



**University of Melbourne Graduate Student  
Association Inc.**

**(GSA)**

**Governance Charter**

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## 1 INTRODUCTION

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The Board of University of Melbourne Graduate Student Association (**GSA**) is responsible for the good governance of GSA, including ensuring that it complies with its legal duties and obligations. The GSA Board is committed to high standards of corporate governance and implementing policies and procedures which are consistent with these standards.

### 1.1 Definitions and interpretation

Within this Governance Charter, words or expressions defined in the Constitution have the same meaning or effect as set out in the Constitution, unless the context otherwise requires. A reference to a rule is a reference to a rule within the Constitution.

### 1.2 Regulatory context

- (a) GSA is a Victorian incorporated association incorporated under the *Associations Incorporation Reform Act 2012 (Vic)* (**the Act**) and regulated by Consumer Affairs Victoria (**CAV**).
- (b) GSA is also a charity registered with the ACNC under the “advancing education” subtype.
- (c) As a Victorian incorporated association and registered charity, GSA is regulated by both CAV and the ACNC.
- (d) The GSA Board members are “office holders” for the purpose of the Act and “responsible persons” for the purposes of the ACNC Legislation.
- (e) Pursuant to the Act, GSA must operate in accordance with, and is bound by, a formal governing document – GSA’s Constitution.
- (f) GSA is required to comply with the Constitution, the Act, the ACNC Legislation and the [ACNC Governance Standards](#), including ensuring its responsible persons comply with the [Governance Standard 5](#) duties.
- (g) Responsible persons must:
  - (i) act with reasonable care and diligence;
  - (ii) act honestly and fairly in the best interests of GSA and for its charitable purpose;
  - (iii) not misuse their position or information they gain as a responsible person;
  - (iv) disclose conflicts of interest;
  - (v) ensure that the financial affairs of GSA are managed responsibly; and
  - (vi) not allow GSA to operate while it is insolvent.

### 1.3 Purpose of GSA

- (a) The purpose for which GSA is established is to advance education, including by:
  - (i) advancing the interests and welfare of graduate students;
  - (ii) representing graduate students within the University and to the community;

- (iii) promoting academic and professional support services for graduate students;
  - (iv) fostering a sense of community amongst graduate students;
  - (v) striving for free and accessible quality government funded education;
  - (vi) supporting equity and the engagement of the diverse graduate student body in the life of the University; and
  - (vii) promoting the role of graduate students in addressing the challenges of the future and building a just and fair society.
- (b) The ACNC Governance Standards require GSA to work towards fulfilling its charitable purpose.

#### **1.4 Structure of GSA**

- (a) There are two key roles in relation to the operation of GSA as an incorporated association – GSA Board members and Members. GSA Board members are responsible for the governance of GSA, including ensuring it complies with its legal obligations, developing governance policies and setting its strategic direction. Members have a limited set of very specific powers (as specified in the Constitution and the Act) including changing the Constitution (including its purpose), appointing and removing GSA Board members and winding up GSA.
- (b) GSA values meaningful collaboration and consultation with its key stakeholders. Accordingly, in addition to GSA Board members and Members, GSA's governance is supported by the following standing subcommittees:
- (i) the Representative Council; and
  - (ii) the Faculty Council.
- (c) The Representative Council and the Faculty Council are answerable to, and must report to, the GSA Board.

#### **1.5 Purpose of this Governance Charter**

- (a) The purpose of this Governance Charter is to set out the legal and governance framework within which GSA functions. It provides a clear outline of the relationships, roles, responsibilities and processes as they relate to GSA's governance structure. It also outlines how GSA works with its key stakeholders to promote high standards of corporate governance and member confidence in GSA.
- (b) This Governance Charter is designed to be read in conjunction with the Constitution, GSA's Code of Ethics and Conduct, GSA Board policies and the Electoral Regulations.

## **2 MEMBERS**

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### **2.1 Membership**

Detailed information about Members is set out at rule 3. A summary of the key rules is set out below:

- (a) GSA must have at least five Members at all times (rule 3.1(a));

- (b) individuals must meet the eligibility criteria set out at rule 3.2 to apply for membership;
- (c) the membership application process is set out at rule 3.3;
- (d) an individual becomes a Member from the date they signed their enrolment form or the date the GSA Board approves an application (as the case may be) (rule 3.5(a) and (b));
- (e) general rights of Members are set out at rule 3.7; and
- (f) events that result in a person ceasing to be a Member are set out at rule 3.9.

