

COUNCIL CHARTER

UMSU
University of Melbourne Student Union

Adopted 22 January 2020

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1. PURPOSE

The purpose of this Council Charter is to set out the expectations of members of Council.

2. APPLICATION

This Council Charter applies to all members of the UMSU Students' Council, including:

- (a) Voting Representatives; and
- (b) Officers.

3. GENERAL PRINCIPLES

- (a) The Students' Council is committed to high standards of corporate governance and implementing policies and procedures which reflect these standards.
- (b) The Constitution of UMSU sets out its purposes, which include representing and advancing the welfare of students of The University of Melbourne and providing amenities and services.
- (c) UMSU is an incorporated association regulated by the *Associations Incorporation Reform Act 2012*.
- (d) UMSU is also a charity registered with the Australian Charities and Not-for-profits Commission (**ACNC**).
- (e) Members of Council are required to comply with the requirements of UMSU's Constitution (together with all UMSU Policies and Regulations), the *Associations Incorporation Reform Act 2012* and the requirements of the ACNC, including the ACNC Governance Standards.
- (f) This Council Charter has taken into account these duties in detailing the expectations of members of Council.

4. ROLE AND ACCOUNTABILITY OF COUNCILLORS

- (a) Members of Council must use their best endeavours to implement or carry out:
 - (i) the Constitutional purposes of UMSU; and
 - (ii) if the individual is an Officer:
 - (A) the aims and objectives of the Department corresponding to the relevant Office; and
 - (B) the decisions of any relevant Committee.

- (b) Members of Council are accountable to the members, either directly or, if the Councillor is an Officer, through the relevant Committee.
- (c) Officers must provide support and resources for Committees and the Students' Council.
- (d) UMSU employees are engaged by and accountable to the Chief Executive Officer of UMSU. Members of Council may not instruct or direct UMSU employees.

5. GENERAL GOVERNANCE DUTIES OF MEMBERS OF COUNCIL

Members of Council must comply with the following duties and responsibilities:

- (a) exercise reasonable care and diligence in carrying out their duties as members of Council (as well as any additional duties arising from their Office);
- (b) act honestly in the best interests of UMSU and for its Constitutional purposes;
- (c) use their position as a member of Council and any information obtained in their role as a member of Council only for a proper purpose and in the best interests of UMSU;
- (d) properly disclose and manage any actual or perceived conflict of interest in accordance with the Conflict of Interest Policy;
- (e) ensure that the financial affairs of UMSU are managed responsibly;
- (f) not allow UMSU to operate while insolvent; and
- (g) not engage in any conduct likely to bring discredit to the Students' Council or UMSU.

6. COMMUNICATION AND INTERACTION WITH STAKEHOLDERS

- (a) Although robust discussion and engagement is encouraged, members of Council must ensure that all communications between members of Council (both during and outside of Students' Council and Committee meetings) are courteous and respectful.
- (b) Officers must:
 - (i) ensure they are accessible to students for a reasonable proportion of hours each week;
 - (ii) indicate their availability to students on their office door or other visible location and the UMSU website; and
 - (iii) provide information and assistance to students with regards to UMSU Regulations and Policy;
- (c) Officers must liaise with:
 - (i) other UMSU Departments to better coordinate the activities of UMSU;

- (ii) other student organisations to better the interests of Students and to ensure that UMSU resources are used in an efficient and effective manner;
- (d) Press releases and media communications:
 - (i) Voting Representatives must not issue any press release or otherwise communicate with the media in their capacity as a Member of Council without the express authorisation of the Students' Council;
 - (ii) The President may issue a press release or otherwise communicate with the media on behalf of UMSU, but only in a manner that is consistent with the UMSU Regulations for Student Representatives;
 - (iii) The General Secretary may issue a press release or communicate with the media in lieu of the President only if:
 - (A) the President is not available for comment within a reasonable period of time; and
 - (B) the General Secretary reasonably believes that the President and/or the Students' Council would agree with the subject matter of the communication; and
 - (iv) Officers may issue press releases or otherwise communicate with the media on behalf of the relevant Department but only in a manner that is consistent with the UMSU Regulations for Student Representatives.
- (e) Officers must:
 - (i) endeavour to inform all students of the working and decisions of the relevant Committee by reporting to UMSU print and electronic media;
 - (ii) maintain the Department web page corresponding to the relevant Office; and
 - (iii) liaise with grant applicants and recipients at the direction of the relevant Committee;

7. CAMPAIGNING

- (a) Members of Council must not campaign for any State or national political party in their capacity as members of Council or UMSU staff and must not use any UMSU resource for that purpose.
- (b) Members of Council may campaign on any issue that affect students or UMSU.
- (c) Members of Council may campaign during UMSU elections, provided they take a leave of absence for the period during which polling is open.
- (d) Requests for a leave of absence received by the Student's Council from members of Council for the purpose of campaigning during UMSU elections will be automatically accepted.
- (e) Members of Council must not use:

- (i) their capacity as members of Council; or
- (ii) UMSU resources not available to all students (as determined by the Returning Officer and Electoral Regulations);

for the purposes of UMSU election campaigning at any time.

