

# Schedule 1 – Matters Reserved for Council and Council Committees

This document is a schedule to the Governance Rule and should be read in conjunction with that document.

This schedule details the powers and functions that the University Council has excluded from the general delegation provided to the Vice-Chancellor (see Clause 4 of the Governance Rule) and has reserved for itself or has delegated to its committees in accordance with their approved charters and as indicated below.

Ref	Reserved Matters	Delegations to Committees (A=Approve R=Recommend)								Reference	
		People and Culture	Academic Senate	Chancellor's	Controlled & Associated	Finance	Nominations	Risk	Strategic Development		
	IN RELATION TO THE COUNCIL										
R1.	Elect the Chancellor and Deputy Chancellor						R			Sections 10(1), 11(1) of the University of Newcastle Act 1989 (UON Act) Council Charter.	
R2.	Nominate external members of Council to be appointed by the Minister						R			Section 8G(3) of UON Act clause 10 of the University of Newcastle By-law 2017 (By-law)	
R3.	Appoint Council-appointed members of the Council						R			Section 8F(1) of the UON Act clause 10 of the By-law	
R4.	Resolve to appoint or elect a member of Council to serve for more than 12 consecutive years						R			Section 9(3) of the UON Act	
R5.	Fill casual vacancies on Council						R			Schedule 1, Section 3 of the UON Act and clause 11 the By-law	
R6.	Excuse a Council member's absence from more than three consecutive meetings						R			Schedule 1, Section 2(i) of the UON Act	
R7.	Remove the Chancellor, Deputy Chancellor or member of Council from office									Section 11A of the University of Newcastle Act and Schedule 2A and Section 21G of the UON Act	
R8.	Approve a statement of Council's responsibilities, the Council Induction and Development program and/or other policies and procedures to support the business of Council						R			Sections 16(1B)(k) and (l) of the UON Act, Schedule 1, Section 6 of the UON Act and Nominations and Legislation Committee Charter	
R9.	Establish and disestablish Council committees and appoint and terminate members of such committees						R			Schedule 1, Section 4 of the UON Act and Nominations and Legislation Committee Charter	
R10.	Determine the procedure for the calling of Council and committee meetings and the conduct of business of meetings						R			Schedule 1, Sections 4(3) and 6 of the UON Act, Nominations and Legislation Committee Charter	
R11.	Determine and approve the process for regular review of the Council's performance						R			Section 16(1B)(j) of the UON Act	
R12.	Determine and approve remuneration levels for members of Council			R						Schedule 1, Section 10 of the UON Act and the Chancellor's Committee Charter	

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UB1	Approve urgent business which must be conducted between scheduled meetings of the Council			A						This delegation may also be exercised by the Vice-Chancellor together with the Chancellor or Deputy Chancellor (authorised by Council resolutions C03:18, C11:037 and C11:110). The matter is to be ratified at the next meeting of the Council.
<b>STRATEGIC DIRECTION</b>										
R13.	Oversee the development of, and approve, the University's mission, strategic plan, capital management plan, and annual corporate plan and budget					R			R	Section 16(1B)(d) the Strategic Development Committee Charter and Finance Committee Charter
R14.	Monitor the University's performance against its mission, strategic plan, capital management plan, and annual corporate plan and budget.					R			R	Section 16(1B)(b) and Schedule 1, Section 4(1) of the UON Act and Strategic Development Committee Charter
<b>MANAGEMENT OVERSIGHT</b>										
R15.	Appointment to the position, and if required the removal, of the Vice-Chancellor of the University. Determine the period of appointment, terms and conditions of employment and remuneration for such an appointment. Approve commencement of recruitment action, appropriate documentation, selection criteria/techniques and selection committee membership.			R						Sections 12(1) and 12(2) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Chancellor's Committee Charter
R16.	Determine and review the remuneration of the Vice-Chancellor on an annual basis.			A						Council resolution C17:072 and Chancellor's Committee Charter.
R17.	Set, approve, monitor and evaluate the progress of, the Vice-Chancellor's performance against agreed goals and targets			A						Section 16(1B)(a) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Chancellor's Committee Charter.
R18.	Determine principles and guidelines for the establishment and disestablishment of senior executive positions including the general provisions for remuneration and conditions of employment			A						Section 16(1)(b) and Schedule 1, Section 4(1) of the UON Act and Chancellor's Committee Charter.
R19.	Establish or disestablish positions of Deputy Vice-Chancellor, Pro Vice-Chancellor, or Chief Operating Officer			A						Section 16(1)(b) and Schedule 1, Section 4(1) of the UON Act and Chancellor's Committee Charter.
R20.	Approve the establishment and disestablishment of faculties and other bodies of the University that involve material changes to the University's organisational structure.		R						R	Sections 16(1)(h) and 29 of the UON Act; Rules Governing Establishment of Faculties and Other Bodies (Excluding Schools) 000109; and Strategic Development Committee Charter