## **2.2 Disciplinary action**

Detailed information about disciplinary action against a Member is set out at rule 4. A summary of the key rules is set out below:

- (a) the grounds for disciplinary action are set out at rule 4.1(a);
- (b) a disciplinary subcommittee must be formed by the GSA Board if it proposes to take disciplinary action against a Member (rule 4.2);
- (c) a Member must receive notice of any proposed disciplinary action against them (rule 4.3);
- (d) the appeal rights of a Member are set out at rule 4.5; and
- (e) the conduct at a disciplinary appeal meeting is set out at rule 4.6.

## **2.3 General meetings**

Detailed information about general meetings is set out at rules 6.1 to 6.13.

## **2.4 Graduate Groups**

- (a) Pursuant to rule 3.8, Members may form Graduate Groups to promote student interaction, welfare, cohesion, academic life, special interests, faith, culture and professional development within the University's graduate student population.
- (b) Membership of a Graduate Group is open to any Member.
- (c) The GSA Board may make procedures for the affiliation, funding and good governance of Graduate Groups.
- (d) A Graduate Group must have at least six members who share a common interest.

# **3 GSA BOARD**

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## **3.1 GSA Board member eligibility**

The eligibility criteria for a GSA Board member is set out at rule 7.6.

## **3.2 GSA Board member elections**

GSA Board members are elected pursuant to rule 7.7 at a general election conducted in accordance with rule 12.3.

## **3.3 GSA Board composition**

- (a) Pursuant to rule 7.5(a), the GSA Board will consist of eight members, comprising:
  - (i) four Board Officials; and
  - (ii) four ordinary GSA Board members.
- (b) At least fifty per cent of the GSA Board members must be women (rule 7.5(b)).
- (c) Collectively, the GSA Board should have a broad range of financial and other skills, experience and knowledge necessary to guide the operation of GSA. The GSA Board must determine and regularly review the composition of the GSA Board having regard to the optimum number and skill mix of the existing GSA Board members.
- (d) The GSA Board may approve a written position description for GSA Board members to:
  - (i) set organisational expectations about the role of the GSA Board;
  - (ii) provide clarity to GSA Board members about their roles and responsibilities;
  - (iii) review the capability and performance of individual GSA Board members and the GSA Board as a collective;
  - (iv) identify learning and development needs of GSA Board members;
  - (v) identify capability gaps; and
  - (vi) inform the selection criteria for new GSA Board members.

### **3.4 GSA Board member term of office**

The term of office of a GSA Board member is set out at rule 7.8.

### **3.5 Ceasing to be a GSA Board member**

A person ceases to be a GSA Board member (and a casual vacancy is created) upon the events set out at rule 7.11.

### **3.6 Removal of a GSA Board member**

A GSA Board member may be removed in accordance with rule 7.9.

### **3.7 Filling casual vacancies on the GSA Board**

Casual vacancies on the GSA Board are filled in accordance with rule 7.12.

### **3.8 Role and responsibilities of the GSA Board**

- (a) The business of GSA is managed by or under the direction of the GSA Board. All responsibilities of the GSA Board will be supported through meaningful and regular collaboration and consultation with the Representative Council and Faculty Council.
- (b) The role of the GSA Board is to provide leadership, good governance and strategic guidance for GSA to foster the culture for GSA and to ensure continuous improvement and effective oversight of GSA's activities. The GSA Board derives its authority to act from the Constitution. The GSA Board must ensure that GSA's activities comply with the Constitution and with legal and regulatory requirements.

- (c) The role and powers of the GSA Board are set out at rule 7.1.
- (d) The GSA Board has reserved to itself the below roles and responsibilities:

**(i) Strategy, planning and stakeholders**

The GSA Board is responsible for:

- (A) providing leadership and setting strategic objectives for GSA;
- (B) monitoring and overseeing management's implementation of GSA's strategic objectives, instilling of GSA's values and its performance generally;
- (C) reviewing and approving strategic plans and performance objectives of GSA consistent with the strategy and reviewing the assumptions and rationale underlying the strategic plans and performance objectives; and
- (D) overseeing effective stakeholder engagement and relationship management.

