Academic Board Charter

Introduction
1. The Academic Board of the Australian National University (‘the Board’) has been established in accordance with section 4 of the Australian National University (Academic Board) Statute 2017.

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, is authorised to:
   - obtain any information it needs from any ANU staff and/or external party (subject to their legal obligation to protect information);
   - request the attendance of any ANU staff at Board meetings;
   - discuss any matters with external parties (subject to confidentiality considerations); and
   - 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 set out in section 10 of the Academic Board Rule 2017.

6. The Board may appoint a Deputy Chair from amongst its members, who serves in that role for a period two years.

7. Elected members serve a term of two years and are eligible for re-election. The student members of the Board are appointed for one year and are eligible for re-appointment.

8. An appointed member may resign from the Board in writing to the Chair.
9. 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.

10. When a vacancy occurs in the membership of the Board, it is filled in accordance with section 12 of the Academic Board Rule 2017.

Roles and Responsibilities

11. The Board exercises such power, roles and responsibilities as are assigned to it by Academic Board Rule 2017, but no others, unless explicitly delegated to it.

12. 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. discussing and developing policy recommendations in relation to academic matters;
   e. maintaining an effective overview of the academic activities of the University, and advising on them and assisting in their coordination;
   f. advising on the academic aspects and content of the University's strategic plan;
   g. developing and promoting principles pertaining to academic freedom within the ANU and of its staff, students and official visitors;
   h. 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.
   i. 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;
   j. reporting to the Council on the exercise of its functions, at the times, and in the way, required by the Council;
   k. undertaking any other functions given to it by this instrument or that the Vice-Chancellor from time to time directs.

13. 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.

Responsibilities of Members

14. 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.

15. Members are also expected to:

- act in the interests of the University as a whole;
- contribute the time needed to study and understand the papers provided; and
- apply good analytical skills, objectivity and good judgment.

**Reporting**

16. The Board regularly, but at least once a year, reports to the ANU Council on its operation and activities. The report includes:

- a summary of the work it performed to fully discharge its responsibilities during the preceding year;
- details of meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.

17. The Board may, at any time, report to the Council any other matter it deems of sufficient importance to do so.

**Administrative Arrangements**

**Meetings and Planning**

18. The Board meets at least six times per year on dates determined by the Board.

19. A forward meeting plan, including meeting dates, location and agenda items, is agreed by the Board each year. The forward meeting plan covers all its responsibilities, as detailed in this Charter.

20. The Chair is required to convene a meeting if asked to do so by at least 50% of the Board members.

21. 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.

22. The procedure at meetings of the Board is determined by the person presiding over the meeting, taking into account the advice of the Board members.

23. 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 and taken before any observers are admitted to the meeting. 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 are asked to leave until consideration of that item has finished.

**Attendance at Meetings and Quorums**

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

25. Meetings are held in person, and a Board member may only participate in a meeting by telephone or videoconference with the prior consent of the Chair.

26. An member of the Board who is unable to attend a meeting of the Board may nominate an alternate if permitted and as provided for in the Academic Board Rule 2017.

27. Alternates have the same rights and responsibilities as Board members. An alternate may not be appointed Deputy Chair.

28. 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.

29. 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.

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

**Committees and Working Parties**

31. The Board may establish one or more committees or working groups to assist it in the carrying out of its functions.

**Secretariat**

32. The Corporate Governance and Risk Office provides secretariat support to the Board.

33. Relevant staff in the Academic Portfolio, Research and Innovation Portfolio and Global Engagement Portfolio 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.

34. The Corporate Governance and Risk Office will ensure the agenda and supporting papers for each meeting are circulated (via the Board’s Alliance site) after approval from
the Chair and at least 7 days before the meeting.

35. The Corporate Governance and Risk Office will ensure the minutes of the meetings are prepared and maintained. Minutes must be approved by the Chair and circulated to each member of the Board.

**Conflicts of Interest**

36. 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**

37. 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 and Global Engagement Portfolio assists the Corporate Governance and Risk Office in this task whenever requested.

**Assessment and Review**

38. The Chair, in consultation with the Vice-Chancellor, 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 Vice-Chancellor.

*Approved by resolution of the Australian National University Council meeting of 5 October 2018.*