

Council Charter

Standing Resolutions of Council



Version 11, 24 June 2026

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1. Definitions

“**Act**” means *University of Melbourne Act 2009* (Vic).

“**business day**” means any day that is not a Saturday, Sunday, public holiday gazetted by the Government of Victoria; or any day deemed a holiday by the University of Melbourne.

“**Chancellor**” is a person appointed to the office under section 24 of the Act and, in accordance with section 25(4) of the Act, may include a Deputy Chancellor acting in the role.

“**Charter**” means this Council Charter, as approved by Council from time to time.

“**Council**” is the full Council of the University of Melbourne established by the *University of Melbourne Act 2009*.

“**Council committee**” is any committee established by Council resolution under Part 5 of this Charter.

“**Deputy Chancellor**” is a Council member appointed under section 25 of the Act and, in accordance with section 7(2) Statute may include a member of Council acting in the role.

“**email registered with the University**” means either a University email address or the email recorded by the University Secretary as the preferred contact email.

“**observers**” includes:

- (a) University staff other than Council members and regular attendees referred to in sections 13(13)-(14);
- (b) enrolled University students and graduates who are not Council members;
- (c) other members of the University defined in Act or as designated by resolution of Council; or
- (d) invited guests of the University.

“**offensive manner**” includes using offensive language.

“**Standing Orders**” means the standing orders set out in Part 4 of this Charter.

“**Statute**” means University of Melbourne Statute.

“**University**” means the University of Melbourne.

“**Vice-Chancellor**” means the person appointed to the office of Vice-Chancellor and President under section 26 of the Act.

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PART 1 – GOVERNANCE OF THE UNIVERSITY

2. Purpose of this part

- (1) The purpose of this part is to describe in general terms:
 - (a) the principal aspects of the governance of the University;
 - (b) the proceedings for the appointment and respective roles of the Chancellor, Deputy Chancellors and Vice-Chancellor; and,
 - (c) the relationship between Council, management and Academic Board.

3. Governance structure

- (1) In accordance with the Act, University decisions are made within a tripartite model of governance in which duties, functions and powers reside in three areas:
 - (a) Council, which is the sole governing body of the University with roles and responsibilities set out in sections 8(3), 9 and 10 of the Act, in the Statute and in the Council Regulation. Council is primarily responsible for the general direction and superintendence of the University, and for the governance of the University, including approving the mission and strategic direction of the University and ensuring its long-term financial sustainability.
 - (b) Academic Board, which, under the oversight of the Council, is primarily responsible for academic quality assurance in accordance with the Academic Board's powers and functions described in the Statute and the Academic Board Regulation; and
 - (c) The Vice-Chancellor, who is accountable to Council, and is the President and chief executive officer responsible for leadership, management and administration of the University, and whose powers are set out in the Statute and the Vice-Chancellor Regulation.
- (2) The Council, Academic Board and the Vice-Chancellor work effectively and collaboratively to optimise the University's performance and ensure accountability through:
 - (a) Shared membership (the Chancellor is a member of the Academic Board, the Vice-Chancellor is an ex officio member of Council and the Academic Board, the Academic Board President is an ex officio member of Council and of the University Executive, the University's principal management committee).
 - (b) Strong communication protocols (refer section 10 of this Charter)
 - (c) A transparent delegations framework (refer section 4 of this Charter).

4. Delegation of Authority

- (1) Under section 18(1) of the Act, the Council, may delegate its powers or functions under this Act, by instrument, to:
 - (a) a member of the Council;
 - (b) a committee of the Council;
 - (c) any member of staff of the University;
 - (d) the Academic Board; or
 - (e) any other entity prescribed by the university statutes.
- (2) Section 19(2) prohibits the Council from delegating
 - (a) its power of delegation;
 - (b) the power to appoint officers under section 9(1)(a) of the Act; or

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- (c) the power to make university statutes.
- (3) The Council Instrument of Reservation and Delegation sets out the matters further reserved for Council and those that are delegated.
- (4) The Vice-Chancellor Instrument of Delegation sets out the matters delegated to senior officers of the University.

