

# Council Charter

## Section 1 - Overview

(1) This Charter sets out the role and responsibilities of the Council and its members, responsibilities delegated to committees or to management, as well as the membership and the operation of the Council.

(2) The Charter plays a significant role in the University's governance framework as the primary reference point for Council members and is supported by a broader suite of documents assembled in handbook format. The handbook can be accessed on the Council member's BoardPad portal. The index and publicly available information is also published on the University's [Council Handbook](#) website.

## Section 2 - The University Council's Role in Governance

### Role of the University Council

(3) The University Council is responsible for the governance of the University.

(4) The Council acts in the best interest of the University, driving the performance of the University through strategy and stewardship, by providing overall strategic guidance for the University and overseeing senior management in carrying out that strategic direction.

(5) The Council operates in accordance with the [University of Newcastle Act 1989 No 68](#) (the Act) and the [University of Newcastle By-law 2017](#) (the By-law), which set out the powers and functions of the University and how these must be performed.

(6) Council members are involved in the matters that the Council has reserved to itself to achieve its role and includes the matters outlined in the statement of its primary responsibilities as adopted by Council:

a. Strategic direction:

- i. Oversee the development of, and approve, the University's mission and strategy, and annual plans and budgets.
- ii. Monitor the University's performance in meeting these plans and objectives.

b. Management oversight:

- i. Appointment to the position, and if required the removal, of the Vice-Chancellor, determining the remuneration of the Vice-Chancellor, and monitoring the Vice-Chancellor's performance.
- ii. Approve the appointment, remuneration and service conditions of senior executive staff, ensuring the University has the right people with the right skills.

c. Research, education, and University awards:

- i. Oversee and monitor the academic activities of the University, including the maintenance of academic standards.
- ii. Approve University courses, degrees and awards, including revocation of such awards if required.

- iii. Award honorary degrees and other honorary awards.
  - iv. Approve membership and rules relating to the activities of the Academic Senate.
- d. Financial and capital oversight:
- i. Oversee, review and approve the annual financial reports.
  - ii. Monitor financial results on an ongoing basis.
  - iii. Oversee the University's accounting and financial management systems.
  - iv. Approve decisions affecting the capital of the University, including the capital management plan, [investment policy](#), engaging a funds manager and major financing arrangements.
  - v. Review, approve and monitor the progress of major capital expenditure, material commitments, and commercial activities above delegated limits.
  - vi. Develop or acquire a new University campus or operating location, approve the purchase or sale of University land, buildings and/or facilities, estate master plans, asset management plans and policies.
  - vii. Approve significant leases, licences and tenancy arrangements up to 21 years (make recommendations to the Minister for arrangements over 21 years in accordance with the Act) and all naming rights.
- e. Ethical standards:
- i. Establish and model the University's culture, values and principles.
  - ii. Act to protect and enhance the University's reputation and corporate integrity.
  - iii. Actively promote ethical and responsible decision-making and monitor the system of accountability for ethical practice.
  - iv. Establish and maintain a code of conduct and receive an annual report from management in relation to compliance with the code.
- f. Corporate governance and regulatory compliance:
- i. Establish appropriate standards of corporate governance and regulatory compliance.
  - ii. Establish University rules and policy principles consistent with legal requirements and community expectations, and review their effectiveness.
  - iii. Approve and monitor the effectiveness of the University's (& its controlled entities) control and accountability systems and review reporting under those systems.
- g. Risk oversight:
- i. Establish, approve and regularly review policies governing risk oversight and management.
  - ii. Oversee the annual review of strategy and operations and updates to University's risk profile, and review the profile in line with the risk appetite set by the Council in conjunction with management.
  - iii. Establish, oversee and regularly review the management of risk, including commercial undertakings, and other activities which may have a material impact on the University.
  - iv. Establish policies and oversee performance with respect to the University's commitment to the health and safety of employees, contractors, students and the community.
  - v. Review, approve and monitor the establishment of legal structures including a company, partnership, trust, other incorporated bodies, or joint venture, or the winding up of such companies.
  - vi. Take reasonable steps to understand risks to the University arising from the University's interest in other entities.
- h. Stakeholder management and networking
- i. Effectively represent the range of University stakeholders.
  - ii. Establish and monitor policies governing the University's relationship with stakeholders and the broader community.
  - iii. Establish and participate in an active stakeholder engagement strategy and create valued relationships with our communities – regionally, nationally and globally.

