

Company Directors and Officers Policy

Section 1 - Key Information

Policy Type and Approval Body	Governance - University Council
Accountable Executive - Policy	Chief Operating Officer
Responsible Manager - Policy	General Counsel & Director of Assurance
Review Date	5 December 2025

Section 2 - Purpose

(1) This Policy establishes the clear requirements La Trobe University must adhere to with regards to the appointment, remuneration and indemnification of a Company Director or Officer, including the requirement for the University to have a Directors and Officers Liability Insurance Policy.

Section 3 - Scope

(2) This Policy applies to:

- a. all campuses
- b. all staff
- c. all individuals appointed as a Director/Officer of a company on behalf of the University

Section 4 - Key Decisions

Key decisions/Responsibilities	Role
Approve the nomination of a person to be appointed as a Director/Officer of a company	University Council
Nomination of a person to be appointed as a Director/Officer of a Company	Chief Operating Officer

Section 5 - Policy Statement

(3) A person may only be appointed as a Director/Officer of a company on behalf of the University if they are nominated by the Chief Operating Officer and approved by University Council.

(4) A person may be remunerated as a Director/Officer, subject to the [Corporations Act 2001](#), unless the person is remunerated in their salary package to act as a Director/Officer from time to time.

(5) Where a person is not indemnified as a Director/Officer of a company, the person will be indemnified by the

University to the extent permitted by law and subject to the terms of a Deed of Indemnity between the University and the person.

Section 6 - Procedures

Part A - Appointment of Directors/Officers

(6) All appointments of individuals as Directors/Officers to companies shall be made in accordance with this Procedure.

(7) Where the Chief Operating Officer considers that it is in the best interests of the University that the University nominates an individual to be a Director/Officer of a Company, the Chief Operating Officer shall submit a recommendation to the University Council for approval.

(8) A recommendation by the Chief Operating Officer may only be made to the University Council to approve the nomination of a person to be appointed as a Director/Officer of a Company if:

- a. the nominated Director/Officer possesses the business and financial skills, knowledge and experience to professionally discharge the responsibilities of a Director/Officer in accordance with professional standards;
- b. the nominated Director/Officer has a Director Identification Number (DIN) as required by law;
- c. it is in the best interests of the University for the person to act in this role;
- d. the University has conducted appropriate due diligence on the proposed Company and is satisfied the Company does not represent a reputational, financial or compliance risk to the University or the nominated Director/Officer;
- e. the nominated Director/Officer's manager and School or Divisional head has approved the appointment; and
- f. the University's Legal Services office has confirmed the proposed appointment, including:
 - i. insurance of the University and the Company;
 - ii. requisite appointment documents;
 - iii. Director/Officer's DIN;
 - iv. any indemnity deed required by this policy
 - v. relevant company documents (including membership agreement and constitution);
 - vi. related University agreements (including any university participation or joint venture agreements); and
 - vii. any other information required.

(9) All appointments of individuals as Directors/Officers to companies shall be made by the University Council.

(10) Nominated Directors/Officers will be given the opportunity to seek independent legal advice regarding the duties owed as a Director/Officer prior to accepting the role.

(11) All costs associated with the appointment of a Director/Officer including the costs of obtaining legal advice shall be borne by the Company. Where a Company refuses to pay such costs, the University will pay those costs.

Part B - Register and reporting

(12) The University's Legal Services office will maintain a register of Director/Officer appointments under this Procedure. Legal Services shall report to the University Insurance Office the appointment of an individual as a Director/Officer under this Procedure.

(13) Director/Officers must promptly report to Legal Services any:

- a. proposed and confirmed appointments under this Procedure;
- b. change in details of an appointment (including personal details, DIN or change in appointed position);
- c. change in the Company's insurance (and annually as a minimum);
- d. threatened or actual legal claims, actions or penalties to the Director/Officer or the Company related to the appointment or which could otherwise affect the University;
- e. significant change in the ownership, financial standing, reputation or compliance of the Company that could affect the approvals granted under this Policy;
- f. resignation, dismissal or withdrawal or of an appointment; and
- g. any other information requested from time to time.

Part C - Remuneration of Directors/Officers

(14) All remuneration of individuals as Directors/Officers of Companies will be in accordance with the provisions of the Australian [Corporations Act 2001](#), as amended from time to time, or an equivalent law of a foreign jurisdiction in which a company is registered. The remuneration must be at a level consistent with fees paid to Directors/Officers in the market place generally and the financial position of the Company.

(15) Where a University staff member is being remunerated in their salary package to act from time to time as a Director/Officer of a Company, Directors/Officers fees will not, unless otherwise approved by the University Council, be paid to the staff member as it would be inappropriate for them to receive further payment for the same duties.

(16) A staff member appointed after the commencement of this Procedure will be deemed to be remunerated in their salary package if the staff member's contract of employment contains a provision requiring the staff member to act as a Director/Officer of Companies at the request of the University.

(17) A University staff member appointed as a Director/Officer of a Company before the commencement of this Procedure will be deemed to be remunerated in their salary package unless otherwise agreed to by the University Council.

(18) Where a University staff member is not remunerated by the University for performing duties as a Director/Officer, fees may be paid to the staff member by the Company in acknowledgment of the special and unique skills which the staff member is able to bring to the Company.

Part D - Indemnification and Liability Insurance

(19) The University shall use its reasonable endeavours to require the Companies to indemnify Directors/Officers appointed under this Procedure to the extent permitted by law for claims made against them in connection with their duties as Directors/Officers of the Company.

(20) The University shall use its reasonable endeavours to require the Companies to hold adequate Directors and Officers Liability insurance to protect the Directors/Officers of the Company appointed under this Procedure.

(21) An individual who is appointed as a Director/Officer of a Company under this Procedure, at the specific request of the University, will be indemnified by the University:

- a. to the extent that the Director/Officer is not indemnified by the Company or any other legal person;
- b. to the extent permitted by law including the law of a foreign jurisdiction in which a Company is registered; and
- c. in accordance with the Deed of Indemnity referred to in this Procedure.

(22) A Deed of Indemnity in a form approved by the General Counsel & Director of Assurance may be entered into between the University and an individual who acts as Director/Officer of a Company.

(23) Unless otherwise approved by the University Council, any indemnity granted by the University to a person under this Procedure will be automatically withdrawn when the person ceases to be employed by the University, except that the University will continue to indemnify the person for any cause of action which arose while the person was an employee of the University.

Section 7 - Definitions

(24) For the purpose of this policy and procedure:

- a. Company: a company registered under the Australian [Corporations Act 2001](#) or an equivalent law of a foreign jurisdiction in which a company is registered.
- b. Directors/Officers: a director and officer within the meaning of the Australian [Corporations Act 2001](#) or an equivalent law of a foreign jurisdiction in which a company is registered.

Section 8 - Authority and Associated Information

(25) This Policy is made under the [La Trobe University Act 2009](#).

Status and Details

Status	Current
Effective Date	4th December 2024
Review Date	4th December 2025
Approval Authority	Vice-Chancellor
Approval Date	4th December 2024
Expiry Date	Not Applicable
Responsible Manager - Policy	Linda Robertson General Counsel & Director of Assurance
Enquiries Contact	Legal Services +61 3 9479 2495

Glossary Terms and Definitions

"staff" - Staff means any person employed by the University as per the definition in the La Trobe University Act 2009 (Vic).