Council has approved Academic Board Delegations, setting out those matters within the Board's control in the Statute that have been delegated to senior officers of the University.

5. The Council

- (1) In accordance with the Act, Council is made up of:
 - (a) external members (appointed by the Victorian Government or by Council), who bring independent experience and skills;
 - (b) elected members (students and staff); and
 - (c) Official members, being the President of the Academic Board, the Vice-Chancellor and the Chancellor.

6. The Chancellor

- (1) Subject to the Act and Statute, Council sets the process for, and appoints, the Chancellor.
- (2) Nothing in (1) prevents Council using a selection panel or an external agency to support the appointment.
- (3) The Chancellor is the senior office holder of the University who:
 - (a) may, in accordance with section 9(1) Schedule 1 of the Act, consult with the Minister on the interim appointment of a person to a vacancy in the office of a Government-appointed Council member;
 - (b) must, in accordance with section 10 Schedule 1 of the Act, chair meetings of Council;
 - (c) must, in accordance with section 11(2) Schedule 1 of the Act report, or cause to be reported, an interest declared by a member under section 11(1);
 - (d) may, in accordance with section 13 Schedule 1 of the Act, circulate a document for voting on resolutions without a meeting of Council;
 - (e) may, in accordance with section 14 Schedule 1 of the Act, approve a method or methods of communication, for a meeting for agreement by two-thirds of Council;
 - (f) is, in accordance with section 6(5) of the Statute, a member of all University bodies;
 - (g) may, in accordance with section 7(5) of the Council Regulation, call for a special meeting of Council;
 - (h) oversees the development of Council meeting agendas;
 - (i) ensures Council functions properly as an inquiring and informed body;
 - (j) promotes the aims and ethos of the University;
 - (k) represents and exercises the authority of Council at graduation ceremonies and on other formal occasions;
 - (l) in consultation with the Vice-Chancellor, represents:
 - (i) the University at meetings, functions and ceremonies in Australia and overseas; and

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- (ii) less formally, represents the interests of the University in the political, cultural and business life of the wider community; and
- (m) takes the lead on behalf of Council in appointing, supporting and advising the Vice-Chancellor, and evaluating the performance of the Vice-Chancellor.
- (4) The Chancellor has no executive function in the management or administration of the University.

7. The Deputy Chancellor

- (1) The University Secretary must conduct an election for the appointment of a Deputy Chancellor.
- (2) In every election for a Deputy Chancellor, the University Secretary must:
 - (a) set a date for the election;
 - (b) call for nominations from Council members not less than 20 calendar days before the date of the election by written notice posted or delivered to each member of Council;
 - (c) accept nominations not later than 14 calendar days before the date of the election;
 - (d) if there is only one nomination, declare the candidate so nominated to be duly elected; and
 - (e) if there is more than one nomination, issue to every member of Council not later than 10 calendar days before the date of the election:
 - (i) a voting paper containing the names of the candidates nominated, in alphabetical order;
 - (ii) an envelope distinctively marked for enclosure of the voting paper; and
 - (iii) an envelope, bearing the postal address of the University Secretary, for the return of the voting paper envelope.
- (3) Votes must be received by the University Secretary on or before 5.00 pm on the date of the election.
- (4) The University Secretary must inform Council of the result of the election at the next scheduled meeting of Council following the date of the election.
- (5) The election of a Deputy Chancellor is to be on the basis of the standard preferential system, i.e. with preferences listed in sequential numbers against each candidate's name, the candidate or candidates with the lowest number(s) being elected.
- (6) The Deputy Chancellor plays a major role in the governance of the University by chairing some Council committees and:
 - (a) in accordance with section 25 of the Act, acting as Chancellor including chairing Council meetings in the Chancellor's absence; and
 - (b) ex-officio participation in its Governance and Nominations Committee.
- (7) The Deputy Chancellor shares in the Chancellor's role of representing the University at external functions and of presiding at conferring of awards and other formal occasions within the University.

