



University Council

Benefits of being a member of Council

Council members oversee the operation of the University and participate in decision-making at the highest level.

From a service perspective, Council membership provides an opportunity to contribute to the development of one of the State's major institutions. Higher education enables individuals to achieve personal and professional goals and at a higher level, builds the State's social capital. As a Council Member you will have the opportunity to help shape the direction of the University and thus play a direct role in developing managers, professionals and leaders for the future.

Participation in Council enables members to gain the experience of being on the Board of a multi-million dollar organisation.

Governance at the University is strong and effective (as highlighted by the federal Tertiary Education Quality & Standards Agency and confirmed through benchmarking activities). ECU has in place a highly competent management team.

Council operates as a collegiate and cohesive body. Working with Council and the management of the University is therefore professionally satisfying. Comprehensive support for Council and for individual Council Members is also provided, along with regular professional development opportunities.

As many prospective members will understand, Council does not ‘manage’ the University – this is delegated to the Vice-Chancellor and the senior leadership of the University. The role of Council is to provide oversight and strategic guidance. The responsibilities of Council are outlined in more detail later in this document.

Council comprises a mix of Governor-appointed, co-opted and elected members. The Vice-Chancellor and Chancellor are *ex officio* members. The Council is chaired by the Chancellor.

Commitments

Council Meetings

ECU’s Council meets six times a year for regular Council meetings. In addition, a Retreat is held every other year to provide Council members with the opportunity to interact with the senior leadership team on key issues facing the University and/or pursue Council professional development.

All regular Council meetings are held on Thursdays commencing at 3pm. Most meetings are preceded by a University site visit or briefing commencing at 2pm. The meetings run for approximately three hours, and are followed by refreshments. Whilst not all members can stay after the meeting, members are encouraged to join their fellow council members when possible, as the after-meeting interactions are an important part of building relationships within Council.

Meetings are held on either the Joondalup or ECU City campuses, and a meeting is usually held in Bunbury every second year.

Preparation time for the meetings can be significant. Meeting papers can be between 200-300 pages, papers often contain financial and other commercial information, and members are expected to have read the material presented in the papers. Whilst members are not required to be expert in every matter which is brought before Council, they are expected to exercise care and “due diligence” when making a determination on the proposed resolutions.

Members must therefore be prepared to set aside time to read the agenda and to note any matters which they might need to raise at the meeting.

Members are required to attend every meeting. Whenever a member cannot attend, he or she must advise the Council Secretary before the meeting so that the non-attendance can be recorded in the minutes as an apology. Failure to attend three consecutive meetings automatically leads to the member vacating office. Council membership and the number of meetings attended are reported in the ECU Annual Report to Parliament.

Council Committees

In addition to Council membership most members of Council are expected to sit on one or more Council Committees. The major Committees (Resources Committee, Quality and Audit Committee, Legislative Committee, People, Safety and Culture Committee and Governance and Nominations Committee) meet four or five times a year.

Other

Council members are invited to key University events, including graduations, and whilst attendance is optional and of course not all members attend every function, the University community greatly values the presence of Council members at these events.

Duties and responsibilities of Council members

The ECU Act, Corporate Governance Statement and the Council Code of Conduct outline the duties and responsibilities of Council Members. In summary:

Responsibilities of Council

- a) appointing the Vice-Chancellor as the Chief Executive Officer of the University, and monitoring his/her performance;
- b) approving the mission and strategic direction of the University, as well as the annual budget and business plan;
- c) overseeing and reviewing the management of the University and its performance;
- d) establishing policy and procedural principles, consistent with legal requirements and community expectations;
- e) approving and monitoring systems of control and accountability, including general overview of any controlled entities. A controlled entity is one that satisfies the test of control in s.50AA of the Corporations Act;
- f) overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings;

- g) overseeing and monitoring the academic activities of the University;
- h) approving significant commercial activities of the University.

