

# Terms of Reference

## Chancellor's Committee

Trim location	12/G/1
Responsible officer	University Secretary
Approval Date	9 October 2023
Approval Authority	Council

### 1 Purpose

The Chancellor's Committee provides advice to Council on:

- good governance practices and processes
- efficient conduct of Council business
- membership, roles and responsibilities of Council members
- committee structures
- policy and legislation.

### 2 Responsibilities

The duties and responsibilities of the Chancellor's Committee as determined by Council are:

- to exercise all the powers, authorities, duties, and functions of the Council (other than powers specifically excluded under legislation) during the periods between ordinary meetings of Council on any matter which the Chancellor has determined to be of an urgent nature that ought not await consideration by the Council at its next meeting and report back to Council
- to consider and advise Council on matters of strategic importance to the University, including emerging governance issues and major activities within the University
- to monitor policy development and review in accordance with the University's Policy and Procedure Framework
- to review University governance policies and make recommendations to Council on approval of governance policies
- to review and make recommendations to Council on the content of the Annual Report excluding financial and accounts aspects
- to nominate, on delegated authority of Council, prospective members of Council to the relevant appointment authorities
- to provide advice to Council on the composition of the Council, incorporating the skills and attributes required by members to achieve good governance of the University, and including succession planning
- to make recommendations to Council on its committee structure; and the guidelines for the conduct of Council and committee meetings
- to provide support for members of Council in the context of their understanding of good governance practices and legislative requirements
- to consider and recommend changes to the [University of Southern Queensland Act 1998](#)

- to consider and approve recommendations from the Remuneration Sub-Committee relating to the performance and remuneration of the Senior Management Team (excluding the Vice-Chancellor), and report to Council on remuneration arrangements for these positions
- to consider and recommend to Council for approval (on recommendation from the Remuneration Sub-Committee) any changes to the Vice-Chancellor's remuneration arrangements
- to recommend to Council the process (including appropriate timeframes) for the selection and appointment of the Vice-Chancellor
- to consider and approve the appointment and termination of the Director (Governance) and University Secretary
- to consider and recommend to Council for approval the annual meeting schedule for Council and its committees
- to review annually the terms of reference of the Remuneration Sub-Committee.

### 3 Authority

Council authorises the Committee, within the scope of its responsibilities, to:

- perform activities within its terms of reference as the Committee deems relevant and necessary
- engage independent counsel and other advisers as it deems necessary to carry out its duties
- require the attendance of University employees at meetings as appropriate
- have unrestricted access to management, employees, systems and records
- receive any relevant information it requires from any employee of the University or any of its controlled entities.

### 4 Membership

Council nominates and appoints the Committee members.

Membership of the Chancellor's Committee consists of:

- Chancellor
- Deputy Chancellor
- Vice-Chancellor
- Chair, Academic Board
- Chair, Audit and Risk Committee
- Chair, Finance and Facilities Committee
- Two members of Council, who are not employees or students of the University, and who are able to contribute to the board skills base relevant to the business of the Committee.

The Chancellor is the chairperson of the Committee.

Members will be appointed for a term of office to run concurrently with the term of office of the Council.

The [Charter of University Governance](#) determines the expectations for the Committee in terms of diversity and equality. Council strives to ensure that no one gender identity will comprise more than 60% of the membership of the Committee and acknowledges there is a limit to achieving this aim given the structure of Council's membership.

## 5 Sub-Committee

The Remuneration Sub-Committee reports to Chancellor's Committee.

## 6 Meetings

The Chancellor's Committee will normally meet six times per year.

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

## 7 Ethical Practices, Confidentiality and Independence

Members of the Committee are to:

- exercise objectivity and probity in the discharge of their duties and responsibilities
- refrain from performing any activity that may prejudice their ability to carry out their duties and responsibilities objectively and independently
- act in a proper and prudent manner in the use of information acquired in the course of their duties and responsibilities
- exercise sound judgement guided by highest personal standards of honesty and integrity in all matters relating to membership of the Committee
- ensure that they do not place themselves in situations which could lead to, or be perceived to, give rise to a conflict of interest
- disclose to the Committee any matter which could compromise, or be seen to compromise, the performance of their duties on the Committee or give rise to a perception of a conflict of interest.

## 8 Secretary

The Director (Governance) and University Secretary acts as Secretary to the Committee.

## 9 Performance Evaluation

At a time that coincides with the self-evaluation of performance undertaken by Council, the Committee will undertake a self-evaluation of its performance utilising such self-assessment tool as Council shall approve. The evaluation shall be submitted to Council.

If directed by Council, the Committee will arrange for an external review of its activities.

## 10 Review of Terms of Reference

These Terms of Reference will be reviewed annually by the Committee to ensure they remain consistent with the Committee objectives and responsibilities. Any proposed amendments to the Terms of Reference will be referred to Council for approval.

## Modification History

Date	Source	Details
09/10/2023	Council	Revised Terms of Reference following annual review by Chancellor's Committee (minor change)
10/10/2022	Council	Revised Terms of Reference following annual review by Chancellor's Committee
18/10/2021	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
26/10/2022	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
28/10/2019	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
22/10/2018	Council	Revised Terms of Reference following annual review by Chancellor's Committee (deleted reference to subordinate legislation to USQ Act)
30/10/2017	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
12/12/2016	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
14/03/2016	Council	Revised membership provisions
7/12/2015	Council	Revised Terms of Reference following annual review by Chancellor's Committee
15/10/2014	University Secretary	Minor editorial change (under section 3 – replaced the term 'officers' with 'employees')
1/09/2014	Council	Revised Terms of Reference following annual review by Chancellor's Committee (no change)
20/12/2013	Governance Office	Editorial amendment - removal of Note re Chair of Governance and Legislation Committee continuing as member of Chancellor's Committee until expiry of term of 8 <sup>th</sup> Council
10/05/2013	Council	Revised Terms of Reference
10/12/2012	Council	Revised Terms of Reference and Membership
	Council	Previously USQ Calendar – Management 3.4

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