## **Structure of the University Council**

(7) The Council is comprised of 16 members:

- a. Three official members - The Chancellor, Vice-Chancellor and the President of Academic Senate;
- b. Four elected members - two academic staff, one professional staff member and one student;
- c. Seven external members appointed by the Council; and
- d. Two external members appointed by the Minister.

(8) Three external members must be graduates of the University.

## **Appointment and Election of Members**

(9) Procedures for the appointment and election of members are prescribed under the By-law, and complemented by processes approved by the Nominations Committee. When considering appointment to Council, the Nominations Committee identifies candidates with appropriate skills, experience and expertise that best complement the Council's effectiveness, for recommendation to the Council. For some roles, the Council may be asked to advise the minister on the Council's skill requirements.

(10) Council members are engaged by a letter of appointment setting out the terms and conditions of their appointment. Members are provided with a Deed of Access and Indemnity upon appointment which sets out, insurance, indemnity and the basis upon which Council members will have access to the University Books. This latter right continues for seven years after they cease to be members.

(11) The total time on Council must not be more than 12 consecutive years of office unless the Council otherwise resolves in relation to the person.

(12) The Chancellor of the University is elected by the Council in accordance with the Act for a term of four years. The Chancellor may be re-elected upon expiry of a term of office if eligible to hold the office.

(13) Council members are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. The Council allocates an annual budget to encourage Council members to participate in training and professional development programs.

## **Council Member Independence**

(14) The Council's policy is that the Council will have a majority of members who are external members, judged by the Council to have independence. Members will be of good character, free of material relationships with the University and other entities and people that might influence or would be perceived to influence such judgement.

## **Delegations of Authority to Committees**

(15) The Council may establish and delegate responsibility to committees to consider certain issues in further detail who report back to and advise the Council. The Council adopts a specific charter for each committee setting out the authority, responsibilities, membership and its operation. The Council has adopted the policy that its committees are comprised with a majority of external members.

(16) The University's By-Law prescribes a Nominations Committee, its composition, committee appointment terms and the procedures for the appointment and election of members to the Council.

(17) With the exception of the Chancellor's Committee, Council members are entitled to attend committee meetings, including Academic Senate and its committees, with rights of audience and debate and to receive committee papers.

(18) Committees maintain minutes of their meetings and are entitled to obtain professional or other advice including co-opting up to two external persons in order to effectively carry out their proper functions.

(19) The Chair of each committee will report back on the business conducted at committee meetings to the Council at the next meeting of the Council.

### **Delegations to the Vice-Chancellor**

(20) The Council has delegated to the Vice-Chancellor the authority to manage the day to day affairs of the University, other than those responsibilities reserved to itself. The Vice-Chancellor has the authority to sub-delegate.

(21) The Council is accountable for all of its decisions, even those made under delegation, and requires the Vice-Chancellor to establish reporting mechanisms to keep the Council informed of delegated activities.

(22) The delegations of authority are maintained by the University Secretary and are reviewed by the Council as appropriate from time to time.

(23) A delegation of authority does not prevent the Council exercising any of its powers, authorities, duties or functions.

### **Rules**

(24) The Council may make Rules not inconsistent with the Act and By-law which have the same force and effect as a By-law.

## **Section 3 - Key Governance Roles at the University**

### **The Chancellor**

(25) The Chancellor is appointed by the Council and holds office in accordance with the Act and on the conditions determined by the Council. The Chancellor (and Chairman of the Council) is an independent, non-executive director selected on the basis of achievement and record as a leader. The Chancellor utilises experience, skills and leadership abilities to facilitate governance processes and is responsible for:

- a. Leadership of the University Council in performing its strategic and stewardship roles;
- b. Efficient organisation and conduct of the Council's functions and meetings;
- c. Facilitating the effective contribution and communications with members of the Council;
- d. Promoting a positive culture for the Council and between the Council and management;
- e. Promoting constructive relations between the position and Vice-Chancellor including the provision of mentoring and advice;
- f. Representing the Council to the community as the official spokesperson for the University Council;
- g. Scheduling regular evaluations of the Council's performance;
- h. Ensuring that independent members of Council meet separately at least annually;
- i. Reviewing corporate governance matters with the University Secretary and reporting on those matters to the Council; and
- j. Presiding at official ceremonies and functions of the University.

(26) The Council may, by resolution, confer functions or authority upon the Chancellor as it deems appropriate.

