

# **UNIVERSITY COUNCIL HANDBOOK**

February 2025

Document number: 2025/0001007

Approving authority: Council

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## **1.0 INTRODUCTION**

Welcome to the Griffith University Council.

This Handbook has been designed to support Council members in fulfilling their duties and to complement the induction process for new Council members. It contains important information on a range of governance issues including the role of Council, the duties and responsibilities of members, the role of the Vice Chancellor, the governance framework and the operation of Council meetings.

The University appreciates the commitment of Council members in developing and supporting the strategic directions of the University. We look forward to your contributions to the work of Council and its committees, and hope you find your period of membership rewarding.

## **2.0 AN OVERVIEW OF GRIFFITH UNIVERSITY**

In December 1970 the Queensland Education Minister, Sir Alan Fletcher, approached the distinguished newspaper editor Sir Theodor Bray with the task of creating a new university. The brief was deceptively simple – to offer an alternative university experience to that already available in Queensland and other parts of Australia.

The State Government of the time had just one other requirement, that the new university be named after Sir Samuel Walker Griffith, a former Queensland Premier, Chief Justice of Queensland and the Chief Justice of Australia. A parcel of land at Nathan (10 kilometres south of central Brisbane) was formally named Griffith University in the Queensland Parliament on 21 September 1971.

The newly established Griffith Council developed a philosophy, not only to provide specialised academic courses, but also to emphasise the general educational development of students. Central to this was the creation of theme-oriented schools. These schools were multi-disciplinary with groups of disparate scholars integrating their research and teaching in problem-solving units.

The first Vice Chancellor, Professor John Willett, was appointed in November 1971. The University opened its doors in 1975 to 451 students in four schools: Australian Environmental Studies, Humanities, Modern Asian Studies and Science.

From these small but enthusiastic beginnings, Griffith University has grown to its present size and status with an enviable national and international reputation. No institution can remain static and Griffith has been fortunate that the seeds planted by the University's founders have been nurtured and tended by its Chancellors, Sir Theodor Bray, Sir Alan Sewell, Chief Justice John Macrossan, the Hon Ms Leneen Forde AC, Mr Henry Smerdon AM, and now The Honourable Andrew Fraser.

The introduction of a national unified system for higher education in 1988 resulted in the Mt Gravatt campus of the Brisbane College of Advanced Education, the Gold Coast College of Advanced Education, the Queensland Conservatorium of Music and the Queensland College of Art all becoming part of Griffith University.

Today, Griffith is a large, comprehensive, multi-campus institution with over 45,000 students and more than 250,000 remarkable graduates. Griffith ranks among the top 2 per cent of universities worldwide and is renowned for high-impact research, outstanding student experience and great teachers, with an enduring commitment to social justice and a welcoming environment.

The University employs over 4,000 staff and had a total revenue of over \$1.1 billion in 2024. The University has five physical campuses located in Southeast Queensland – Gold Coast, Logan, Brisbane South (Mt Gravatt), Brisbane South (Nathan), Brisbane City (South Bank) while Griffith's digital campus is now the third-largest and fastest growing. The University will exit the Brisbane South (Mt Gravatt) campus by the end of 2025 and in 2027, open its new Brisbane CBD campus, located within the heritage-listed Treasury building.

Schools, departments and research centres and institutes are organised into four academic groups: Arts, Education and Law; Business; Health; and Sciences. These four groups are the focal point for strategic planning and research. Administrative support services are centralised and operate across all campuses. This organisational and management structure fosters coherence and cooperation across the University's activities and provides the flexibility needed to effectively deploy resources and meet the challenges of delivering quality higher education in an increasingly complex and dynamic environment.

Through all the change and expansion, the University has remained committed to making a positive and influential local, national and international contribution through its teaching, research and scholarly activities, and to bringing disciplines together to make major contributions to address the key issues of our time. In 2025, Griffith will mark its 50 year anniversary.

## **Creating a future for all Griffith Strategic Plan 2020-2025**

In 2025, Council will approve a new 10 year Strategic Plan.

Council (October 2019) approved the [\*Creating a future for all Griffith Strategic Plan 2020-2025\*](#). This Strategy builds on Griffith's proud history and outlines an ambitious program to secure our future as a university of influence, worthy of being ranked in the top echelons of world universities while holding fast to our values in the way that we operate.

The University's vision and mission is to transform lives and add to human knowledge and understanding in a way that creates a future that benefits all. This vision will be pursued through the core principles of excellence, ethics, and engagement.

The six core commitments of the Strategy are: Values; Students; Infrastructure; People; Engagement; and Research. These commitments cascade from our values and include our core activities of high-quality teaching and research, and will be enabled by strategic partnering, a substantial review of our campuses and a significant investment in our people. Key actions and outcomes are outlined in the Strategy.

The Strategy is supported by key supporting plans. University Plans and Annual Reports are located on the [University's Plans and Publications webpage](#).

## **COVID-19 and the Workplace Change: Roadmap to Sustainability**

In July 2020 the Roadmap to Sustainability (R2S) Program was established in recognition of the longer-term financial impact and challenges faced by Griffith and the broader higher education sector in response to the COVID-19 pandemic. To ensure that Griffith could return to a financially sustainable position and advance the objectives outlined in the University Strategy 2020-2025, University operations were reviewed with a view to reimagining the way the University conducts business across all areas of teaching, research and engagement.

Following an extensive consultation process, Council, at its 5/2020 (December) special meeting resolved to approve the Workplace Change: Roadmap to Sustainability. The R2S Program sought a targeted net saving of \$49.3m against the 2020 budget, comprising \$31.3m in salary savings and \$18m in non-salary savings. Salary savings were achieved through the use of budgeted vacant positions, Voluntary Early Retirements, job matching, and voluntary and involuntary redundancy.

Consideration has been given to assess the nature of the change across people, technology, system and process dimensions and how best to implement R2S opportunities. The R2S Program was implemented in 2021 with oversight from a centralised Transformation Office.

## 3.0 ROLE AND RESPONSIBILITIES OF COUNCIL

The roles and responsibilities of Council, as the governing body of a large and successful University, are significant. Council members are drawn from diverse communities and bring together a unique mix of skills, knowledge and experience. The information set out in this Handbook is designed to provide members with a common understanding of the legislative and policy framework within which Council operates.

### Griffith University Act 1998

Under the provisions of the [\*Griffith University Act 1998\*](#) (the Act), the Council is the governing body of the University.

