

# University of Southern Queensland Charter of University Governance

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| <b>Trim location</b>       | 13/G/4-2             |
| <b>Responsible officer</b> | University Secretary |
| <b>Approval Date</b>       | 9 October 2023       |
| <b>Approval Authority</b>  | Council              |

## 1.1 Introduction

This document sets out the principles by which the Council of the University of Southern Queensland will govern the University. The conduct of Council is also governed by the [University of Southern Queensland Act 1998](#), [Tertiary Education Quality and Standards Agency Act 2011](#), [Higher Education Standards Framework \(Threshold Standards\) 2021](#), and [Education Services for Overseas Students Act 2000](#) which will prevail to the extent this document is inconsistent with any provisions therein.

## 1.2 Powers and Functions

The Council is the University's governing body, and has functions conferred on it under the *University of Southern Queensland Act 1998*. Its powers include to:

- appoint the University's staff
- manage and control the University's affairs and property
- manage and control the University's finances.

The Council has delegated certain of its powers to committees, and the general management of the University to the Vice Chancellor, whilst maintaining responsibility for strategic direction and monitoring. Further details on delegations are in paragraph 1.13.

## 1.3 Role and Responsibilities

The Council, pursuant to the powers listed above and those reserved by law, is responsible for the following matters:

- appointing and supporting the Chancellor and Deputy Chancellor
- appointing and monitoring the performance of the Vice-Chancellor, as the Chief Executive Officer of the University, against agreed performance indicators
- setting the mission and overall strategic direction of the University, including goals and objectives
- approving the University's Annual Plan and Budget
- approving the annual financial statements and Annual Report of the University
- overseeing and reviewing the performance for remuneration purposes of the senior executives of the University
- establishing governance and academic quality policy consistent with legal requirements, University and community expectations
- approving and monitoring systems of compliance, control and accountability, including general overview of any controlled entities of the University
- overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings
- overseeing and monitoring the academic activities of the University
- approving and monitoring significant commercial activities of the University
- developing or acquiring any new campus, location or University real property
- establishing and overseeing committees of Council and appointing their members
- contributing to the enhancement of the University's reputation and standing in the community.

The foregoing powers are not intended in all cases to be exclusive to the Council.

## 1.4 Role of the Chancellor

The Chancellor is elected by the Council as the senior office holder of the University. The role of Chancellor involves:

- overseeing the development of Council agendas and monitoring the Council's schedule of business
- chairing meetings of Council including ensuring that Council is fully informed and receives proper information
- providing leadership to enable Council to function as an enquiring and informed body
- advising and supporting Council members in the performance of their responsibilities
- taking a leading role on Council's behalf in reviewing the performance of, and mentoring, advising and supporting the Vice-Chancellor
- conferring academic awards of the University
- representing the University at meetings, functions and ceremonies locally, nationally and internationally
- representing the University's interests in the business, political and cultural life of the community.

The Council elects the Chancellor of the University. The Chancellor may be elected from outside the Council membership.

## 1.5 Role of the Deputy Chancellor

The Deputy Chancellor assists the Chancellor and performs the duties of Chancellor at times when the Chancellor is for any reason unable to perform those functions.

The Council elects the Deputy Chancellor from the members of Council.

## 1.6 Role of the Vice-Chancellor

Council appoints the Vice-Chancellor as the Chief Executive Officer of the University. The Vice-Chancellor is delegated the general power of, and accountable to Council for, the overall management of the University within the ambit of the *University of Southern Queensland Act 1998* and Council resolutions. The Vice-Chancellor is the primary source of information and advice to Council.

### 1.6.1 Appointment of the Vice-Chancellor

Where a vacancy occurs, or is expected to occur, in the office of the Vice-Chancellor, the Chancellor's Committee will recommend for Council's approval a position description and a method of recruitment for the position including the constitution of any short-listing panel and selection committee.

Upon approval, the short-listing panel will undertake a search for a person to fill the position of Vice-Chancellor. An external recruitment company may be retained to assist in this process.

The selection committee will be constituted of no more than seven (7) members and will, unless impractical, include the Chancellor, the Deputy Chancellor and the Chair of Academic Board. The selection committee will normally include appropriately qualified external co-opted members and will comply with the statement on diversity and equality. The majority of members of the selection committee must be external independent members of Council.

The selection committee will provide regular reports to Council on the search process and following the interview process will recommend to Council a single candidate for appointment as Vice-Chancellor.

### 1.6.2 Annual Review of the Performance of the Vice-Chancellor

The Chancellor and Deputy Chancellor will review the performance of the Vice-Chancellor each year against performance indicators set in the previous year by Council. This will occur before June each year.

Chancellor's Committee will, after receiving a report from the Remuneration Sub-Committee, make a recommendation to Council on the terms and conditions of the Vice-Chancellor's contract arising from the review.

## 1.7 Role of the Director (Governance) and University Secretary

The Director (Governance) and University Secretary acts as an independent advisor to the Chancellor and other members of Council. The Director (Governance) and University Secretary reports directly to the Vice-Chancellor on matters pertaining to the management and operations of the University and Governance Office. The dual nature of the role requires a balancing of competing demands to enable Council's needs to be met.