## **The Deputy Chancellor**

(27) The Deputy Chancellor is elected by the Council to support the Chancellor. The Deputy Chancellor assumes all functions of the Chancellor including presiding at official ceremonies and functions of the University on behalf of the Chancellor in the absence of the Chancellor, during a vacancy in the office of Chancellor or during the inability of the Chancellor to act.

## **The Vice-Chancellor and President**

(28) The Vice-Chancellor and President (Vice-Chancellor) or principal executive officer of the University, is appointed by the Council.

(29) The Vice-Chancellor is responsible for the attainment of the University's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Council.

(30) The Vice-Chancellor represents the University to the community as the official spokesperson for the University on operational matters.

(31) The Vice-Chancellor manages a team of executives responsible for the functions contributing to the success of the University, and maintains succession plans for these roles.

(32) The Vice-Chancellor's performance is assessed annually in light of the achievement of goals, targets and other key performance indicators as determined by the Chancellor's Committee.

(33) The Vice-Chancellor is a Council member, with the duties and responsibilities of a member of the Council.

## **President of Academic Senate**

(34) The President of Academic Senate is elected by the full-time members of the academic staff of the University from amongst the Professors and Associate Professors, to:

- a. Provide leadership of the Academic Senate in performing its academic governance role;
- b. Efficient organisation and conduct of the Academic Senate's functions and meetings;
- c. Facilitating the effective contribution and communications with members of the Senate;
- d. Promoting a positive culture for the Academic Senate and between the Senate and management; and
- e. Representing the outcomes of the Academic Senate – the principal academic forum for discussion and principal advisory committee on academic matters – to the University Council and facilitating communications and advice on academic matters to the University Council.

(35) The President of Academic Senate is a member of the Council, and has the duties and responsibilities of a member of the Council.

## **Academic Senate**

(36) The Academic Senate is the primary forum for debate on academic issues in the University and has a major role in academic quality assurance processes. It is the principal advisory committee to the Council on academic matters. The Academic Senate reports to the Council through its President.

## **Pro Chancellors and other Council Roles**

(37) The Council may appoint one or more of its members to the office of Pro Chancellor for a term of up to 2 years. A Pro Chancellor is eligible for re-appointment upon expiry of a term of office.

(38) A Pro Chancellor supports the Chancellor and Deputy Chancellor and may preside at official ceremonies and functions of the University on behalf of the Chancellor, specifically in the absence of the Chancellor and Deputy Chancellor.

(39) The Council may confer functions or authority upon Council members as it deems appropriate.

## **University Secretary**

(40) The University Secretary is the secretary to the Council and is accountable to the Council through the Chancellor, on all corporate governance matters. Responsibilities to Council include:

- a. Advising Council members on the obligations of the University and themselves;
- b. Facilitating the University's corporate governance processes and advising the Council on governance programs, compliance activities and risk management;
- c. Company secretarial provision including Council meetings (agendas, Council papers and minutes);
- d. Carrying out the instructions of the Council, usually in conjunction with the Vice-Chancellor, giving practical effect to the Council's decisions;
- e. Retaining independent advisory services at the request of the Council, and in consultation with the Vice-Chancellor;
- f. Communication with regulatory bodies, and for statutory and other filings;
- g. Facilitating the induction of newly appointed members and professional development programs;
- h. Developing and maintaining information systems and processes, appropriate for the Council to fulfil its role; and
- i. The authority to make administrative amendments to University rules, policies and procedures.

(41) The University Secretary is a key point of contact for Council members on Council matters.

(42) The Council is responsible for the appointment and termination of the University Secretary.

# **Section 4 - What is Expected of Council Members?**

## **Skills, Qualities and Experience**

(43) The Council has developed a skills matrix indicating the skills, experience, expertise and qualities it requires of its members. The University's legislation specifies some of these requirements. The Council reviews its skills profile as part of its regular performance review.

Skills, Experience and Expertise	Qualities
<ul style="list-style-type: none"> <li>- Advocacy and fundraising</li> <li>- Audit</li> <li>- Commercial expertise</li> <li>- Community and business engagement, including commercialisation of research</li> <li>- Digital technologies</li> <li>- Domain expertise, e.g. Medical, Engineering etc.</li> <li>- Financial</li> <li>- Governance</li> <li>- Higher Education knowledge</li> <li>- Interest/experience in equity and diversity</li> <li>- International business experience</li> <li>- Legal experience/qualifications</li> <li>- Marketing and communications</li> <li>- Networking and dealing with stakeholders</li> <li>- Risk Management experience/skills</li> <li>- Strategic planning/leadership</li> <li>- University of Newcastle graduate</li> </ul>	<ul style="list-style-type: none"> <li>- Unquestioned honesty and integrity</li> <li>- A proven track record of creating value</li> <li>- Time available to undertake the role</li> <li>- A preparedness to question, challenge and critique</li> <li>- Ability to listen, analyse, think clearly and work in a collegiate manner with others</li> <li>- A willingness to understand and commit to the highest standards of governance of the University</li> <li>- An appreciation of the objectives, values, functions and activities of the University, its independence and academic freedom</li> <li>- The capacity to appreciate what the University's external community needs from it.</li> <li>- Engage in collegiate behaviour and act in a mutually respectful manner</li> </ul>

