

CONTENTS

1	ACKNOWLEDGEMENT.....	2
2	INTRODUCTION.....	2
3	PURPOSE AND FUNCTIONS OF COUNCIL.....	2
4	POWERS OF COUNCIL.....	2
	The Central Queensland University Act.....	2
	Other relevant legislation.....	3
	The Common Law.....	3
5	PRIMARY RESPONSIBILITIES OF COUNCIL.....	3
6	DUTIES OF COUNCIL MEMBERS.....	4
7	CONDUCT OF COUNCIL MEMBERS.....	4
8	RESPONSIBILITIES OF THE UNIVERSITY IN RESPECT TO COUNCIL MEMBERS.....	5
9	COUNCIL MEMBERSHIP.....	5
10	CHANCELLOR.....	6
	Removal of the Chancellor from Office.....	6
11	DEPUTY CHANCELLOR.....	6
	Removal of the Deputy Chancellor from Office.....	7
12	COMPLIANCE AND INTEGRITY.....	7
	Conflicts of Interests.....	7
	Related party declarations by key management personnel.....	7
13	LIABILITY AND INDEMNITY.....	8
14	POLICE CHECKS.....	8
15	COUNCIL MEMBER REMUNERATION AND TRAVEL.....	8
16	COUNCIL MEETINGS.....	8
	Chairing of Council meetings.....	8
	Quorum.....	8
	Proceedings.....	9
	Admission of observers and visitors.....	9
	Minutes of proceedings.....	10
	Petitions.....	10
	Notice of motion.....	10
	Conduct of debate.....	10
	Meeting documentation.....	11
17	COUNCIL SUB-COMMITTEES.....	11
18	EVALUATION AND IMPROVEMENT.....	12
19	PROFESSIONAL DEVELOPMENT.....	12
20	PRIVACY.....	13
21	REVIEW OF CHARTER.....	13
22	RELATED LEGISLATION AND DOCUMENTS.....	13
23	FEEDBACK.....	13
24	APPROVAL AND REVIEW DETAILS.....	13

1 ACKNOWLEDGEMENT

- 1.1 The Council of Central Queensland University recognises that our Rockhampton headquarters is located on ceremonial land which is spiritually significant to the Darumbal people. We acknowledge and respect Elders, past and present, of the Darumbal Nation and all First Nations Peoples and nations on all the lands in which we operate. In working together to create a better future for us all, CQUniversity commits to a just and meaningful partnership of reconciliation with First Nations People throughout the communities we serve.

2 INTRODUCTION

- 2.1 The Council Charter is the key corporate governance policy document which defines the respective roles, responsibilities and authorities of the Council and management in setting the direction, the management and the control of Central Queensland University.
- 2.2 The principles and member obligations of the Council Charter apply to all members of Council, the Audit, Risk and Finance Committee, the Ceremonial and Honorary Awards Committee, the Chancellor's Committee, and the Strategic Planning and Projects Committee.

3 PURPOSE AND FUNCTIONS OF COUNCIL

- 3.1 The [Central Queensland University Act 1998](#) (Qld) states that the Council is the university's governing body, and it has the functions conferred on it under this or another Act.

4 POWERS OF COUNCIL

- 4.1 The sources of legal responsibility for Council members include:
- the *Central Queensland University Act*
 - any other relevant legislation, and
 - the common law, particularly regarding the fiduciary nature of the relationship between the members of Council and the University.

The Central Queensland University Act

- 4.2 The powers of the Council are set out in section 9 of the *Central Queensland University Act*, and provide that in particular the Council has the power:
- to do anything necessary or convenient to be done for, or in connection with, its functions, and in particular
 - to appoint the University's staff
 - to manage and control the University's affairs and property, and
 - to manage and control the University's finances.
- 4.3 Council may delegate its powers, within the limits set by the Act in section 11, to:
- an appropriately qualified member of the Council
 - an appropriately qualified committee that includes one or more members of the Council, or
 - an appropriately qualified member of the University's staff.
- 4.4 However, Council may not delegate its power (section 11(2)):
- to make an election policy, or
 - to adopt the University's annual budget.