8. The Vice-Chancellor

- (1) In accordance with the Act Council is responsible for appointing and monitoring the performance of the Vice-Chancellor as chief executive officer of the University;
- (2) Subject to the Act and Statute, Council sets the process for the appointment of the Vice-Chancellor.
- (3) The Act provides that the Vice-Chancellor:
 - (a) is the chief executive officer of the University generally responsible for the conduct of the University's affairs in all matters; and

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- (b) has the functions, powers and duties conferred or imposed upon him or her via legislation, the University Statute and Regulations and Council.
- (4) In accordance with the Vice-Chancellor's Regulation, the Vice-Chancellor is accountable to Council for:
 - (a) leadership, management and administration of the University; and
 - (b) providing reports and information to Council to properly assist Council to undertake its duties and functions.

9. Relationship between Council and Management

- (1) Except as expressly set out in this Charter, communication between Council members and University staff appointed by the Vice-Chancellor must be channelled through the University Secretary.
- (2) Chairs of Council committees may correspond directly with the senior officers of the University supporting their respective committees.
- (3) University management should provide Council with sufficient, relevant and timely information about the University, including on significant and strategic issues, to enable Council to effectively carry out its due diligence for the proper and sound governance and oversight of the University.
- (4) Council receives advice from:
 - (a) the Vice-Chancellor (and senior officers of the University as directed by the Vice-Chancellor) on the affairs, concerns, finances, projects and property of the University; and
 - (b) Academic Board on academic policy and quality matters.

Council requests for further advice

- (5) In order to fulfill its responsibilities, Council also has the ability to commission, at the University's expense, such legal, accounting or other expert advice as it considers necessary from time to time in the performance of its duties.
- (6) All Council committees have access to independent professional advice on this basis which can be commissioned by the committee chairs.

Individual Council member requests for further advice

- (7) Notwithstanding the above, in order to fulfill their Council responsibilities, Council members may request further information from the University in accordance with the procedures set out below:
 - (a) Council members must request in writing any such information from the University Secretary;
 - (b) Council members must provide proper details as to the nature of, and the reasons for, the information being sought;
 - (c) The Secretary will then consult with the relevant information holders and may seek the approval of the Chancellor and/or Vice-Chancellor (such approvals must not be unreasonably withheld); and
 - (d) If a request is made for legal advice, the Chancellor, Vice-Chancellor or University Secretary will consult the General Counsel on the request. The General Counsel will determine if it should be provided by the General Counsel, the University's legal team or from an external legal adviser appointed and paid for by the University.
- (8) Members should exercise their entitlement under this Standing Resolution sparingly (save as may be necessary); in the best interests of the University as a whole, in accordance with Council members' responsibilities and only in circumstances where they have a legitimate and significant concern as to the matter upon which the information and advice is sought.

PART 2 – DUTIES AND RESPONSIBILITIES OF COUNCIL MEMBERS

10. Duties and Responsibilities of Council Members

This Charter sets out the key duties and responsibilities of Council members and the conduct and behaviour expected from Council members.

Key duties and responsibilities

Council members must at all times:

- (1) Support the objects of the University as a public-spirited institution with a mission that encompasses learning and teaching, research and knowledge transfer, all of which exist for public benefit.
- (2) Act in the best interests of the University as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her. Whilst members of Council are elected as representatives for particular bodies they do not serve on Council as delegates of those bodies.
- (3) Act in good faith, honestly and for a proper purpose.
- (4) Exercise reasonable skill, appropriate care and diligence in decision making.
- (5) Not improperly use their position to gain an advantage for themselves or someone else
- (6) Avoid or disclose conflicts of interest (in accordance with the Act, any procedures established for that purpose by the University).
- (7) Not make improper use of his or her position as a member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or for another person.
- (8) Maintain confidentiality in all matters and ensure any information and advice received as a member of Council is not shared or used in any other context.
- (9) Act in a financially responsible manner.
- (10) Ensure compliance with all matters prescribed by law.
- (11) Recognising their duty of loyalty to the University and to the Council, accept collective responsibility for Council decisions and support the letter and the spirit of Council decisions when dealing with other parties.
- (12) Otherwise not conduct themselves in a manner likely to cause harm or damage to the reputation of the University.
- (13) Strive for the highest standards of personal behaviour in their dealings with other members of Council, with University management, and with other members of the University community. Council members must listen respectfully to other members' contributions and otherwise support the orderly conduct of meetings. Council members are entitled to expect that the same standards and principles will guide the treatment they receive from other members and University management.

