

COUNCIL CHARTER



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

3 PURPOSE AND FUNCTIONS OF COUNCIL

- 3.1 Council is the governing body of the University, established by the [Central Queensland University Act 1998](#) (Qld), and has the functions conferred on it under this or another Act.

4 AUTHORITIES 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 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 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 employees, 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.
- 4.3 Council must act in a way that promotes the University's interests.
- 4.4 Council has the authority (known as 'powers' in section 9 of the [Central Queensland University Act](#)), to do anything necessary or convenient to be done for, or in connection with, its functions, and in particular:

- to appoint the University's employees
 - to manage and control the University's affairs and property, and
 - to manage and control the University's finances.
- 4.5 Council may delegate its authorities, within the limits set under section 11 of [Central Queensland University Act](#), to:
- an appropriately qualified member of Council
 - an appropriately qualified committee that includes one or more members of Council, or
 - an appropriately qualified employee of University.
- 4.6 However, Council may not delegate its authority to (section 11(2)):
- make an election policy, or
 - adopt the University's annual budget.
- 4.7 Where Council delegates an authority to the Vice-Chancellor and President under section 4.5, Council may also permit that the Vice-Chancellor and President to sub-delegate that authority to an appropriately qualified employee of the University.
- 4.8 The [Delegation of Authority Policy](#) and the [Authorities and Delegations Register](#) are available on the University's internal [Authorities and Delegations StaffNet Page](#).

Other relevant legislation

- 4.9 In many respects, Council members have a similar role to a director of a company, and guidance may be obtained from a study of the duty of directors. When acting as members of Council, members have the same protections from liability for their acts and omissions as they would have if they were a director of a public company.
- 4.10 Whilst the *Corporations Law* does not apply to members of Council when carrying out their roles as Council members, where members of Council are appointed to a board of one of the University's controlled entities, they are responsible for compliance with obligations under that legislation.

The Common Law

- 4.11 There are Common Law obligations:
- to act honestly and exercise powers for 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.
- 4.12 These obligations are 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 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 operational 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.
- 5.2 Council approves and monitors a range of policy documents to assist with discharging the above responsibilities. Council has also delegated some policy documents to its sub-committees to approve and monitor. All policy documents are published on the University's [Policy Site](#).

6 MEMBERS' DUTIES AND CONDUCT

- 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 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 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.
- 6.2 The University's [Code of Conduct](#) affirms the University's commitment to the ethical principles set out in the [Public Sector Ethics Act 1994](#) (Qld). This Code goes beyond the Act's emphasis on good public administration to demonstrate how ethical principles are fundamental to the operations of the University. Council members are bound by the University's [Code of Conduct](#). 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.
- 6.3 Council members must:
- act honestly and with integrity, in good faith and for a proper purpose
 - act always 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 and 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 presented to Council to be able to make appropriately informed decisions
- participate, as far as they are reasonably able to do so, in functions of Council and/or functions of the University where the attendance of Council members 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.

Use of confidential information

6.4 Members must maintain the confidentiality of information obtained in the course of their duties as a Council member. Documents marked 'confidential' must be treated in the strictest confidence at all times. In particular, members will:

- ensure that confidential information is not disclosed unless that disclosure has been authorised by the University, or by the person from whom the information was provided, or is required by law
- take appropriate care to ensure the security of confidential documents whether in paper or electronic form
- not use confidential information to gain directly or indirectly a personal financial (or other) advantage, or use such information for the benefit of any other person or organisation, and
- respect the privacy of individuals.

7 UNIVERSITY RESPONSIBILITIES TO COUNCIL MEMBERS

7.1 In respect to Council members, the University will:

- provide members with complete and accurate information about matters to be considered by Council, and Council's identified functions, in sufficient time to allow proper consideration
- provide legal and financial advice as necessary to enable members to discharge their fiduciary duties
- provide other administrative assistance as required including reimbursement of expenses incurred by members, travel and car parking arrangements, etc.
- ensure that requirements set out in 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.

