

# CHARTER OF UNIVERSITY GOVERNANCE

## USQ

### 1.1 INTRODUCTION

This document sets out the principles by which the Council will govern the University. The conduct of Council is also governed by the University of Southern Queensland Act 1998 which will prevail to the extent this document is inconsistent with any provisions herein.

### 1.2 FUNCTION

The Council's broad functions are:

- strategic direction
- overall leadership
- provide directions to the Vice-Chancellor
- monitor implementation of strategy against targets
- perform such other functions as are conferred by the *University of Southern Queensland Act*

### 1.3 POWERS

The Council, in addition to the powers in paragraph 1.2 above and those reserved by law, is responsible for the following matters:

- Appointing and supporting the Chancellor and Deputy Chancellor
- Appointment and monitoring the performance of the Vice-Chancellor, as the Chief Executive Officer of the University, against agreed performance indicators
- Appointment of the University Secretary
- Setting the mission statement and overall strategic direction of the University including goals and objectives
- Approving Capital Management and Operating Resource Management Plans
- Approving the annual budget and business plan of the University
- Approving the Annual Accounts and Annual Report
- Overseeing and reviewing the performance of senior management of the University
- Establishing policy and procedural principles consistent with legal requirements and community expectations
- Approving and monitoring systems of 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
- Establishment and oversight of 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 CHANCELLOR**

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

- Chairing Council meetings and overseeing the development of Council agendas
- 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 performance of and mentoring, advising and supporting the Vice-Chancellor
- Conferring academic awards of the University
- Representing the University at meetings, function and ceremonies nationally and internationally
- Representing the University's interests in the business political and cultural life of the community

The Selection of Chancellor Policy sets out the procedure for selection of a Chancellor of the University

#### **1.5 ROLE OF THE DEPUTY CHANCELLOR**

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

## **1.6 ROLE OF THE VICE-CHANCELLOR**

Council appoints the Vice-Chancellor as the principle executive officer of the University. The Vice-Chancellor is accountable to Council for the overall management of the University within the ambit of the *University of Southern Queensland Act* and Council resolutions. The Vice-Chancellor is the primary source of information and advice to Council.

## **1.7 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 by Council. This will occur before June each year.

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

## **1.8 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.

Upon approval, the Chancellor's Committee will undertake a search for a person to fill the position of Vice-Chancellor and will constitute the short-listing panel. The Committee may retain an external recruitment company to assist in this process.

The Committee will generally forward to the Council a list at least three (3) persons deemed suitable for interview. The Council may accept the recommendation or request the Committee to undertake a further search.

The final selection committee will be constituted by no more than seven (7) members and must include the Chancellor, the Deputy Chancellor and the Chair of Academic Board. The majority of members of the selection panel must be external independent members of Council.

The final selection panel will recommend to the Council a single candidate for appointment as Vice-Chancellor.

## **1.9 ROLE OF UNIVERSITY SECRETARY**

The University Secretary acts as an independent advisor to the Chancellor and other members of Council. The University Secretary may also undertake a dual role within the executive areas of the University. 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 Advisory Committees of Council
- Facilitating the induction of new Council 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 meeting
- 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

## **1.10 ROLE OF COUNCIL MEMBERS**

Council members are appointed through procedures set out in Council's Nominations and Skills Audit Procedures

The primary role of Council members is to act as fiduciaries on behalf of the University's stakeholders through the strategic direction and control of the University.

In particular Council Members are responsible for:

- Attending and contributing to all meetings of Council and meetings of Committees on which they serve
- Being informed about issues affecting the higher education sector and governance of the University
- Complying with the law, University statutes, rules, policies and procedures
- Informing themselves about their obligations as Members of Council and Members of Committees
- Reading, questioning and understanding written materials and financial statements distributed to Council
- Maintaining the confidentiality of confidential information and deliberations of the Council

- Supporting and respecting the majority decisions of Council regardless of personal views
- Representing the University and the Council in external and internal forums, including attending ceremonial functions where possible
- Participating in the Council's self evaluation process and the evaluation of senior management

In performance of their functions, Council Members should:

- Always exercise their functions with best interests of the University as a paramount issue
- 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 Policy on Conflict of Interest
- Maintain confidentiality in accordance with the Council Policy Conflict of Interest

Council Members have a right to:

- Induction and briefing process and continuing professional development
- Access to information to facilitate quality decision making
- Timely circulation of agendas and papers
- Ongoing assessment
- Mentoring when initially taking up a Council member role
- Indemnities with respect to decisions made in good faith during the course of their duties

Where any dispute arises concerning Council Members, these are to be dealt with in accordance with the Council Dispute Resolution Policy and Procedures

## **1.11 COMMITTEES**

Council may, under the USQ Act, 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 Committee as a sub-committee of Chancellor's Committee

- Governance and Legislation Committee
- Honorary Awards Committee

The specific functions and powers of these Committees are set out in their Terms of Reference. The terms of reference are determined and approved by Council.

