees

f) conducting, and reporting to the Council for its determination on, annual reviews of the procedures and processes of the Council and its Committees

g) ensuring the highest standards of probity are met by existing and potential members of Council and its committees including, where necessary, police and other external checks and reporting accordingly to the Council for its determination

h) advising the Council on the interpretation of the *University of Divinity Act* consequent on seeking appropriate legal advice on issues raised by Council or the Committee

i) overseeing the Council’s obligations to government in relationship to governance and advising the Council accordingly

j) inviting and considering nominations for the conferral of honorary degrees and higher doctorates or for appointment as an Emeritus Professor of the University, and making recommendations on these matters to the Council

k) in relation to the election of a Chancellor or Deputy Chancellor for the University, any matters of process and making recommendations to the Council for its determination.

3. **RISK MANAGEMENT AND AUDIT COMMITTEE**

3.1 **Membership**

3.1.1 The Vice-Chancellor.

3.1.2 At least two members of the Council who are not staff or students of the University as required by section 6 (2) (f) of the *University of Divinity Act*. Persons so appointed are eligible for reappointment.

3.1.3 At least three persons who are not staff or students of the University, appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment for a further three years, to a maximum of six years in total.

In appointing the members of the Risk Management and Audit Committee, the Council will ensure that the expertise of the Committee, as a whole, exhibits knowledge, skills, practice and experience in the areas of higher education, audit, commerce, finance, risk management and the University’s mission and strategy.

3.2 **Chair**

The Chair of the Committee is appointed by Council from the members of the Committee appointed under section 3.1.3. In his or her absence, the Chair is a member of the Committee elected by the Committee as Chair for that meeting.
3.3 Meetings

The Committee must meet no less than four times each year. The Committee must report to the Council after each meeting. A quorum is four persons including at least one person appointed under section 3.1.4. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee. The Committee may require the Vice-Chancellor and the Chief Financial Officer to withdraw from the meeting for specific items at its discretion.

3.4 Terms of Reference

The Committee advises Council on the financial integrity of the University, and its audit and risk management procedures, taking into account the University's strategic plan, in accordance with the requirements of section 6 (2) (f) of the University of Divinity Act. Under the oversight of Council, it has the following responsibilities:

3.4.1 in conjunction with the Finance and Investment Committee, advising the Council on the financial integrity of the University, its business plan, audit procedures and risk management, taking into account the University's Strategic Plan. This includes -

a) assisting the Council with oversight of accounting policy and reporting practices, including the adequacy of accounting policy and internal controls and recommending any improvements to the Council

b) recommending to the Council the engagement or change of the University's auditors and, following each audit, reporting to the Council the outcome, actions required and an assessment of the auditors' performance

c) assessing risk across the University and its Colleges, including the risk of losing higher education provider status, reviewing the management of risks and the adequacy of controls, treatments and remediation, reporting the outcomes to the Council, and recommending appropriate actions to the Council, including in the areas of -

   i) the laws and regulations under which the University operates and compliance therewith

   ii) the University's collegiate governance structure

   iii) procedures for collection and audit of industry funding by the Office of the Vice-Chancellor and the Colleges pursuant to the Higher Education Research Data Collection

3.4.2 receiving and assessing reports from the Academic Board on academic risks and advising Academic Board and/or the Council, as appropriate

3.4.3 receiving and assessing reports from the Occupational Health and Safety Committee and making recommendations, as required, to the Council

3.4.4 ensuring the University’s insurances are adequate and making recommendations, as required, to the Council

3.4.5 monitoring the control and protection of the University’s assets and making recommendations, as required, to the Council.
4. STRATEGIC PLANNING COMMITTEE

4.1 Membership

4.1.1 The Vice-Chancellor.

4.1.2 Three members of Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

4.1.3 Up to two Principals of Colleges of the University co-opted by the Committee for a period of up to three years. Persons so appointed are eligible for reappointment.

4.1.4 Up to two persons co-opted by the Committee for a period of up to three years. Persons so appointed are eligible for reappointment.

