

CHANCELLOR'S COMMITTEE TERMS OF REFERENCE



CONTENTS

1	ESTABLISHMENT	1
2	FUNCTIONS AND RESPONSIBILITIES	1
3	RESERVED AUTHORITIES	2
4	DELEGATED AUTHORITIES	2
5	REFERRAL OF MATTERS.....	2
6	SUB-COMMITTEES.....	3
7	MEMBERSHIP AND TERMS OF OFFICE	3
	Standard membership.....	3
	Appointment of the Vice-Chancellor and President	3
	Council membership	3
8	RIGHTS OF AUDIENCE AND DEBATE.....	4
9	OBSERVERS.....	4
10	CHAIR AND DEPUTY CHAIR	4
11	SECRETARY	4
12	CASUAL VACANCIES.....	4
13	REMOVAL OF A MEMBER FROM OFFICE	4
14	QUORUM.....	4
15	CONFLICT OF INTEREST	4
16	MEETINGS	5
17	ACCESS TO RESOURCES.....	5
18	AGENDAS AND MINUTES.....	5
19	FEEDBACK.....	5
20	APPROVAL AND REVIEW DETAILS.....	6

1 ESTABLISHMENT

The Chancellor's Committee is a sub-committee of the Council of Central Queensland University and will provide reports and/or advice to Council, and act as an Executive Committee of Council, a Vice-Chancellor's appointment and performance committee, and a Council membership committee.

2 FUNCTIONS AND RESPONSIBILITIES

This Committee's functions and responsibilities are to:

- 2.1 Determine on behalf of Council all matters which, in the opinion of the Chancellor, require determination between ordinary Council meetings at times where it is not feasible or practical to convene a special meeting of the Council (either in person, by telephone, or by video conference), or for a decision to be made by use of electronic or other means such as email circular resolution.
- 2.2 Provide advice to the Chancellor and Vice-Chancellor and President on any matters brought forward for advice.
- 2.3 Recommend to Council appointment and performance matters, including:
 - appointment of persons to the position of Vice-Chancellor and President
 - renewal of contracts for the Vice-Chancellor and President

- performance management and appraisal of the performance of the Vice-Chancellor and President
- the remuneration to be paid to the Vice-Chancellor and President, and
- the organisational structure reporting to the Vice-Chancellor and President.

2.4 In addition to regular discussions between the Chancellor and the Vice-Chancellor and President, this Committee will receive reports from the Vice-Chancellor and President on the performance and remuneration of the Vice-Chancellor and President's direct contract reports, and the effectiveness of the organisational structure reporting to them.

2.5 Act as a membership committee for the Council by identifying, vetting and interviewing:

- persons for consideration by it for appointment to Council or sub-committees of Council. For Academic Board this will relate only to the position of the Council Member serving on Academic Board, and
- persons whom the Chancellor might recommend to the Minister for Education as Governor in Council appointees.

Such appointments and recommendations will be approved by the Council.

2.6 Develop and adopt systematic nomination procedures for those categories of prospective members of Council that are not elected. Prospective members will be recommended with reference to needed skill sets on Council and the potential for the new members to contribute to the effective working of Council. In particular, this Committee will seek to ensure that the membership of Council meets the essential knowledge/expertise/experience requirements set out in the Council Membership Strategy. This Committee must ensure that at least one Governor in Council appointed member has substantial knowledge or experience of vocational education and training as required by section 14A of the [Central Queensland University Act 1998](#) (Qld), and that at least two members of the Council are ordinarily resident in Australia as required by the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) (Cwlth).

2.7 Approve proposed expenditure on a farewell gift or function for the Chancellor in accordance with the [Gifts and Benefits Policy](#), in the absence of the Chancellor.

3 RESERVED AUTHORITIES

In accordance with Section 11(2) of the [Central Queensland University Act 1998](#) (Qld), Council reserves the authority to:

- adopt the University's annual budget, and
- make an election policy.

4 DELEGATED AUTHORITIES

Council has delegated to this Committee the authority to determine all matters which, in the opinion of the Chancellor, require determination between ordinary Council meetings as limited by section 2.1, and except those which are reserved in section 3. This Committee cannot further delegate this delegated authority.

These delegated authorities should be exercised in such a way that, should the Council decide to reverse or change the decision of this Committee, any negative effect or impact is minimised.

All decisions of this Committee made under these delegated authorities will be reported to Council at the earliest opportunity.

5 REFERRAL OF MATTERS

This Committee may refer any item to Council for discussion, consideration and/or action, and may refer relevant matters for action or noting to other committees or officers as appropriate. When referring matters to other committees the process followed must be advised by the University Secretary.

6 SUB-COMMITTEES

This Committee may establish standing or ad hoc sub-committees and approve their terms of reference, which must be constructed to ensure consistency and coordination between the functions of all sub-committees. The terms of reference of any sub-committee which has a role in the University's governance processes must be approved by Council.

This Committee will receive reports from its sub-committees and be responsible for monitoring and evaluating each sub-committee's activities against their functions and responsibilities.

7 MEMBERSHIP AND TERMS OF OFFICE

Standard membership

The standard membership of this Committee will comprise:

Ex-officio members:

- Chancellor
- Deputy Chancellor
- Vice-Chancellor and President
- Chair, Audit, Risk and Finance Committee
- Chair, Strategic Planning and Projects Committee
- President, Academic Board

Appointed members:

- Such persons as appointed by Council, following an invitation from the Chancellor

All members are expected to represent and maintain effective communications between their business area and this Committee, as appropriate.

New members will, on their appointment, receive relevant induction information and briefings to assist them to meet their Committee responsibilities.