8 COUNCIL MEMBERSHIP

8.1 The [Central Queensland University Act](#) details that Council comprises 15 members consisting of official, appointed, elected and additional members.

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

8.3 Section 14A of the [Central Queensland University Act](#) requires at least one Governor in Council appointed member have substantial knowledge or experience of vocational education and training.

- 8.4 The [Higher Education Standards Framework \(Threshold Standards\) 2021](#) (Cwlth) requires Council membership to include at least two members who are ordinarily resident in Australia.
- 8.5 The [Voluntary Code of Best Practice of the Governance of Australian Public Universities](#), adopted by Council in September 2011 and August 2018, recommends there be at least two members having financial expertise and at least one member with commercial expertise, there should be a majority of external independent members who are neither enrolled as a student nor employed by the University, and there should not be current members of any State or Commonwealth parliament or legislative assembly other than where specifically selected by Council itself.
- 8.6 The Council Skills Matrix sets out Council's required skills, competencies and attributes, and the diversity to be sought within the membership.
- 8.7 The [Council Elections Policy and Procedure](#) details the requirements and processes for electing members to Council.

Official members

- 8.8 There are three official members:
- the Chancellor
 - the Vice-Chancellor and President
 - the President of the Academic Board.

Appointed members

- 8.9 There are five appointed members. The Governor in Council appoints these members.
- 8.10 Appointed members are appointed for a term of not more than four years.

Elected members

- 8.11 There are three elected members:
- one full-time or part-time academic or teaching employee
 - one full-time or part-time professional employee, and
 - one student.
- 8.12 Elected employee members hold office for four years. The elected student holds office for two years.

Additional members

- 8.13 There are four additional members. Council must appoint the additional members, ensuring that at least two of them are graduates of the University. Additional members must not be a student or employee of the University.
- 8.14 Additional members hold office for a term not more than four years, decided by Council.

Appointment letter

- 8.15 Members will receive a letter detailing the term of office for each appointment/re-appointment.

Casual vacancies

- 8.16 A casual vacancy for appointed and additional members will be filled in accordance with the original requirements.
- 8.17 A casual vacancy for elected members will be filled in accordance with the [Council Elections Policy and Procedure](#).

Resignation

- 8.18 If a member seeks to resign from Council 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.
- 8.19 Governor in Council appointed members must submit their resignation in writing to the Minister for Education, with a copy to the Chancellor and the Director Governance/University Secretary.
- 8.20 All other members must submit their resignation in writing to the Chancellor with a copy to the Director Governance/University Secretary.
- 8.21 Resigning members must complete a final Declaration of Related Party Transactions Form, as at the date of their resignation and provide to the Director Governance/University Secretary.

Removal of member from office

- 8.22 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.
- 8.23 Section 23 of the [Central Queensland University Act](#) specifies that a person is not eligible to become or remain a member of 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.

Chancellor

- 8.24 The Chancellor presides over Council and is in effect the Chair of Council. The [Central Queensland University Act](#) section 30 specifies:
- there is a Chancellor of the University
 - 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, teaching or professional employees, and
 - the Chancellor holds office for the term, not longer than five years, fixed by Council.

Removal of the Chancellor from office

- 8.25 The Chancellor holds office subject to retaining the confidence of Council. The [Central Queensland University Act](#) section 40D specifies that 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.
- 8.26 Members seeking to remove the Chancellor from office should approach the Director Governance/University Secretary or Deputy Chancellor in the first instance. A special meeting of Council will be held, without the Chancellor in attendance, if at least eight members put forward written notice of a motion of no confidence in the Chancellor. Procedural fairness will be followed prior to a final decision being made in response to the motion of no confidence.
- 8.27 If 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.

Deputy Chancellor

- 8.28 The [Central Queensland University Act](#) section 31 specifies:
- there is a Deputy Chancellor of the University
 - 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 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.

8.29 The [Council Elections Policy and Procedure](#) details the requirements and processes for electing the Deputy Chancellor

Removal of the Deputy Chancellor from office

8.30 The Deputy Chancellor also holds office subject to retaining the confidence of 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 Council as well as the office of Deputy Chancellor.