8. INDUCTION AND TRAINING

- (a) All members of Council must attend and participate in an induction program (up to six hours) designed by the President and General Secretary covering matters including:
 - (i) the duties of members of Council and office bearers set out in this Council Charter;
 - (ii) a presentation by the University administration;
 - (iii) information about the procedures and policies of the Students' Council; and
 - (iv) training in how to read financial statements and prepare and monitor budgets.
- (b) Members of Council must attend and participate in any ongoing Students' Council governance training (up to one hour per month).
- (c) Eligibility for any Sitting Fee or Honoraria is conditional on completion of the induction program and ongoing participation in training.

9. PREPARATION FOR AND ATTENDANCE AT COUNCIL MEETINGS

- (a) As part of their responsibility to exercise reasonable care and diligence in carrying out their duties, members of council must prepare appropriately for all Students' Council and Committee meetings. This includes taking the time to read and consider any papers in advance.
- (b) Members of Council are required to attend all Students' Council meetings.
- (c) A Sitting Fee (determined by resolution of the Students' Council) will be paid to all members of Council that attend ordinary Students' Council meetings in person, provided they:
 - (i) arrive within 30 minutes of commencement of ordinary Students' Council meetings;
 - (ii) remain at the meeting until 30 minutes prior to the scheduled close of the meeting; and
 - (iii) are otherwise not in significant breach of the Council Charter.
- (d) Members of Council must seek leave from the General Secretary for absence from a Students' Council meeting prior to the commencement of the meeting. If it is not reasonably possible to seek leave prior to the meeting, members of Council must seek leave from the General Secretary as soon as possible after the meeting. Such requests shall not be unreasonably withheld.

- (e) At the beginning of each academic year, members of Council may apply to the General Secretary for a waiver from having to seek leave of absence before any meeting. Such requests shall not be unreasonably withheld.
- (f) Members of Council that are absent without leave from:
 - (i) more than two regularly-scheduled consecutive Students' Council meetings during a single academic year (only those meetings scheduled during Semesters One and Two – does not apply to meetings held during summer or winter break); or
 - (ii) more than five Students' Council meetings in a single academic year (only those meetings scheduled during Semesters One and Two – does not apply to meetings held during summer or winter break);

may, in the sole discretion of the Students' Council, become ineligible for all or part of any Sitting Fee or Honoraria in respect of those meetings.
- (g) The record of attendance in the minutes of Students' Council meetings is a sufficient record of a Councillor's presence and a Determination of the Council Charter Tribunal will not be required to prove the individual's absence.
- (h) If an Office is held jointly by two or more Officers, each Councillor bears individual responsibility for attending Students' Council meetings.

10. PREPARATION FOR AND ATTENDANCE AT OFFICE BEARER MEETINGS

- (a) Members of Council that are Officers must attend Office Bearer meetings scheduled by the General Secretary.
- (b) The agenda of Office Bearer meetings must include:
 - (i) reports on what each Department and Office Bearer is working on, including events, projects and campaigns; and
 - (ii) Opportunities for Office Bearers and Departments to support each other and collaborate.
- (c) If an Office is held jointly by two or more Officers, each Councillor bears individual responsibility for attending Office Bearer meetings.

11. REPORTING TO STUDENTS' COUNCIL AND COMMITTEE

- (a) Members of Council that are Officers must report in writing:
 - (i) to each ordinary Students' Council meeting;
 - (ii) to each ordinary meeting of the relevant Committee;
 - (iii) for all Officers other than the Media Office, to every edition of Farrago (provided the Officers are given at least one week's written notice of the submission deadline); and
 - (iv) annually near the end of their term of office.

- (b) If an Office is held jointly by two or more Officers, each Officer must submit a separate report.
- (c) A Councillor that:
 - (i) fails to submit a report; or
 - (ii) submits a report that does not include the information set out at R11(f);

required under this R11 in respect of a Students' Council meeting or Committee meeting may, in the sole discretion of the Students' Council, become ineligible for all or part of any Sitting Fee or Honoraria in respect of that meeting.
- (d) The record of reports received in the minutes of Students' Council meetings is a sufficient record of whether a report has been submitted. A Determination of the Council Charter Tribunal will not be required to prove a failure to submit a report:
- (e) All reports must not include personal attacks on or defamatory statements about other members of Council, UMSU employees or members of the relevant Committee.
- (f) Reports submitted to ordinary Students' Council meetings or ordinary Committee meetings must:
 - (i) include:
 - (A) an accurate summary of the Officer's actions and achievements since the last report, and their relevance to the Department;
 - (B) a record of monies approved for expenditure by the Students' Council or relevant Committee since the previous report (and whether those funds have been expended);
 - (C) a report on any conferences attended in their capacity as a Officer since the previous report; and
 - (ii) be submitted in writing to the General Secretary prior to the distribution of the agenda for the relevant meeting (provided the General Secretary gives at least two days' written notice of the deadline for publication of the agenda).
- (g) Annual reports must:
 - (i) Include an accurate summary of the Officer's actions and achievements throughout the year, and their relevance to the Department;
 - (ii) Include an evaluation of the success or otherwise of events, projects and campaigns undertaken throughout the year, with reference to the Officer's duties as outlined in this Council Charter; and
 - (iii) Any recommended Department actions to be considered for implementation by future Officers.

