



# Academic Board Charter

## Introduction

1. The Academic Board of the Australian National University ('the Board') has been established under subsection 6(3) of the *ANU (Governance) Statute 2020*.
2. This Charter sets out the Board's objective, authority, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

## Objective

3. The objective of the Board is to ensure the University maintains the highest standards in teaching, scholarship and research.

## Authority

4. The Academic Board, within the scope of its role and responsibilities (including its reporting obligations), is authorised to:
  - a. obtain any information it needs from any ANU staff and/or external party (subject to their legal obligation to protect information);
  - b. request the attendance of any ANU staff at Board meetings;
  - c. discuss any matters with external parties (subject to confidentiality considerations); and
  - d. obtain professional external advice, as considered necessary to meet its responsibilities, at the University's expense.

## Composition and Tenure

5. The Board consists of the members as set out in the *Membership* section within this Charter.
6. The Vice-Chancellor, in consultation with the Board, makes a recommendation to Council for the appointment of the Chair for a period of two years.
7. The Board may appoint a Deputy Chair from amongst its members, who serves in that role for a period of two years. It may also remove a Deputy



Chair from that position. The Chair and Deputy Chair are eligible for reappointment for a further two years and may serve a maximum of two terms (4 years).

8. Elected members serve a term of two years and are eligible for re-election. Elected members may serve a maximum of two terms (4 years). The maximum term a member can serve may, however, be extended by the Chair to accommodate the completion of an election process. The student members of the Board are appointed for one year and are eligible for reappointment.
9. Any other members who are appointed to the Board will serve a term of 2 years, and may be re-appointed, and may serve a maximum of two terms (4 years). The maximum term may be extended by the Chair if representation is not met in accordance with clause 14.
10. An appointed member may resign from the Board by writing to the Chair.
11. If an elected or appointed member of the Board is absent from 3 meetings of the Board without the written approval of the Chair, or an appointed member ceases to be eligible for appointment, the Chair may declare the member's position vacant.
12. When a vacancy occurs in the membership of the Board, it is filled in accordance with clauses 19 - 23.

## Membership

13. The Academic Board consists of the following members:

- (a) the Chair, appointed under clause 6 of this Charter;
- (b) the Vice-Chancellor;
- (c) the Deputy Vice-Chancellors;
- (d) the Pro Vice-Chancellors;
- (e) the Registrars;
- (f) the Dean of each ANU College;
- (g) the Dean of Students;
- (h) Vice-President First Nations Portfolio



- (i) the University Librarian;
  - (j) 4 members of the College Executive Committees, who are not College Deans, elected by the members of the College Executive Committees;
  - (k) 3 members of the academic staff of the ANU College of Arts and Social Sciences elected by the members of the academic staff of the college;
  - (l) 3 members of the academic staff of the ANU College of Asia and the Pacific elected by the members of the academic staff of the college;
  - (m) 3 members of the academic staff of the ANU College of Business and Economics elected by the members of the academic staff of the college;
  - (n) 3 members of the academic staff of the College of Systems and Society elected by the members of the academic staff of the college;
  - (o) 4 members of the academic staff of the ANU College of Law, Governance and Policy elected by the members of the academic staff of the college;
  - (p) 4 members of the academic staff of the ANU College of Science and Medicine elected by the members of the academic staff of the college;
  - (q) 2 members of the professional staff elected by the members of the professional staff;
  - (r) 1 postgraduate student appointed, in writing, by the Vice-Chancellor, after consulting with the President of the student association;
  - (s) 1 undergraduate student appointed, in writing, by the Vice-Chancellor, after consulting with the President of the student association;
  - (t) any members appointed under Clause 14 and 15.
14. The Vice Chancellor must, in writing, appoint a member of the academic staff who is an Indigenous person as a member of the Board after consulting with the Tjabal Indigenous Higher Education Centre.
15. With the agreement of the Board, the Chair may, in writing, appoint up to 5 additional members to provide a diversity of views if the Chair believes the current membership of the Board does not sufficiently reflect the academic and cultural diversity of the University.



