



DEAKIN UNIVERSITY

**Compliance with Code of Governance
Principles and Practice for Australia's
Public Universities**

2024

Preamble

This document addresses Deakin University's compliance with the Code of Governance Principles and Practice for Australia's Universities approved by the University Chancellors Council in 2024.

Deakin University Council adopted the Code at its first meeting (20 March 2025) following the publication of the Code in December 2024.

The Code superseded the previous Voluntary Code of Best Practice for the Governance of Australian Public Universities approved by the University Chancellors Council and Universities Australia.

Annual review of compliance

In accordance with the Code, the Deakin University Council annually reviews its compliance with the Code. Following this review Deakin publishes a statement in its Annual Report on its compliance with the Code, any areas of non-compliance with reasons for non-compliance, and measures undertaken to address them (the 'if not, why not' principle).

Some provisions of the Code involve assessments of compliance, rather than absolute yes/no answers. Where this is the case, the assessment involved, its basis and supporting evidence is explained in this document.

Overall assessment of compliance

This document demonstrates that Deakin complies with all areas of the Code.

The University Council approved this document and the assessment of compliance on 20 March 2025.

This underpins the statement of compliance with the Code published in the University's 2024 Annual Report.

Publication of assessment

This document is published on the University's website, simultaneously with the Annual Report and together with the Code itself.

Following publication, if any updates are made to the document they will be clearly marked so that readers have both the original and updated version.

Deakin welcomes any questions or comments to council-secretary@deakin.edu.au

Dr Glenn Nicholls

University Council Secretary

20 March 2025

Code of Governance Principles and Practice for Australia's Public Universities

Section 1. Purpose

Deakin University Council supports the purpose of the Code.

Accordingly the Council has adopted the Code by resolution of Council on 20 March 2025.

Council complies with this section of the Code and is committed to the governance principles and practice set out in the Code.

Section 2. The nature and operation of Australia's public universities

Section 2 sets out principles regarding the nature, legal status and operation of Australia's public universities.

The provisions apply to Deakin.

They do not raise any compliance issues.

There is no issue of non-compliance arising for Deakin under this section.

Section 3. Composition of governing body – Deakin University Council

Skills, commitment and knowledge

Deakin University Council has a membership that collectively has the skills, commitment and knowledge of the University and the higher education to sector enable it to discharge its duties effectively and add value (3.2.1). This is evidenced by the independent assessments of Council's performance, most recently by BoardsGlobal 2023, annual assurance of the [Council's fulfilment of its business schedule](#) encompassing its duties, and ongoing assessment by Council's Chancellor's Advisory Committee drawing on external benchmarking.

The Council conducts an annual assessment of its Skills Matrix to ensure that its skills mix meets the University's needs. Identified areas or future skills need inform recruitment, appointment and reappointment decisions.

Council's Matrix is set out at the end of this document.

Diversity and inclusion

The Council has a gender balance of 8 women and 7 men (3.2.4) and membership reflecting the diversity of the Australian community, and the specific characteristics of the Deakin community (3.2.3), including First Peoples (3.2.5), staff (3.2.7) and student (3.2.6) membership.

Balance between higher education and other expertise

The Council seeks to achieve a balance between higher education and other expertise (3.2.2). This is reflected

in Council's Skills Matrix. Higher education expertise is currently rated at 75%, a decline compared to 2024 due to the retirement on 31 December 2024 of Stuart Hamilton, former CEO of Open Universities Australia and Secretary of the Commonwealth and Victorian Education Departments.

Elected positions

Council's composition provides for one staff member and one elected student. The electorates are all staff and all students respectively.

In 2025 the elected staff member is Deakin Distinguished Professor Catherine Bennett, epidemiologist and public health expert. The elected student member is Paulasta Majumdar, an international undergraduate student.

Principles, policies and practices

Council's commitment to the best possible mix of skills, experience and diversity is set out in:

- [Council Charter](#)
- [Council Members Appointment and Remuneration Process](#)
- Council's Skills Matrix at the end of this document.

Assessment

Council is satisfied that it complies with section 3 of the Code.

Whilst there will be variations from time to time in gender and diversity mix and in the depth of expertise in different areas, Council has processes in place to ensure an ongoing strong and sound mix of skills, expertise and diversity. Consequently there are no shortcomings requiring reporting and explanation under the Code.