Due Diligence

Council members should:

- (14) Familiarise themselves with and abide by this Charter.
- (15) Spend as much time as is required to properly perform their duties.
- (16) Attend and contribute to Council meetings, briefing sessions, planning conference and meetings of Council committees on which they are nominated to serve.
- (17) Critically read all agenda documents and papers before each meeting.

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(18) Ensure critical review of all proposals to Council.

Council Members and Public Statements

(19) Only the Chancellor or the Chancellor's nominee may speak publicly on behalf of or about the Council.

(20) No Council member may act as spokesperson for the University or represent the University in any forum unless specifically requested to do so by the Chancellor or Vice-Chancellor.

(21) Council members should not:

- (a) take part in any discussion with a media representative about University business or affairs; or
- (b) provide any information, or cause or allow any information to be provided to a media representative about University business or affairs, except with the express prior approval of the Chancellor or Vice-Chancellor.

(22) In circumstances where audiences might reasonably conclude a personal view is representative of Council or the University, Council members expressing personal opinions must clearly state that such opinions are their own and are not representative of the Council or the University or expressed as a Council member.

11. Failure to comply with duties and responsibilities

Failure by a Council member to comply with their duties and responsibilities as set out in this Charter may be grounds for removal from office subject to and in accordance with the Act and this Charter.

12. Removal of members from office

- (1) A notice of motion to remove a member from office pursuant to Section 3 of Schedule 1 of the Act must be submitted in writing, and is to be distributed by the University Secretary to members of Council only.
- (2) Written notice to a member of Council pursuant to section 3 of Schedule 1 of the Act must be given not later than 21 days prior to the meeting at which the motion for removal of that member will be considered.
- (3) Motions for removal will be considered *in camera*, with the University Secretary present, provided that the presiding officer may require the attendance of specified University officers to assist Council in dealing with the matter.

PART 3 – OPERATIONS OF COUNCIL

13. Council Meetings

Special Council meetings

- (1) Requests for special meetings of Council made by eight members of Council under section 7(5) of the Council Regulation must be directed to the University Secretary and specify the business to be considered at the meeting.
- (2) The University Secretary must hold a meeting requested under (1) within fourteen days of the receipt of the request.

Notice of Council meeting dates

- (3) The University Secretary must publish Council meeting dates on the University website.
- (4) The University Secretary must provide members notice of the time and place of a Council meeting at least five business days prior to the date of the meeting, unless otherwise agreed.

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Agenda and agenda items

- (5) Subject to direction by the Chancellor, the University Secretary must draft the agenda for Council meetings.
- (6) Agenda items and accompanying papers must be provided to the University Secretary or nominee at least seven business days prior to the meeting date.
- (7) The University Secretary or nominee must provide members with the agenda items and accompanying papers at least one calendar week prior to the meeting date.
- (8) Subject to direction by the Chancellor, late agenda items and accompanying papers may be sent by the University Secretary up to three business days prior to the meeting date on the recommendation of the Vice-Chancellor.
- (9) The chair may allow papers for discussion or noting to be tabled at a meeting.

Availability of papers after a Council meeting

- (10) After the relevant meeting, the University Secretary may upon request provide to any person Council papers, except those marked “confidential”.
- (11) Nothing in this section prevents the University Secretary from permanently or temporarily withholding the release, in full or in part, of any Council paper.
- (12) The Chancellor may authorise the release, in full or in part, of a Council paper withheld under (11).