Council members are expected to:

- a) attend, unless unavoidably absent, and be prepared to constructively contribute to all Council meetings and meetings of committees on which they serve;
- b) draw relevant matters to the attention of the Chancellor for the information of or possible action by the Council or the Vice-Chancellor;
- c) inform the Chancellor if at any time they consider that the information provided is insufficient to permit the Council to discharge its responsibilities;
- d) inform the Chancellor of any concerns that they might hold about any Council decisions or actions that appear contrary to its public duties, and to do so as soon as these concerns arise;
- e) inform the Chancellor of the possible material interests of other members of the Council in matters before or about to come before the Council, if those interests are not declared by the member or members concerned;
- f) accept collective responsibility for decisions of the Council and support University management in the implementation of these decisions; and
- g) comply with the ECU Act, Corporate Governance Statement and the Code of Conduct.

Duties of Council members:

- (a) Must at all times act honestly in the performance of the functions of a member of the Council, whether within or outside the State [clause 1(1)(a) of Schedule 1 of the ECU Act].*

This requires individual members of Council to –

- carry out their duties as a Council member in good faith, honestly and for proper purposes consistent with the interests of the University;
- avoid conflicts between their personal interests and those of the University; and
- exercise independent judgment in relation to matters coming before the Council.

- (b) Must at all times exercise the degree of care and diligence in the performance of the functions of a member, whether within or outside the State, that a reasonable person in that position would reasonably be expected to exercise in the Council's circumstances [clause 1(1)(b) of Schedule 1 of the ECU Act].*

This requires individual members of Council to –

- exercise due diligence and care in carrying out their functions;
- exercise any special skills or experience that a member might possess in arriving at decisions on matters coming before the Council;
- have informed themselves to the extent reasonably necessary to make such decisions;
- rationally believe the decisions they make to be in the best interests of the University; and
- respect the often confidential nature of material coming before Council and abide by any restrictions on the disclosure of information agreed by the Council.

(c) Must at all times act in the best interests of the University and give precedence to the interests of the University over the interests of any person appointing or electing a member [clause 1(1)(c) of Schedule 1 of the ECU Act].

This requires individual members of Council to –

- when voting on a matter before Council, give precedence to the interests of the University as a whole over the interests of any representative affiliation or association; and
- place the University's interests above their personal employment or other interests and not use their position for private gain or advantage.

(d) Must not, whether within or outside the State, make improper use of the information acquired by virtue of the position of member to gain, directly or indirectly, an advantage for any person or to cause detriment to the University [clause 1(1)(d) of Schedule 1 of the ECU Act].

This requires individual members of Council to –

- ensure that any information received in that capacity (not only information that the general law would project as confidential) is not disclosed if that would allow any person to gain a direct or indirect advantage or cause detriment to the University.

(e) Must not, whether within or outside the State, make improper use of the position of member to gain, directly or indirectly, an advantage for any person or to cause detriment to the University [clause 1(1)(e) of Schedule 1 of the ECU Act].

This requires individual members of Council to –

- not seek or accept in connection with their capacity as a member any improper fee, favour, reward, gratuity or remuneration of any kind;

- not use their position as a member for personal profit, gain or advantage or use that position improperly to enable themselves or another person to achieve any profit, gain or advantage;
- not accept any gift if it could be seen by any other party, in possession of all of the facts of that case, as intended or likely to cause the member to act in a particular way or to deviate from their duties; and
- not misuse any property or facilities of the University provided to enable them to carry out their duties.

(f). Must, if a member has a material personal interest in a matter being considered or about to be considered by the Council, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature and extent of the interest at a meeting of the Council [clause 2(1) of Schedule 1 of the ECU Act].

This requires individual members of Council to –

- disclose the nature and extent of any material personal interest at a meeting of the Council; and
- absent themselves from a meeting while the matter is being considered and not vote on the matter, whether at a meeting or otherwise, except if permitted to consider or vote on the matter under the provisions of either clause 3 or clause 6 of Schedule 1 of the Edith Cowan University Act.

FURTHER INFORMATION

[ECU's Council Website](#)

CONTACT

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