8.31 Members seeking to remove the Deputy Chancellor from office should approach the Chancellor or Director Governance/University Secretary in the first instance. A special meeting of Council will be held, without the Deputy Chancellor in attendance, if at least eight members put forward written notice of a motion of no confidence in the Deputy Chancellor. Procedural fairness will be followed prior to a final decision being made in response to the motion of no confidence.

8.32 If 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 Council will end on the day they receive the notice, or the day stated in the notice for that purpose.

9 COMPLIANCE AND INTEGRITY

9.1 Council will promote ethical behaviour amongst Council members and will ensure compliance with this Charter, the [Code of Conduct](#), and the University's values and policy documents. Council members will be bound by relevant laws within the jurisdictions in which the University operates.

Conflicts of interests

9.2 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.

9.3 Members must not permit a real, potential or perceived conflict of interest to compromise their duty to act in the best interests of the University. Examples of possible conflicts of interests include:

- a member (or a member's spouse, child or near relative) stands to make a financial gain from, or to be otherwise advantaged or affected by, a Council decision
- a member (or a member's spouse, child or near relative) holds membership of, or ownership in, another organisation likely to benefit from or be affected by a Council decision, or
- a member is a government official responsible for an aspect of policy or operations which affects a matter under consideration by the University.

9.4 Council members are considered '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).

9.5 Council members must complete the Declaration of Interest Form upon commencement, and annually, to update the Council members' Conflict of Interest Register. This Register will be held in confidence by the Director Governance/University Secretary.

9.6 Council members must advise the Director Governance/University Secretary and Council of any additional or updated real, perceived or potential conflicts of interest. Members should not wait until the annual Declaration of Interest Form to advise of any conflicts.

- 9.7 Refer to the [Conflict of Interest Policy and Procedure](#) for further information on disclosing and managing conflicts of interests.

Conflicts with a meeting item

- 9.8 At the start of each meeting, members must declare the nature, character and extent of any real, perceived or potential conflict of interest with any item on the agenda and the relation of the interest to the affairs of the University. In case of doubt, it is best to acknowledge a possible conflict of interest. When a conflict of interest is identified, Council may resolve that the member:

- leave the meeting while the item of business is discussed
- participate in the discussion but withdraw from the meeting before the vote
- stay but not participate in either the debate or vote, or
- stay with full debating and voting rights.

All declarations of interest will be recorded in the minutes, together with any ensuing action.

- 9.9 An issue may arise at a meeting that is relevant to a member because it falls within the ambit of the group from which the member was drawn. If this issue is not otherwise particular or personal to the member, this does not normally constitute a conflict of interest. For example, student members may vote on issues relating to fees or assessment policy, and employees may vote on issues relating to employment policy. However, members need to exercise judgement as to whether a conflict exists, or may be perceived to exist, in any particular situation.
- 9.10 Where there is a significant conflict of interest, future papers on the matter may not be made available to the member concerned, at the discretion of the Chancellor.

Related party declarations by key management personnel

- 9.11 The [Financial Accountability Act 2009](#) (Qld) requires that the published financial statements of departments and statutory bodies comply with the [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.
- 9.12 Council members must complete a Declaration of Related Party Transactions Form upon commencement, annually, and upon leaving Council, 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.
- 9.13 Council members must 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](#).

Liability and indemnity

- 9.14 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.
- 9.15 Section 62A of the [Central Queensland University Act](#) specifies a member is not civilly liable to someone for an act done, or omission made, honestly and without negligence under the [Central Queensland University Act](#), and that if this prevents a civil liability attaching to a member, the liability attaches instead to the University.
- 9.16 The University will indemnify and keep indemnified each Council member and 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 Council or a sub-committee or upon any Council member by or under the [Central Queensland University Act](#).

Police Checks

- 9.17 Police checks in the form of a national criminal history check (name only search) will be conducted for Council and sub-committee members prior to or at the commencement of their term of office.