Admission of regular attendees to Council or Council committee meetings

- (13) The Chancellor may admit to Council meetings regular attendees who are senior officers of the University with responsibility for major portfolios.
- (14) The chair may admit to Council committee meetings regular attendees who are external to the University and bring special knowledge or skills to the committee’s task.
- (15) Nothing in this section prevents, at any time, the list of regular attendees in (13) being amended by the Chancellor or the regular attendees in (14) being amended by Council.
- (16) The University Secretary must list regular attendees on the agenda and provide access to the relevant agenda and committee papers.
- (17) Regular attendees must leave a meeting if an item is to be discussed *in camera* or at the request of the chair.

Admission of observers to Council or Council committee meetings

- (18) Council and Council committee meetings are not open to the public.
- (19) The Chancellor may admit observers to all or a part of a Council meeting.
- (20) A committee chair may admit observers to all or a part of a Council committee meeting.
- (21) Observers not associated with a particular agenda item must request to attend as an observer by email to the University Secretary one week prior to the commencement of the relevant meeting.
- (22) The University Secretary may make copies of the agenda, without supporting papers, available to observers.
- (23) Observers must:
 - (a) abide by the standing orders of Council;
 - (b) not impede or interfere with the conduct of Council or Council committees;
 - (c) not speak except with the permission of the chair;
 - (d) not use laptops, iPads, cameras, mobile phones or other electronic devices; and

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- (e) not bring sound recording devices into the meeting except with the permission of the chair.
- (24) Observers must leave the meeting if an item is to be discussed *in camera* or at the request of the chair.

14. Council Committees

Admission of members of Council to Council committee meetings

- (1) Members of Council may attend meetings of any Council Committee, subject to confidentiality and conflict of interest requirements regarding certain items.
- (2) The University Secretary must ensure members of Council may access papers for all Council committees, subject to confidentiality and conflict of interest requirements regarding certain items.

Form in which committees report to Council

- (3) Council will be presented with reports of committee meetings which will contain:
 - (a) recommendations to be resolved by Council;
 - (b) reports or lists (as appropriate) of decisions taken under Council's delegated authority; and
 - (c) other matters dealt with by the committee.
- (4) If not already included with the report under (3), the University Secretary must provide minutes of committee meetings on request.

15. Induction of Council members

- (1) The Chancellor may hold an annual Council planning conference or equivalent for Council members including new members.
- (2) The University Secretary must give each new Council member an induction kit including information about:
 - (a) members of Council and senior officers of the University;
 - (b) the University regulatory framework, including Council delegations;
 - (c) the Council Charter;
 - (d) the University's most recent financial statements and financial report to Council (with historical financial statements and finance reports from previous financial years available on request);
 - (e) the strategic plan and/or current year business plan;
 - (f) the current University budget;
 - (g) the University's strategic risk profile;
 - (h) the current internal audit plan (with previous years' audit plans and internal audit reports available on request);
 - (i) external correspondence with relevant third parties, for example, management letters from the University's auditors;
 - (j) a link to the University's annual reports for the previous three years;
 - (k) charts of University structures, including Council committees, terms of reference, and minutes of recent Council and Council committee meetings; and
 - (l) details of member indemnity and insurance.
- (3) The Chancellor and University Secretary must give new members an opportunity to attend an induction session to provide:
 - (a) responses to member queries;

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- (b) briefings on Council's major items of current business and concern;
- (c) identification of any specific areas in the operations of Council and the University of interest to the member; and
- (d) information on the support available to attend an appropriate national conference, briefing on relevant legislative requirements or other development programs.

16. Council Self-Assessment and external review

- (1) The Council shall regularly assess its performance, with an external review of Council to take place at least every five years.
- (2) Council shall internally review its performance and its committees' performance at least every three years in a different year to the external review;
- (3) The Chancellor must report on the outcomes of reviews to Council and ensure action plans to implement identified improvements are in place.
- (4) The Chancellor may meet annually with each member of Council to discuss:
 - (a) Council's performance as a group and the member's contribution to its work;
 - (b) particular topics determined by the Chancellor and the individual Council member; and
 - (c) assessment of Council's meeting processes and procedures, including the operations of its committees, and the quality of governance support provided by the University.
- (5) For continuing members the discussion in (4) may include:
 - (a) feedback on how the member believes Council as a whole has performed over the past year;
 - (b) areas in which Council should seek to enhance its performance in the coming year;
 - (c) each Council member's personal contribution to Council work in the past year; and
 - (d) any areas the member wishes to change or develop.
- (6) For members completing their term the discussion in (4) may take the form of an 'exit interview' where the main focus could include:
 - (a) Council's performance as a whole;
 - (b) how Council's performance might be enhanced; and
 - (c) any actions the University could have taken to improve the quality of the member's experience.

