

CHARTER

WESTERN SYDNEY UNIVERSITY FOUNDATION COUNCIL

1 INTRODUCTION

- 1.1 The Western Sydney University Foundation Council was established by a resolution of the Board of Trustees made on the 27th day of February, 2013.
- 1.2 This Charter describes the roles and functions of the Council.
- 1.3 The Council reports to and is accountable to the Board of Trustees.
- 1.4 The University will provide to the Council such assistance as is required from time to time to enable it to discharge its role and functions as set out in this Charter.

2 OBJECTS AND FUNCTIONS

- 2.1 The objects for which the Council is established are to support and assist the University, the Board of Trustees and the Whitlam Institute, to encourage and foster interest in financial and other support for the University.
- 2.2 The Council will, having regard to the educational needs and aspirations of the Greater Western Sydney region, achieve these objects in a number of ways, including:
 - 2.2.1 developing strategies and initiatives to assist the University in fundraising and in the advancement and promotion of its reputation and standing;
 - 2.2.2 encouraging and seeking donations and undertaking fundraising activities by appropriate means;
 - 2.2.3 providing advice and assistance to the University in relation to the above matters in relation to the continued growth and investment of the Foundation Fund;
 - 2.2.4 liaising and working with the board of the Whitlam Institute in achieving its objectives in relation to fundraising and the advancement and promotion of its reputation and standing in the community.

3 CONSTITUTION

- 3.1 The Council consists of:
 - 3.1.1 the Chancellor *ex officio*;
 - 3.1.2 the Vice-Chancellor *ex officio*;
 - 3.1.3 no less than six (6) and no more than twenty (20) members appointed by the Board of Trustees or its nominated delegate as follows:
 - (a) one person who is a director of the Whitlam Institute, nominated by the board of the Whitlam Institute;
 - (b) one person who is a director of the Hawkesbury Foundation, nominated by the board of the Hawkesbury Foundation;
 - (c) one person who is an external member of the Board of Trustees; and
 - (d) up to sixteen (16) other people who are not officers or employees of the University.

4 ELIGIBILITY, TERMS OF OFFICE AND VACANCIES

4.1 Council members appointed under paragraph 3.1.3:

- 4.1.1 hold office for a term of three (3) years calculated from appointment, subject to this Charter;
- 4.1.2 are eligible for reappointment at the end of their term; and
- 4.1.3 cannot hold any office or any position as an employee within the University while holding office as a Council member.

4.2 A Council member appointed under paragraph 3.1.3 ceases to be a Foundation Council member if he or she:

- 4.2.1 resigns;
- 4.2.2 assumes any office or becomes an employee of the University;
- 4.2.3 if appointed under any of paragraphs 3.1.3(a), (b) or (c), ceases to hold office as a director of (as the case may be) the Whitlam Institute, Hawkesbury Foundation or as an external member of the Board of Trustees; or
- 4.2.4 is removed by resolution of the Board of Trustees

during the term of his or her office.

4.3 Council members are also expected to work constructively with other members of the Council, the Chancellor, the Vice-Chancellor and Executive Director. Key personal attributes include:

- 4.3.1 accountability and integrity;
- 4.3.2 self-confidence and personal reflectiveness and insight;
- 4.3.3 excellent networking abilities;
- 4.3.4 the ability to be innovative and entrepreneurial, tempered with strategic and sound judgment;
- 4.3.5 commitment to higher education generally, and the values and mission of the University.

5 CHAIR OF COUNCIL

5.1 The Chair of the Council is appointed by the Board of Trustees from one of the Council members appointed under paragraph 3.1.3 (d).

5.2 The Chair must appoint another Council member, who must also be a Council member appointed under paragraph 3.1.3, to act as alternate Chair, if he or she is unable to attend a Foundation Council meeting.

5.3 In accordance with clause 7 2B) of Schedule 1 of the *Western Sydney University Act 1997* (NSW), the Chancellor is entitled (but not required) to preside at any meeting of the Foundation Council at which the Chancellor is present.

6 ADVANCEMENT ACTIVITIES AND THE FOUNDATION FUND

6.1 The Council will:

- 6.1.1 work with the University to develop a vision and strategy for approval by the Board of Trustees that advances the University's development and fundraising activities in the context of its engagement and connections with its alumni and other stakeholders and the broader community to achieve a broad range of benefits that support the University's objectives ("**Advancement activities**");

- 6.1.2 assist the University to promote and implement that vision and strategy; and
- 6.1.3 provide advice and assistance to the University in relation to the University's Advancement Activities, including:
 - (a) advice from time to time to the Office of Advancement in the development of business plans (to be approved by the Board of Trustees) which identify strategic priorities for fundraising; and
 - (b) helping to ensure that all gifts and other contributions (including sponsorships and trusts) to the Foundation are applied by the University in accordance with their terms;
 - (c) the investment strategy for the Foundation Fund;
 - (d) monitoring the performance of the Foundation Fund and advising the University in ensuring its application to the purposes agreed with the University; and
 - (e) reporting to the Board of Trustees as and when reasonably required by the Board of Trustees.