Section 5 of the Act defines the functions and general powers of the University which may be exercised within Queensland, Australia and internationally. The functions and powers cover a broad scope of tertiary institution activity, consistent with legislation governing university functions and powers in other jurisdictions. The functions of the University are:

- a. *to provide education at University standard*
- b. *to provide facilities for study and research generally, and in particular, for people in the cities of Brisbane, Gold Coast and Logan*
- ba. *to 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 generally, and in particular, the people in the cities of Brisbane, Gold Coast and Logan*
- e. *to confer higher education awards*
- f. *to disseminate knowledge and promote scholarship*
- g. *to provide facilities and resources for the well-being 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*
- i. *to perform other functions given to the University under this or another Act.*

Under sections 8 and 9 of the Act, the Council has overall responsibility to ensure sound and effective governance of the University. Without limiting Council's governing role, the Act confers the following particular powers on Council:

- a. *to appoint the University's staff*
- b. *to manage and control the University's affairs and property*
- c. *to manage and control the University's finances.*

Under section 10 of the Act, Council must act in a way that appears to it most likely to promote the University's interests, that is, members must act in the interests of the University as a whole even if elected by a particular constituency or appointed with particular background experience.

## A Code of Governance Principles and Practice for Australia's Public Universities

In December 2024, the newly named [A Code of Governance Principles and Practice for Australia's Public Universities](#) (previously called the Voluntary Code of Best Practice for the Governance of Australian Public Universities) was amended and published by the University Chancellors Council (UCC). The amended Code was reviewed to be better aligned with the ASX Corporate Governance Guidelines and was supported by the Universities Australia Board and shared with the Department of Education. The Code provides broad guidance to university governing bodies in the discharge of their functions and responsibilities, much of which is addressed by sections in this Handbook. Further information regarding the University's compliance with the Code is set out below in the [15. Council Evaluation Framework](#).

## Higher Education Standards Framework: 2021

The updated [Higher Education Standards Framework \(Threshold Standards\) 2021](#) came into effect from 1 July 2021. This was the first update since the previous version, the *Higher Education Threshold Standards Framework: 2015*, which commenced on 1 January 2017. Further amendments to Threshold Standards were made on 1 December 2021 to include a definition of Academic Freedom and update three standards. The [Higher Education Standards Framework](#) is established under s58 of the [Tertiary Education Quality and Standards Agency Act 2011](#) (TEQSA Act 2011). The standards detailed in the *HES Framework* represent the minimum acceptable requirements for the provision of higher education in Australia by providers registered under the *TEQSA Act 2011*. All providers must meet all of the standards all of the time.

Council, as the governing body, is accountable for direction setting, performance monitoring, risk identification and mitigation, monitoring financial viability and sustainability, and influencing the corporate culture of the University. The principal standards concerned with corporate governance are detailed in [Section 6 Governance and Accountability](#) and are designed to ensure that the matters encompassed by all other Standards of the HES Framework have a traceable accountability pathway to Council. Council must be able to demonstrate that it meets all of the requirements of its charter, that the standards in the HES Framework have been met and that Council is able to demonstrate how it knows the standards have been met.

Further information regarding the University's compliance with the *HES Framework* is set out below in [15. Council Evaluation Framework](#).

## Australian Charities and Not-for-Profits Commission Act 2012

Griffith University's status as a [registered charity](#) under the *Australian Charities and Not-for-Profits Commission Act 2012* is a critical enabler for charitable donations that support education and research. Governance standards in the Act require that the University is run as a not-for-profit, that its activities are directed towards its charitable purpose and are conducted in accordance with Australian laws. Council members should be aware that they are 'responsible persons' under the Act with an obligation to:

- remain a fit and proper person (i.e., not disqualified from managing a corporation or registered charity).
- act in accordance with the duties set out in section 8 of this Handbook.

## Primary Responsibilities of Council

The role of Council is to provide leadership, good governance and oversight of the University as a whole by:

### a) Strategic Oversight

- approving the mission and strategic direction of the University,
- ensuring that values, visions and goals are turned into effective management systems, and
- monitoring implementation of the University's mission statement and strategic plan.

### b) Ensuring Effective Overall Management

- appointing the Vice Chancellor and President as the chief executive officer of the University, and monitoring his/her performance
- electing the Chancellor and Deputy Chancellor
- appointing other senior officers of the University as considered appropriate
- overseeing and reviewing overall management performance
- regularly reviewing Council's own performance in discharging its governance responsibilities, and
- overseeing and monitoring the academic governance and activities of the University.

**c) Ensuring Responsible Financial and Risk Management**

- approving the annual budget and business plan
- approving and monitoring systems of control and accountability, including general overview of any controlled entities
- overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings
- establishing policy and procedural principles, consistent with legal requirements and community expectations, including remuneration policies for the Vice Chancellor and senior officers, and
- ensuring compliance with legal and government policy requirements.

## Delegations

While retaining its ultimate governance responsibilities, Council utilises an appropriate system of delegations to ensure the effective discharge of these responsibilities. Council (August 2020) approved a new [Delegations Framework](#) which comprises the [Delegations Policy](#), [Delegations Procedure](#) and Delegations Register.

A key change arising from Council's approval of the new Delegations Framework was the ability for the Vice Chancellor to sub-delegate powers, functions and duties assigned to the Vice Chancellor by Council (as per section 11(3) of the Act). Council receives an annual report on compliance with the Delegations Framework.

## Council Charter

At the 6/2023 meeting, Council approved the [Griffith University Council Charter](#). The Council Charter summarises the role, responsibilities, structures and processes of the Council and its members. It is part of the University's governance framework as the primary reference point for Council members and is supported by a broader suite of documents which include this Council Handbook, the Governance Framework and the Council Work Plan.

The Council Charter recognises that TEQSA will wish to confirm that the University's governing body's accountabilities are specified through a board charter, constitution or equivalent. ([TEQSA Guidance Note: Corporate Governance. Version 2.4. 26 August 2019](#))

## Griffith University Governance Framework

At the 2/2024 meeting, Council approved the [Griffith University Governance Framework](#). This document provides an overview of the University's Governance Framework and outlines the structure of governance at Griffith University, including the core functions, responsibilities and membership of the University's key governance bodies, and their relationship to each other.



## 4.0 ROLE OF THE CHANCELLOR

The Chancellor is elected by the Council and is the honorary and non-executive head of the University.