**(ii) Management oversight**

The GSA Board is responsible for:

- (A) guiding and monitoring the management of GSA in the achievement of strategic plans and desired culture and adherence to organisational values, plans and policy;
- (B) appointing, and if necessary, replacing the Chief Executive Officer (**CEO**) and evaluating their performance;
- (C) approving succession plans for key individuals; and
- (D) approving GSA's remuneration framework, policies and practices.

**(iii) Risk management**

The GSA Board is responsible for:

- (A) approving GSA's risk appetite;
- (B) reviewing and endorsing GSA's risk management strategy; and
- (C) endorsing the placement of insurance policies.

**(iv) Ethics and responsible decision making**

The GSA Board is responsible for:

- (A) promoting ethical and responsible decision making;
- (B) charging management with the responsibility for creating a culture of ethical and responsible behaviour at GSA;
- (C) establishing, monitoring and promoting the Code of Ethics and Conduct and related policies to guide the GSA Board, management and staff members in practices necessary to maintain confidence in GSA's integrity (including encouraging the reporting of unlawful or unethical behaviour and protecting whistleblowers who report violations in good faith); and



- (D) monitoring the effectiveness of GSA's governance practices and establishing accountability frameworks for contraventions.

**(v) Financial management, governance and compliance**

The GSA Board is responsible for:

- (A) monitoring financial results on an ongoing basis;
  - (B) approving the budget and financial statements and Annual Information Statement and ensuring that financial records are properly maintained and financial statements comply with appropriate accounting standards;
  - (C) overseeing, reviewing and endorsing GSA's financial management, performance and sustainability;
  - (D) ensuring that GSA has an effective corporate governance structure in place, including by reviewing the Constitution;
  - (E) approving policies that establish a framework for GSA's governance; and
  - (F) ensuring that all legal obligations of GSA are met.
- (e) To succeed in its role, the GSA Board will:
- (i) meet at least eight times in each year and work together constructively;
  - (ii) establish and maintain formal structures and delegations to help support agile and considered decision making across GSA;
  - (iii) ensure that the GSA Board has an appropriate mix of skills and experience;
  - (iv) regularly review the GSA Board's performance;
  - (v) undertake ongoing development; and
  - (vi) ensure that there is considered succession planning at the GSA Board and management level.

### **3.9 Role and responsibilities of Board Officials**

- (a) Board Officials are elected by the GSA Board members from among the GSA Board members within one week of the annual general meeting (rule 8.3(a)).
- (b) Pursuant to rule 8.1(a)(i), each Board Official must provide a written report to the GSA Board meetings. The report must include all actions taken in their role as Board Official. Board Official reports are used as a tool to evaluate the Board Official's performance.
- (c) Board Officials have key roles and responsibilities as set out below:
  - (i) President**

The President's responsibilities include, but are not limited to:

    - (A) establishing the agenda for GSA Board meetings;
    - (B) chairing GSA Board meetings and Representative Council meetings (unless delegated to an appropriate individual);

- (C) ensuring that GSA Board minutes properly reflect GSA Board decisions;
- (D) managing GSA Board interactions so that they are effective, efficient, open, focused, constructive, collegiate and respectful;
- (E) developing and maintaining a constructive relationship between the GSA Board and the CEO;
- (F) meeting regularly with the CEO to review the CEO's performance against key performance indicators approved by the GSA Board;
- (G) ensuring there is a process for regularly evaluating the performance of the GSA Board and individual GSA Board members;
- (H) meeting with individual GSA Board members periodically as part of the performance evaluation process;
- (I) ensuring there is an induction process for new GSA Board members and ensuring GSA Board members are adequately supported during their tenure;
- (J) ensuring that the GSA Board fully discharges its responsibilities including managing the declarations of potential conflicts of interest or duty and related party transactions; and
- (K) managing complaints.

**(ii) Vice President**

The Vice President's responsibilities include, but are not limited to:

- (A) assisting the President as required;
- (B) in the absence of the President, fulfilling the duties of the President as Acting President; and
- (C) chairing all Faculty Council meetings (unless delegated to an appropriate individual).

**(iii) General Secretary**

The General Secretary's responsibilities include, but are not limited to:

- (A) assisting the GSA Board to ensure compliance with the requirements of the ACNC legislation and the relevant provisions of the Act;
- (B) ensuring the agenda of GSA Board meetings is developed in a timely and effective manner for review and approval by the President;
- (C) ensuring (in conjunction with the CEO) that GSA Board papers are developed in a timely and effective manner;
- (D) drafting and maintaining minutes of GSA Board meetings (unless delegated to an appropriate individual);
- (E) maintaining the Register; and

- (F) ensuring GSA Board members are not disqualified pursuant to rule 7.6(a)(iv).