The role includes:

- providing executive support to the Chancellor and Deputy Chancellor
- providing support to the Committees of Council and Academic Board
- facilitating the induction of new Council and Committee members
- advising on any relevant legislation and policies
- coordinating the production and distribution of Council papers
- assisting with agenda setting and consulting over minutes of meetings
- maintaining a register of conflicts of interest related to Council members
- ensuring the accuracy of the Council Delegations Schedule
- ensuring safe custody of the University seal
- ensuring Council meets its statutory obligations in relation to financial statements, reporting and governance protocols
- ensuring the Chancellor is briefed in relation to any matters of potential conflict between the Council and the University
- obtaining legal advice required by Council and advising Council on policy and procedural matters.

## 1.8 Role of Council Members

The framework regarding Council membership is detailed in the *University of Southern Queensland Act 1998*. The [Council Election Policy](#) and [Council Election Procedure](#) describe the election process for elected members of Council. The procedures set out in the [Guidelines on Nominations and Skills Audit Processes for Council and Committee Members](#) inform the selection process for appointed and additional members of Council. For those members eligible for remuneration or allowances the [Council Remuneration Policy](#) and [Council Remuneration Schedule](#) apply.

Council members have a fiduciary obligation to the University. This means that in performance of their functions, Council members should:

- exercise their functions with the best interests of the University
- act in good faith, honesty and for a proper purpose
- exercise appropriate care and diligence
- not improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the University or someone else
- disclose and avoid conflicts of interest in accordance with the Council Conflict of Interest Policy and Procedure
- maintain confidentiality in accordance with the Guidelines for the Conduct of Meetings of Council and Committees.

Council members are required to:

- comply with the law, and University policies and procedures including the University's Code of Conduct Policy
- inform themselves about their obligations as members of Council and its committees
- attend and contribute to all meetings of Council and committees of Council on which they serve
- inform themselves about issues affecting the higher education sector and governance of the University
- read and understand materials distributed to Council, actively seeking clarification and additional information as required
- where necessary, maintain the confidentiality of information provided to Council and deliberations undertaken by the Council
- support and respect the majority decisions of Council regardless of personal views
- represent the University and the Council in external and internal forums, including attending ceremonial functions where possible

- participate in evaluation of their individual performance and the performance of Council as a whole.

Council members have the right to:

- induction to the role of Council member, mentoring when initially taking up a Council member role, ongoing assessment, and continuing professional development, as approved by Council
- access to information to facilitate quality decision-making, which may include interaction with staff and students of the University
- timely circulation of agendas and papers
- indemnities with respect to decisions made in good faith during the course of their duties
- reimbursement of all reasonable travel, accommodation and sustenance expenses incurred in the performance of their duties.

## 1.9 Council Committees

Council may, under the *University of Southern Queensland Act 1998*, delegate its powers to committees for the purpose of assisting it in the governance of the University.

The following Committees have been established by Council:

- Audit and Risk Committee
- Finance and Facilities Committee
- Chancellor's Committee
  - Remuneration Sub-Committee as a sub-committee of Chancellor's Committee
- Honorary Awards Committee.

The specific functions and powers of these committees are set out in their terms of reference which are determined and approved by Council.

### 1.9.1 Role of Chairs of Council Committees

The chair of each committee of Council will be responsible for:

- providing leadership to the committee, including planning and chairing meetings and ensuring post-meeting actions are completed
- taking responsibility for the committee's development, including engaging the committee in assessing and improving its performance
- ensuring the committee receives proper information
- ensuring the timely and effective induction and development of new committee members
- reporting to Council on all material matters arising from the deliberations of the committee
- supporting the Chancellor and Council.

## 1.10 Academic Board

As conferred by the *University of Southern Queensland Act 1998*, Council has established an Academic Board. Academic Board may also establish committees to provide it with advice and recommendations or make decisions on matters within its terms of reference. Each such committee will have a composition and terms of reference as approved by Academic Board.

### 1.10.1 Role of the Chair of Academic Board

The Chair of the Academic Board is chosen by Council from a list of self-nominated applicants. The Chair of Academic Board is a member of Council, and is responsible for:

- chairing meetings of Academic Board
- advising Council on the view of Academic Board in relation to matters within the Terms of Reference of Academic Board
- reporting to Council and the University community on significant matters considered or decided by Academic Board
- putting forward recommendations from Academic Board to Council with respect to University academic governance
- consulting with Academic Board with respect to matters relating to academic programs and student welfare, when requested by Council or the Chancellor
- providing general input into decisions of Council with particular regard to issues relating to teaching and learning, research and student welfare.

### 1.11 Conduct of Meetings of Council and its Committees

All meetings are to be conducted in accordance with the [Guidelines for the Conduct of Meetings of Council and Committees](#).