The Chancellor's role is set out in an approved position description, which specifies that the Chancellor is responsible for:

- chairing Council meetings (s27 of the Act) and encouraging free, trusting and frank communication on all issues concerning the well-being of the University
- providing leadership, advice and support to members to ensure Council works as a team and performs its responsibilities in an effective manner
- ensuring that Council has appropriate oversight of important matters by approving Council agendas and the annual Council work plan
- facilitating opportunities for Council members to undertake further professional development relevant to their governance role and responsibilities
- carrying out the review and evaluation of the Vice Chancellor's performance
- providing support and counsel to the Vice Chancellor, and
- promoting the aims of the University and representing its interests in the wider community.

The Chancellor plays a prominent role in representing the University at official functions and at other public occasions, including officiating at graduation ceremonies. The Chancellor is responsible for determining the manner in which these ceremonial duties are performed, including who will attend functions as the delegate of the Chancellor.

The process for election of the Chancellor is set out in the [Election of Chancellor and Deputy Chancellor Procedure](#).

## 5.0 ROLE OF THE DEPUTY CHANCELLOR

The Deputy Chancellor is elected by Council from among its members and performs the duties of the Chancellor during periods when the Chancellor is not available (s31 of the Act).

The Deputy Chancellor also works closely with the Chancellor in the exercise of their roles.

The Deputy Chancellor is to act as Chair of Council meetings when the Chancellor is unavailable (s31 of the Act) or otherwise cannot preside due to a conflict of interest.

By arrangement with the Chancellor, the Deputy Chancellor may represent the University at official functions and at public occasions, including officiating at graduation ceremonies, as the delegate of the Chancellor, and to support the Chancellor and Pro Chancellors with some other governance functions as relevant.

The process for election of the Deputy Chancellor is set out in the [Election of Chancellor and Deputy Chancellor Procedure](#).

## **6.0 ROLE OF THE PRO CHANCELLOR**

Council may appoint one or more of its members as Pro Chancellor on the recommendation of the Chancellor and in accordance with the [Pro Chancellor Policy](#).

By arrangement with the Chancellor, the Pro Chancellor/s may represent the University at official functions and at public occasions, including officiating at graduation ceremonies, as the delegate of the Chancellor.

The Pro Chancellor/s may support the Chancellor and Deputy Chancellor with some other governance functions as relevant.

The Pro Chancellor role does not replace or equate to the role of Deputy Chancellor.

The term of appointment of the Pro Chancellor is for a period no longer than three years. Council members appointed to the role of Pro Chancellor are eligible for re-appointment for another term but should not exceed more than two terms in the role.

The process for appointing the Pro Chancellor is set out in the [Pro Chancellor Policy](#).

## **7.0 ROLE OF THE VICE CHANCELLOR AND PRESIDENT**

The Vice Chancellor is appointed by the Council and is the Chief Executive Officer of the University. The Vice Chancellor is accountable to the Council for the overall stewardship and management of the University.

The Vice Chancellor is responsible for:

- promoting the interests and furthering the development of the University
- exercising a general superintendence over the affairs of the University, including the academic, administrative, financial and other business of the University
- exercising a general supervision over the work and conduct of all persons in the service of the University, and over the welfare and discipline of the students of the University, and
- exercising the powers and performing the functions conferred on the Vice Chancellor by the Act, or by any other Act, or by the Council.

## 8.0 DUTIES OF MEMBERS OF COUNCIL

The contributions of Council members are critical to the effective governance of the University. In light of this important role, it is necessary to promote good practice and appropriate behaviour among members, in the interests of the Council, individual members, and the University as a whole.

The information in this section is intended to inform members of Council of their legal responsibilities, and to provide a clear set of principles for the information and guidance of members.

### Fiduciary Duties/Functions

Each individual member is responsible and accountable to Council. When exercising the functions of a member of Council, a member must always act in the best interests of the University. In particular, under section 10 of the Act, a member of Council has the fiduciary duty to act in the interests of the University as a whole rather than simply as a delegate or representative of a particular constituency. This obligation must be observed in priority to any duty a member may owe to those electing or appointing him or her.

The following extract from the judgement of his Honour, Mr Justice Street, in Bennetts v Board of Fire Commissioners of NSW (1967) 87 WN pt1 (NSW) 307 clearly defines the duty of Board members:

*'Nomination of the individual members and their election to membership by interested groups ensures that the Board as a whole has access to a wide range of views, and it is to be expected within this wide range of views that inevitably there will be differences in the opinions, approaches and philosophies of the Board members. But the predominating element which each individual must constantly bear in mind is the promotion of the interests of the Board itself. In particular a Board member must not allow himself to be compromised by looking to the interests of the group which appointed him rather than to the interests for which the Board exists. He is most certainly not a mere channel of communication or listening post on behalf of the group which elected him. There is cast upon him the ordinary obligation of respecting the confidential nature of Board affairs where the interests of the Board itself so require.'*

### Other Member Obligations under the Griffith University Act 1998

In order to undertake the business of Council effectively, members are expected to fulfil the function and duties outlined in section 26A of the 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; and*
  - (b) *must exercise reasonable skill, care and diligence; and*
  - (c) *must disclose to the Council any conflict that may arise between the member's personal interests and the interests of the University.*
  - (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.*

Section 26B of the Act provides that Council may remove an elected, appointed or additional member from office if at least 12 members are satisfied the member has not complied with Section 26A(2); or a conduct obligation.

Under the provisions of section 24(1), the office of an elected, appointed or additional member becomes vacant if:

- (a) *the member dies, or*
- (b) *for an elected member of a class mentioned in section 15(2)(a) to (d)–*
  - i. if the election policy in effect when the member was elected included nomination requirements for the class – the member ceases to meet the nomination requirements under the policy, or*
  - ii. otherwise – the member ceases to be an eligible person for the class, or*
- (c) *for an additional member – the member becomes a student or a member of the academic staff or general staff of the university, or*
- (d) *the member is absent without the Council's leave and without reasonable excuse from every meeting of the Council in a period of six months<sup>1</sup>, or*
- (e) *the member becomes an official member, or*
- (f) *the member resigns from office by signed notice:*
  - i. if the member is an appointed member - given to the Minister; or*
  - ii. if the member is an elected or additional member - given to the Vice Chancellor, or*
- (g) *the member is removed from office under section 26B, or*
- (h) *the member is disqualified from managing corporations under the Corporations Act, part 2D.6, or*
- (i) *the member is convicted of an indictable offence, other than an offence in relation to which the member's office becomes vacant under paragraph (h).*

Section 66D of the Act imposes a requirement on members of the governing body who are disqualified from managing corporations under the *Corporations Act 2001* or convicted of an indictable offence to give notice of the disqualification or conviction to the Chancellor or, for members appointed by the Governor in Council, the Minister. If the member is the Chancellor when disqualified or convicted, then notice must be given to the Vice Chancellor. The notice must include the following information:

- (a) If the notice is of the person's disqualification:
  - the existence of the disqualification
  - when the disqualification took effect, and
  - sufficient details to identify the grounds for the disqualification.
- (b) If the notice is of the person's conviction:
  - the existence of the conviction
  - when the offence was committed
  - sufficient details to identify the offence, and
  - the sentence imposed on the person.