10 COUNCIL MEMBER REMUNERATION AND TRAVEL

- 10.1 Council determined at its 6 December 2016 meeting to remunerate Council members from 1 January 2017. Remuneration is offered to all Council members, 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](#).
- 10.2 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 Director Governance/University Secretary.
- 10.3 Travel for Council members will usually be in economy class.

11 COUNCIL MEETING CONDUCT

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

Convening of meetings

- 11.2 Council will meet:
- in accord with its meeting schedule, or
 - when specially called by the Chancellor or Vice-Chancellor and President.
- 11.3 The Director Governance/University Secretary will notify Council members of Council meeting dates, times, places, agendas and whether such meeting is an ordinary or special meeting. Such notice will, 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, will not affect the validity of the proceedings of any ordinary or special meeting of Council.
- 11.4 The Chancellor may allow additional business to be circulated with less notice or to be tabled at the meeting.
- 11.5 Any notice of motion, report, or other business must be submitted in writing to the Director Governance/University Secretary by the scheduled deadline. Matters submitted after this time may be accepted at the discretion of the Chancellor.
- 11.6 If the Chancellor is of the opinion that there is not sufficient business to warrant the holding of a regular meeting, the meeting may be cancelled and members informed accordingly.

Chairing of meetings

- 11.7 The Chancellor presides over meetings of Council and in their absence, Council is chaired by the Deputy Chancellor.
- 11.8 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

- 11.9 The quorum for a Council meeting is 50 per cent of the membership (section 28 of the [Central Queensland University Act](#)).
- 11.10 If a quorum of 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 will, unless a special meeting is summoned in the meantime for the transaction of that business, stand over for the next ordinary meeting.

Proceedings

- 11.11 Ordinary meetings of Council will normally be held at least six times per year, in accordance with Council's annual meeting schedule. There are several key deadlines with which the sub-committees of Council, or for legislative reasons Council, must comply. In view of the decision-making hierarchy, meetings of the sub-committees of Council are scheduled to provide a flow-through for reporting and upward decision making.
- 11.12 The Chancellor or the Vice-Chancellor and President have the authority to call a special meeting of Council.
- 11.13 At a special meeting of Council, the Chair will direct the order of business, and only that business for which the meeting has been convened will be transacted.
- 11.14 The Chancellor, or in the Chancellor's absence the Deputy Chancellor, will call a special meeting of Council at the written request of at least four Council members. The request shall state the purpose for which the meeting is to be convened, and all reasonable steps will be taken to hold the meeting within 14 days of the receipt of the request.
- 11.15 Where a special Council meeting is convened, the notice convening the meeting will specify the business to be transacted. No other business other than that specified will be transacted at such special meetings.
- 11.16 Council meetings may be adjourned at any time during a meeting by either the Chair or a Council resolution. Only business which was left unfinished at the meeting from which the adjournment took place can be discussed at an adjourned meeting. Notice of an adjourned meeting need not be given other than to members not present at the scheduled meeting.
- 11.17 The Chair may place any notices of motion or items of business upon the agenda in any order the Chair wishes.
- 11.18 If the Chair deems a matter to be of a confidential nature, that matter will be considered by 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 Council to leave the meeting while confidential items are being considered. The Director Governance/University Secretary will normally remain in attendance during a closed session.
- 11.19 If the Chancellor believes that Council should decide on specified matter/s before the next regular meeting, and that it is not possible or necessary to call a special meeting of Council, and that it is not an issue which should be determined by the Chancellor's Committee, then the Director Governance/University Secretary may circulate to members a flying minute (circular resolution) which includes the relevant information in relation to that matter/s and the proposed motion. Council members may signify their vote for or against the motion on the flying minute. If two-thirds of Council members vote in favour of such draft motion, it will be and will have the effect of a resolution of Council.

Observers and visitors

- 11.20 Council may extend a standing invitation to University community members to attend Council meetings as either an observer or an attendee with rights of audience and debate.
- 11.21 Council will determine the number of University community members who can be admitted as observers.
- 11.22 University community members wishing to attend a Council meeting must obtain prior permission from the Director Governance/University Secretary.
- 11.23 The Chair can admit visitors, who are not University community members, to Council meetings.