### 1.12 Reporting to Council

For each meeting of Council, the following will be made available:

- reports as designated in the annual Council Business Schedule
- chairs of the committees and Academic Board will present a written report to Council on matters within their terms of reference.
- the Vice-Chancellor will present a written report to each Council meeting on the development, overall operations and attainments of the University
- reports on such other matters as Council requests, in particular, matters as measured through the University's Strategic Plan and related plans and strategies.
- reports on the implementation of plans and policies that have University-wide applicability.

In general, and where practicable, it is expected that all matters for consideration of Council are reviewed by a Council Committee in the first instance and that where necessary, recommendations are forwarded by the relevant Committee to Council.

### 1.13 Delegations

The Council may delegate its powers under the *University of Southern Queensland Act 1998* to:

- An appropriately qualified member of Council
- An appropriately qualified Committee that includes one or more members of Council, or
- An appropriately qualified member of the University staff.

Certain powers as set out in the *University of Southern Queensland Act 1998* may not be delegated.

Delegations are set out in the [Delegations Policy](#) and the [Council Delegations Schedule](#). Under the *University of Southern Queensland Act 1998*, the Vice-Chancellor may delegate powers of the Vice-Chancellor to an appropriately qualified member of the University's staff.

### 1.14 Accountability and Communication with Stakeholders

The Council accepts and acknowledges that the University is accountable to all its stakeholders for the values it upholds, its mission, and the goals and priorities it sets. The University must account for its financial wellbeing, its academic performance, and the quality of its programs and policies, and must maintain the highest level of probity in the conduct of its affairs.

Council aims to ensure engagement and to communicate information concerning major developments with the University's stakeholders, which includes:

- a statutory accountability to the State of Queensland including an obligation to report annually on its activities and performance
- regulatory accountability through compliance with the *Higher Education Standards Framework (Threshold Standards) 2021* and the *Education Services for Overseas Students Act 2000*
- accountability to the Federal Government through the relevant department for the public funds it receives in compliance with the conditions on which they are allocated, and the implementation of higher educational goals identified by the Commonwealth of Australia from time to time
- accountability to various federal, state and municipal departments and regulatory agencies for a range of compliance requirements
- accountability to its graduates for the reputation and status of awards they are granted
- accountability to its current students to provide a rich learning, teaching, and research training environment including support services and infrastructure
- accountability as an employer to its staff for their working environment, promoting professional development and rewards for their work
- accountability to all granting bodies, industry partners, sponsors, donors or other investors for the effective and timely discharge of any financial, contractual or other obligation entered into.

### **1.15 Membership Diversity**

Council is committed to social justice, equity and inclusivity, and the value of difference and diversity. Council seeks to ensure there is an absence of bias in the selection and appointment of members of Council and its committees, through fair, inclusive and equitable practices. The Guidelines for Nominations and Skills Audit Processes for Council and Committee Members encourage appropriate representation from candidates from diverse backgrounds.

As far as is possible, the Council strives to ensure that no one gender identity will comprise more than 60% of its membership or membership of its committees, including Academic Board and its committees. In terms of Council, it is acknowledged that achieving this aim is impacted by five (5) members being appointed by the Governor in Council and three (3) members being nominated and elected from various constituencies.

### **1.16 Performance Review and Evaluation**

Council will, at least once during a term of the Council, undertake an evaluation of its performance utilising such assessment instrument and/or methodology as Council approves. Such review will normally be an external evaluation at least once every seven years for compliance with the *Higher Education Standards Framework (Threshold Standards) 2021*.

### **1.17 Status of the Charter**

The Charter of University Governance provides an overview of the governance principles and processes of the Council and its committees. The Charter was approved by Council on 13 November 2010, on recommendation of Governance and Legislation Committee.

The Charter is reviewed annually in accordance with the findings of the Review of Corporate Governance undertaken by PricewaterhouseCoopers on behalf of the University and Internal Audit in 2016. Specific procedures and requirements regarding the operation of the Council and its Committees are set out in the *University of Southern Queensland Act 1998*, *Higher Education Standards Framework (Threshold Standards) 2021*, terms of reference for committees, and policies and procedures of the University. The Council also ensures that the University complies with the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#) as developed by the University Chancellors' Council. In addition, the Crime and Corruption Commission in its audit report on research fraud in 2020 recommended the University comply with the Voluntary Code, and report about its compliance in the University's Annual Report. These documents will take precedence over this Charter to the extent of any inconsistency.

## Modification History

| Date       | Source  | Details  |
|------------|---------|--|
| 09/10/2023 | Council | Revised following annual review by Chancellor's Committee  |
| 10/10/2022 | Council | Revised following annual review by Chancellor's Committee  |
| 18/10/2021 | Council | Updated following annual review by Chancellor's Committee (to reflect current legislation - <i>Higher Education Standards Framework (Threshold Standards) 2021</i> ) |
| 14/12/2020 | Council | Revised following annual review by Chancellor's Committee  |
| 28/10/2019 | Council | Revised following annual review by Chancellor's Committee  |
| 22/10/2018 | Council | Revised following annual review by Chancellor's Committee (deleted references to Statutes and Rules)   |
| 30/10/2017 | Council | Revised following annual review by Chancellor's Committee  |

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