- (h) In addition to regular reporting obligations, Officers must provide the Students' Council and the relevant Committee with timely and accurate financial information on request.

12. HANDOVER

- (a) The following obligations apply at the end of an Officer's term of office, regardless of the circumstance under which the term ends.
- (b) In order to receive the final payment of their term in office, Officers must complete all handover duties reasonably required by the General Secretary, including:
 - (i) Provide all necessary usernames, passwords and access codes to any accounts including:
 - (A) UMSU computers;
 - (B) any and all social media accounts pertaining to their office's activities; and
 - (C) voicemail access codes for their office phone.
 - (ii) Handover office keys and parking permits.
 - (iii) Complete a final report in the template provided by the UMSU General Secretary.
 - (iv) Return any outstanding loan items to the Rowden White Library.
 - (v) Ensure that their office is clean.
 - (vi) Provide all minutes and finance documents yet to be finalised.
 - (vii) Provide an archive consisting of any items pertaining to their term of office not required by the incoming Office Bearer.
- (c) The General Secretary may prepare an Officer End of Term Checklist setting out the handover duties of Officers. Any matter included in a Checklist approved by the Students' Council will be deemed to be a reasonable requirement of the General Secretary.
- (d) An Officer that fails to complete their handover duties to the reasonable satisfaction of the UMSU General Secretary may, in the sole discretion of the Students' Council, become ineligible for all or part of any Sitting Fee or Honoraria payable to the Officer.

13. PENALTY FOR BREACHING COUNCIL CHARTER

Any member of Council may face a Motion of Censure for breaching this Council Charter. Only the Council Charter Tribunal may determine if a breach has occurred. Only Council can approve a Motion of Censure. Once passed, a Motion of Censure must be published:

- (a) in the minutes of the Council meeting where the Motion was passed;

- (b) in the next hard copy issue of the UMSU student newspaper in a place normally reserved for official notices such as corrections; and
- (c) on the UMSU website for a period of not less than 30 days.

14. DEFINITIONS

- (d) Words or expressions defined in the Constitution have the same meaning or effect as set out in the Constitution, unless the context otherwise requires.
- (e) For the purpose of these Regulations, the following definitions also apply:

ACNC Governance Standards means the standards for governance of registered charities prescribed by the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).

Council Charter Tribunal means the tribunal established by the Charter Tribunal terms of reference approved by Council from time to time.

Council Charter means this Charter, and any reference to "R" immediately followed by a number refers to that regulation or sub regulation of this Charter.

Honoraria means any payment set by resolution of the Students' Council for performance of a member of Council's role overall.

Members of Council means Voting Council Representatives and Officers.

ordinary Students' Council meetings means meetings of the Students' Council that are listed in the Student's Council Meetings Calendar distributed to Members of Council at the beginning of the academic year.

Sitting Fee means a per meeting payment set by resolution of the Students' Council for attendance at Students' Council meetings.

15. INTERPRETATION

- (a) Where these Regulations are inconsistent with the Constitution, the latter prevails and the former to the extent of inconsistency is invalid. The inconsistent rule remains valid for all other purposes.
- (b) Where relevant and subject always to R15(a), these Regulations will be taken to interpret those parts of the Constitution dealing with the expectations and conduct of members of Council.
- (c) Words or expressions defined in the Constitution have the same meaning or effect as set out in the Constitution, unless the context otherwise requires.
- (d) Provisions in the Constitution dealing with the expectations and conduct of members of Council are incorporated by reference into these Regulations and have the same operation and effect as if set out in these Regulations in the form which they appear in the Constitution.

CONSENT TO ACT AS COMMITTEE MEMBER

I, **[name of member of Council]** of [address] hereby consent to act in the capacity of a member of the Students' Council of UMSU with effect from the date of my appointment or election.

I have read and agree to comply with the UMSU Constitution.

I have read and agree to comply with the UMSU Council Charter. I understand that any benefits that might otherwise be payable to me in my role as member of Council (including any honoraria and sitting fee) may be temporarily or permanently reduced or withdrawn entirely if I breach the Council Charter.

I advise that all matters which might create a conflict with my duties or interests as a member of Council have been or will be disclosed by me as required by the ACNC Governance Standards.

I declare that:

- I am not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth); and
- I have not been disqualified by the ACNC Commissioner at any time during the previous year from being a responsible person (what the ACNC Act refers to as a 'responsible entity') of a registered charity.

While I am a member of Council, I agree to notify the Students' Council as soon as possible if I do become disqualified from managing a corporation within the meaning of the *Corporations Act 2001* (Cth), or am disqualified by the ACNC Commissioner.

.....
NAME:

DATED this

day of

2020