

CHANCELLOR'S COMMITTEE TERMS OF REFERENCE



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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.

2 FUNCTIONS AND RESPONSIBILITIES

The 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 or by telephone or by video conference), or 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 the Council appointment and performance matters, including:
 - appointment of persons to the positions 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
- the organisational structure reporting to the Vice-Chancellor and President, and
- receiving reports from the Vice-Chancellor and President on the performance of the Vice-Chancellor and President's direct contract reports and the Vice-Chancellor and President's recommendation on their remuneration.

2.4 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.

2.5 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, the Committee will seek to ensure that at least two members of Council have financial expertise, one member has commercial expertise, one member has marketing expertise, and one member has substantial knowledge or experience in vocational education and training. The Committee will also ensure that at least two members of the Council are ordinarily resident in Australia, as required by the [Higher Education Standards Framework \(Threshold Standards\) 2015](#).

3 RESERVED AUTHORITIES

3.1 In accordance with Section 11(2) of the [Central Queensland University Act 1998](#), Council reserves its power to adopt the University's annual budget.

4 DELEGATED AUTHORITIES

- 4.1 Council has delegated to the 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 except those which are reserved in section 3. The Committee cannot further delegate this delegated authority.
- 4.2 The effect or impact of the exercise of these delegated authorities should be exercised in such a way so that should the Council decide to reverse or change the decision of the Committee, any negative impact is minimised.
- 4.3 All decisions of the Committee made in exercise of these delegated authorities shall be reported to the Council at the earliest opportunity.

5 REFERRAL OF MATTERS

The 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

The 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.

The Committee shall 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

7.1 Standard Membership

The standard membership of the Committee shall comprise:

Ex-officio members:

- Chancellor
- Deputy Chancellor
- Vice-Chancellor and President

Appointed members:

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

Appointed members shall serve for a term of two years.

The Committee's membership must include appropriate gender representation.

7.2 Appointment of the Vice-Chancellor and President

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

- at least one external expert who is or has been a Vice-Chancellor, and
- such other persons as the Chancellor invites to serve on the Committee.

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

The additional members shall serve on the 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.

7.3 Executive Performance and Remuneration

When considering an executive performance and remuneration matter, the standard membership shall be augmented as follows:

- One external member of Council invited to serve by the Chancellor, if no external members of Council have been appointed to the standard membership of the Chancellor's Committee.

The Vice-Chancellor and President shall only participate in meetings called to consider the performance and remuneration for executive positions below that of Vice-Chancellor and President.

The external member of Council, if appointed, shall serve for a term of two years.

7.4 Council Membership

When considering a Council membership matter, the standard membership shall 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 shall 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.

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.

Staff and external stakeholders may request the opportunity to address the Committee at any time. The Chair will consider and determine these requests.

9 CHAIR AND DEPUTY CHAIR

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

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

10 SECRETARY

The Secretary to Council shall be the Secretary.

11 CASUAL VACANCIES

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

12 REMOVAL OF A MEMBER FROM OFFICE

The 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.

13 QUORUM

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

14 CONFLICT OF INTEREST

Committee members are required to declare to the Chair any real, perceived or potential conflict of interest they may have with any item on the Committee's agenda.

If the Chair or Committee deems a member to have a conflict of interest in a matter before the 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](#).

15 MEETINGS

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

The Committee, augmented according to clause 7.3 above, shall 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 the Committee augmented according to clause 7.3 or 7.4 above.

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 signed by at least a quorum of members.

Committee members are required to 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.

16 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.

17 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.

18 AGENDAS AND MINUTES

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

Agendas and associated documentation will be distributed three working days before the meeting, via email. Members will be notified by email of the location and availability of material. Members are encouraged to bring laptops, iPads or similar to the meetings and view the agenda online 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 are to 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 EVALUATION AND REVIEW

To ensure the Committee is fulfilling its duties, it will undertake an annual self-assessment of its performance against these terms of reference and provide that information to Council, along with any information Council requests to facilitate its review of the Committee's performance and its membership.

The Administrator shall review these terms of reference every two years, in conjunction with the Committee, and provide a report, including any recommendations, to Council.

20 FEEDBACK

University staff and students may provide feedback about this document by emailing policy@cqu.edu.au.

21 APPROVAL AND REVIEW DETAILS

Approval and Review	Details
Approval Authority	Council
Advisory Committee to Approval Authority	Chancellor's Committee
Administrator	University Secretary
Next Review Date	25/10/2019

Approval and Amendment History	Details
Original Approval Authority and Date	Council 28/02/2005.
Amendment Authority and Date	Council 26/07/2010; Council 25/06/2012; Council 24/06/2015; Council 25/10/2017.
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>