## Standards of Behaviour

(44) Council members are required to behave ethically, in keeping with Part 4A and Schedule 2A of the Act, and must act honestly in the best interests of the University, at all times preferring the University's benefit to:

- a. Personal advantage, whether financial or otherwise;
- b. The advantage of any other person or organisation; or
- c. The advantage of any group qualifying a member for election or appointment to Council.

(45) The Council has adopted the following Council Member Code of Conduct, and relevant policies to deal with conflicts of interest or duty, including the provision or receipt of gifts, benefits or hospitality, requiring Council members to:

- a. Act in the best interests of the University – demonstrate accountability for actions, accept responsibility for decisions, do not engage in activities that could negatively impact the reputation of the University;
- b. Exercise care and diligence – commit the time necessary to effectively discharge the role, prepare adequately, attend and participate at Council meetings, ascertain all relevant information, make reasonable enquiries, understand the financial, strategic, and other implications of decisions;
- c. Act honestly and for a proper purpose – be open and transparent in dealings, avoid bias or self-interest, demonstrate respect for others;
- d. Use the position appropriately – do not use a position on Council to seek an undue personal benefit, advantage family members or associates, or to cause detriment to the University. Decline gifts that may cast doubt on the ability to apply independent judgement as a member of the Council;
- e. Use information appropriately – ensure information gained as a member of the Council is only applied to proper purpose and kept confidential;
- f. Avoid conflicts - disclose any interest, direct or indirect, which conflicts with the duty to the University. It is not obligatory to disclose an interest which naturally follows from membership of the group qualifying you for election or appointment to the Council and is not otherwise special or personal;
- g. Be financially responsible – understand financial reports, audit reports and other financial material that comes before the Council, actively enquire into this material, do not trade if insolvent;
- h. Act within the powers and functions set out in the [University of Newcastle Act 1989 No 68](#);
- i. Act collegiately and in a mutually respectful manner – be a team player and treat fellow members, University

staff and students and members of the public with honesty, respect and courtesy; and

- j. Demonstrate leadership and stewardship, promoting and supporting the University's values in accordance with the values specified in this Charter.

## **Conflict of Interest or Duty**

(46) If a conflict exists, it must be declared and managed in the best interests of the University. An interest in relation to any matter on the agenda must be declared at the meeting, even if it has been declared previously. Declared conflicts are recorded in the minutes of the Council meeting, together with details of how the Council dealt with the conflict.

(47) A Chair or the Chancellor may instruct the University Secretary to withhold papers relating to a particular matter from a Council member after that Council member has declared a conflict of interest with respect to that matter.

(48) Council members complete a [Statement of Interests Declaration](#) as part of their induction process, and update the declaration annually, or as circumstances change. The University Secretary maintains a Register of Interests, which is published each Council meeting.

# **Section 5 - How the Council Operates**

## **Meetings**

(49) The Council will meet as frequently as required, but not less than four (4) times a year. The Council may rotate the location of its meetings to visit major facilities of the University.

(50) In establishing the meeting agendas, the Chancellor and Committee Chairs meet with the Vice-Chancellor and University Secretary to determine which matters require the Council's attention and/or decision. The agenda may need to allow for relevant presentations to the Council and where appropriate, management attendance to discuss a particular agenda item.

(51) Best endeavours will be undertaken to provide the meeting agenda and papers to members one (1) week prior to the scheduled meeting. No papers requiring consideration or decision can be tabled at a Council meeting except with the unanimous approval of those members of Council present at the meeting.

(52) Council papers should be concise standalone documents that provide the information that the Council requires to fully understand the issues being raised and, where required, to make an appropriately informed decision that meets the needs of the University. The Council has an agreed template for papers and requires the purpose of each Council paper to be clearly stated to assist Council members to understand management's requirements. The information needs of management and the Council are quite different, Council papers require context and succinct coverage of the key elements of strategy, risk, financial value and operational impact. The Council will source management reports from the VC where greater detail may be required.