This ensures that Council is aware when a person becomes ineligible to be a member of Council because of the disqualification or conviction. Failing to comply with the requirement to give notice is an offence with a maximum penalty of 100 penalty units. Under Section 66D the notice of the disqualification or conviction must be destroyed as soon as practicable after it is no longer needed for the purposes of the Act.

Section 66D(4) requires that the Minister, Chancellor or Vice-Chancellor must ensure a notice given to the Minister, Chancellor or Vice-Chancellor under this section is destroyed as soon as practicable after it is no longer needed for the purposes of this Act.

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<sup>1</sup> If you plan to be absent for two or more consecutive meetings, please apply to Council for leave of absence through the Council Secretary (Head, Corporate Governance).

Section 66E provides a protection for a person's criminal history information and the information about a person's disqualification or conviction contained in the notice given under section 66D. Further disclosure of the protected information except as permitted under section 66E(3) and (4) is an offence with a maximum penalty of 100 penalty units.

Section 66E(3) allows disclosure of the protected information to another person:

- (a) to the extent necessary to perform the person's functions under this Act*
- (b) if the disclosure is authorised under an Act*
- (c) if the disclosure is otherwise required or permitted by law*
- (d) if the person to whom the information relates consents to the disclosure*
- (e) if the disclosure is in a form that does not identify the person to whom the information relates, or*
- (f) if the information is, or has been, lawfully accessible to the public.*

Section 66E(4) allows disclosure of the protected information to the Council, a Committee of the Council, a member, or another person to the extent necessary for the proper performance of the Council's functions. This is an important measure for the appropriate governance of the University because, depending on the nature of the conviction or disqualification, the Council may need to consider whether there is any risk to the University. In addition, if a member is convicted of an indictable offence, the Council may exercise their discretion under section 26 of the Act and restore the member to the Council.

## **Managing Conflicts of Interest**

The contributions of Council and Committee members are critical to the effective governance of the University. In light of this important role, it is necessary to promote good practice and appropriate behaviour among members including appropriate management of actual, potential or perceived conflicts, in the interests of the Council, the University and individual Council and Committee members. The University's appetite for risk in the context of identification and management of conflicts of interest is very low.

Council and Committee members must not permit a material personal interest to compromise their duty to act in the best interests of the University. This includes not making improper use of your position or of information acquired through your position as a member for the personal benefit of yourself or another, or for other personal gain or advantage.

Members need to exercise judgement as to whether a conflict of interest exists, or may be perceived to exist, in any particular situation. If in any doubt, it is best to acknowledge a possible material personal interest. Members are encouraged to proactively think about and identify the areas where the potential for a conflict is likely to exist and to consider the level of the risk. The expected standard of behaviour is that members will make a disclosure where there is even a remote possibility that a member's personal interest could be perceived to conflict with the interests of the University. In that case, members will immediately acknowledge and make full disclosure about the conflict of interest.

At the start of each meeting, the Chancellor (Chair) will invite members to identify any conflict of interest which may exist in respect of items on the agenda. In case of doubt, it is best to acknowledge a possible material personal interest. When a material personal interest is identified, the Chancellor 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.

Where there is a significant material personal interest, future papers on the matter may not be made available to the member concerned, at the discretion of the Chancellor. In the event that a declaration of interest is made

by the Chancellor, the Deputy Chancellor will manage the declaration, and will chair the meeting should the Chancellor be required to leave the meeting while the item of business is discussed. In such interests the Deputy Chancellor will also be required to sign the minute extract for that item at the following meeting, if adopted by Council as a correct record of that item.

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

If Council members are in any doubt about whether a conflict exists in any particular situation, they are encouraged to discuss their concerns with the Chancellor or the relevant Committee Chair who will provide the appropriate guidance on how to manage the potential conflict.

Examples of possible material personal 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 or Committee decision. This is a material conflict of interest, regardless of the value of the financial interest
- a member (or a member's spouse, child or near relative) holds membership of, or ownership in, another organisation likely to benefit or be affected by a Council or Committee decision
- a member is a government official responsible for an aspect of policy or operations which affects a matter under consideration by the University.

Members should not solicit any gift or benefit from any external party in connection with their official functions or duties or accept any gift or benefit, if the gift or benefit could be perceived to create or actually creates a conflict of interest in the performance of official functions or duties.

Any declarations of interest are to be made by Council and Committee members in the Declaration of Interests Register (the Register). The Register will be brought to each meeting by the Secretary, where it may be viewed by members upon request. Additionally, at the start of each meeting, members will be asked to declare if they have any actual, potential or perceived conflict of interest in relation to any item on the agenda. The Chair will make a decision about the conflict and how it will be managed. All declarations of interest made at a meeting are recorded in the meeting minutes.

The Declaration of Interests Register will be reviewed and updated annually. While the Register will assist the University to proactively manage previously disclosed conflicts of interest, the onus remains on individual members to identify any conflict of interest that they may have with respect to meeting agenda items.

Members are requested to provide advice about changes or additions to the Register to the Council Secretary (Head of Corporate Governance), Dr Rebecca Voisey, E: [r.voisey@griffith.edu.au](mailto:r.voisey@griffith.edu.au) |T: (07) 373 59734.