- 11.24 The Chair, or Council by resolution, may decide not to admit observers or visitors to any meeting or part of a meeting, and may require an observer or visitor to leave the meeting at any time.

Minutes

- 11.25 Minutes of every meeting will be recorded and maintained by the Council Minutes Secretary. The Director Governance/University Secretary will note any decisions and any relevant summary of discussion during closed sessions to provide to the Council Minutes Secretary for the minutes. The minutes will be presented at the next ordinary meeting of Council for confirmation. Confirmed minutes will be prime facie evidence of the proceedings of the meeting.
- 11.26 Motions and discussions will not be allowed about the minutes being submitted for confirmation, except as to their accuracy as a record of the business of Council. Any objections about the accuracy of the minutes must be made by a motion or amendment prior to their confirmation.
- 11.27 A motion about alleged inaccuracy in the minutes does not need to be made in writing.

Petitions

- 11.28 Petitions to Council must be in writing/written form and emailed to the [Director Governance/University Secretary](#) for provision to Council.
- 11.29 Petitions submitted to Council must be presented by a Council member or the Director Governance/University Secretary. The Council member or Director Governance/University Secretary will advise Council of the parties submitting the petition, the number of signatures attached to the petition, and the material submissions contained therein.
- 11.30 Notwithstanding the above provisions, a group representative of the petitioners numbering not more than three may, on invitation from Council, attend the meeting to present the petition. On invitation, the group may make a statement concerning its submission and answer questions from Council members.

Notice of motion

- 11.31 Members cannot make any motion initiating a subject for discussion at a Council meeting except where written notice has been given to the Director Governance/University Secretary at least 10 days previously. This does not include the Chancellor, another person presiding at the meeting, or Council by resolution.
- 11.32 Notice of motions must be relevant to a question affecting the constitution, administration or conduct of the University and within the jurisdiction of Council.
- 11.33 When a notice of motion appears on the agenda, no discussion will ensue unless the motion is seconded.
- 11.34 No member will have more than three notices of motion on the agenda.

Debate

- 11.35 The Chair may take part in a discussion upon any question before Council.
- 11.36 Members present will, in respect of any motion before a meeting, have the right to have their dissent, abstention, or vote recorded in the minutes.
- 11.37 When a matter before Council consists of more than one resolution, such resolutions will be put sequentially if a majority of members present so require.
- 11.38 The Chair, or Council by resolution may, on motion without debate, order that a complicated question be divided and put in the form of several motions.
- 11.39 All of the acts of Council and matters coming or rising before Council may be resolved by the majority of members present and voting at a regularly constituted meeting of Council. In the case of equality of votes, the Chair will have a second or casting vote.

- 11.40 Council may by resolution determine that any specific business or classes of business coming before Council may be resolved by a majority of two-thirds of the members present. In such cases, the specific matter will be introduced at the meeting next preceding that at which the matter is to be discussed and will lie on the table between the meetings.

Meeting documentation

- 11.41 Meeting documentation is accessible on the Committees Site in the University's intranet. The Council and sub-committee pages are only available to members and attendees with standing rights of audience and debate.
- 11.42 Agenda papers will be available on the Council's page one week prior to the meeting, and publication will be notified by email from the Director Governance/University Secretary.

12 COUNCIL SUB-COMMITTEES

- 12.1 Council has established a number of sub-committees to assist Council to effectively discharge its responsibilities.
- 12.2 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.
- 12.3 Sub-committees may 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.
- 12.4 While section 40 of the [Central Queensland University Act](#) provides that Council may establish an Academic Board, it 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.
- 12.5 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, Council has set down procedures to follow in the relevant sub-committee's terms of reference.
- 12.6 The terms of reference for each sub-committee of Council will be approved by Council.