17. Consideration of resolutions without a meeting of Council

- (1) The Chancellor may permit consideration of resolutions without a meeting of Council.
- (2) Resolutions without a meeting of Council must be conducted in accordance with section 13 of Schedule 1 of the Act.
- (3) For the purposes of section 13 Schedule 1 of the Act members may validly sign a document by providing:
 - (a) printed copies of the resolution with original signature;
 - (b) scanned copies of the signed resolution using an email address registered with the University;
 - (c) consent to the resolution by email using an email address registered with the University; or
 - (d) consent to the resolution by casting a vote using a digital signature in an online voting tool that meets the security levels set by the University.

Note: Section 9 of the Electronic Transactions (Victoria) Act 2000 provides for electronic signatures.

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- (4) A consideration of resolution in (1) does not count towards the number of Council meetings per year required under section 9(1) of the Statute.
- (5) Council committee chairs may permit the consideration of resolutions without a meeting of the relevant committee in accordance with the provisions of 3(a)-(d) above.

PART 4 – STANDING ORDERS OF COUNCIL

18. General procedure at meetings

Subject to the Act, Statute, Council Regulation, this Charter and Standing Orders, the rules, forms, and usages of the Legislative Assembly of the Parliament of the State of Victoria are to be followed in so far as they are applicable to Council meetings.

19. Starring of items

- (1) Subject to direction of the Chancellor, the University Secretary may designate by one "star" items on the agenda that require discussion.
- (2) Matters which are to be moved for adoption or received as a whole are "unstarred".
- (3) At the commencement of each meeting, members may be given an opportunity to star any or all of the items which are unstarred on the agenda.
- (4) The agenda is deemed to include all matters of which notice is given in accordance with section 13(7) of this Charter.

20. Chairing of meetings

In accordance with section 10 of Schedule 1 of the Act, the chair of Council is the Chancellor, or in their absence, a Deputy Chancellor. In the absence of the Chancellor and Deputy Chancellors, the members of the Council present must elect a government appointed member or Council appointed member as chairperson.

21. Minutes of Council meetings

- (1) The University Secretary must minute the proceedings of each Council meeting and any resolutions under section 16 of these Standing Resolutions.
- (2) A majority of members present at each Council meeting must confirm the minutes of the previous Council meeting as an accurate record of the meeting.
- (3) The confirmation in (2) is subject to any amendments agreed by a majority of members present.
- (4) Unless any member of Council raises any question as to the accuracy of the previous minutes, no discussion with respect to the previous minutes is permitted.

22. Usual order of business

Unless Council otherwise resolves, the business of every ordinary meeting must include:

- A. Formal Matters
- B. Reports of Senior Officers
- C. Reports of Council Committees
- D. Other Business.

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23. General discussion item

- (1) Each meeting of Council must provide a session for members to raise issues of concern without the formal rules of debate applying.
- (2) Any motions arising in the session in (1) must not be considered until the next meeting.

24. Petitions

- (1) Council may consider a motion arising from a petition referred to it during a meeting under section 9 (2) of the Academic Board Regulation.
- (2) Subject to (1), Council must not permit a motion on any matters raised in a petition until the next ordinary meeting unless Council decides that in all the circumstances the matters should be dealt with urgently.