Ex officio members will serve for the duration of their appointment. Appointed members shall serve for a term no longer than their current appointment to Council.

Appointment of the Vice-Chancellor and President

When considering the appointment of the Vice-Chancellor and President, the standard membership will be augmented as follows:

- at least one external tertiary education expert, and
- such other persons as the Chancellor invites to serve on the Committee.

The current Vice-Chancellor and President will not attend meetings called to consider this matter.

The additional members will serve on this Committee solely for the duration of the appointment process for the Vice-Chancellor and President, and only attend Committee meetings where the agenda comprises Vice-Chancellor and President matters.

Council membership

When considering a Council membership matter, the standard membership may be augmented as follows:

- Two external members of Council or such members as are appointed to it by the Chancellor, if two external members of Council have not been appointed to the standard membership of the Chancellor's Committee.

Such additional members will serve for a term of two years and only attend Committee meetings where the agenda comprises Council membership matters.

8 RIGHTS OF AUDIENCE AND DEBATE

The Committee may extend rights of audience and debate on a standing or ad hoc basis. Attendees with rights of audience and debate may participate in meetings, but have no voting rights.

Senior officers of the University may attend all or part of Chancellor's Committee meetings at the request of the Vice-Chancellor and President and the approval of the Chancellor.

Employees and external stakeholders may request the opportunity to address this Committee. The Chair will consider and determine these requests.

9 OBSERVERS

Observers are welcome with the Chair's prior permission and provided they advise the Secretary in advance.

Observers are entitled to see and hear the proceedings of the meeting but have no voting rights and no right to speak at meetings, unless invited to do so by the Chair. Observers must leave the meeting when requested by the Chair, or if any matters are to be considered in closed session.

10 CHAIR AND DEPUTY CHAIR

The Chair will be the Chancellor, and will serve for the duration of their appointment.

The Deputy Chair will be the Deputy Chancellor, and will serve for the duration of their appointment.

11 SECRETARY

The University Secretary will be the Secretary.

12 CASUAL VACANCIES

A casual vacancy will be filled using the method of appointment of the departing committee member.

13 REMOVAL OF A MEMBER FROM OFFICE

This Committee may terminate a person's membership for misconduct by a vote of two-thirds of those present at a committee meeting called in accordance with these terms of reference, and for which due notice of the motion to terminate the person's membership has been given.

Where a member does not attend three consecutive meetings without adequate cause, that person's membership may be terminated. A person whose membership has been terminated may apply to the Committee to have their membership reinstated.

14 QUORUM

The quorum for a Committee meeting shall be 50 per cent of the membership, plus one. Where a loss of quorum is identified, the meeting may be adjourned until a time the Chair determines.

15 CONFLICT OF INTEREST

Members must declare to the Chair any real, perceived or potential conflict of interest they may have with any item on the agenda.

If the Chair or Committee deems a member to have a conflict of interest in a matter before this Committee, the member must not be present when the committee considers that matter.

Further details on identifying and dealing with a conflict of interest are provided in the [Conflict of Interest Policy and Procedure](#).

16 MEETINGS

Committee meetings may be held face-to face, by telephone, videoconference, or other electronic means. This Committee will meet as required and as approved by the Chair.

This Committee will meet at least twice a year to determine the Vice-Chancellor and President's performance targets for the succeeding year and then to review with the Vice-Chancellor and President's achievements against targets.

The Chancellor or Vice-Chancellor and President may call a special meeting of this Committee.

Committee decisions may be made at a duly called and constituted meeting, or by a resolution in writing to all members and physically or electronically approved by at least a quorum of members.

Committee members will fully prepare for each meeting, read the documentation in advance, and make every reasonable effort to attend each meeting.

While the Committee should always strive to achieve consensus in decision making, a decision by the majority of members of the Committee will be binding.

17 ACCESS TO RESOURCES

External Committee members will be provided with access to any other resources they reasonably require to fulfil their duties as a committee member.

18 AGENDAS AND MINUTES

The Chair will authorise the content and distribution of agenda papers for this Committee.

Agenda papers will be distributed at least three working days before the meeting, via the Committee Page on StaffNet. Members will be notified by email of the location and availability of material. Members are encouraged to view the agenda electronically during the meeting.

Only with the Chair's permission will late papers or the tabling of papers be accepted. All papers must be submitted to the Secretary by the specified submission deadline.

Committee records are subject to the Queensland [Public Records Act 2002](#) and must be retained by the Secretary in accordance with the University's [Records Management Policy and Procedure](#).

Minutes will be prepared from each meeting. The Chair will review the draft minutes and action sheet of each meeting, after which the Secretary will circulate the documents to all committee members and include them in the agenda papers for the next meeting.

19 FEEDBACK

Feedback about this document can be emailed to policy@cqu.edu.au.

20 APPROVAL AND REVIEW DETAILS

Approval and Review	Details
Approval Authority	Council
Delegated Approval Authority	N/A
Advisory Committee	Chancellor's Committee
Required Consultation	N/A
Administrator	University Secretary
Next Review Date	16/03/2025

Approval and Amendment History	Details
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Notes	<p>The Chancellor's Committee superseded the Executive Committee of Council.</p> <p>From 26 July 2010, the functions and responsibilities of the Executive Appointments Committee, Executive Performance and Remuneration Committee, and Council Membership Committee were incorporated into the Chancellor's Committee.</p> <p>From 25 October 2017, the responsibilities for executive appointments were limited to the appointment of Vice-Chancellor and President only, in alignment with the requirements of Council set out in the <i>Central Queensland University Act</i>.</p>