13 EVALUATION AND IMPROVEMENT

- 13.1 Council has adopted a Performance Evaluation Framework for Council as a whole, all of its sub-committees, the Chancellor, the Director Governance/University Secretary and Council members. Council evaluations are 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.
- 13.2 The Queensland Audit Office also requires the Audit, Risk and Finance Committee to undertake an annual evaluation of its performance and report this to Council.
- 13.3 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](#).
- 13.4 Evaluations are conducted annually and commendations and any suggested recommendations for improvement identified and subsequently considered by Council.
- 13.5 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.

14 PROFESSIONAL DEVELOPMENT

- 14.1 Professional development for Council members is a key strategy introduced by Council 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 most Council meetings or as focus items within Council meetings, as well as the opportunity to attend sector-wide conferences and other events (budget permitting).
- 14.2 A Professional Development Plan for Council members will be developed annually and includes planned and potential "in house" briefings as well as relevant conferences and courses
- 14.3 The University may allocate an amount of money per Council member to be utilised for their professional development, including attendance at relevant conferences and forums.

15 PUBLIC COMMENT

- 15.1 In all circumstances where public comment is to be made on behalf of Council or Council sub-committees, concerning a matter discussed and/or resolved by Council or Council sub-committees, such comment will only be made by the Chancellor or the Vice-Chancellor and President.
- 15.2 Wherever public comment by a member, although made in a private capacity, may appear to be an official comment on behalf of the University, Council or Council sub-committees, the member must preface the remarks with a clear indication that they are expressing a personal view and do not represent the official view of the University, Council or Council sub-committees.
- 15.3 Public comment may include: public speaking engagements; comments on radio/ television/internet or in letters to newspapers; or expressing views in books, journals or notices where it is expected that the comments will spread to the community at large.

16 ANNUAL REPORT AND FINANCIAL STATEMENTS

- 16.1 It is a requirement of the [Financial Accountability Act 2009](#) (Qld) and the [Financial and Performance Management Standard 2019](#) (Qld), that CQUniversity (as a Statutory Body) produces an Annual Report, which is reported to the Queensland Parliament through the Minister for Education.

- 16.2 The Annual Report details the University's progress in relation to its strategic goals. The Report is prepared in accordance with the Annual Report Requirements for Queensland Government Agencies provided by the Department of the Premier and Cabinet. Council member names, qualifications and meeting attendances are included in the Annual Report. Council member remuneration and meeting attendance is submitted to the Department in the Government Bodies Reporting template. This template must be published on the Annual Report webpage.
- 16.3 Council is provided a copy of the Annual Report in the first half of each year, following its tabling in Parliament. The most recent and last few Annual Reports are published on the University's Annual Report webpage <http://www.cqu.edu.au/about-us/annual-report>.

17 PRIVACY

- 17.1 Members' personal details are securely retained by the Director Governance/University Secretary. When required, contact information will be provided to the University's Senior Executive and support employees.
- 17.2 Contact details for Council members are provided to the University's alumni relations and graduation teams for the purposes of invitation to University events. If a member does not wish their contact details to be provided to these teams, they can notify the Director Governance/University Secretary.
- 17.3 Privacy of Council members is of paramount concern to the University and all other requests for contact with Council members are at the discretion of the Director Governance/University Secretary. Normally information will be passed on by the Director Governance/University Secretary rather than providing contact details.
- 17.4 Members' personal details are also stored in the University's human resources system, to facilitate a University login and email address and remuneration, where the member has elected to be remunerated.

18 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](#)

Council Skills Matrix

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

[Financial and Performance Management Standard 2019](#) (Qld)

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

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

[Public Sector Ethics Act 1994](#) (Qld)

[Related Party Disclosure Policy and Procedure](#)

[Standards for Registered Training Organisations \(RTOs\) 2015](#) (Cwlth)

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

19 FEEDBACK

- 19.1 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	N/A
Required Consultation	N/A
Administrator	Director Governance/University Secretary
Next Review Date	24/08/2026

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; Editorial amendments 28/03/2024; Editorial amendment 06/08/2024.
Notes	This Charter replaced the Council Code of Conduct, Council Meeting Protocols, and Council Members Roles and Responsibilities.