## University Integrity Policies

Members are asked to maintain familiarity with the following University policies:

- [Code of Conduct](#). The Code of Conduct applies to Council and Committee members as well as University staff. The Code provides guidance on expected integrity standards in the performance of duties and functions. Specific expectations include behaving honestly and with integrity, upholding Griffith's values and reputation, ensuring fairness and respect and appropriately using University funds.
- [Conflict of Interest Policy](#). The Conflict of Interest Policy sets out that the test for identifying a conflict of interest is 'whether an individual could be influenced or appear to be influenced by a private interest or conflict of commitment when carrying out their duties and responsibilities as a staff member of the University.' The policy provides guidance about the appropriate management of actual, potential and perceived conflicts of interest. Further information about managing conflicts of interest is detailed above under **Managing Conflicts of Interest**.
- [Gifts and Benefits Policy](#). The Gifts and Benefits Policy sets out the conditions under which gifts or benefits may be accepted by members and the University's requirements in relation to recording receipt of certain gifts.
- [Fraud and Corruption Control Policy and Fraud and Corruption Control Procedure](#). The Fraud and Corruption Control Policy and Procedure give effect to the University's position of zero tolerance for fraud and corrupt conduct and set out the University's objectives and responsibilities. They communicate the University's commitment to an ethical culture and create a framework that reduces risks of fraud and corruption.

Members are referred to the Queensland Government publication [Welcome Aboard - A Guide to Members of Queensland Government Boards, Committees and Statutory Authorities](#) which includes advice about avoiding conflicts of interest.

Further information about managing conflicts of interest may be located on the Crime and Corruption Commission Queensland webpage '[Conflicts of Interest](#)' and on the Queensland Integrity Commissioner webpage '[Conflicts of Interest in the Public Sector](#)'.

## Use of Confidential Information

Members are required to 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.

## **Public Comment**

In all circumstances where public comment is to be made on behalf of the Council, concerning a matter discussed and/or resolved by Council, such comment shall only be made by the Chancellor or the Vice Chancellor.

Wherever public comment by a Council member, although made in a private capacity, may appear to be an official comment on behalf of the University or the Council, the member shall preface the remarks with a clear indication that they are expressing a personal view and do not represent the official view of the University or the Council.

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.



## **9.0 RESPONSIBILITIES OF MEMBERS OF COUNCIL**

In addition to fulfilling the fiduciary duties described above, Council members should:

- Attend Council meetings. Under section 24(1)(d) of the Act, a member is deemed to have vacated office if the member is absent without the Council's leave and without reasonable excuse from every meeting of the Council in a period of 6 months.
- Develop a clear understanding of the role and function of Council and the environment in which the University operates, including a good understanding of the University's mission, strategic plan and culture, and its teaching, research and community service contributions. Members should seek additional information on any matter from the University Secretary via the Council Secretary in the first instance.
- Contribute to the functioning of Council through membership of standing and ad hoc committees of Council and other committees of the University.
- Treat fellow Council members with courtesy and in a collegial manner.
- Contribute to strengthening relationships of the University in a range of internal and external forums including:
  - graduation ceremonies and other public occasions where the University is being promoted or is a participant
  - promoting the strategic intentions and directions of the University
  - forming relationships and leveraging with business, industry and government for the benefit of the University, and
  - assisting the Executive of the University in public relations exercises when available and appropriate.

## **10.0 RESPONSIBILITIES OF THE UNIVERSITY IN RESPECT OF COUNCIL MEMBERS**

The University will provide Council members with:

- a comprehensive induction program for new members with follow up sessions as required
- a Council Handbook (this document) updated regularly that includes links to the Act, Council Charter, the Code of Conduct, as well as other information relevant to their role on Council
- appropriate professional development opportunities each year
- timely receipt of agendas and papers
- the provision of complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions
- prompt and direct access to information about the University's business and to members of the Vice Chancellor's senior executive team to directly answer questions, where necessary in order to fulfil their role and responsibilities, with such access to be arranged in accordance with the Protocols for engagement between Council members and management via the Council Secretary
- reimbursement of reasonable and legitimate expenses incurred in the role of Council member
- the provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties
- Directors and Officers insurance, which provides protection against claims made by third parties against Council members and a Deed of Indemnity, Access and Insurance signed by the University to mitigate risk of personal liability incurred in the course of carrying out duties and functions.

Council members and some Committee members will be remunerated for their contribution in line with the remuneration determined by Council as set out in the [Council and Committees Remuneration Policy](#) and [Procedure](#).

The Council Secretary (Head of Corporate Governance) is the first point of contact for all enquiries relating to Council or University matters.

## 11.0 MEMBERSHIP OF COUNCIL

### Composition of Council

The Council comprises 18 members as detailed below and in compliance with the requirements set out in the *Griffith University Act 1998*. In accordance with section 3 of the UCC Code, the governing body should seek to:

- have a membership that collectively has the skills, commitment and knowledge of the university and the higher education sector to enable it to discharge its duties effectively and add value
- achieve a balance between higher education and other expertise on the governing body, with at least one non-executive member who has university leadership expertise from outside the institution
- reflect the diversity of the Australian community, and the specific characteristics of the university community they serve, in making appointments
- achieve gender balance on the governing body in line with jurisdictional and Australian Government targets
- have First Peoples membership on the governing body
- where not specified by legislation the governing body should seek to have one or more student members on the governing body at both graduate and post-graduate levels
- where not specified by legislation, the governing body should seek to have one or more staff members on the governing body.

<b>POSITION</b>	<b>TERM</b>
<i>Chancellor*</i>	Up to 5 years as determined by Council
<i>Deputy Chancellor**</i>	Up to 4 years as determined by Council
<i>Vice Chancellor and President</i>	Ex officio
<i>Seven Members Appointed by the Governor-in-Council</i>	Up to 4 years
<i>Two Members Elected by the Academic Staff</i>	Four years
<i>One Member Elected by the Professional and Support Staff</i>	Four years
<i>One Member Elected by the Postgraduate Students</i>	Two years
<i>One Member Elected by the Undergraduate Students</i>	Two years
<i>Four Additional Members Appointed in Accordance with Section 16 of the Act</i>	Up to 4 years as determined by Council

\* *The Chancellor is elected by Council and need not be a member of Council.*

\*\* *The Deputy Chancellor is elected by Council from among its members.*

The current membership of Council and a profile for each Council member (including a current photograph) is available on the [Members of the University Council webpage](#).

Council will be composed of members who collectively provide the knowledge, skills and experience required for successful stewardship of the University, and to ensure its sustainability and success.

The Council will endeavour to ensure the gender equity and diversity of its membership, and that people from diverse groups, including Aboriginal and Torres Strait Islander peoples, people from culturally and linguistically diverse backgrounds, and people with a disability are represented on the Council.

A Council Skills Matrix will be maintained by the Council Secretary and will be regularly reviewed and informed by an annual survey of all Council members.