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		People and Culture	Academic Senate	Chancellor's	Controlled & Associated	Finance	Nominations	Risk	Strategic Development	
R21.	Appointment, and if required the removal, of the University Secretary. Approve the functions, delegations, remuneration and performance of the University Secretary against agreed goals and targets									Council Charter Schedule 3 of the Governance Rule
R22.	Monitor and evaluate the performance of the University Secretary in line with position description.									
<b>ACADEMIC GOVERNANCE OVERSIGHT</b>										
R23.	Determine which degrees, diplomas and other certificates the University offers, and their award titles, through the establishment and disestablishment of awards and exit awards		A							Section 16(1)(a) of the UON Act Governance Rule Rules Governing Awards and Programs, and Rule Listing Awards
R24.	Approve the form of the University testamur		R				R			Section 16(1)(a) of the UON Act
R25.	Approve, monitor, and review processes and structures, and assign responsibilities, to provide for academic oversight of the quality of teaching, learning, research, and research training.		A							Higher Education Standards Framework (Threshold Standards) 2015, Constitution of the Academic Senate Rule, and the Council Charter.
R26.	Set and monitor institutional benchmarks for academic quality and outcomes		A							Higher Education Standards Framework (Threshold Standards) 2015, Constitution of the Academic Senate Rule, and the Council Charter.
R27.	Approve, monitor, and review processes and structures, and assign responsibilities, to provide competent advice to the Council and management on academic matters, including advice on academic outcomes, policies and practice.		R							Higher Education Standards Framework (Threshold Standards) 2015, Constitution of the Academic Senate Rule, and the Council Charter.
R28.	Approve academic policies and monitor and review their effectiveness		A							Higher Education Standards Framework (Threshold Standards) 2015, Constitution of the Academic Senate Rule, and the Rules Governing Awards and Programs
R29.	Approve, monitor, and review effective quality assurance of program design and approval processes, monitoring, reviewing and updating established programs to meet self-accreditation requirements.		A							Higher Education Standards Framework (Threshold Standards) 2015 and the Rules Governing Awards and Programs
R30.	Approve the membership categories and functions of the Academic Senate.		R				R			Section 15 of the UON Act, the By-law and the Constitution of the Academic Senate Rule
R31.	Approve the structure and membership of committees of Academic Senate		A							University of Newcastle Act, University of Newcastle By-law, Constitution of the Academic Senate Rule
R32.	Delegate authority to committees of Academic Senate		R				R			

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R33.	Approve the establishment and disestablishment of faculties and other bodies of the University		R						R	Sections 16(1)(h) and 29 of the UON Act; Rules Governing Establishment of Faculties and Other Bodies (Excluding Schools) 000109; and Strategic Development Committee Charter
R34.	Approve honorary degrees and other honorary awards						R			Section 16(1)(a) and Schedule 1, Section 4(1) of the UON Act, Clause 26 of the Governance Rule, and Nominations and Legislation Committee Charter
R35.	Confer the title of Professor Emeritus, including a Professor Emeritus title that takes account of any appointment of special distinction (eg. Emeritus Laureate Professor).						A			Section 16(1)(a) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Nominations and Legislation Committee Charter
R36.	Revoke awards conferred by the University (including honorary awards and titles)						R			Section 16(1)(a) of the UON Act and Rule Governing Conferral of Awards and Graduation
<b>FINANCIAL OVERSIGHT</b>										
R37.	Oversee, monitor and evaluate the financial performance of the University against approved plans and budgets					R				
R38.	Approve material accounting matters involving the interpretation and application of relevant accounting standards requiring judgement (where these will flow through into the annual financial statements)					A				Current accounting standards apply.
R39.	Approve the University's annual financial statements					R				Annual Reports and Statutory Bodies Act 1984
R40.	Approve material changes to the University's funding arrangements					R				