- 4.5 The functions of the University are set out in section 5 of the *Central Queensland University Act*:
- a) to provide education at university standard
 - b) to provide facilities for, and encourage, study and research
 - c) to encourage the advancement and development of knowledge, and its application to government, industry, commerce and the community
 - d) to provide courses of study or instruction (at the levels of achievement the council considers appropriate) to meet the needs of the community
 - e) to confer higher education awards
 - f) to disseminate knowledge and promote scholarship
 - g) to provide facilities and resources for the wellbeing of the university's staff, students and other persons undertaking courses at the University
 - h) to exploit commercially, for the University's benefit, a facility or resource of the university, including, for example, study, research or knowledge, or the practical application of study, research or knowledge, belonging to the university, whether alone or with someone else, and
 - i) to perform other functions given to the University under this or another Act.

Other relevant legislation

- 4.6 The requirements of the Corporations Law to avoid improper use of information, to avoid improper use of the position and to disclose certain interests which may conflict are factors of which Council members should be aware.

The Common Law

- 4.7 In many respects, the role of a member of Council is similar to the role of a director of a company and guidance may be obtained from a study of the duty of directors.
- 4.8 There are Common Law obligations:
- to act honestly and exercise powers for their proper purposes
 - to avoid conflicts of interest, and
 - to act in good faith and exercise due diligence, care and skill in the discharge of duties.
- 4.9 This obligation is reinforced by section 10 of the *Central Queensland University Act* which states that Council must act in the way that appears to it most likely to promote the University's interests.

5 PRIMARY RESPONSIBILITIES OF COUNCIL

- 5.1 The Council has resolved that its primary responsibilities are to:
- appoint the Vice-Chancellor and President as the Chief Executive Officer of the University and to monitor their performance
 - approve the values, mission and strategic direction of the University as well as the annual budget and University operation plan, and monitor the implementation of the University's mission statement and strategic plan
 - oversee and review the management of the University and to encourage its efficient and effective performance
 - establish policy documents, consistent with legal requirements and community expectations, including remuneration policies for the Vice-Chancellor and senior officers
 - approve and monitor systems of control and accountability, including general overview of any controlled entities. A controlled entity is one that satisfies the test of control in section 50AA of the [Corporations Act 2001](#) (Cwlth)

- oversee and monitor the assessment and management of risk across the University, including commercial undertakings
- oversee and monitor the academic governance and activities of the University to support high quality academic outcomes
- take all reasonable steps to ensure compliance with legal and government policy requirements
- approve the establishment and dis-establishment of controlled and non-controlled entities, and
- approve significant commercial activities of the University.

6 DUTIES OF COUNCIL MEMBERS

6.1 Council members' duties are set out in section 26A of the *Central Queensland University Act* as follows:

1. A member has the function of ensuring the Council performs its functions and exercises its powers appropriately, effectively and efficiently.
2. In performing the function, a member:
 - a) must act honestly and in the best interests of the University
 - b) must exercise reasonable skill, care and diligence
 - c) must disclose to the Council any conflict that may arise between the member's personal interests and the interests of the University, and
 - d) must not make improper use of his or her position as a member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or another person.

7 CONDUCT OF COUNCIL MEMBERS

7.1 Members of Council are bound by the University's [Code of Conduct](#) which is intended to promote the highest ethical and professional standards and to provide guidance to members to assist them in carrying out their duties and responsibilities. By accepting and embodying this Code, the actions and activities of Council Members will provide tangible evidence of their commitment to meeting the expectations of the community and University stakeholders.