## **Election and Appointment of Council Members**

The Chancellor and Deputy Chancellor will be elected pursuant to sections 30 and 31 of the Act and in accordance with the [Election of Chancellor and Deputy Chancellor Procedure](#).

Elected members of Council will be elected pursuant to sections 15 and 26AA of the Act and in accordance with the [Elections Policy](#) and [Elections Procedure](#).

Council members will be asked to submit confidential nominations for all appointed positions to the People, Nominations and Remuneration Committee. A new expression of interest process for nominations will be introduced in 2025.

The Council has delegated authority to the People, Nominations and Remuneration Committee to:

- consider nominations and make recommendations to the Minister for Education for potential candidates for Governor in Council appointed member appointments, and
- consider nominations and make recommendations to Council for additional member appointments.

Council will consider the Council Skills Matrix and the key attributes outlined above under the 'Composition of Council' when assessing potential candidates for appointment to ensure a skilled and diverse membership that is representative of the communities it serves.

## **12.0 COUNCIL MEETINGS PROCEDURE**

The Council Meetings Procedure sets out meeting protocols for the University Council and applies to the operation of University Council meetings.

### **12.1 Chairing of the Council**

- 12.1.1 The Chancellor presides at all meetings of the Council.
- 12.1.2 The Deputy Chancellor presides at any meeting at which the Chancellor is not present, or if the Chancellor is not able to preside due to a conflict.
- 12.1.3 If the Chancellor and the Deputy Chancellor are both absent from a meeting, or unable to preside due to conflicts of interest, or the offices are vacant, the members of Council present must elect a Council member to preside at the meeting.

### **12.2 Meeting Arrangements**

- 12.2.1 Ordinary Council meetings are held on at the Brisbane South (Nathan) and Gold Coast campuses, or virtually where required. One meeting each year is scheduled at either the Logan or Brisbane City (South Bank) campus.
- 12.2.2 Ordinary meetings are normally scheduled every second month throughout the calendar year, commencing in February and followed by meetings in April, June, August, October and December. Meetings are usually held on the first working Monday of the month, although this is subject to public holidays and may vary as required.
- 12.2.3 An annual strategic retreat is normally held over a 1-2 day period
- 12.2.4 The Council Secretary must notify each member of the Council of the date, the time and the place, and the agenda for the next ensuing meeting of the Council whether such meeting is the annual strategic retreat or an ordinary or special meeting. Except in any case of emergency, notice will be given at least seven calendar days before the day of the meeting.
- 12.2.5 The inadvertent failure to notify a member of the Council of an emergency meeting, or where the Chancellor certifies that it is impracticable to give at least seven days' notice of the meeting, does not affect the validity of the proceedings of that meeting of the Council.

### **12.3 Adjournments**

- 12.3.1 The Chair or the Council, by resolution, may at any time during the course of a meeting, adjourn any meeting. However, no business can 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 unless a meeting is adjourned for more than 30 days.

### **12.4 Quorum**

- 12.4.1 At any meeting of the Council, a quorum exists if at least half of Council's members are present.
- 12.4.2 If a quorum of the Council is not present within half an hour of the appointed time of the meeting, the meeting will be adjourned and all business which should have been transacted will, unless a special meeting is called in the meantime, stand over for the next ordinary meeting and will take precedence at that meeting.

### **12.5 Petitions**

- 12.5.1 Petitions to Council must be in writing.

- 12.5.2 Petitions to the Council are presented by a member of the Council or the University Secretary. The presenter must indicate the parties from whom it comes, the number of signatures attached to it, and the material submissions contained in it.
- 12.5.3 Group representatives of the petitioners (maximum three people), may on invitation from the Council, attend the meeting to present the petition.

## **12.6 Notice of Motion**

- 12.6.1 Written notice must be given for any motion at least 10 working days in advance.
- 12.6.2 The Chancellor, or other person presiding at the meeting, or the Council by resolution, may permit the introduction of any subject for discussion.
- 12.6.3 Motions must be relevant to some question affecting the constitution, administration or conduct of the University, and within the jurisdiction of the Council.
- 12.6.4 When a notice of motion appears on the agenda paper, no discussion can occur unless the motion is seconded.
- 12.6.5 In any given meeting, no member of the Council can have more than three notices of motion on the agenda paper.

## **12.7 Conduct of Debate**

- 12.7.1 The Chair may take part in a discussion upon any question before the Council.
- 12.7.2 Council members present have the right to have their dissent, abstention, or vote on any motion recorded in the minutes. If a member of the Council does not support a proposed resolution, they should state their position in the meeting before the resolution is passed.
- 12.7.3 When any matter before the Council consists of more than one resolution, such resolutions are considered in order if the majority of Council members present agree.
- 12.7.4 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.
- 12.7.5 As a rule, all matters coming before the Council may be resolved by the majority of Council members present or by proxy and voting at a regularly constituted meeting of the Council. In most cases decisions will be made by consensus, though a vote count may be recommended by the Chair or by resolution of Council. In the case of equality of votes, the Chair has a second or casting vote.
- 12.7.6 Notwithstanding the above, the Council may by resolution determine that any specific business or classes of business may be resolved by a majority of two-thirds of the members of the Council present. In such cases, the specific matter shall be introduced at the meeting preceding that at which the matter is to be discussed.

## **12.8 Council Work Plan and Agenda**

- 12.8.1 The Council Work Plan is prepared by the Council Secretary, and agreed by the Chancellor, Vice Chancellor and University Secretary, prior to the first meeting of each calendar year. The Council Work Plan sets out the scheduled and regular business of Council. Amendments to the Council Work Plan are with agreement of the Chancellor.
- 12.8.2 Agenda papers are typically assembled in the following sections to facilitate consideration at the meeting:
- Confidential Closed Session (Council members Only): Items for discussion or decision.
  - Open Session (Council members and Executive staff with Rights of Audience and Debate):
    - Items for Discussion or Decision; and

- Items for Formal Approval or Noting: Items in this section are taken as read and formally approved or noted, as appropriate, and discussed by exception.

- Resources (Council members and Executive staff with Rights of Audience and Debate): Items for noting regarding member resources and information for future meetings.

12.8.3 The Chancellor may place any notices of motion or items of business on the agenda in the order in which the Chancellor prefers they be considered.

12.8.4 At the beginning of the meeting, the Chancellor invites members of the Council to indicate any formal approval or noting items which should be listed for discussion. Such additional items are considered, in numerical order, following the items listed for decision or discussion.

