

# CHARTER OF UNIVERSITY GOVERNANCE

## University of Southern Queensland

### 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* which will prevail to the extent this document is inconsistent with any provisions herein.

### 1.2 FUNCTION

The Council's broad functions are to:

- provide strategic direction to the University
- provide overall leadership to the University
- 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 1998*.

### 1.3 POWERS AND ROLE OF COUNCIL

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
- Appointing and monitoring the performance of the Vice-Chancellor, as the Chief Executive Officer of the University, against agreed performance indicators
- Setting the mission statement 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 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.

## **1.7 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 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.

## **1.8 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 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 must 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 contain an appropriate gender mix. 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.

## **1.9 ROLE OF THE 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 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
- Maintaining the schedule of Council delegations of authority
- 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.

## **1.10 ROLE OF COUNCIL MEMBERS**

Council members are appointed through procedures set out in the Guidelines on Nominations and Skills Audit Processes (for Council and Committee Members) and remunerated according to the Council Remuneration Policy and Schedule.

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. Council members are subject to the University's Code of Conduct Policy.

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.

In performance of their functions, Council members should:

- Always exercise their functions with the 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 Conflict of Interest Policy and Procedure
- Maintain confidentiality in accordance with the Council's Guidelines for the Conduct of Meetings of Council and Committees.

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
- Reimbursement of all reasonable travel, accommodation and sustenance expenses incurred in the performance of their duties.

## **1.11 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. 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 approved by Academic Board.

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

The Chair of the Academic Board is decided by Council, 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.

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

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

- Chairing meetings of the Committee
- 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 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 Plans
- Reports on the implementation of plans and policies that have institution-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 Guidelines for the Conduct of Meetings of Council and Committees.

## **1.17 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 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.

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 1998*
- Delegations will be exercised subject to the Code of Conduct Policy and Council Conflict of Interest Policy and Procedure
- 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 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 in which support services and infrastructure are of the highest possible quality
- Accountability as an employer to its academic and professional 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
- 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.

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

### **1.19 DIVERSITY AND EQUALITY**

Council is committed to social justice, equity and inclusivity, and appreciating 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 neither gender will comprise more than 60% of its membership or membership of its Committees, including Academic Board and its Committees. In terms of Council itself, it is acknowledged that there is a limit to achieving this aim given that five (5) members are appointed by the Governor in Council and three (3) members are nominated and elected from various constituencies.

### **1.20 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 as Council approves. Such review will normally be an external evaluation.

### **1.21 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 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*, Statutes and Rules of the Council, Terms of Reference for Committees, and policies and procedures of the University. These documents will take precedence over this Charter to the extent of any inconsistency.