7.2 Members of the Central Queensland University Council must:

- act honestly and with integrity, in good faith and for a proper purpose
- act at all times in the interests of the University, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing the member
- exercise due care, skill and diligence in their duties
- be independent in judgement and action
- maintain the confidentiality of information obtained in the course of their duties as a Council member. Members are to use such information only for the purposes for which it was provided
- attend Council meetings
- conscientiously seek to understand enough about the role and function of Council so as to carry out their duties as members in an appropriate way
- conscientiously seek to understand enough about the business of the University and the environment in which it operates to be able to make a reasonably well-informed assessment of advice tendered to Council
- conscientiously seek to understand enough about proposals before Council to be able to make appropriately informed decisions
- participate, as far as they are reasonably able to do so, in functions of the Council which are held from time-to-time and also in functions of the University where the attendance of members of Council is appropriate

- be prepared to contribute to the functioning of Council through membership of standing and ad-hoc committees of Council and other committees of the University
- be prepared to contribute to the advancement of University as requested from time-to-time
- disclose, in accordance with Council procedure, related party interests where those interests could potentially lead to a conflict of interest. Where a potential conflict may arise, refrain from participating in the debate and from voting on the matter concerned
- complete declaration of interests and related party transaction forms in a timely manner, and
- contribute so far as reasonably possible to the fulfilment by Council of such operating provisions as may be established by Council from time to time.

7.3 Section 26B of the *Central Queensland University Act* sets the process for the removal of a member from office if they have not complied with the functions and obligations of members as set out in section 26A of the *Central Queensland University Act* or a conduct obligation.

7.4 Section 23 of the *Central Queensland University Act* specifies that a person is not eligible to become or remain a member of the Council if they are disqualified from managing corporations under the *Corporations Act* part 2D.6 or the person has a conviction for an indictable offence.

8 RESPONSIBILITIES OF THE UNIVERSITY IN RESPECT TO COUNCIL MEMBERS

8.1 In respect to Council members, the University will:

- provide Council members with complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions, in sufficient time to allow proper consideration
- provide such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties
- provide such other administrative assistance as may be required from time to time including reimbursement of expenses incurred by members, travel and car parking arrangements, etc.
- ensure that all requirements in respect of Council as set out in the *Central Queensland University Act*, University legislation, legislation applicable to the University and processes approved by Council, are met, and
- maintain adequate levels of insurance cover to indemnify and keep indemnified each member of Council as required by the Council.

9 COUNCIL MEMBERSHIP

9.1 Membership of Council is set out in the *Central Queensland University Act*, which details the following.

Official members:	Chancellor Vice-Chancellor and President President of Academic Board
Appointed members:	Five members appointed by the Governor in Council
Elected members:	One member from the full-time or part-time academic or teaching employees One member from the full-time or part-time professional employees One student
Additional members:	Four additional members appointed by the Council; at least two additional members must be graduates of the University

9.2 Council is taken to be properly constituted when it has eight or more members.

9.3 Additional and appointed members shall serve a term of office of not more than four years. Elected employee members shall serve a term of office of four years, and the elected student member shall serve for two years.

- 9.4 Council has detailed procedures set down for the election of members of Council (refer to the [Council Elections Policy and Procedure](#)).
- 9.5 The [Higher Education Standards Framework \(Threshold Standards\) 2021](#) (Cwlth) requires Council membership to include at least two members who are ordinarily resident in Australia.

10 CHANCELLOR

- 10.1 The Chancellor presides over the Council and is in effect the Chair of the Council. The *Central Queensland University Act* section 30 specifies:
- there is a Chancellor of the University
 - the Council must elect a Chancellor whenever there is a vacancy in the office
 - the person elected need not be a member
 - the person elected must not be a student or a member of the University's academic or general (professional) employees, and
 - the Chancellor holds office for the term, not longer than five years, fixed by the Council.

Removal of the Chancellor from Office

- 10.2 The Chancellor holds office subject to retaining the confidence of the Council. The *Central Queensland University Act* section 40D specifies that the Council may remove the Chancellor from office if at least 10 members are satisfied that the Chancellor has not complied with the functions and obligations of members as set out in section 26A of the *Central Queensland University Act* or a conduct obligation.
- 10.3 Members seeking to remove the Chancellor from office should approach the Deputy Vice-President (Students) and University Secretary or Deputy Chancellor in the first instance. A special meeting of the Council shall be held, without the Chancellor in attendance, if at least eight Council members put forward written notice of a motion of no confidence in the Chancellor. Natural justice principles shall be followed prior to a final decision being made in response to the motion of no confidence.
- 10.4 If the Council decides to remove the Chancellor, it must as soon as practicable give the Chancellor notice of the decision and the reasons for it. The Chancellor's term of office will end on the day they receive the notice, or the day stated in the notice for that purpose.