4.2 Chair

The Chair of the Committee is appointed by the Council from the members of the Committee who are not staff or students of the University, appointed under section 4.1.2. In the absence of the Chair, another member of the Committee is elected as Chair by the Committee for that meeting.

4.3 Meetings

The Committee must meet no less than four times each year. The Committee must report to the Council after each meeting. A quorum is four persons. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

4.4 Terms of Reference

The Strategic Planning Committee has responsibility for the following matters under the oversight of the Council:

a) identifying strategic issues facing the University and making recommendations to the Council about how to address them

b) advising the Council on the strategic leadership of the University

c) informed by the deliberations of the Council, drafting the Strategic Plan of the University for approval by the Council

d) reviewing the effectiveness of the Strategic Plan annually and making recommendations to the Council about revisions or additions

e) reviewing approaches from or to institutions seeking to become Colleges of the University to inform the Council’s deliberations.

5. VICE-CHANCELLOR’S REVIEW COMMITTEE

5.1 Membership

5.1.1 The Chancellor.

5.1.2 Two members of the Council appointed by the Council for a period of up to three years. Persons so appointed are eligible for reappointment.

5.1.3 Up to two persons co-opted by the Committee for a period of twelve months. Persons so appointed are eligible for reappointment.

5.2 Chair
The Chair of the Committee is the Chancellor or, in his or her absence, another member of the Committee elected by the Committee as Chair for that meeting.

5.3 Meetings

The Committee must meet at least once each year, or as often as is necessary to ensure that the Vice-Chancellor’s Key Performance Indicators are current and relevant. The Committee must report to the Council with its recommendations after each meeting. A quorum is two of the persons appointed under sections 5.1.1 and 5.1.2. Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

5.4 Terms of Reference

The Vice-Chancellor’s Review Committee has responsibility for the following matters under the oversight of the Council:

a) recommending to the Council annually Key Performance Indicators for the Vice-Chancellor, taking into account the Key Accountabilities, Duties, and Key Outcomes specified in the Vice-Chancellor’s Employment Agreement

b) reviewing the Vice-Chancellor’s performance against the Key Performance Indicators annually and providing a report to the Council with its recommendations. The Committee may request submissions regarding the Vice-Chancellor’s performance from any party, and may receive submissions from members of the Council

c) recommending to the Council any change to the Vice-Chancellor’s remuneration and additional benefits in light of such review

d) in relation to the appointment of a Vice-Chancellor for the University, considering the method of appointment and composition of the selection panel, and making recommendations to the Council for its determination.

6. HUMAN RESEARCH ETHICS COMMITTEE

6.1 Membership

6.1.1 Membership of the Committee must meet the minimum standards of the National Statement on Ethical Conduct in Human Research (2007).

6.1.2 The Committee must have at least nine members. As far as possible there should be equal numbers of men and women. At least one third of the members must be external to the University. The membership must include:

a) The Chair of the Committee.

b) At least two lay people, one man and one woman, who have no other affiliation with the University and do not currently engage in medical, scientific, legal, or academic work.

c) At least two people with current research experience that is relevant to research proposals regularly considered by the Committee.

d) At least one person with knowledge of, and current experience in, the professional care, counselling or treatment of people.
e) At least one person who performs a pastoral role in the community, for example an Aboriginal elder or a minister of religion.

f) At least one lawyer, who is not engaged to advise the University.

6.1.3 All members are appointed by the Council on the advice of the Governance and Nominations Committee for a term of up to three years. Persons so appointed are eligible for reappointment. No member may be appointed in more than one of the categories listed in section 6.1.2.

6.1.4 When a member is granted leave of absence for an extended period, the University Council must appoint an acting member in his or her place for the period of the leave of absence, and in the appropriate category of membership.

6.2 Chair

6.2.1 The Chair of the Committee is appointed by the Council. In the absence of the Chair, a member of the Committee is elected by the Committee as acting Chair for that meeting.

6.2.2 The Chair is responsible for the implementation of all decisions of the Committee and works in close consultation with the Office of the Vice-Chancellor.