**(iv) Treasurer**

The Treasurer's responsibilities include, but are not limited to:

- (A) arranging the collection and receipt of all monies due to GSA and arranging for all payments authorised by GSA to be made from GSA's funds (unless delegated to an appropriate individual);
- (B) ensuring all monies received are paid into GSA's bank account within five business days after receipt (unless delegated to an appropriate individual);
- (C) ensuring accurate and timely financial information is provided to the GSA Board;
- (D) ensuring funds are managed pursuant to rule 15.2;
- (E) ensuring cheques are signed pursuant to rule 15.2(c);
- (F) ensuring the financial records of GSA are kept in accordance with the Act;
- (G) coordinating the preparation of the financial statements of GSA and their certification by the GSA Board prior to their submission to the annual general meeting of GSA; and
- (H) ensuring at least one other GSA Board member has access to the accounts and financial records of GSA.

**(v) Other Board Officials**

Pursuant to rule 8.2, the GSA Board may establish, amend or repeal other Board Official positions necessary to carry out GSA's purpose.

Currently, GSA does not have any other Board Official positions. If, and when, the GSA Board establishes other Board Official positions, this Governance Charter will set out:

- (A) the name of the Board Official position;
- (B) the role and responsibilities of the Board Official position;
- (C) any qualification(s) necessary to hold the Board Official position; and
- (D) the level of remuneration by honorarium for the Board Official position.

**3.10 Performance evaluation**

- (a) The GSA Board will conduct periodic reviews of its operations and subcommittees.
- (b) A review system, which subject to consultation with the GSA Board, may include:
  - (i) a review of the GSA Board's own performance, including against the requirements of this Governance Charter, performance of any

- subcommittees, and the performance of the President and individual GSA Board members;
- (ii) such review mechanisms as the GSA Board decides appropriate; and
- (iii) opportunities to provide feedback about the GSA Board's effectiveness privately to the President.

### **3.11 GSA Board process**

#### **(a) Meetings**

- (i) The President (or a GSA delegate) will be the chairperson at all GSA Board meetings.
- (ii) All GSA Board meetings must be conducted in accordance with the Constitution, the Act and the ACNC Legislation.
- (iii) GSA Board members are committed to collective decision making, but have a duty to question and raise any matters of concern to them. Matters are to be debated openly and constructively amongst the GSA Board members. GSA Board members must utilise their particular skills, experience and knowledge when discussing matters at GSA Board meetings.
- (iv) GSA Board members must keep GSA Board meeting discussions and resolutions confidential, except in extraordinary circumstances where they are required to be disclosed.
- (v) GSA Board members are expected to prepare adequately for, attend and participate in GSA Board meetings.
- (vi) The GSA Board may request or invite any Representative Councillors, Faculty Councillors, staff members, external contractors or external consultants to attend GSA Board meetings if necessary or desirable.

#### **(b) Independent professional advice**

Following consultation with the President, GSA Board members may seek independent professional advice at GSA's expense. Generally, this advice will be made available to all GSA Board members if the President considers the advice relevant for them to discharge their responsibilities as GSA Board members.

#### **(c) Access to Management**

GSA Board members have complete and open access to any staff members following consultation with the President and CEO.

#### **(d) Notice, Agenda and Documents**

Unless otherwise agreed or considered necessary by the President (for example, urgent meetings), notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation will be circulated by the General Secretary to each GSA Board member and any other individual invited to attend, not less than seven days before the meeting (rule 7.15(a)).

## **4 ROLE OF THE CEO**

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- (a) The CEO is answerable to, and must report to, the GSA Board.
- (b) The CEO must operate within the terms of the authority delegated to them by the GSA Board.
- (c) The CEO is responsible for ensuring the GSA Board is provided with key information necessary to fulfil its duties.
- (d) The CEO may delegate any of their responsibilities to staff members as necessary to successfully fulfil their role.

## **5 REPRESENTATIVE COUNCIL**

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### **5.1 Representative Councillor eligibility**

The eligibility criteria for a Representative Councillor is set out at rule 9.2.

### **5.2 Representative Council elections**

Representative Councillors are elected pursuant to rule 9.8 at a general election conducted in accordance with rule 12.3.