11 DEPUTY CHANCELLOR

- 11.1 The *Central Queensland University Act* section 31 specifies:
- there is a Deputy Chancellor of the University
 - the Council must elect a member as Deputy Chancellor whenever there is a vacancy in the office
 - the Deputy Chancellor holds office for the term, not longer than four years, fixed by the Council, and
 - the Deputy Chancellor is to act as Chancellor:
 - a) when there is a vacancy in the office of Chancellor, and
 - b) during all periods when the Chancellor is absent from duty or, for another reason, can not perform the functions of the office.
- 11.2 The processes for the election of the Deputy Chancellor are specified in the [Council Elections Policy and Procedure](#).

Removal of the Deputy Chancellor from Office

- 11.3 The Deputy Chancellor also holds office subject to retaining the confidence of the Council. While the *Central Queensland University Act* does not specify the requirements for the removal of the Deputy Chancellor, the same principles as for the removal of the Chancellor will be applied, and the removal will be from the Council as well as the office of Deputy Chancellor.
- 11.4 Members seeking to remove the Deputy Chancellor from office should approach the Chancellor or Deputy Vice-President (Students) and University Secretary in the first instance. A special meeting of the Council shall be held, without the Deputy Chancellor in attendance, if at least eight Council members put forward written notice of a motion of no confidence in the Deputy Chancellor. Natural justice principles shall be followed prior to a final decision being made in response to the motion of no confidence.
- 11.5 If the Council decides to remove the Deputy Chancellor, it must as soon as practicable give the Deputy Chancellor notice of the decision and the reasons for it. The Deputy Chancellor's term of office on the Council will end on the day they receive the notice, or the day stated in the notice for that purpose.

12 COMPLIANCE AND INTEGRITY

- 12.1 The Council will promote ethical behaviour amongst Council members and will ensure compliance with this Charter, with the University's Code of Conduct, and with the University's stated values, policy documents. All Council members will be bound by all relevant laws within the jurisdictions in which the University operates.

Conflicts of Interests

- 12.2 The University values openness and promotes transparency in processes, procedures and decision-making and emphasises consistency, fairness and probity as integral to our relationships, individual and collective, with all stakeholders.
- 12.3 Council members should avoid ethical, legal, financial or other conflicts of interest, and ensure that their activities and interests do not conflict with their obligations to the University. As per the University's [Conflict of Interest Policy and Procedure](#), a Council member must ensure any conflict that may arise between the member's personal interests and the interests of the University are promptly identified and managed and disclosed to the Council.
- 12.4 The Deputy Vice-President (Students) and University Secretary will request, on a yearly basis, that Council members complete a Declaration of Interest Questionnaire, which will then be collated to form the Council members' Conflict of Interest Register which will be held in confidence by the Deputy Vice-President (Students) and University Secretary.
- 12.5 University Council members are 'designated persons' within the meaning of the [Public Sector Ethics Act 1994](#) (Qld) and as such, are able to seek advice from the Queensland Integrity Commissioner about conflict of interest issues (for example, shareholdings).

Related party declarations by key management personnel

- 12.6 The [Financial Accountability Act 2009](#) (Qld) requires that the published financial statements of departments and statutory bodies comply with Australian Accounting Standards, including Australian Accounting Standard AASB 124 Related Party Disclosures. This Standard requires the University to ensure its financial statements contain information necessary to draw attention to the possibility that the University's operating result and/or financial position may have been affected by the existence of "related parties", and by transactions and outstanding balances, including commitments, with such related parties.
- 12.7 The Deputy Vice-President (Students) and University Secretary will require Council members to complete a Declaration of Related Party Transactions Form upon commencement and annually, which will be provided to the Corporate Accounting team for identification of any possible related party transactions, and inclusion of these in the University's annual financial statements. These declarations must be completed and returned in a timely fashion and by 30 November each year to ensure the University is able to produce compliant financial statements.