16. A member of the *academic staff* is a reference to a person employed by the University as a full-time or part-time standard or fixed term member of the academic staff of or above the grade of academic level A. This includes the Vice Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors, College Deans and other Deans, and Research School Heads.
17. A member of the *professional staff* is a reference to a person employed by the University as a full-time or part-time standard or fixed term member of the professional staff.
18. A member of a *College Executive Committee* is the holder of a College Executive Committee position, as outlined below:
  - (a) ANU College of Arts and Social Sciences
    - (i) Dean;
    - (ii) Associate Dean;
    - (vi) School Director;
    - (vii) Sub dean
    - (viii) General Manager
  - (b) ANU College of Asia and the Pacific
    - (i) Dean;
    - (ii) Deputy Dean
    - (iii) Associate Dean
    - (iv) School Director
    - (v) General Manager
  - (c) ANU College of Business and Economics
    - (i) Dean;
    - (ii) Associate Dean
    - (iii) School Director
    - (iv) General Manager
  - (d) ANU College of Systems and Society
    - (i) Dean;
    - (ii) Deputy Dean;
    - (iii) Associate Dean
    - (iv) School Director
    - (v) General Manager;
    - (vi) Early Career Academic Representative;



- (e) ANU College of Law, Governance and Policy
  - (i) Dean;
  - (ii) Associate Dean;
  - (iii) School Director
  - (iv) Head, ANU Law School;
  - (v) Head, ANU School of Legal Practice;
  - (vi) Academic Staff Representative;
- (f) ANU College of Science and Medicine
  - (i) Dean;
  - (ii) Deputy Dean (Education);
  - (iii) Associate Dean
  - (iv) School Director
  - (v) College General Manager;
  - (vi) Associate Dean (Research)

## Vacancy

19. If an elected or appointed member of the Academic Board is absent from 3 meetings of the Board without the written approval of the Chair, or an elected or appointed member ceases to be eligible for election or appointment, the Chair may:

- a. by written notice given to the member, remove the member from the Board; and
- b. in writing, appoint a person who is eligible for election or appointment to the position to complete the remainder of the former member's term.

20. If an elected or appointed member of the Board dies or resigns by written notice given to the Chair, the Chair may, in writing, appoint a person who is eligible for election or appointment to the position to complete the remainder of the former member's term.

21. If there is a casual vacancy in the position of an elected member of the Board (Candidate nominations not exceeding the number of positions to be filled on the Board), the Chair may, in writing, appoint a person who is eligible to be elected to the position to fill the casual vacancy.

22. Before making an appointment for a vacancy to a position, the Chair must consult as follows:

- a. the College Dean of the relevant ANU College for positions mentioned in clause 14 (l) to (s);



- b. the President of the relevant student association for positions mentioned in clause 14 (t) to (u); and
  - c. the Tjabal Indigenous Higher Education Centre for the position mentioned in clause 15.
23. An elected member ceases to be eligible to be elected to the member's position if the person would have ceased to be eligible to be elected to the position if an election were held to fill the position.

## **Roles and Responsibilities**

24. The Board exercises such power, roles and responsibilities as are assigned to it under this Charter, but no others, unless explicitly delegated to it.
25. The Board's responsibilities are:
- a. accrediting and reaccrediting academic programs and changes to existing academic programs;
  - b. ensuring the maintenance of the highest standards in teaching, scholarship and research within the University;
  - c. approving degrees and other awards;
  - d. from time to time, deciding the degrees and other awards that the University may confer, other than honorary degrees;
  - e. discussing, developing and approving policy in relation to academic matters;
  - f. maintaining an effective overview of the academic activities of the University, and advising on them and assisting in their coordination;
  - g. advising on the academic aspects and content of the University's strategic plan;
  - h. developing and promoting principles pertaining to academic freedom within the ANU and of its staff, students and official visitors;
  - i. advising the Vice-Chancellor and Council on the safeguarding and implementation of ANU academic freedom policy in general terms and in particular cases, as they arise.
  - j. providing a forum to facilitate information flow and debate within the University and between the senior executive officers of the University and the wider academic community;
  - k. reporting to the Council on the exercise of its functions, at the times and in the manner, required by Council;



- l. undertaking any other functions given to it by this instrument or that the Vice Chancellor from time to time directs.
  - m. Monitoring academic delegations and ensuring the implementation of appropriate delegations to support quality teaching, learning, research and research training.
- 26. The Chair is authorised, where necessary, take executive action on behalf of the Board between meetings and must report to the Board as soon as practicable on any executive action taken.
- 27. For the purpose of providing advice to the Council or the Vice-Chancellor, the Board may consult with University's internal management committees, subcommittees and working groups of the Board, officers of the University, or other University bodies or their members.