25. Motions and amendments

- (1) A draft motion (recommendation) included in the agenda papers is regarded as a motion before Council and may be discussed immediately. All other motions require a mover and a seconder before they can be discussed.
- (2) Any member wishing to move a substantive motion or amendment must state the nature of the proposed motion before addressing Council on it and must complete the address by formally moving the motion.
- (3) A motion must not proceed in the absence of the member who has given notice of the motion unless the member so consents in writing.
- (4) A motion or amendment moved by the chair does not require seconding by another member prior to being discussed or put to the vote of Council.
- (5) A motion or amendment moved by a member must not be discussed, nor put to the vote of Council, unless it has been seconded by another member.
- (6) A motion or amendment must not be withdrawn except by the leave of Council.

26. Debate or discussion

- (1) The chair exercises considerable discretion in the conduct of the meeting.
- (2) The chair at the meeting must:
 - (a) determine the order of the items to be considered by the members; and
 - (b) for each starred item, or all items, call upon the appropriate member, regular attendee or observer to present the item.
- (3) If two or more persons seek to address the meeting at the same time the chair must decide the order in which they are to be heard.
- (4) A member engaged in the moving of a motion, amendment to a motion, debate or discussion must not be interrupted except by:
 - (a) the chair at any time; or
 - (b) any member raising a point of order seeking enforcement of a standing order.
- (5) All movement or amendments of motions, debate or discussion must
 - (a) be addressed to the chair; and
 - (b) not digress from the subject matter under consideration.

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- (6) A member must not speak for more than seven minutes on one motion or item unless the chair otherwise permits.
- (7) A member must not speak a second time on the same question, unless:
 - (a) the member wishes to exercise a right of reply;
 - (b) the member wishes to explain any misrepresentation or misunderstanding apparently arising in connection with the motion;
 - (c) the chair gives leave; or
 - (d) the member's address has been interrupted on a point of order.
- (8) For the purposes of (7) the mover of a substantive motion has a right of reply, but the mover of an amendment does not.
- (9) For the purposes of (7), a member seconding the motion, without comment, is deemed not to have spoken on it.
- (10) If a debate on any motion is interrupted because the number of members present ceases to be a quorum, the debate may be resumed at the next meeting of Council from the commencement point of that debate.
- (11) A group of similar recommendations, not being recommendations for the appointment of professors or deans, may be considered and decided upon as a block.

27. Voting

- (1) The Council seeks to make decisions by consensus, and the chair will direct discussion towards that end at every opportunity. Where the chair is of the opinion that consensus has been reached on the motion before Council the chair may ask if there is any opposition to the motion. If there is no opposition the Chancellor may declare the motion carried.
- (2) Where a decision cannot be reached by consensus, decisions will be determined by vote.
- (3) Any member may move that a motion or amendment before the meeting be put to the vote.
- (4) The chair has the discretion to refuse the closure motion in (3).
- (5) If the closure motion in (3) is accepted and carried, the question must be put to the vote but only after a member entitled to reply has been given that right.
- (6) The formal voting procedure, where required, at Council meetings is as follows:
 - (a) Subject to (b), voting must be by show of hands and the result must be declared by the chair.
 - (b) Council may, with respect to any motion before it, resolve that voting is to be by secret ballot.
- (7) Certain resolutions, or resolutions of certain classes, have effect only if passed by a specified majority of members under the Act.
- (8) Aside from specified voting requirements in (7), in accordance with Schedule 1 of the Act, a motion is carried if voted for by a majority of the members present or, if the agreement of a specified number of members is required by Statute, by the number of members so prescribed.
- (9) In accordance with Schedule 1 of the Act, the chair at any meeting has
 - (a) a vote; and
 - (b) in case of an equality of votes, a casting vote.