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		People and Culture	Academic Senate	Chancellor's	Controlled & Associated	Finance	Nominations	Risk	
R41.	Where a transaction is: 1. >=\$5 million; OR 2. the risk is assessed by management as extreme; the Council reserves the authority to: <ul style="list-style-type: none"> <li>approve a procurement plan / strategy;</li> <li>approve expenditure; and</li> <li>approve the execution of contracts, options to extend a contract, or contract variations.</li> </ul>					R			Section 16(1B)(g), Section 16(1A)(c) and Section 16(1B)(e) of the UON Act, The Finance Committee Charter and Chancellor's Committee Charter
R42.	Approve the write-off, sale or trade-in of assets where the financial effect > \$1M					R			Section 16(1A)(c) and Schedule 1, Section 4(1) of the UON Act
R43.	Approve the University's investment policy, including the ethical investment principles, and establish, oversee and evaluate the performance of, and disestablish common investment funds for the University (including a superannuation scheme)					A			Section 16(1B)(h), 16(1)(e), Schedule 1, Section 4(1) of the UON Act and Finance Committee Charter Schedule 2, Sections 2A and 3 of the UON Act and Finance Committee Charter UON Ethical Framework
R44.	Engage an approved funds manager to act in relation to the management of the funds of the University					A			Schedule 2, Section 2A and Section 4(1) of the UON Act and Finance Committee Charter
R45.	Approve major financing arrangements including proposals for borrowing money					R			Sections 16(1)(d) and 4(1) of the UON Act and Finance Committee Charter
R46.	Approve University commercial activities in accordance with the Commercial Activities Guidelines, where the financial impact is > \$5M over the life-time of the commercial activity or when the commercial activity is determined by management to be an extreme risk.					R			Section 16(1B)(g) and Schedule 1, Section 4(1) of the UON Act and Strategic Development Committee Charter, Finance Committee Charter, Controlled and Associated Entities Committee Charter
R47.	Approve the establishment and disestablishment of all controlled entities of the University.				R				Section 16A of the UON Act.
R48.	Make recommendations to the Minister of Education (NSW) to undertake commercial activities through controlled entities outside the scope of the University's objects and functions				R	R			Requires approval from the Minister under Section 16A(2) of the UON Act

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R49.	Approve non-tuition fees, charges and fines unless otherwise delegated to a staff member, officer, committee and/or body					R				Section 16(1j) of the UON Act and Finance Committee Charter.  The Council has delegated authority to the Vice-Chancellor to approve parking fees up to the annual increase to CPI (resolution C07:179), and miscellaneous fees and charges (no limit) (resolution C05:281).
R50.	Approve principles for setting University tuition fees for onshore domestic and international students					A				Section 29 of the UON Act and Finance Committee Charter  Council has approved principles for setting tuition fees (Doc F&CD07:060 – contact University Secretary for access) and has delegated authority to the Vice-Chancellor to approve or alter fees in accordance with those principles (resolution C07:177) including delegating authority to the Vice-Chancellor to approve increases in tuition fees up to a limit of 7.5% per annum.
R51.	Approve the deferral, waiver, reduction or refund of fees/charges > \$50,000 for: <ul style="list-style-type: none"> <li>• Student accommodation;</li> <li>• Miscellaneous charges (e.g. HECS, late payment fees);</li> <li>• Tuition fees (payment plans only);</li> <li>• Fee-paying student deposits prior to enrolment;</li> </ul> Library fees and fines.					A				Section 16(1A)(c) of the UON Act
R52.	Approve Internal & Exemption Fee Scholarships for fee paying students within standard policy > \$50,000					A				Section 16(1A)(c) of the UON Act
R53.	Approve the provision of loans to students in accordance with approved criteria >\$20,000					A				Section 16(1A)(c) of the UON Act
	<b>HEALTH AND SAFETY</b>									
R54.	Oversee performance with respect to the University's commitment to the health and safety of employees, contractors, students and the community.							R		