## Responsibilities of Members

- 28. Members of the Board are expected to understand and observe the legal requirements of the *Australian National University Act 1991*, the *Public Governance, Performance and Accountability Act 2013* and University legislation.
- 29. Members are also expected to:
  - a. act in the interests of the University as a whole;
  - b. contribute the time needed to study and understand the papers provided; and
  - c. apply good analytical skills, objectivity and good judgment.

## Reporting

- 30. The Board regularly reports to the ANU Council on its operation and activities. This must include an Annual Report that:
  - a. provides a summary of the work it performed to fully discharge its responsibilities during the preceding year;
  - b. provides assurance to Council that the University has complied with the *Higher Education Support Act 2003* and the [Higher Education Standards Framework \(Threshold Standards\) 2021](#).



- c. provides details of meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.
  - d. presents all Academic Policy considered (approved or otherwise) by the Board, pursuant to this authority being delegated by Council to Academic Board on 28 May 2021.
31. The Board may, at any time, report to the Council any other matter it deems of sufficient importance to do so, or as requested by Council.

## **Administrative Arrangements**

### **Meetings and Planning**

- 32. The Board usually meets at least six times per year on dates determined by the Board, but must meet at least four times each year.
- 33. A forward meeting plan, including meeting dates, and agenda items is agreed by the Board each year. The forward meeting plan covers all its responsibilities, as detailed in this Charter.
- 34. The Chair is required to convene a meeting if asked to do so by at least 50% of the Board members.
- 35. The Chair convenes and presides at all meetings of the Board at which they are present. The Chair has a deliberative and a casting vote on all matters before a meeting of the Board. When the Chair is unable to preside at a meeting, the Deputy Chair presides.
- 36. The facilitation of meetings of the Board is determined by the person presiding over the meeting, taking into account the advice of the Board members.
- 37. All matters relating to individual persons, including appointments, enrolment candidacy for degrees, personal details, performance and conduct are treated as





confidential. Confidential items are so marked on the agenda or at the meeting, and are to be considered as determined by the Chair. At the beginning of the meeting, members of the Board may ask that other particular items on the agenda be treated as confidential and the Board will determine this. During the course of the meeting, the Chair may declare a particular item to be confidential and observers asked to leave until consideration of that item has finished.

### **Attendance at Meetings and Quorums**

38. The Chair of the Academic Board is to call meetings of the Board and presides at all meetings at which the Chair is present.

39. If the Chair is for any reason unable to call or preside at a meeting or otherwise exercise the functions of the Chair, the Deputy Chair is to act as the Chair.

40. A quorum consists of at least 50 per cent of Board members who hold office for the time being.

41. Meetings are intended to be held in person, and Board members may only participate in a meeting by phone or videoconference with the prior approval of the Chair. There may be occasions where entire meetings are unavoidably conducted using a video platform.

42. At a meeting, the Chair has a deliberative vote and a casting vote. To remove any doubt, if the Chair is also a member of the Board because of another position held by the Chair, the Chair is only entitled to 1 deliberative vote.

43. Meetings of the Board are open to members of the ANU Council, academic and professional staff of University and to undergraduate and postgraduate students of the University, as observers. Observers register their intention to attend a meeting with the Board Secretary in advance of the meeting; and are admitted by the Board Secretary on a "first come first served" basis and within the constraints of available space in the meeting venue, or as determined by the Chair.

44. Observers have no speaking rights and may not communicate with members of the Board during the meeting. Observers may not bring recording equipment or cameras into the meeting.



45. The Chair may request any other ANU staff and/or external party to attend Board meetings or participate in certain agenda items.