## **1.12 ACADEMIC BOARD**

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 determined by Academic Board.

## **1.13 ROLE OF THE CHAIR, ACADEMIC BOARD**

The Chair of the Academic Board is responsible for:

- Chairing meetings of Academic Board and its sub-committees
- Advising Council on the view of Academic Board in relation to matters within the terms of reference of Academic Board
- Reporting to Council on significant matters considered or decided by Academic Board at each meeting of Council
- Putting forward recommendations from Academic Board to the Council with respect to University Governance
- Consulting with Academic Board with respect to matters relating to academic programs and student welfare, when requested by Council
- Providing general input into decisions of Council with particular regard to issues relating to teaching and learning, research, regional engagement and student welfare

## **1.14 ROLES OF CHAIRS OF COUNCIL COMMITTEES**

The Chair of each Committee of Council will be responsible for:

- Providing leadership to the relevant Committee
- Taking responsibility for the Committee's development
- Ensuring the Committee receives proper information
- Planning and conducting Committee meetings effectively
- Following up on actions or resolutions of the Committee
- Engaging the Committee in assessing and improving its' performance
- Overseeing the 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

## **1.15 REPORTING TO COUNCIL**

For each meeting of Council the following reporting will be made available

- 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 development, overall operations and attainments of USQ
- Reports on such other matters as Council requests, in particular, matters as measured through the University's Strategic Plans
- Reports on the implementation of plans and policy that have institutional 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.

## **1.16 CONDUCT OF MEETINGS OF COUNCIL**

All meetings are to be conducted in accordance with the Regulations for the Conduct of Meetings of Council.

## **1.17 DELEGATIONS**

The Council may delegate its powers under the USQ Act 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* may not be delegated.

Delegations are set out in the Schedule of Council Delegations

The approved delegations of the Council will be recorded in an Instrument of Delegation.

The following principles apply to Delegations:

- A Delegate may not exercise an authority that exceeds that conferred upon the Council under the *University of Southern Queensland Act*

- Delegations will be exercised subject to the Code of Conduct and Council Policy on conflict of interest
- Delegations must be exercised consistent with the statutory, legal and related obligations of the University
- Delegates may not exercise a delegation in respect of themselves or an activity or transaction from which they obtain a workplace or personal benefit
- Delegations must be aligned as closely as possible to responsibilities
- Council reserves the right to reject a decision made by a Delegate if practicable in exceptional circumstances.

## **1.18 ACCOUNTABILITY AND COMMUNICATION WITH STAKEHOLDERS**

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.

The Council accepts and acknowledges that the University has accountability to the following as stakeholders of the University:

- A statutory accountability to the State of Queensland including an obligation to report annually on its activities and performance
- Accountability to the Federal Government through the Department of Education, Employment and Workplace Relations 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 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
- Accountability to its graduates for the reputation and status of awards they are granted
- Accountability to its current students to provide a rich teaching, learning and research training environment in which support services and infrastructure are of the highest possible quality
- Accountability as an employer to its academic and general staff for creating the best possible working environment, promoting professional development and rewards for their work
- Accountability to its regional communities for advancing the economic, social, educational and cultural needs of those communities

Council aims to ensure engagement with its stakeholders and to communicate information concerning major developments.

#### **1.19 PERFORMANCE REVIEW AND EVALUATION**

Council will, on a bi-annual basis, undertake an evaluation of performance utilising the Governance and Risk Management Self Assessment Program for Universities prepared by the QLD Audit Office, or such other assessment tool as Council approves.

Council will also undertake, twice during the term of each Council, a self-assessment and external review of its activities.

#### **1.20 STATUS OF THE CHARTER**

The Charter provides an overview of the governance principles and processes of the Council and its Committees. Specific procedures and requirements regarding the operation of the Council and its Committees are set out in the USQ Act, Statutes and Rules of the Council. These documents will take precedence over this charter to the extent of any inconsistency.