- 12.8 Council members are also required to provide an additional Declaration if there is a new or potential transaction that is likely to be required to be disclosed or there is a change to a previously notified transaction. Further details are provided in the [Related Party Disclosure Policy and Procedure](#).

13 LIABILITY AND INDEMNITY

- 13.1 The University has no legislative obligation to indemnify members of Council for their actions done in good faith. In practice, the University maintains adequate levels of Directors' and Officers' Insurance cover, reviewed on an annual basis. The University shall also offer Council members a Deed of Access, Indemnity and Insurance.
- 13.2 The University shall indemnify and keep indemnified each member of Council and any member of a sub-committee constituted by resolution of Council against all actions or claims (whether arising during or after the term of office of that member) in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any power or duty conferred or imposed upon the Council or sub-committee or upon any member or members of the Council by or under the *Central Queensland University Act*.

14 POLICE CHECKS

- 14.1 The University Council mandates that Police Checks in the form of a national criminal history check (name only search) is conducted for all Council and sub-committee members prior to or at the commencement of their term of office.

15 COUNCIL MEMBER REMUNERATION AND TRAVEL

- 15.1 Council determined at its 6 December 2016 meeting to remunerate members of Council from 1 January 2017. Remuneration is payable to all members of the University Council, excluding the ex-officio position of Vice-Chancellor and President. Remuneration is in recognition of all associated activities and functions related to Council membership, including attendance at functions, graduation ceremonies, reading and preparation for Council, sub-committee and ad-hoc committee meetings, and travel time. Further details are provided in the [Council Remuneration Policy](#).
- 15.2 The University will pay all reasonable travelling, accommodation and other expenses that a Council member incurs in attending meetings of Council, meetings of Council sub-committees, or otherwise in connection with the business of the University as approved by the Deputy Vice-President (Students) and University Secretary.
- 15.3 Travel for Council members will usually be in economy class.

16 COUNCIL MEETINGS

- 16.1 The following protocols apply for the conduct of Council meetings.

Chairing of Council meetings

- 16.2 The Chancellor presides over meetings of the Council and in their absence, Council is chaired by the Deputy Chancellor.
- 16.3 In the absence of both the Chancellor and Deputy Chancellor, the members present must elect a member to preside at that meeting, in accordance with section 27(2) of the *Central Queensland University Act*.

Quorum

- 16.4 The quorum for a Council meeting shall be 50 per cent of the membership, plus one.
- 16.5 If a quorum of the Council is not present within 30 minutes of the appointed meeting time, whether a special or ordinary meeting, the Chair will adjourn the meeting and all business which should have been transacted at such a meeting shall, unless a special meeting is summoned in the meantime for the transaction of that business, stand over for the next ordinary meeting.