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	PROPERTY AND CAMPUS DEVELOPMENT										
R55.	Approve the strategic master plan for the University's campuses including variations as required								R	Section 16(1B)(d) of the UON Act and Schedule 1, Section 4(1) of the UON Act, Council Charter and Strategic Development Committee Charter	
R56.	Develop or acquire a new University campus or operating location					R			R	Section 16(1)(h) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Strategic Development Committee Charter	
R57.	Approve the proposed purchase or sale of University land, buildings and/or facilities (including alienation, mortgaging, charging or selling land of the University or University land vested in the Crown)					R			R	Section 18(1)(a) and Schedule 1, Section 4(1) of the UON Act the Strategic Development Committee Charter. May require approval from the Minister under Sections18(2A) or 19(4) of the UON Act	
R58.	Approve leases, licenses and tenancy arrangements where rental receipts or payments over the total period are \$5 million or greater, or where the term is greater than 10 years, and where the Council is satisfied that it is to the benefit of the University, whether from a financial or educational standpoint or otherwise.								R	Sections 18(3) and 19(3), and Schedule 1, Section 4(1) of the UON Act and Strategic Development Committee Charter [in relation to Sections 18, 19, 20 and 21 of UON Act]. Leases over 21 years may require approval from the Minister under Sections 18(2A) or 19(4) of the UON Act - see C11.5 below.	
R59.	Make recommendations to the Minister for the lease of land for more than 21 years, where such land has been acquired by the University from the State at nominal or less than market value, or is land used for the conduct of the University that is vested in the Crown								R	Requires approval from the Minister under Sections 18(2A) and 19(4) of the UON Act	
R60.	Determine conditions for the lease of lands to a residential college affiliated with the University for up to 99 years								R	Section 18(4) of the UON Act	
R61.	Approve an asset management plan and supporting University policy					R			R	Section 16(1A)(c) and Section 16(1B)(h) of the UON Act Strategic Development Committee Charter	
R62.	Approve naming rights including building, facilities and academic positions including the right to modify or withdraw these naming rights						R			UON Act	
	ETHICAL STANDARDS										
R63.	Approve and monitor standards for the University's culture, values and principles	R								Section 16(1A)(c) of the UON Act, and Council Charter	

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R64.	Establish and evaluate the system of accountability for ethical decision making	A								Section 16(1A)(c) of the UON Act, and Council Charter
R65.	Approve and maintain a code of conduct and monitor compliance with the code	A								Section 16(1A)(c) of the UON Act, and Council Charter
<b>CORPORATE GOVERNANCE AND REGULATORY COMPLIANCE</b>										
R66.	Oversee the preparation and approve the University's Annual Report for submission to the NSW Parliament						R			Annual Reports and Statutory Bodies Act 1984 and Nominations and Legislation Committee Charter
R67.	Recommend changes to the University's enabling Act and By-law						R			Requires approval of the Minister and gazetting by NSW Parliament
R68.	Make, amend and/or repeal rules not inconsistent with the Act or By-law						R			Section 29 of the UON Act and Rule 42 of the By-law
R69.	Approve University policy and procedure principles of the University consistent with legal requirements and community expectations.	A			A	A	A	A		Section 16(1B)(h) of the UON Act and Committee Charters
R70.	Oversee the University grievance procedure and information concerning rights of appeal or review and that they are published and accessible to the public.						R			Section 16(1B)(i) of the UON Act and Committee Charters
R71.	Oversee and ensure compliance with all relevant laws, rules and regulations.						R	R		
R72.	Make or revoke delegations.									Section 17 of the UON Act
R73.	Review, approve and monitor the establishment of, and material changes to wholly, or partially, owned legal structures including companies, partnerships, trusts, other incorporated bodies, or joint ventures, or the winding up of such legal structures, subject to any approved delegations or exemptions as approved by Council from time to time.				R					Section 16(1)(f) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Controlled and Associated Entities Committee Charter.  Council has resolved (C172:95) that the Council is to be provided with:  full title and status of the proposed entity, officers of the entity and those responsible for its management; financial forecasts of the entity; purpose and duration of the entity; and likely financial involvement of the University of Newcastle.