Section 4. First Peoples, staff, student and university community engagement in governance

Principles, policies and practices

Deakin University Council has transparent processes to capture input on University strategy, policies and performance from staff and students, representatives of First Peoples and Community. This includes membership of the Council, regular engagement with the Deputy Vice-Chancellor Indigenous, Deakin Distinguished Professor Mark Rose, and advice from the Vice-Chancellor's Indigenous Advisory Committee. Indigenous leader, Emeritus Professor Tom Calma AO is an external member of Council's Committee to advise on the appointment of our next Chancellor from 2026.

The Council is fully committed to the University's Indigenous Strategy, embraces its role under that Strategy, and strongly supports its implementation, which is the subject of reporting each year to Council.

In 2023 Council undertook an On Country experience at Budj Bim Cultural Landscape with Indigenous leaders from the University and the Gunditjmarra Community. In 2025 there will be a similar occasion to engage with Indigenous Community leaders.

Assessment

Council is satisfied that it complies with section 4 of the Code.

Consistent with the University's Indigenous Strategy Council will continue to work to improve the experiences of Indigenous Australians who engage with Deakin and to ensure Indigenous knowledges are integral to all our lives.

Section 5. Appointment processes

Principles, policies and practices

Deakin University Council's appointment processes cover each of the components of section 5 of the Code. The Chancellor's Advisory Committee, whose membership includes the Chancellor and Deputy Chancellors, fulfils the responsibilities of a Nominations Committee in accordance with its published terms of reference (5.2.1- 5.2.2).

Council maintains a skills and diversity matrix, which plays a central role in the recruitment of new members. Selection criteria are openly published. Recruitment processes are directed to the selection of the best person for the position. Due diligence checks are an integral part of the appointment process.

Relevant documentation is:

- [Chancellor's Advisory Committee terms of reference](#)
- [Council Charter](#)
- [Council Members Appointment and Remuneration Process](#)
- Council's Skills Matrix at the end of this document.

Assessment

Council is satisfied that it complies with section 5 of the Code.

Section 6. Duties of Members

Principles, policies and practices

Deakin University Council has policies and practices which cover each of the components of section 6 of the Code. This includes a clear statement of the roles and responsibilities of Council, its relationship to management, matters reserved for the Council and Council's overall responsibility as the University's governing body (6.1 – 6.2). This is articulated in the [Council Charter](#) and is implemented in [Council's annual business schedule](#).

The duties of individual members are set out in their letter of engagement and cover each of the items listed in section 6.3 in the Code. Members' profiles including positions they hold outside Council are published on Council's website (6.5).

The Chancellor's Advisory Committee advises Council on the Council Charter and relevant compliance matters (6.4, also 7.4).

Assessment

Council is satisfied that it complies with section 6 of the Code.

Section 7. Awareness and education of members

Deakin University Council has policies and practices covering the various components of section 7 of the Code.

Awareness, induction and professional development

The Council provides focussed information to members about their role, responsibilities and legal framework within which the Council works (7.1). The Council has an induction program for new members which is spread over several weeks as members gain a familiarity with their work. The program encompasses an introduction to Council practices, information about the University's organisation and operations, a finance briefing and a regulation and policy session. Additional sessions on further areas, eg investment strategy are arranged as required (7.1 – 7.2).

All Council members undertake the UCC-AICD three day course in university governance (7.2).

Culture of proactive compliance

All members also complete Council-related University compliance modules online (7.3). There are five compulsory modules covering Code of Conduct, Declarations of Interest, Fraudulent and Corrupt Conduct, Cyber Security and Responding to Disclosures of Sexual Harm, and 10 further options for information (7.3).

The Council discusses its legal and ethical responsibilities and its fulfilment of those responsibilities at its meetings. Each meeting concludes with a reflection on the Council's fulfilment of its responsibilities (7.3).

Relevant Code and Policies

Deakin University Council has a [Council Charter](#), which is distinct from but consistent with the University's [Code of Conduct](#). The Council is also the approval body for the [Fraud and Corruption Policy and Procedure](#) and the [Integrity Policy](#) and [Public Interest Disclosures Procedure](#) (covering whistleblowing) (7.5).

The Council, with advice from the Audit and Risk Committee, regularly reviews the above policies to ensure that they are operating effectively. Through the Audit and Risk Committee the Council considers comprehensive reports on breaches of these policies and any matters of fraud, corrupt or improper conduct reported under the policies or via the external reporting line <https://deakin.stoplinereport.com>

Assessment

Council is satisfied that it complies with section 7 of the Code.