Proceedings

- 16.6 An ordinary meeting of the Council will normally be held at least six times per year, in accordance with the Council's annual meeting schedule.
- 16.7 The Chancellor or the Vice-Chancellor and President shall have the power to call a special meeting of the Council for the consideration of business which either may wish to submit to the Council.
- 16.8 At a special meeting of the Council, the Chair shall direct the order of business and only that business for which the meeting has been convened shall be transacted.
- 16.9 The Chancellor, or in the Chancellor's absence the Deputy Chancellor, shall call a special meeting of the Council at the written request of at least four members of the Council. The request shall state the purpose for which the meeting is to be convened, and all reasonable steps should be taken to hold the meeting within 14 days of the receipt of the request.
- 16.10 Where the meeting of Council is convened by the request of members, the notice convening the meeting shall specify the business to be transacted, and no other business other than that specified will be transacted at such special meetings.
- 16.11 The Chair or the Council, by resolution, may at any time during the course of a meeting, adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Notice of an adjourned meeting need not be given other than to members not present at the scheduled meeting.
- 16.12 The Deputy Vice-President (Students) and University Secretary shall notify each member of the Council of the date, time and place and the agenda for the next meeting of the Council and whether such meeting is an ordinary or special meeting. Such notice shall, except in any case of emergency, be given at least seven days before the day of the meeting. The inadvertent failure to notify a member of any such meeting or in any case where the Chancellor or Vice-Chancellor and President certifies that, having regard to a sudden emergency, it is impracticable to give at least seven days' notice of a meeting, shall not affect the validity of the proceedings of any ordinary or special meeting of the Council.
- 16.13 The Chair of a meeting may place any notices of motion or items of business upon the agenda in the order in which the Chair wishes that they be taken.
- 16.14 If the Chair of a meeting of the Council deems a matter to be of a confidential nature, that matter shall be considered by the Council in closed session or upon the ruling of the Chair. The Chair may require persons present at the meeting who are not members of the Council to leave the meeting while confidential items are being considered. The Deputy Vice-President (Students) and University Secretary will normally remain in attendance during a closed session.
- 16.15 If the Chancellor is of the opinion that the Council should consider and come to a decision in relation to a specified matter or matters before the next regular meeting, that in the circumstances of the case it is not possible or necessary to call a special meeting of the Council, and that it is not an issue which should be determined by the Chancellor's Committee, then the Deputy Vice-President (Students) and University Secretary may circulate to members of the Council in the form of a flying minute, the relevant information in relation to that matter or matters, together with the proposed motion. Members of the Council may signify their vote for or against the motion on the flying minute. If two-thirds of all Council members vote in favour of such draft motion, it shall be and shall have the effect of a resolution of the Council.

Admission of observers and visitors

- 16.16 The Council may extend a standing invitation to attend the Council meetings as observers to certain categories of members of the University community.
- 16.17 It is for the Council to determine the number of members of the University community who shall be admitted as observers to Council meetings.

- 16.18 Any member of the University community wishing to attend a meeting of the Council must first obtain the permission of the Deputy Vice-President (Students) and University Secretary before being allowed admission to the Council chamber.
- 16.19 The Chair of a meeting of the Council shall alone have the privilege of admitting visitors who are not members of the University, other than as observers to a meeting of the Council.
- 16.20 The Chair of a meeting of the Council, or the Council by resolution, may decide not to admit observers or any group of observers or visitors to any meeting or part of a meeting of the Council and may require any observer to leave the meeting place at any time.
- 16.21 The Council by resolution may grant to an officer of the University or group of officers of the University, a standing right to attend Council meetings with rights of audience and debate.

Minutes of proceedings

- 16.22 Minutes of proceedings of every meeting of the Council shall be recorded and maintained by the Council Secretary. Minutes of closed sessions shall be recorded by the Deputy Vice-President (Students) and University Secretary, and decisions and any relevant summary of discussion provided to the Council Secretary for inclusion in the meeting minutes. The meeting minutes shall be presented at the next ordinary meeting of the Council for confirmation. Confirmed minutes shall be prime facie evidence of the proceedings of the meeting.
- 16.23 No motion or discussion shall be allowed upon the minutes submitted for confirmation except as to their accuracy as a record of the business of the Council and any objection upon the ground of inaccuracy must be made by a motion or amendment prior to their confirmation.
- 16.24 A motion directing attention to alleged inaccuracy in the minutes of proceedings need not be made in writing.

Petitions

- 16.25 Any petition to be submitted to the Council shall be in writing.
- 16.26 Any petition to be submitted to the Council shall be presented by a member of the Council or the Deputy Vice-President (Students) and University Secretary who shall state to the Council the parties from whom it comes, the number of signatures attached to it, and the material submissions contained in it. Notwithstanding the foregoing provisions, a group representative of the petitioners numbering not more than three may, on invitation from the Council, attend the meeting to present the petition. On invitation the group may make a statement concerning its submission and answer questions that members of the Council may wish to ask.