6.3 Meetings

The Committee must meet no less than four times each year. The Committee must report to the Council after each meeting. In addition the Committee must submit an annual report to Academic Board. A quorum is five persons including at least one person appointed under section 6.1.2 b) and at least one person appointed under 6.1.2 c). Persons able to provide additional expertise may be invited by the Committee to attend meetings, but are not members of the Committee.

6.4 Terms of Reference

The Human Research Ethics Committee has responsibility for the following matters subject to the oversight, direction and control of the University Council:

a) To protect the rights and welfare of research participants by ensuring that research projects are designed in accordance with the following values:

i) Respect for human beings – individuals should be treated as autonomous agents and persons with diminished autonomy are entitled to protection. This requires respect for the privacy, confidentiality and cultural sensitivities of research participants. All people involved in research have the right to make informed decisions about matters that affect them. People must be protected and empowered if their capacity to make informed decisions is impaired.

ii) Research merit and integrity – research must be worthwhile and have value to the community. This requires the use of methods, facilities and resources that are appropriate to achieve the aims of the research. Benefits of research must be justified, it should be supervised by researchers with appropriate expertise, and findings reported accurately and responsibly.

iii) Justice – in planning research, who ought to receive its benefits and bear its burdens should be addressed and resolved. Ensuring justice requires
procedural fairness in the recruitment of participants and review of research. Research aims should be achieved using 'just' means that do not unfairly burden particular groups. The benefits of research should be distributed fairly between participants and the wider community, and research findings should be provided within a reasonable time.

iv) Beneficence – there is an obligation to maximise possible benefits and minimise possible harms. This requires a sensitivity to the welfare and interests of participants, and the cultural and social implications of the research. The likely benefits to participants or the wider community must justify any risk of harm or discomfort to research participants.

b) To facilitate high quality ethical research through efficient and thorough review processes developed in accordance with the National Statement.

c) To minimise the risk of harm arising from research studies involving humans.

d) To promote the development of an ‘ethical consciousness’ through education of the academic and professional community.

e) To implement the Council’s Human Research Ethics Policy.

7. GRANTS COMMITTEE

Removed 28 November 2018.

8. UNIVERSITY EXECUTIVE

8.1 Membership

8.1.1 The Vice-Chancellor.

8.1.2 The Principal of each College of the University. If a Principal is unable to attend a meeting of the University Executive, the Principal may appoint a deputy to attend that meeting in his or her place.

8.2 Chair

8.2.1 The Chair of the University Executive is the Vice-Chancellor. If the Vice-Chancellor is absent the members may elect a Chair from among their number.

8.3 Meetings

8.3.1 The University Executive meets at least four times annually and may determine its own working procedures. The University Executive reports to the Council through the Vice-Chancellor.

8.4 Key Responsibilities

The University Executive is the senior leadership group in the University. It provides a forum for developing strategic initiatives, building relationships across the Colleges, fostering intercollegiate cooperation, monitoring the student learning environment of the University, exchanging information relevant to the work of the University and its Colleges, consulting on proposed changes to the governance and management of the
University, and implementing decisions of the University. The University Executive has the following responsibilities:

a) supporting the delivery of the University’s Vision, Mission and Strategic Plan
b) monitoring the implementation of the University’s Operational Plan
c) developing, monitoring and promoting strategic initiatives (whether undertaken by individual Colleges or a group of Colleges) for consideration by the Council, the Strategic Planning Committee, the Academic Board, or College governing bodies as appropriate
d) providing advice to and responding to requests for advice from the Council on policy development and review, especially in matters not governed by the Academic Board
e) identifying priorities for the development of student learning environment and shared services across the University
f) appraising its members of challenges and opportunities in government, higher education, theology, churches and religious orders, faith-based agencies, and wider community
g) identifying opportunities for intercollegiate cooperation, including (but not limited to) research, research training, engagement, curriculum development and staff succession
h) identifying opportunities for the professional development of the University’s senior leaders
i) making recommendations to the Council, Academic Board or Vice-Chancellor to execute these responsibilities.