### **5.3 Representative Council composition**

- (a) The GSA Board will determine the portfolios that require representation on a yearly basis (rule 9.7(b)).
- (b) Pursuant to rule 9.7(a), the Representative Council consists of at least eight and up to fifteen Representative Councillors.

### **5.4 Representative Councillor term of office**

The term of office of a Representative Councillor is set out at rule 9.9.

### **5.5 Ceasing to be a Representative Councillor**

A person ceases to be a Representative Councillor (and a casual vacancy is created) upon the events set out at rule 9.10.

### **5.6 Removal of a Representative Councillor**

A Representative Councillor may be removed in accordance with rule 9.11.

### **5.7 Filling casual vacancies on the Representative Council**

Casual vacancies on the Representative Council are filled in accordance with rule 9.12.

### **5.8 Role and powers of the Representative Council**

- (a) The Representative Council is a standing subcommittee of the GSA Board. It does not have governance duties. The purpose of the Representative Council is to advise the GSA Board and advocate on behalf of graduate students and the portfolios they represent.
- (b) The Representative Council is responsible for the following:
  - (i) managing portfolios as identified on a yearly basis by the GSA Board - representing a cohort or special interest of graduate

students, promoting community, safety, equity and opportunities relevant;

- (ii) initiating and maintaining liaison with the University and its representatives, maintaining and building the public profile of GSA;
- (iii) implementing important projects as per the portfolios allocated, lead working groups, provide guidance to staff members and GSA Board to improve graduates campus life and promoting community engagement;
- (iv) undertaking extensive consultation with graduates/liaison with graduate groups to identify the needs of graduate students and advocating on their behalf;
- (v) coordinating and being involved in the activities of GSA, and providing recommendations to the GSA Board on the budget in order to facilitate this;
- (vi) facilitating communication and being an advisory link between graduate students to improve accountability and transparency;
- (vii) ensuring that the directives of the GSA Board are implemented; and
- (viii) undertaking any other matter as delegated by the GSA Board.

## **5.9 Procedures**

- (a) The Representative Council may, subject to GSA's Constitution, Governance Charter and approval by the GSA Board, make procedures for the operation of the Representative Council.
- (b) The Representative Council may, by ordinary resolution, amend or repeal a procedure.
- (c) All Representative Councillors must be given seven days' notice, including the full wording of the proposed change, of any proposal to amend or repeal a procedure.
- (d) If the Representative Council amends or repeals a procedure, it must notify the GSA Board.
- (e) Procedures must not be inconsistent with the Constitution, a GSA Board policy or this Governance Charter. If there is an inconsistency between a Procedure and the Constitution, a GSA Board policy or this Governance Charter, the Constitution, GSA Board Policy or this Governance Charter (as the case may be) will prevail to the extent of the inconsistency.

## **5.10 Delegation and subcommittees**

- (a) The Representative Council may establish, reconstitute or dissolve subcommittees as it sees fit.
- (b) The Representative Council may delegate any of its powers to subcommittees as it sees fit.

## **5.11 Reporting**

- (a) Reporting to the Representative Council

- (i) Each Representative Councillor must submit a written report one week prior to each Representative Council meeting.
- (ii) The purpose of a Representative Councillor report is to enhance accountability and facilitate effective communication.
- (iii) A Representative Councillor report will contain the following:
  - (A) key work and actions undertaken, including stakeholder meetings attended;
  - (B) issues for discussion at the next Representative Council meeting; and
  - (C) recommendations on key issues, activities, events and policy matters.
- (b) Reporting to the GSA Board
  - (i) As soon as practicable following each Representative Council meeting, the Representative Council must ensure the Representative Council minutes are provided to the GSA Board.
  - (ii) The GSA Board will carefully consider the content of the Representative Council minutes and any recommendations in a timely manner.

## **5.12 Representative Council process**

- (a) Meetings
  - (i) The President (or a GSA Board delegate) will be the chairperson at all Representative Council meetings.
  - (ii) All Representative Council meetings must be conducted in accordance with rule 9.13.
  - (iii) Representative Councillors are committed to collective decision making, but have a duty to question and raise any matters of concern to them. Matters are to be debated openly and constructively amongst the Representative Councillors. Representative Councillors must utilise their particular skills, experience and knowledge when discussing matters at Representative Council meetings.
  - (iv) Representative Councillors must keep the following matters confidential:
    - (A) proposed motions for consideration by the GSA Board; and
    - (B) Representative Council discussions that are identified as confidential;
 except in extraordinary circumstances where they are required to be disclosed.
  - (v) Representative Councillors are expected to prepare adequately for, attend and participate in Representative Council meetings.
  - (vi) Representative Councillors may request or invite any GSA Board members, Faculty Councillors, staff members, external contractors or external consultants to attend Representative Council meetings if necessary or desirable.