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28. Rulings and orders of the chair

- (1) The chair must rule on points of order raised by a member and must:
 - (a) refer to the provision, rule, or practice the chair considers applicable to the case; and
 - (b) give reasons for the decision.
- (2) The chair's decision on the point of order is final.
- (3) The chair may rule any motion or amendment out of order.
- (4) Upon a ruling in (3) the motion or amendment must be removed from the business of the meeting unless a further motion is passed by Council permitting further discussion and voting on the original motion or amendment.
- (5) The chair may call to order any member, regular attendee or observer who behaves in a disorderly or offensive manner.
- (6) A member, regular attendee or observer called to order must be seated and silent unless the chair asks them to explain their conduct.
- (7) The chair may request any member, regular attendee or observer attending a meeting of Council who behaves in a disorderly or offensive manner to leave the meeting.
- (8) Any person who fails to leave the meeting when requested to do so under (7), may be:
 - (a) found by the chair to be guilty of misbehaviour unless Council dissents from the chair's ruling; and
 - (b) suspended for the remainder of that meeting by the chair or for any further period Council determines; and/or
 - (c) removed from the meeting.

29. Suspension of standing orders

Any of the Part 4 standing orders may be suspended for a special purpose if:

- (1) either notice of motion to suspend a standing order is given on the agenda for the meeting or the majority of members present at a meeting have agreed that such a motion may be put;
- (2) members present have been given an opportunity to debate the question; and
- (3) the motion is carried by the majority of the members present.

30. Closure of meetings and unfinished business

- (1) The chair must close meetings of Council no later than three hours after commencement, unless the majority of members present at a meeting resolves otherwise.
- (2) Any unfinished business of a closed meeting must be added to the agenda for the next ordinary meeting of Council.

PART 5 – COUNCIL COMMITTEES

31. Committees of Council (other than the Academic Board)

(1) Audit and Risk Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Audit and Risk Committee with the powers and functions [listed in its terms of reference](#).

(2) Finance Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Finance Committee with the powers and functions [listed in its terms of reference](#).

(3) Investment Management Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Investment Management Committee, as a sub-committee of the Finance Committee, with the powers and functions [listed in its terms of reference](#).

(4) Governance and Nominations Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Governance and Nominations Committee with the powers and functions [listed in its terms of reference](#).

(5) Human Resources, Remuneration and Employment Compliance Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Human Resources, Remuneration and Employment Compliance Committee with the powers and functions [listed in its terms of reference](#).

(6) Gift Committee

In accordance with section 18(1)(b) of the Act, Council establishes the Gift Committee with the powers and functions [listed in its terms of reference](#).

(7) Critical Incident Advisory Committee (ad hoc)

In accordance with section 18(1)(b) of the Act, Council establishes the Critical Incident Advisory Committee (ad hoc) with the powers and functions [listed in its terms of reference](#).

Council Charter

VERSION HISTORY

Version	Council Approval	Commencement	Note / amendment
1	13 December 2017	2 January 2018	Revised resolutions
2	5 December 2018	10 December 2018	Am. Section 12 by inserting 12(3)(d)
3	Editorial	2 June 2020	Am. Section 38 changed name of committee to Gifts Committee
4	Editorial	4 November 2022	Am. Section 4(3) typographical error; Sections 33-38 corrected reference to the Act
5	Editorial	24 May 2023	Am. Section 38 updated name of committee to Gift Committee
6	6 December 2023	6 December 2023	Ins. Section 39, establishment of new committee
7	31 July 2024	31 July 2024	Major review Ins. Table of contents Am. Reordering of the Parts and sections within the document relating to governance information Am. Minor edits and clarifications for accuracy and readability, consistent with the University of Melbourne Act and Statute Ins. Section 6 relating to the appointment and role of the Vice-Chancellor Am. Section 7 (former Section 29) regarding relationship between Council and Management; ins sections concerning access to information by Council, Committees and individual members of Council Am. Section 8 (former Section 32) to provide additional information in the Charter of Council member responsibilities relating to expected behaviours, clarifying breaches of member responsibilities and removal from office provisions Ins. Section 9 Council members and public statements
8	16 October 2024	16 October 2024	Am. Section 7(8)
9	Editorial	4 December 2024	Am. Section 33 updated name of committee to Human Resources, Remuneration and Employment Compliance Committee
10	18 March 2026	18 March 2026	Review and alignment with the Expert Council on Governance's Principles Am. Sections 1, 3, 9, 10, 12, 13, 15, 22, 23, 24 Ins. Section 4
11	24 June 2026	24 June 2026	Am. Section 16(1)