Section 8. Performance Review

Deakin University Council has policies and practices covering the two components of section 8 of the Code.

Performance review of Council

The Council conducts a performance every two years alternating between an internal review by questionnaire to all Council and committee members and an external review conducted by a consultant. The University's Annual Report provides information on review activities undertaken in that year (8.1 a). An external review of academic governance is undertaken each four years, augmented by annual reviews by the Academic Board of its own operations with input from external experts to provide best practice perspectives (8.1 b). Following reviews the implementation of agreed actions is tracked and ultimately closed out by Council and the Academic Board respectively.

Performance review of senior executives

The Council considers the performance review of the Vice-Chancellor each year and, through the People and Culture Committee, the annual performance review of all members of the Executive. Relevant processes are set out in [the terms of reference of the People and Culture Committee](#) and the University's Annual Report (8.2).

Assessment

Council is satisfied that it complies with section 8 of the Code.

Section 9. Reporting on Compliance with this Code

Deakin University Council has considered and approved this Report on compliance with the Code (9.1) and has approved the statement of compliance in the University's 2024 Annual Report (9.2).

Council is satisfied that it complies with section 9 of the Code.

Section 10. Protection of Members

Council members are protected by a statutory indemnity for their work on Council. Under section 19 of the *Deakin University Act 2009 (Vic)* the University 'must indemnify and keep indemnified each member of Council against all actions or claims (whether arising during or after a Council member's term of office) in respect of any act or thing done or omitted to be done in good faith as a member of the Council'.

This also applies to members of Committees established by the Council.

The University maintains relevant insurance protection in support of this legislative obligation.

Council is satisfied that it complies with section 0 of the Code.

Section 11. Removal of Members

Section 3 of Schedule 1 of the *Deakin University Act 2009 (Vic)* provides for the removal of members by Council on the grounds of failing to comply with their responsibilities. Relevant procedures are set out in full in the Act.

Council is satisfied that it complies with section 11 of the Code.

Section 12. Removal of a Chancellor or Deputy Chancellor

The Chancellor and Deputy Chancellors are appointed by Council and hold office subject to retaining the confidence of Council. Council may effect the removal from either office under sections 7, 8 and 10 of the *Council Regulations*.

Council is satisfied that it complies with section 12 of the Code.

Section 13. Terms of Members

Council Members' terms and maximum length of service are set out in sections 1 and 2 of Schedule 1 of *Deakin University Act 2009 (Vic)*.

The Council is conscious of balancing the benefits of continuity of membership and regular refreshment of membership in making recommendations on appointment and reappointment to Council.

Council is satisfied that it complies with section 13 of the Code.

Section 14. Risk Management

Deakin University Council has a framework and practices in place covering each of the aspects of section 14 of the Code on Risk Management.

Council sets the University's Risk Appetite Statement each year and ensures that a sound risk management framework is operating (14.1, 14.4). Council's Audit and Risk Committee comprises five members of Council who are not staff or students of the University and whose *terms of reference* and *annual business schedule* are published on the University website (14.2 – 14.3).

Council, with advice from the Audit and Risk Committee, reviews at least annually the effectiveness of the University's risk management processes and internal audit arrangements, including external co-source partner.

The full Council meets with the University's external auditors from the Office of the Victorian Auditor-General to consider the University's annual external audit.

Council is satisfied that it complies with section 14 of the Code.

Section 15. Academic Governance

Deakin University Council has established structures and processes for effective academic governance as set out in section 15 of the Code. These are principally implemented by, and under the auspices of, the Academic Board (15.1). Council has approved the *Academic Board Regulations* and the *Academic Board Policy*. These provide the framework for clarity or responsibility and coordination between the Council, the Academic Board and management.

Council is satisfied that it complies with section 15 of the Code.

Section 16. Oversight of high risk and high priority areas

The Deakin University Council has structures and processes which provide for high risk and high priority matters to reflect consultation and engagement with the University community. The Vice-Chancellor and members of the University Executive report to each meeting of Council on consultation and engagement across the University community on high risk and high priority matters affecting the University's strategy (16.1). The Headline Risk Report considered at each meeting of Council provides an assessment on whether each high risk areas is within risk appetite and on the progress of any actions to bring areas within appetite.