6.2 The Council shall liaise and work with the Vice-Chancellor or nominee in performing its role.

6.3 The Council's role is confined to those functions set out in this document or as delegated to it from time to time by the Board of Trustees.

7 RELATIONSHIP BETWEEN THE COUNCIL AND OFFICE OF ADVANCEMENT

7.1 The Executive Director is responsible for:

- 7.1.1 the operational management of Advancement activities;
- 7.1.2 compliance requirements in relation to Advancement activities as these relate to fundraising;
- 7.1.3 bringing material and other relevant matters to the attention of the Council in an accurate and timely manner;
- 7.1.4 working with other entities that promote the University's objectives, including the Whitlam Institute and Hawkesbury Foundation as delegated to him or her by the Board;
- 7.1.5 preparing the relevant documents for Council meetings and ensuring timely follow-up; and
- 7.1.6 providing other assistance as reasonably required by the Western Sydney University Foundation Council.

7.2 The Executive Director is not a member of the Council, but will attend meetings of the Council. The Executive Director may also participate in discussion of matters before the Council and provide advice where appropriate.

8 MEETINGS

8.1 The Council shall meet in each calendar year with the frequency a majority of the members deem appropriate.

8.2 Subject to this Charter, all Council meetings are to be convened and conducted in a manner consistent with standing orders established by the Board of Trustees from time to time for conduct of meetings of the Board.

8.3 A quorum for the purposes of a Council meeting is half of the membership plus one, at least one of whom must be the Chair or alternate Chair.

8.4 Council members may pass a resolution without holding a meeting if all Council members present in

Australia and entitled to vote sign a document stating that they are in favour of the resolution set out in the document.

9 GOVERNING PRINCIPLES

9.1 Governance and management of the Council is underpinned by the governance principles and standards prescribed by the Australian Charities and Not for Profits Commission from time to time, and by the principles of:

- 9.1.1 obligation to stakeholders;
- 9.1.2 transparency;
- 9.1.3 accountability;
- 9.1.4 internal control and compliance; and
- 9.1.5 ethical standards and behaviour.

10 ADMINISTRATIVE SUPPORT

10.1 The University will provide administrative support to the Council through the Office of Governance Services and the Office of Advancement.

10.2 Administrative support generally consists of:

- 10.2.1 preparing and sending out agendas and meeting papers to Council members;
- 10.2.2 ensuring the decisions of Council are circulated to the Board of Trustees, the Vice-Chancellor, the Executive Director and other officers of the University for implementation or advice as appropriate; and
- 10.2.3 establishing and managing proper records and systems of control in relation to the Council's meetings and other activities (which must comply with any University requirements).

10.3 Other administrative support will be coordinated through the Office of Advancement.

11 VALUES

11.1 Council members must be free from any interest or other relationship that could, or could reasonably be perceived to, materially interfere with their responsibility to act in the best interests of the University.

11.2 Council members must declare any material personal interest to the Chair before any discussion by the Council on a matter that may relate to that interest. Council members are not permitted to vote in respect of that matter, but may, if a majority of other Council members present at the meeting consider it appropriate, participate in any discussion of that matter.

11.3 Council members representing a stakeholder group must take particular care to ensure they act in the best interests of the University as a whole, and not just in the interests of the stakeholder group.

11.4 Council members must not take advantage of any information of the Council or of the University, or their position as a Council member (including any opportunities arising from either of these) for personal gain (including for their relatives or friends) or to compete with the Council or any Advancement activities.

11.5 Council members must treat all Council papers and all discussions at Council meetings as strictly confidential.

12 RECOGNITION OF CONTRIBUTIONS

- 12.1 The Board of Trustees may establish particular roles within the Council, or confer recognition through award of a title (such as “patron”, “governor” or “sponsor”), in recognition of an individual’s or corporation’s contribution to, or role within the University or the work of the Council.
- 12.2 These roles or titles are conferred by the Board of Trustees on the recommendation of its Board Executive Committee.

13 CHANGES TO THIS CHARTER

- 13.1 This Charter may only be amended by resolution of the Board of Trustees.

14 GLOSSARY OF TERMS

- 14.1 Words commencing with a capital letter in this Charter have the following meanings:

Advancement Activities	These are described in paragraph 6.1.1
Board of Trustees	The Board of Trustees of the University
Chancellor	The Chancellor of the University
Council	The Western Sydney University Foundation Council established by the Board of Trustees on 27 February 2013.
Executive Director	The person appointed as Executive Director of the Office of Advancement, including any person acting in that role
Hawkesbury Foundation	University of Western Sydney Hawkesbury Foundation Limited ACN 002 470 537 as trustees for the University of Western Sydney Hawkesbury Foundation Trust ABN 15 788 576 084
Office of Advancement	The administrative unit of that name within the University (including any reorganisation or restructure of that unit)
University	Western Sydney University established by the Western Sydney University Act 1997 (as amended)
Vice-Chancellor	The Vice-Chancellor and President of the University
Whitlam Institute	Whitlam Institute within Western Sydney University ACN 100 342 309 as trustee for the Whitlam Institute within Western Sydney University Trust ABN 42 247 216 279