## **12.9 Attendance at Meetings**

12.9.1 Unless otherwise advised, the University Secretary and the Provost (as Chair of the Academic Committee) will attend for the duration of Council meetings with rights of audience and debate. The Council Secretary will be present for the duration of Council meetings.

12.9.2 Senior Executive staff members of the University, as so designated by the Council, will attend the open session of Council meetings with rights of audience and debate.

12.9.3 Other senior staff members may be invited from time to time to make presentations and speak to relevant items.

12.9.4 No other persons may attend Council meetings without the Chancellor's prior approval. The Chancellor or the Council by resolution may determine not to admit University employees or other members of the University community or visitors to any meeting or part of a meeting of the Council and may require non-Council members to leave the meeting place at any time.

## **12.10 Minutes**

12.10.1 Minutes must be taken of the proceedings of every Council meeting.

12.10.2 Preparation of the minutes will be consistent with advice in the [TEQSA Guidance Note on Corporate Governance - Version 2.4 \(26 August 2019\)](#). The Council Secretary will rely on the [AICD Joint statement on board minutes](#) for definitive guidance on minute preparation, as recommended by TEQSA in its Guidance Note.

12.10.3 The draft minutes of each Council meeting are normally circulated to Council members within two weeks of the meeting to provide members an opportunity to suggest changes. These minutes are confirmed at the subsequent meeting of Council, and if approved as correct, signed by the Chancellor.

12.10.4 Any such minutes bearing the signature of the Chancellor shall be prima facie evidence of the proceedings of the meeting.

12.10.5 Tabled documents are recorded in the minutes by the Council Secretary as having been tabled at the meeting and an electronic copy will be retained with other meeting papers.

12.10.6 No motion or discussion is allowed regarding the minutes submitted for confirmation except as to their accuracy as a record of the business of the Council. Any objection upon the ground of inaccuracy must be made by a motion or amendment prior to their confirmation.

12.10.7 A motion directing attention to alleged inaccuracy in the minutes does not have to be made in writing.

## **12.11 Special Meetings**

12.11.1 The Chancellor has the power to call a special meeting of the Council for the consideration of business which either the Chancellor or Vice Chancellor may wish to submit to the Council.

- 12.11.2 Special meetings may be held virtually or on-campus, depending upon content, context and expediency required.
- 12.11.3 At a special meeting of the Council, the business is taken in such order as the Chair directs, and only that business for which the meeting has been convened shall be transacted.
- 12.11.4 The Chancellor, or in the Chancellor's absence the University Secretary, must call a special meeting of the Council at the written request of four members of the Council. The request must state the purpose for which the meeting is to be convened, and the meeting must be held within 14 days of the receipt of the request.

## 12.12 Flying Minutes

- 12.12.1 If the Chancellor: believes that the Council should consider and come to a decision in relation to a specified matter or matters before the next regular meeting, and in the circumstances of the case it is not possible or necessary to call a special meeting of the Council, the University Secretary, via the Council Secretary, may circulate to members of the Council in the form of a flying minute the relevant information, together with a form of motion proposed in relation thereto.
- 12.12.2 Members of the Council may signify their vote for or against the motion on the flying minute so circulated. If two-thirds of all Council members vote in favour of the proposed motion, it immediately has the effect of a resolution of the Council.
- 12.12.3 Flying minutes will be noted as agreed at the next Council meeting and signed by the Chancellor on confirmation.

## 12.13 Committees of Council

- 12.13.1 Council may establish committees as it sees fit.
- 12.13.2 Each committee exercises such powers and discharges such duties and functions as the Council may from time to time determine. These will be set out in the committee's constitution.
- 12.13.3 These committees will undertake a review of performance at least once every two years. The review may be conducted as a self-assessment and will be coordinated by the Chair of the committee.
- 12.13.4 A more in-depth review may be undertaken if deemed necessary by the committee or the Council.
- 12.13.5 Council committees will report to Council on the outcome of each review of their performance, regardless of whether the review was undertaken as a self-assessment or a more in-depth review. Any changes to a committee's constitution arising from a review, or otherwise, will be the subject of recommendations to Council for its consideration and approval.

## 12.14 Definitions

For the purposes of this procedure, the following definitions apply:

- 12.14.1 **Council Secretary** means the person responsible for supporting the University Secretary in fulfilling their duties, including undertaking secretariat duties related to the Council. The Council Secretary is the Head, Corporate Governance.
- 12.14.2 **The Act** means the Griffith University Act 1998
- 12.14.3 **University Secretary** means the University's most senior advisor on governance and associated administrative, compliance and regulatory matters. The University Secretary is the Chief Operating Officer.



## 13.0 COMMITTEES OF COUNCIL

A diagrammatic representation of Council and its committees appears [here](#).

There are such committees established by the Council as the Council may determine, and each committee consists of such person or persons as may be appointed to that Committee and will exercise such powers and authorise and discharge such duties and functions as the Council may from time to time determine.

University Committees will undertake a review of performance at least once every two years. The review may be conducted as a self-assessment and will be coordinated by the Chair of the Committee. A more in-depth review may be undertaken if deemed necessary by the Committee or Council. University Committees will report to Council on the outcome of each review of their performance regardless of whether the review was undertaken as a self-assessment or a more in-depth review. Any changes to a committee's constitution arising from the reviews will be the subject of recommendations to Council.

The key committees reporting directly to Council are the Academic Committee, the Audit and Risk Committee, the Finance and Infrastructure Committee, and the People, Nominations and Remuneration Committee.

### Academic Committee

The Academic Committee was established by the Council and is the senior body within the University that debates, decides, and makes recommendations to Council on academic and research developments, and academic and research policies and procedures.

The functions of the Academic Committee are outlined in the Council approved [constitution](#).

### Audit and Risk Committee

The Audit and Risk Committee was established by the Council to provide oversight of the University's governance, risk management, compliance, and control practices. The Committee also serves to provide confidence in the integrity of practices to enable achievement of the University's strategic objectives. The Committee assists and supports the Council and the Vice Chancellor in discharging their responsibilities under the *Financial Accountability Act 2009* (Qld), the *Financial and Performance Management Standards 2019* (Qld), the *Higher Education Standards Framework (Threshold Standards) 2021*, the *Work Health and Safety Act 2011* (Qld) (WHS Act), and other relevant legislation.

The functions of the Audit and Risk Committee are outlined in the Council approved [constitution](#).