Council is satisfied that it complies with section 16 of the Code.

Section 17. Remuneration policies

Deakin University Council has rigorous and transparent processes covering the two remuneration related areas in section 17 of the Code.

Policies and procedures

The Council has established processes for setting remuneration for the Vice-Chancellor and members of the University Executive against external benchmarks (17.1) and reporting total remuneration packages in the University's Annual Report.

The Council adopted The Voluntary Australian Universities Vice-Chancellor and Senior Staff Remuneration Code immediately after its approval by the University Chancellors Council in August 2021.

Relevant Committee

Council's [People and Culture Committee](#) fulfils the responsibilities of a Remuneration Committee and satisfies each of the criteria set out under section 17.2 of the Code. The Committee's role, annual number of meetings held and attendance at those meetings is set out in the University's Annual Report (17.2.4).

Council is satisfied that it complies with section 17 of the Code.

Section 18. Oversight of Controlled Entities

Deakin University Council has oversight over controlled entities consistent with each of the elements of section 18 of the Code.

Council's comprehensive oversight practices are set out in the [Controlled Entities Oversight and Reporting Procedure](#) (current version approved by Council 26 March 2024).

Council is satisfied that it complies with section 18 of the Code.

Section 19. Risk Management of Controlled Entities

Deakin University Council considers the risk profile of controlled entities consistent with section 19 of the Code. An assessment is undertaken each six months, as captured in item 13.1 – 13.2 of the [Audit and Risk Committee's 2025 business schedule](#).

Council is satisfied that it complies with section 19 of the Code.

Section 20. Annual Report

The University's Annual Report covers the performance and risk management reports as set out in sections 20.1 and 20.2 of the Code.

Council is satisfied that it complies with section 20 of the Code.

Deakin University Council skills matrix

In accordance with the *Deakin University Act 2009* (Vic) the Council is responsible for the governance of the University, including setting the University's strategic direction, monitoring performance against that strategy, approving the financial plan, budget and commercial activities, ensuring robust risk management and establishing policy and procedural principles consistent with legal requirements and community expectations.

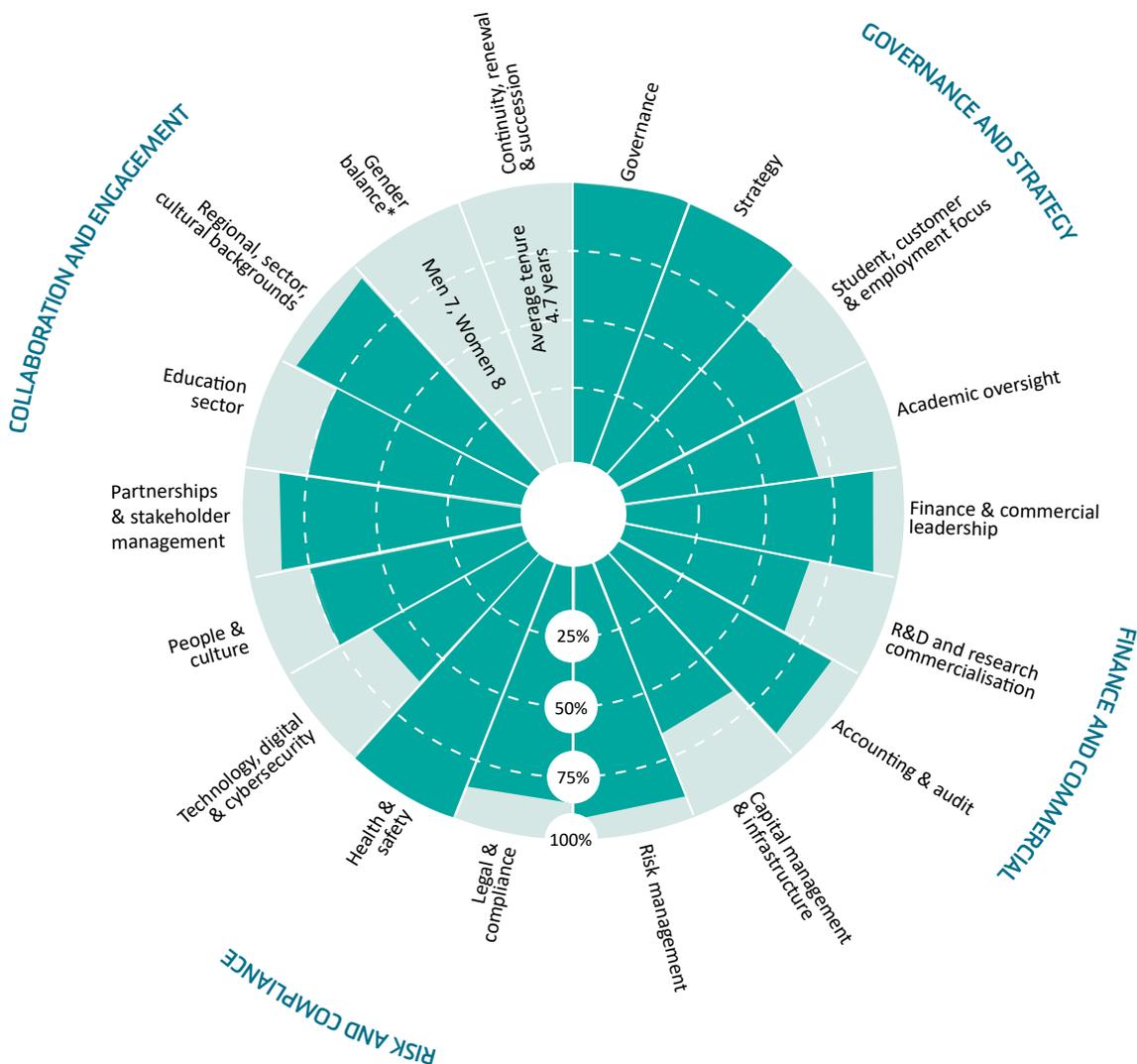
The Council uses critical self-assessment and regular external evaluation to ensure that it has the mix of skills and experience to fulfil its governance responsibilities and make the best possible decisions for the sustained success of the University.

