

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, recommendations, referrals and/or advice to Council. It also acts as an Executive Committee of Council, a Vice-Chancellor and President's appointment and performance committee, and a Council and sub-committee 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.
- 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 for the Vice-Chancellor and President, 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 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 (in accordance with section 2.6 below):
- 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 who are not elected. Prospective members will be recommended to Council with reference to needed skill sets and the potential for the new members to contribute to the effective working of Council and its sub-committees. In particular, this Committee will seek to ensure that the membership of Council meets the essential requirements set out in the Council Skills Matrix by ensuring that Council has:
- 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)
 - two additional members are CQUniversity graduates as required by section 16 of the [Central Queensland University Act 1998](#) (Qld)
 - at least two members are ordinarily reside in Australia as required by the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) (Cwlth), and
 - at least two members have financial expertise and at least one member with commercial expertise as required by the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#).
- 2.7 Approve proposed expenditure on a farewell gift or function for the Chancellor in accordance with the [Gifts and Benefits Policy and Procedure](#), 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 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, evaluating and reporting to Council each sub-committee's activities against their functions and responsibilities.

6 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.

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

Ex officio members will serve for the duration of their appointment. Appointed members will 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.

Separate meetings will be held to consider Vice-Chancellor and President appointment matters. The current Vice-Chancellor and President will not attend these meetings.

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 held to consider Vice-Chancellor and President appointment matters.

Council and sub-committee membership

When considering Council and sub-committee membership matters, 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 for membership agenda items.

Appointments

Appointed members will receive a letter detailing their term of office for each appointment/re-appointment.

Renewal of appointments will be led by the Chancellor's Committee, subject to active review in consultation with the Chair, and the rationale and renewal approved by Council.

7 RIGHTS OF AUDIENCE AND DEBATE

This 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 Executives](#) may attend all or part of Chancellor's Committee meetings at the request of the Vice-Chancellor and President with 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.

8 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.

9 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.

10 SECRETARY

The Director Governance/University Secretary will be the Secretary.

11 RESIGNATION FROM COMMITTEE

If an appointed member seeks to resign from this Committee, they must give written notice where possible, unless their circumstances have changed in a way that makes it appropriate for them to resign with immediate effect. Members must submit their resignation in writing to the Chancellor, with a copy to the Director Governance/University 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

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.

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.

Membership terminations will be notified to and confirmed by Council.

14 QUORUM

The quorum for a committee meeting will be 50 per cent of the membership, plus one.

Where a loss of quorum is identified, the meeting must 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 (flying minute) to all members and 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 and a weekend 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 confirmation at the next meeting.

19 REPORTING

This Committee will provide minutes of meetings to Council for noting.

20 RELATED DOCUMENTS

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

Council Skills Matrix

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

[Voluntary Code of Best Practice for the Governance of Australian Public Universities](#)

21 FEEDBACK

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

22 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	Director Governance/University Secretary
Next Review Date	11/12/2026

Approval and Amendment History	Details
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Amendment Authority and Date	Council 26/07/2010; Council 25/06/2012; Council 24/06/2015; Council 25/10/2017; Council 01/05/2019; Council 02/12/2019; Editorial amendment 22/01/2021; Council 16/03/2022; Council 29/06/2022; Editorial amendment 07/12/2022; Council 11/12/2023.
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 Central Queensland University Act.</p>