(53) Members are required to attend and participate at Council meeting. Members unable to attend a meeting must advise the Chair or University Secretary ahead of the meeting. The Council's preference is to conduct meetings in person. The Council may also conduct meetings by telephone or video conference provided all Council members have a reasonable opportunity to participate in the meeting. Participation is equivalent to attendance at a regular meeting. The nearest whole number above one half of the membership of the Council for the time being constitutes a quorum.

(54) Meetings are conducted so that matters are debated openly and constructively. Council members are committed to collective decision making, but have a duty to bring an independent judgement to bear in decision-making. Individual Council members must utilise their particular skills, experience and knowledge when discussing matters at Council meetings. Council members commit to the consensus view once a decision is made by the Council. The

Council member decision checklist may be used to support decision processes. The Council also has a formal voting procedure which is required for some processes.

(55) The signed minutes should be entered in the minute book within 1 month of the meeting. A full set of minutes is kept by the University Secretary. Annotations made by members in their electronic papers are not retained as part of the University's recordkeeping process.

(56) To facilitate an even workflow throughout the year, the Council adopts a twelve month calendar, which includes all scheduled Council and committee meetings as well as major items of Council business. External members periodically meet without executive members, management, staff or students.

### **Starring**

(57) Any member may request that an item be starred for discussion at Council. This usually occurs at the conclusion of a Committee meeting or prior to consideration of business at a meeting of Council. The Chancellor may also use discretion on additional items to be starred for discussion by the Council.

(58) At the Council meeting, non-starred items are considered 'en globo' and a vote taken in the affirmative is regarded as conclusive evidence that the motions are approved by the meeting.

### **Urgent Decision Making**

(59) The process and consideration of business in between scheduled meetings of Council is at the Chancellor's discretion.

(60) The Chancellor's Committee or the Chancellor together with the Vice-Chancellor, have authority delegated from Council to consider urgent business. Authority exercised under urgent business delegation is reported to the Council.

(61) The Chancellor may request to conduct a meeting by flying minute in respect of a routine matter where it is convenient to conduct a vote of members or the matter is of an urgent matter. A flying minute must be agreed by at least two-thirds of members, and is deemed to be passed at the time when the motion was last approved by a member. Flying minutes are ratified at the next meeting of the Council.

### **Major Correspondence**

(62) The Council is made aware of major correspondence received by the Chancellor, the Vice-Chancellor, University Secretary, or other senior officers of the organisation, including, but not limited to, any non-routine correspondence from:

- a. The Minister;
- b. The Auditor General (and other external auditors);
- c. Any Federal, State or Local Government Body;
- d. Any correspondence which significantly impacts on the compliance requirements of the members of the Council;
- e. Any correspondence which may have a significant impact on the University;
- f. Any writ, summons or correspondence taking or threatening legal action against the University and whose claim is greater than \$100,000; and
- g. Any related party transactions which have occurred in the past month or are proposed to occur.

### **Independent Professional Advice**

(63) Following consultation with the Chancellor, any member of Council may request access to independent professional advice at the expense of the University on any matter connected with the discharge of their

responsibilities. Generally, this advice will be available to all members on Council. Such requests are communicated to the Vice-Chancellor by the University Secretary.

## **Access to Management**

(64) The members of Council have complete and open access to management, and are expected to keep the Chancellor and Vice-Chancellor fully informed as appropriate. The University Secretary is a primary point of contact for Council member queries or issues.

# **Section 6 - Maintaining Effectiveness**

## **Council Evaluation**

(65) The Council is responsible for its own effectiveness as a governing body. It assesses its own performance as well as the performance of individual members at least every two (2) years and develops actions plans as required. Independent advisory firms with expertise may be engaged to facilitate the process, as the Council considers appropriate.

(66) Annually, there is a performance evaluation of each of the committees of Council, and assessment against the governance guidelines outlined in the Voluntary Code of Best Practice for the Governance of Australian Universities.

(67) Processes are regularly reviewed to ensure they meet good practice guidelines.

## **Vice-Chancellor Evaluation**

(68) The Chancellor's Committee will review the performance of the Vice-Chancellor on at least an annual basis and report to the Council the findings of those reviews.

## **Council Member Remuneration**

(69) The Council determines the level of remuneration paid to external and student members of the Council. Elected staff members are not remunerated for their role on the Council, as membership of the Council is a valuable part of a staff member's professional development.