Notice of motion

- 16.27 No member shall make any motion initiating a subject for discussion at any meeting of the Council except in pursuance of written notice given to the Deputy Vice-President (Students) and University Secretary at least 10 days previously, except that at any meeting the Chancellor, or other person presiding at the meeting, or the Council by resolution, may permit the introduction of any subject for discussion.
- 16.28 Any notice of motion shall be relevant to some question affecting the constitution, administration or conduct of the University and within the jurisdiction of the Council.
- 16.29 When a notice of motion appears on the agenda paper, no discussion shall ensue unless the motion is seconded.
- 16.30 No member shall have more than three notices of motion on the agenda paper.

Conduct of debate

- 16.31 The Chair may take part in a discussion upon any question before the Council.

- 16.32 Members present shall, in respect of any motion before a meeting, have the right to have their dissention, abstention, or vote recorded in the minutes.
- 16.33 When any matter before the Council consists of more than one resolution, such resolutions shall be put seriatim if a majority of members present so require.
- 16.34 The Chair, or the Council by resolution may, on motion without debate, order that a complicated question be divided and put in the form of several motions.
- 16.35 All of the acts of the Council and all matters coming or rising before the Council may be resolved by the majority of members present and voting at a regularly constituted meeting of the Council. In the case of equality of votes, the Chair shall have a second or casting vote.
- 16.36 The Council may by resolution determine that any specific business or classes of business coming before the Council may be resolved by a majority of two-thirds of the members present. In such cases, the specific matter shall be introduced at the meeting next preceding that at which the matter is to be discussed and shall lie on the table between the meetings.

Meeting documentation

- 16.37 All Council meeting agenda papers will be provided in electronic format via the Council portal, which is a secure Internet site with password protected access available to Council members only.
- 16.38 Council members will be issued with an iPad or similar electronic device, for the purposes of accessing and reading their electronic meeting agendas and other documentation. This device will remain the property of the University at all times and is for use by Council members for University business only. All Council members are bound by the University's [Information and Communications Technology Acceptable Use Policy and Procedure](#). Council members are required to use any electronic devices within the approved data limits or be invoiced for excess usage as determined by the Deputy Vice-President (Students) and University Secretary. At the conclusion of a Council members' term of office, the iPad or electronic device will be returned to the Deputy Vice-President (Students) and University Secretary.

17 COUNCIL SUB-COMMITTEES

- 17.1 The Council has a number of sub-committees which are established from time to time. The sub-committees are established to ensure the Council's effectiveness and operations through their in-depth consideration of issues and facilitation of Council's ability to discharge its responsibilities judiciously and effectively.
- 17.2 The Council sub-committees perform four main functions:
- doing preparatory work leading up to decisions
 - carrying out tasks on behalf of the governing body
 - implementing certain operations and activities, and
 - serving as a training ground.
- 17.3 Sub-committees should be established when at least one of the following conditions occur:
- an area of activity requires more in-depth review and consideration than can be provided as part of regular Council meetings
 - an area of activity requires specific expertise which is not available on Council
 - an area of activity requires confidential discussion and potentially a decision where, because of the conflicts of interest inherent in the current structure of Council, the matter cannot be discussed by Council as a whole
 - an area requires decisions, which Council do not wish to delegate to management, but at the same time do not believe that Council as a whole needs to make, and/or
 - a committee can better facilitate communication between Council and management in particular, or the University community in general, than is possible using other methods of communication.

- 17.4 The *Central Queensland University Act* section 40 provides that Council may establish an Academic Board. The *Central Queensland University Act* does not require the establishment of any sub-committees of Council. However, it is envisaged that Council may have the following sub-committees from time to time:
- Academic Board
 - Audit, Risk and Finance Committee
 - Chancellor’s Committee
 - Ceremonial and Honorary Awards Committee, and
 - Strategic Planning and Projects Committee.
- 17.5 When a sub-committee of Council is established, or the term of office of a sub-committee member expires, or membership of a sub-committee becomes vacant by any other reason, the Council has set down procedures to follow in the relevant sub-committee’s terms of reference.
- 17.6 The terms of reference for each sub-committee of Council shall be approved by the Council.