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R74.	Approve the engagement of external lawyers > \$0.5M						R			Section 16(1A)(c) of the UON Act
R75.	Approve settlement of litigation involving Council member(s); OR amounts >\$1M, OR being otherwise material to the interests of the University.						R			Section 16(1A)(c) of the UON Act
<b>RISK OVERSIGHT AND INTERNAL CONTROLS</b>										
R76.	Approve and regularly review policies governing risk oversight and management and monitor practices in line with relevant policies.							A		Sections 16(1B)(e) and (f) and Schedule 1, Section 4(1) of the UON Act and Risk Committee Charter
R77.	Oversee the annual review of strategy and operations and updates to the University's risk profile, and review the profile in line with the risk appetite set by the Council in conjunction with management							R		Sections 16(1B)(e) and (f) and Schedule 1, Section 4(1) of the UON Act and Risk Committee Charter
R78.	Oversee and regularly review the management of risk, including image, reputation, commercial undertakings, and other activities which may have a material impact on the University					R		R		Sections 16(1B)(e) and (f) and Schedule 1, Section 4(1) of the UON Act and Risk Committee Charter
R79.	Determine an appropriate governance reporting schedule for controlled entities including evaluating frameworks and governance structures and membership of the relevant boards				A	R	R			Section 16A(5A) of the UON Act, Controlled and Associated Entities Committee Charter and Nominations and Legislation Charter
R80.	Oversee and evaluate the performance of the University's controlled entities				R					Section 16A(5A) of the UON Act and Schedule 1, Section 4(1) of the UON Act and Controlled and Associated Entities Committee Charter
R81.	Oversee risks to the University arising from the University's interests in other entities				R					Sections 16(1B)(e) and (f) and Schedule 1, Section 4(1) of the UON Act and Controlled and Associated Entities Committee Charter
R82.	Appoint an external company to assist the University in internal audit functions							A		Sections 16(1B)(e) of the UON Act, Section 4(1) of the UON Act and Risk Committee Charter
R83.	Approve the University's internal audit plan, internal control systems and associated policies							A		Sections 16(1B)(e) and (f) and Schedule 1, Section 4(1) of the UON Act and Risk Committee Charter
R84.	Approve the University's corporate identity								R	Section 16(1A)(c) of the UON Act and Strategic Development Committee Charter

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	REPUTATION									
R85.	Approve communications and other transactions (including legal and compliance matters) with third parties and/or state and federal governments or agencies which have a material impact on the University as a going concern.									
R86.	Approve communications and other transactions (including legal and compliance matters) with third parties and/or state and federal governments or agencies which will have a material impact on the University's reputation.									
	CONVOCATION									
R87.	Approve the establishment of committees of Convocation						R			Section 14(6) of the UON Act
R88.	Approve amendments to the Rules governing the operation of management committee of Convocation						R			University of Newcastle By-law (2005) and Rules Governing the Operation of the Alumni Advisory Committee

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Version	Date Effective	TRIM Reference	Approved By	Amendment
13	22 September 2017	D15/74266[V17]	Council	Amendments in accordance with a review conducted by the University Secretary as part of the introduction of the Governance Rule (resolution C17:120).
12	26 May 2017	D15/74266[V14]	Council	Amendment to reflect the delegation of authority to the Chancellor's Committee to determine the Vice-Chancellor's remuneration (resolution C17:072)
11	24 February 2017	D15/74266[V13]	Acting University Secretary	Administrative amendment to rectify incorrect numbering (no change to any reserved matters approved by Council on 11 November 2016)
10	11 November 2016	D15/74266[V12]	Council	Amendments to demonstrate compliance with the revised Higher Education Standards Framework (Threshold Standards) and to maintain alignment with past Council resolutions.
9	13 May 2016	D15/74266[V9]	D,CS&C	Administrative amendment requested by the Nominations and Legislation Committee on 5 May 2016, noted by Council on 20 May 2016
8	26 April 2016	D15/74266[V7]	D,CS&C	Administrative amendment to restructure and simplify, align with revised committee structure, committee charters and Council Charter, discussed by Nominations and Legislation Committee on 5 May 2016
7	3 September 2015	D15/74266[V5]	D,CS&C	Administrative amendment to C16 / 9.5 (previously C13.5)
6	1 July 2015	D15/74266[V4]	D,CS&C	Administrative amendment to C16 / 4.8 (previously C16.1)
5	22 May 2015	D15/74266[V3]	Council	Revised by Council
4	30 March 2015		Council	Revised by Council
3	19 September 2014		Council	Revised by Council
2	29 November 2013		Council	Revised by Council
1	14 October 2011		Council	Approved by Council