(70) Members of the Council are entitled to be reimbursed for their reasonable travel, accommodation and expenses when travelling to and from meetings of the Council or its committees, or when otherwise engaged in the business of the University.

(71) Non-executive members of the Council receive statutory superannuation, have directors' and officers' insurance premiums paid and are indemnified by the University as permitted by law.

## **Executive Remuneration**

(72) The Chancellor's Committee reviews executive remuneration annually.

# **Section 7 - Review**

(73) The Council is responsible for reviewing the Council Charter and division of functions and responsibilities to determine appropriateness to the needs of the University at two (2) year intervals. Amendments to the charter are by resolution of the Council.

# Section 8 - Schedule 1

(74) Council Member Decision Checklist

## Status and Details

<b>Status</b>	Historic
<b>Effective Date</b>	5th April 2017
<b>Review Date</b>	31st December 2019
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	5th April 2017
<b>Expiry Date</b>	23rd August 2021
<b>Responsible Executive</b>	Daniel Bell University Secretary
<b>Enquiries Contact</b>	Daniel Bell University Secretary <hr/> Legal and Governance Services

## Glossary Terms and Definitions

**"Academic Senate"** - The Academic Senate of the University as described in the University of Newcastle Act 1989.

**"Council"** - The governing authority of the University established under section 8A of the University of Newcastle Act 1989.

**"Graduate"** - (Noun) Has the same meaning as in section 3(2) of the University of Newcastle Act 1989.

**"Honorary award"** - An honorary degree conferred by the University, without examination, as a mark of esteem.

**"Council member"** - A person who is a member of the University Council as described in Section 8B of the University of Newcastle Act, 1989.

**"Risk"** - Effect of uncertainty on objectives. Note: An effect is a deviation from the expected, whether it is positive and/or negative.

**"Risk management"** - The co-ordination of activities to optimise the management of potential opportunities and reduce the consequence or impact of adverse effects or events.

**"Risk appetite"** - An organisation's approach to assess and eventually pursue, retain, take or turn away from risk.

**"Risk profile"** - Description of any set of risks.

**"Academic staff"** - A person employed as an academic staff member or appointed as an academic honorary appointee (including adjunct, clinical conjoint, visiting, honorary and conjoint appointments), but does not include persons who are employed solely as teachers or professional staff.

**"Asset"** - Any tangible or intangible item (or group of items) that the University owns or has a legal or other right to control and exploit to obtain financial or other economic benefits.

**"Award"** - When referring to a University qualification, this term means an academic qualification approved by Academic Senate that is conferred when a student has met the relevant program requirements. For all other uses of this term, the generic definition applies.

**"Campus"** - means any place or premises owned or controlled by the University, but may also specifically refer to a

designated operating location such as the Callaghan Campus.

**"Capital expenditure"** - Expenditure relating to the purchase, creation or subsequent improvement of an asset controlled or owned by the University. Capital expenditure may relate to tangible assets (such as land, buildings, or equipment) or intangible assets (such as intellectual property or long term software licences) that have a useful life beyond 12 months. Expenditure that simply maintains an asset in its current state is an operating expense (repairs and maintenance) and is not capital expenditure.

**"Commercial activities"** - As defined in the University of Newcastle Act 1989.

**"Course"** - When referring to a course offered by the University, a course is a set of learning activities or learning opportunities with defined, assessed and recorded learning outcomes. A course will be identified by an alphanumeric course code and course title. Course types include core courses, compulsory courses, directed courses, capstone courses and electives. For all other uses of this term, the generic definition applies.

**"Law"** - All applicable statutes, regulations, by-laws, ordinances or subordinate legislation in force from time to time anywhere in Australia, whether made by the Commonwealth, a State, a Territory or a local government and, where the context permits, includes the common law and equity.

**"Student"** - A person formally enrolled in a course or active in a program offered by the University or affiliated entity.

**"Candidate"** - With regard to Higher Degree by Research it has the same meaning as student. For all other instances it is a person considered for appointment to a position.

**"Establishment"** - When referring to an Award offered by the University, establishment means the process of approving an award that the University has decided to offer. For all other uses of this term, the generic definition applies.

**"Officer"** - Has the meaning given in the Corporations Act 2001 (Cth), or any replacing legislation.

**"Program"** - When referring to learning, a program is a sequence of approved learning, usually leading to an Award. For all other uses of this term, the generic definition applies.