Council's Skills Matrix is reviewed annually by the Chancellor's Advisory Committee and informs appointment and reappointment recommendations.

The Matrix below is current as of January 2025 and confirms that Council has the range and depth of skills and experience to fulfil its governance responsibilities.

Profiles of individual Council members are set out on the [University Council's website](#).

Skills matrix



Compliance with governance legislation and codes

Compliance with the *Deakin University Act*

Council's membership meets the mandated skills and appointment criteria of the *Deakin University Act*.

Members' knowledge, skills and experience, s12 of the Act

Appointment and engagement processes ensure that, in accordance s12(3) of the *Deakin University Act*, Council comprises members with:

- the knowledge, skills and experience required for the effective working of the Council
- an appreciation of the values of a university relating to teaching, research, independence and academic freedom
- the capacity to recognise the needs of the external community served by the University.

Membership categories and criteria, ss11-14 of the Deakin University Act

- The number of members in each category and their qualifications for appointment comply with ss11-14 of the *Deakin University Act*.
- Among the Government and Council appointed members there are, as required by s11(A)6, and as specifically recommended in the appointment of those members:
 - 'at least two persons with financial expertise with relevant qualifications and experience in financial management' (s11(5A)a)
 - 'at least one person with commercial expertise at a senior level' (s11(5A)b).

The Council Charter, to which all members commit themselves, reflects the requirements and the values set down in the *Deakin University Act*.

Compliance with the *Deakin University Statute and Council Regulations*

Council complies with the requirements of the Deakin University Statute regarding the appointment of the Chancellor (s7 of the Statute and Council Regulations), Deputy Chancellors (s8 of the Statute and Regulations) and Vice-Chancellor (s9 of the Statute).

The election of staff and student members of the Council fulfills the requirements of s9 of the Council Regulations.

Compliance with Code of Governance Principles and Practice for Australia's Public Universities

Council's composition and appointment processes align with the Code of Governance Principles and Practice for Australia's Public Universities approved by the University Chancellors Council (December 2024 version).

Overall compliance with this Code is attested in the University's Annual Report and evidence of compliance with each section is set out on Council's website.

Compliance with Higher Education Standards Framework (Threshold Standards) 2021

Council's composition, processes and assurance measures fulfil the requirements of the Governance Domain of the Threshold Standards pursuant to the *Tertiary Education Quality and Standards Agency Act 2011* (Cth).

This is affirmed annually by review against each component of the Domain.

In December 2024 the University completed, under Council oversight, its Self-Assurance Report for renewal of registration with the Tertiary Education Quality and Standards Agency in 2025.