### **Alternates**

46. A member of the Board under clause who is unable to attend a meeting of the Board should nominate an alternate, as follows:

- a. If one of the following members is unable to attend a meeting, the member may appoint a member of the academic staff as an alternate to attend that meeting:
  - (i) Vice-Chancellor;
  - (ii) the Deputy Vice-Chancellors;
  - (iii) the Pro Vice-Chancellors;
  - (iv) the Dean of Students;
  - (v) Pro Vice-Chancellor (Graduate Research) ;
  - (vi) the Dean, Academic Quality;
- b. If a Registrar is unable to attend a meeting, the Registrar may appoint, as an alternate to attend that meeting, a person who holds a senior management role in a Division for which the Registrar has direct responsibility.
- c. If the College Dean of an ANU College is unable to attend a meeting, the College Dean may appoint, as an alternate to attend that meeting, a member of the academic staff who is a member of the College Executive Committee of that college.
- d. If the University Librarian is unable to attend a meeting, the University Librarian may appoint, as an alternate to attend that meeting, a person who holds a senior management role in the University Library and reports directly to the University Librarian.
- e. If an elected member of the College Executive Committees is unable to attend a meeting, the member may appoint, as an alternate to attend that meeting, a member of the academic staff who is a member of the College Executive Committee of any ANU College (other than a College Dean).



- f. If an elected member of the academic staff an ANU College is unable to attend a meeting, the College Dean may appoint a member of the academic staff in the College as an alternate to attend that meeting.
  - g. If an elected member of the professional staff is unable to attend a meeting, the member may appoint, as an alternate to attend that meeting, another member of the professional staff approved by the Chair.
  - h. If a student member is unable to attend a meeting, the student member may appoint, as an alternate to attend that meeting, a student member of the governing body of the relevant student association.
  - i. If the member appointed under clause 15 is unable to attend a meeting, the member may appoint, as an alternate to attend that meeting, a member of the academic staff who is an Indigenous person.
47. An alternate for a member of the Academic Board:
- a. counts towards the Board's quorum; and
  - b. may speak, move and vote on matters before the Board; but
  - c. may not be appointed as Deputy Chair or otherwise preside at a meeting of the Board.

### **Sub-Committees, Working Groups and Reference Groups**

48. The Board may establish Sub-Committees, Working Groups or Reference Groups to assist it in the carrying out of its functions.

### **Secretariat**

49. The Corporate Governance and Risk Office provides secretariat support to the Board.
50. Relevant staff in the Executive Portfolios will be responsible for the development and preparation of reports and other papers to be presented to the Board. Such reports and papers will be submitted to the Corporate Governance and Risk Office for inclusion in the agenda papers.
51. The Corporate Governance and Risk Office will ensure the agenda and supporting papers for each meeting are circulated (via the Board's site) after approval from the Chair and at least 7 days before the meeting.



52. The Corporate Governance and Risk Office will ensure the minutes of the meetings are prepared and maintained. Minutes must be authorised by the Chair for circulation to the Board for its approval.

### **Conflicts of Interest**

53. Board members must declare any material personal interests, whether they are actual, potential or perceived, at the start of each meeting or before discussion of the relevant agenda item or topic. Details of material personal interests declared by Board members, and actions taken, are appropriately recorded in the minutes.

### **Induction**

54. The Academic Board Chair, supported by the Corporate Governance and Risk Office, maintains a program of induction for Board members to assist them to meet their Board responsibilities. The Academic Portfolio, Research and Innovation Portfolio, Student & University Portfolio and International Strategy Portfolio assists the Corporate Governance and Risk Office in this task whenever requested.

### **Assessment and Review**

55. The Chair initiates every second year a review of the performance of the Board, and this Charter, with appropriate input sought from Board members, the University Executive, College Deans and any other relevant stakeholders. The review of performance will be conducted on a self-assessment basis unless otherwise determined by the ANU Council or the Vice-Chancellor.

### **Definitions**

**Board** means the Academic Board.

**exercise** a function includes perform the function.

**function** includes authority, duty and power.

**student association** means the postgraduate student association or undergraduate student association.



***student member*** means the postgraduate student member or the undergraduate student member.

***working day*** means a day that is not a Saturday, a Sunday, a public holiday in the Australian Capital Territory, or a University holiday.

*Approved by resolution of the Australian National University Council at its meeting of 28 March 2025.*