(b) Notice, Agenda and Documents

Unless otherwise agreed or considered necessary by the President, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation will be circulated by the President (or a GSA delegate) to each Representative Councillor and any other individual invited to attend, not less than seven days before the meeting (rule 9.13).

## **6 FACULTY COUNCIL**

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### **6.1 Faculty Councillor eligibility**

The eligibility criteria for a Faculty Councillor is set out at rule 10.3.

### **6.2 Faculty Council elections**

Faculty Councillors are elected pursuant to rule 10.4 at a general election conducted in accordance with rule 12.3.

### **6.3 Faculty Council composition**

(a) Pursuant to rule 10.2 the Faculty Council will consist of at least nine and up to fifteen Faculty Councillors – preferably, at least one Faculty Councillor from each faculty.

(b) The GSA Board will endeavour to ensure that the Faculty Council provides for fair representation of all students.

### **6.4 Faculty Council term of office**

The term of office of a Faculty Councillor is set out at rule 10.8.

### **6.5 Ceasing to be a Faculty Councillor**

A person ceases to be a Faculty Councillor (and a casual vacancy is created) upon the events set out at rule 10.9.

### **6.6 Removal of a Faculty Councillor**

A Faculty Councillor may be removed in accordance with rule 10.10.

### **6.7 Filling casual vacancies on the Faculty Council**

Casual vacancies on the Faculty Council are filled in accordance with rule 10.11.

### **6.8 Role and powers of the Faculty Council**

- (a) The Faculty Council does not have governance duties. The Faculty Council is to advise the GSA Board and Representative Council about service delivery, representation and policy work and any other duties delegated by the GSA Board.
- (b) Faculty Councillors serve as representatives and advocates of students from their respective Faculty.
- (c) The Faculty Council is responsible for the following:
- (i) managing faculty portfolios as identified on a yearly basis by the GSA Board - representing faculty special interest of graduate



students, promoting community, safety, equity and opportunities relevant;

- (ii) initiating and maintaining liaison with the University Faculties and its representatives, maintaining and building the public profile of GSA;
- (iii) implementing important projects as per the faculty allocated, lead working groups, provide guidance to staff members and GSA Board to improve graduates' campus life and promoting community engagement;
- (iv) undertaking extensive consultation with graduates/liasion with graduate groups to identify the needs of graduate students in the faculty and advocating on their behalf;
- (v) coordinating and being involved in the activities of GSA, and providing recommendations to the GSA Board on the budget in order to facilitate this;
- (vi) facilitating communication and being an advisory link between graduate students of the faculty to improve accountability and transparency;
- (vii) ensuring that the directives of the GSA Board are implemented; and
- (viii) undertaking any other matter as delegated by the GSA Board.

#### **6.9 Delegation and subcommittees**

- (a) The Faculty Council may establish, reconstitute or dissolve subcommittees as it sees fit.
- (b) The Faculty Council may delegate any of its powers to subcommittees as it sees fit.

#### **6.10 Reporting**

- (a) Reporting to the Faculty Council
  - (i) Each Faculty Councillor must submit a written report one week prior to each Faculty Council meeting.
  - (ii) The purpose of a Faculty Councillor report is to enhance accountability and facilitate effective communication.
  - (iii) A Faculty Councillor report will contain the following:
    - (A) key work and actions undertaken, including stakeholder meetings attended;
    - (B) issues for discussion at the next Faculty Council meeting; and
    - (C) recommendations on key issues, activities, events and policy matters.
- (b) Reporting to the GSA Board
  - (i) As soon as practicable following each Faculty Council meeting, the Faculty Council must ensure the Faculty Council minutes are provided to the GSA Board.

- (ii) The GSA Board will carefully consider the content of the Faculty Council minutes and any recommendations in a timely manner.