18 EVALUATION AND IMPROVEMENT

- 18.1 The Council has adopted a Performance Evaluation Framework for Council as a whole, all of its sub-committees, the Chancellor, Deputy Vice-President (Students) and University Secretary and members of Council. The evaluation of Council is based around core governance accountabilities such as Functions and Responsibilities; Committee Operations; and Committee Meetings and Papers. A suite of questions specific to Council are followed by a standard set of questions which are used in the evaluations of all University Committees. Council undertakes comprehensive evaluations and ‘temperature check’ evaluations and/or discussions in alternate years.
- 18.2 To ensure that a comprehensive evaluation is undertaken the structure of the evaluation report is aligned with the requirements of the *Central Queensland University Act*.
- 18.3 Evaluations are conducted annually and the results are collated into a report which includes commendations and any suggested recommendations for improvement, which are considered by Council.
- 18.4 Council also commissions an independent, external review of its operations from time to time. This usually occurs every three to four years, and will occur at least every seven years. The terms of reference for the external review will reference and evaluate Council’s performance against the Governance and Accountability requirements of the Higher Education Standards Framework (Threshold Standards) as well as good corporate governance practices. The outcomes of the external review will be considered by Council, and the agreed actions arising from the findings will be implemented through an action plan.

19 PROFESSIONAL DEVELOPMENT

- 19.1 Professional development for Council members is a key strategy introduced by the Council some time ago as part of its continuous improvement processes. Professional development is provided to Council members in the form of regular “in house” briefings on key issues prior to each Council meeting, as well as the opportunity to attend sector-wide conferences and other events.
- 19.2 A Professional Development Plan for Council members is developed each year and includes a comprehensive induction process for new Council members and a range of professional development presentations which are held prior to most regular Council meeting on topics of interest. Council members also have access to relevant professional development information which is stored on the Council portal. The University allocates from time to time an amount of money per Council member to be utilised for their professional development, including attendance at relevant conferences and forums.

20 PRIVACY

- 20.1 Council Members' personal details are retained in a database by the Council Secretary. From an operational perspective, the provision of personal information is limited to University Executive and support employees. Privacy of Council members is of paramount concern to the University and all other requests for contact with Members of Council are at the discretion of the Deputy Vice-President (Students) and University Secretary or Council Secretary.
- 20.2 The sole exception is the provision of appropriate contact details for Council Members to the University's Alumni Relations and Advancement Services for the purposes of invitation to University events. If a member does not wish their contact details to be provided to Alumni Relations and Advancement Services, they should notify the Deputy Vice-President (Students) and University Secretary.

21 REVIEW OF CHARTER

- 21.1 The Council shall review this Charter at least once every two years.

22 RELATED LEGISLATION AND DOCUMENTS

[Central Queensland University Act 1998](#) (Qld)

[Code of Conduct](#)

[Conflict of Interest Policy and Procedure](#)

[Corporations Act 2001](#) (Cwlth)

[Council Elections Policy and Procedure](#)

[Council Remuneration Policy](#)

[Financial Accountability Act 2009](#) (Qld)

[Higher Education Standards Framework \(Threshold Standards\) 2021](#) (Cwlth)

[Information and Communications Technology Acceptable Use Policy and Procedure](#)

[Related Party Disclosure Policy and Procedure](#)

23 FEEDBACK

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

24 APPROVAL AND REVIEW DETAILS

Approval and Review	Details
Approval Authority	Council
Delegated Approval Authority	N/A
Advisory Committee	N/A
Required Consultation	N/A
Administrator	Deputy Vice-President (Students) and University Secretary
Next Review Date	28/04/2023

Approval and Amendment History	Details
Original Approval Authority and Date	Council 01/05/2012
Amendment Authority and Date	Chancellor's Committee 01/05/2014; Council 27/04/2016; Council 17/02/2017; Deputy Vice-Chancellor (Student Experience and Governance) 12/04/2018; Deputy Vice-Chancellor (Student Experience and Governance) 25/06/2018; Council 29/10/2019; Council 28/04/2021.
Notes	This Charter replaced the Council Code of Conduct, Council Meeting Protocols, and Council Members Roles and Responsibilities.