

## Information for prospective Graduate Member of Council

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### **Southern Cross University Council**

Council is the governing authority of the University and is responsible for oversight of the University's affairs.

Council is chaired by the Chancellor and has 13 members:

- a) the Chancellor;
- b) the Vice Chancellor;
- c) the Chair of Academic Board;
- d) two members appointed by the NSW Minister of Education;
- e) four external members appointed by Council, including one member who is a graduate of the University,
- f) three elected staff members; and
- g) one elected student member.

Council members possess a range of expertise in the fields of higher education, legal, financial management, risk management, strategic planning, business acumen, marketing and communication.

### **Term of Office**

The graduate member will be appointed for a period of up to four years as determined by Council.

### **Eligibility for Nomination**

To be eligible to be appointed as graduate member, the person:

1. must be a graduate of Southern Cross University or one of its predecessor institutions\*; and
2. cannot be a current University student or staff member (in any capacity).

The nomination must be supported by two graduates of Southern Cross University or its predecessor institutions.

*\*Southern Cross University predecessor institutions include The University of New England-Northern Rivers, Northern Rivers College of Advanced Education, and Lismore Teacher's College.*

### **Commitment**

The time commitment for a Council member is estimated at a minimum of 40 hours per calendar year, excluding any possible membership of a subcommittee of Council.

There are up to five Council meetings per year which take place at any of the University's campus locations. The graduate member may also be asked to be a member of one of the Council's committees.

All Council member roles are voluntary and are not remunerated. However, members' reasonable costs associated with Council duties are met by the University.

The graduate member cannot be a University student or staff member during the term of office.

### **Obligations**

Council members have specific legal obligations to the University which are similar to the duties of a company director under the *Corporations Act 2001* (Cth). Council members' duties under the [Southern Cross University Act 1993 \(NSW\)](#) and general law include:

- (a) Duty to carry out functions of a Council member in good faith in the best interests of the University as a whole and for a proper purpose;
- (b) Duty to act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions;
- (c) Duty not to act for an improper purpose;
- (d) Duty not to make improper use of the position on Council to gain, directly or indirectly, an advantage for the Council member or another person or to cause detriment to the University;
- (e) Duty not to make improper use of information acquired because of the Council position to gain, directly or indirectly, an advantage for the Council member or another person or to cause detriment to the University;
- (f) Duty to retain discretion, that is, not taking on an obligation to another party that will mean having to exercise duties and functions as a Council member in a particular way;
- (g) Duty to avoid conflicts of interest; and
- (h) Duty to declare a conflict of interest as soon as possible when a matter arises at a meeting of Council or that is to be considered by Council for which the Council member has a real or apparent conflict.

Council members are "officers" of the University and should also be aware of their obligations under the University's [Code of Conduct](#).

### **Potential Conflicts of Interest**

A graduate member does not "represent" the graduates of the University. Rather they are expected to bring a graduate perspective to the Council. All Council members, whether appointed or elected, are required by law to act in the interests of the University as a whole rather than for the group from which they have been appointed or elected.

If a Council member has a real or apparent conflict of interest in relation to a matter arising for consideration by the Council must declare a conflict of interest as soon as possible.

### **Confidentiality of Proceedings**

The matters discussed by Council are confidential. No Council member may divulge Council information beyond the content of the Council Report issued to all University staff.