### **6.11 Faculty Council process**

#### **(a) Meetings**

- (i) The President (or GSA Board delegate) will be the chairperson of all Faculty Council Meetings.
- (ii) The Faculty Council must meet at least eight times per year.
- (iii) Faculty Councillors are committed to collective decision making, but have a duty to question and raise any matters of concern to them. Matters are to be debated openly and constructively amongst the Faculty Councillors. Faculty Councillors must utilise their particular skills, experience and knowledge when discussing matters at Faculty Council meetings.
- (iv) Faculty Councillors must keep the following matters confidential:
  - (A) proposed resolutions for consideration by the GSA Board; and
  - (B) Faculty Council discussions that are identified as confidential;except in extraordinary circumstances where they are required to be disclosed.
- (v) Faculty Councillors are expected to prepare adequately for, attend and participate in Faculty Council meetings.
- (vi) Faculty Councillors may request or invite any GSA Board members, Representative Councillors, staff members, external contractors or external consultants to attend Faculty Council meetings if necessary or desirable.

#### **(b) Notice, Agenda and Documents**

Unless otherwise agreed or considered necessary by the Vice President, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation will be circulated by the General Secretary (or a GSA Board delegate) to each Faculty Councillor and any other individual invited to attend, not less than seven days before the meeting (rule 10.13).

### **6.12 Transitional provisions**

Faculty Councillors appointed prior to the 2025 annual general meeting will continue to be subject to those terms of the Constitution adopted on 26 November 2020 that applied to Faculty Council members. This includes (but is not limited to) not being entitled to an honorarium under rule 10.6.

## **7 GRIEVANCE PROCEDURE**

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- (a) Detailed information about GSA's grievance procedure is set out at rule 5 and should be read in conjunction with GSA's complaints policies.
- (b) A summary of key rules is set out below:
  - (i) the grievance procedure applies to disputes between:

- (A) a Member and another Member;
  - (B) a Member and the GSA Board, Representative Council, Faculty Council or any subcommittee (rule 5.1); and
  - (C) a Member and the Association (rule 5(a));
- (ii) parties must attempt to resolve the dispute between themselves within fourteen days (rule 5.1);
  - (iii) if the parties cannot resolve the dispute themselves within fourteen days, a mediator must be appointed within ten days;
  - (iv) the mediation process is set out at rule 5.3; and
  - (v) if mediation is unsuccessful, the matter must be referred to the Dispute Settlement Centre of Victoria (rule 5.4).

## **8 NOMINATIONS AND ELECTIONS**

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Nominations and elections are to be conducted in accordance with rule 12 and the Electoral Regulations.

## **9 HONORARIA**

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- (a) Subject to 9(b) below, GSA Board members, Representative Councillors and Faculty Councillors will be paid an honorarium pursuant to rules 7.3, 9.4 and 10.6.
- (b) Faculty Councillors appointed prior to the 2025 annual general meeting will not be entitled to any honorarium.
- (c) GSA Board members, Representative Councillors and Faculty Councillors are not employees and are not entitled to benefits resulting from employment.

## **10 LEAVE OF ABSENCE**

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- (a) GSA Board members, Representative Councillors and Faculty Councillors may be granted a leave of absence pursuant to rules 7.23, 9.14 and 10.14 and in accordance with GSA's Leave of Absence Policy.
- (b) Leave of Absence must be sought in advance whenever possible.

## **11 CONFLICTS OF INTERESTS AND RELATED PARTY TRANSACTIONS**

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- (a) The GSA Board must approve a written Conflicts of Interests and Related Party Transactions Policy setting out the GSA Board's expectations regarding the disclosure and management of actual or potential conflicts of interests and related party transactions.
- (b) The GSA Board places great importance on full disclosure and proper management of actual or potential conflicts of interest and related party transactions. This is important to protect the reputation and standing of GSA and to provide confidence in the decisions made by the GSA Board, and to ensure that the GSA meets its legal obligations.
- (c) If a GSA Board member has a material conflict of interest, the nature and extent of the interest must be disclosed to the Members at the next general meeting.

## **12 GOVERNANCE CHARTER REVIEW**

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The GSA Board will note this Governance Charter annually and review this Governance Charter at least once every three years (or as necessary) to keep it up to date and consistent with the GSA Board's authority, objectives and responsibilities. This Governance Charter may be amended by resolution of the GSA Board as it sees fit.

## **13 CONTACT**

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For questions about this Governance Charter, contact the General Secretary.

## **AUTHORISATION**

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Reviewed and approved by the GSA Board on 27.03.2024.