### Finance and Infrastructure Committee

The Finance and Infrastructure Committee was established by the Council to provide focussed oversight of budget and capital programs, more specifically, to assess and advise the Council on the University's financial position, its assets and liabilities and its strategies relating to income, budget allocations, and capital expenditure on digital and physical infrastructure, including consideration of sustainability targets and related investments.

The functions of the Finance and Infrastructure Committee are outlined in the Council approved [constitution](#).

### People, Nominations and Remuneration Committee

The People, Nominations and Remuneration Committee was established by the Council to advise and assist Council with nominating prospective members of the Council who are not elected; assist the Council with nominations and recommendations for the award of the degree of Doctor of the University (DUniv); advise the Council on terms and conditions of appointment of the Vice Chancellor and the members of the University Executive Group; oversee alignment of the University's workforce strategies with the University strategic and

organisational plans; monitor strategies to manage and enhance the University's workforce, including about: attraction, retention, remuneration, performance management, development and succession planning of academic and professional staff; equity and diversity; enterprise bargaining and other industrial relations matters; and monitoring strategies to enhance people, culture and organisational effectiveness.

The functions of the People, Nominations and Remuneration Committee are outlined in the Council approved [constitution](#).

## 14.0 COUNCIL APPOINTMENTS TO COMMITTEES

Council appoints members on the following University committees:

<b>COMMITTEE DETAILS</b>	
<i>Academic Committee</i>	<p>One member of the Council, appointed by the Council, who is neither a member of the full-time academic staff nor a student of the University.</p> <p>The Vice Chancellor is an ex officio member of this Committee.</p>
<i>Audit and Risk Committee</i>	<p>The Committee is composed of up to seven members appointed by Council, up to two of whom may be external to the Council.</p> <p>The Chair must be a member of the Council.</p>
<i>Finance and Infrastructure Committee</i>	<p>The Committee is composed of up to seven members appointed by Council, up to two of whom may be external to the Council.</p> <p>The Chair must be a member of the Council.</p>
<i>Griffith University Elders and First Peoples Knowledge Holders Advisory Board</i>	<p>Chair being a Council member and nominated by the Chancellor.</p>
<i>People, Nominations and Remuneration Committee</i>	<p>The Committee is composed of up to seven members appointed by Council, up to two of whom may be external to the Council.</p> <p>The Chair must be a member of the Council.</p>
<i>University Appeals Committee</i>	<p>A member, who is not a student or staff member, appointed by the Council that may or may not be a member of Council.</p>

The Committee constitutions, membership details and meeting dates for these committees can be accessed at the [University Committees webpage](#).

## 15.0 COUNCIL EVALUATION FRAMEWORK

Council monitors its own performance based on a set of key performance indicators (KPIs) which reflect its governance and stewardship role as agreed upon by Council members. The KPIs are listed below:

- Strategic Direction and Performance of the University
- Awareness of Major Issues Facing the University
- Governance
- Relationships
- Councillor Interactions
- Council Meetings
- Effectiveness of Council
- Chancellor's Performance
- Performance of Council Members
- Professional Development and Support
- Induction Development and First Impressions (especially for recently appointed members).

The KPIs are incorporated into a member self-assessed questionnaire, with a graded scale, so that results in aggregate can inform discussion lead by the Chancellor at an ordinary Council meeting or the Council retreat. Council assesses the implications of the data, makes plans for improvements and establishes new or revised performance criteria for the ensuing planning period. The Chancellor may determine to conduct one on one interviews with Council members either in addition to or in place of completion of the annual self-assessment questionnaire.

As part of the evaluation framework, Council also assesses its conformance with the UCC [A Code of Governance Principles and Practice for Australia's Public Universities](#) (amended December 2024 and formerly known as the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#)). This assessment will be undertaken by the Council Secretary and form part of an annual governance compliance report that is considered by Council at an ordinary Council meeting. The assessment will include the identification of gaps and needed changes in governance or skills and expertise required in Council membership for the future.

The [Higher Education Standards Framework \(Threshold Standards\) 2021](#) represents the minimum acceptable requirements for the provision of higher education in Australia by providers registered under the *TEQSA Act 2011*. All providers must meet all of the standards all of the time.

Council will review the University's compliance with the HES Framework on an annual basis, or as determined by Council from time to time. Standard 6.1.3(d) requires Council to undertake:

*'Periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented.'*

The independent review reports on corporate and academic governance processes form a major part of the core evidence for TEQSA renewal of registration.

The University's next registration renewal date is 11 June 2025, which was originally 11 June 2022 but was extended on 11 May 2020 due to the impacts of the COVID-19 pandemic on the sector. The TEQSA registration application was submitted to TEQSA in November 2024, following Council consideration and approval. The renewal of registration application to TEQSA will be supported by the independent review reports and associated action plans. TEQSA will treat the independent review reports and associated action plans as 'core of core' in terms of the re-registration process. The most recent independent review of Council was conducted in Q4 2019 and reported to the 1/2020 (February) Council meeting. The Review Report concluded:

*'Griffith Council's corporate governance oversight of all University activities is of the highest standard and represents a best practice approach. The Council is well positioned to continue to effectively govern the University in continuing its impressive record of educational and research achievements and outcomes and provision of meaningful and valued support for its many local constituencies.'*

The next independent review of Council is scheduled and will take place in the first half of 2025.

## **16.0 VICE CHANCELLOR AND PRESIDENT EVALUATION FRAMEWORK**

The Vice Chancellor and President's performance is formally assessed annually.

The Chancellor, Deputy Chancellor and the Vice Chancellor agree on a provisional list of KPIs, which are reviewed by the People, Nominations and Remuneration Committee and then finalised at a subsequent meeting of Council. The Vice Chancellor's performance is evaluated by Council against the agreed KPIs.

The Chancellor is responsible for reviewing the Vice Chancellor's remuneration in conjunction with the performance evaluation.

## 17.0 RELATED DOCUMENTS

This Handbook should be read in conjunction with the key documents highlighted below. Current versions of these documents are provided to new members as part of the Council induction process:

- [Griffith University Act 1998](#)
- Council Charter
- Griffith University Governance Framework
- The University's key [plans and publications](#) are as follows:
  - Creating a future for all - Strategic Plan 2020-2025
  - Academic Plan 2020-2025
  - Research and Innovation Plan 2020-2025
  - Engagement Strategy 2023-2025
  - University Budget
  - Sustainability Strategy
  - Annual Reports.

The University's policies are located in the [Griffith Policy Library](#). Attention is drawn, in particular, to the following policies:

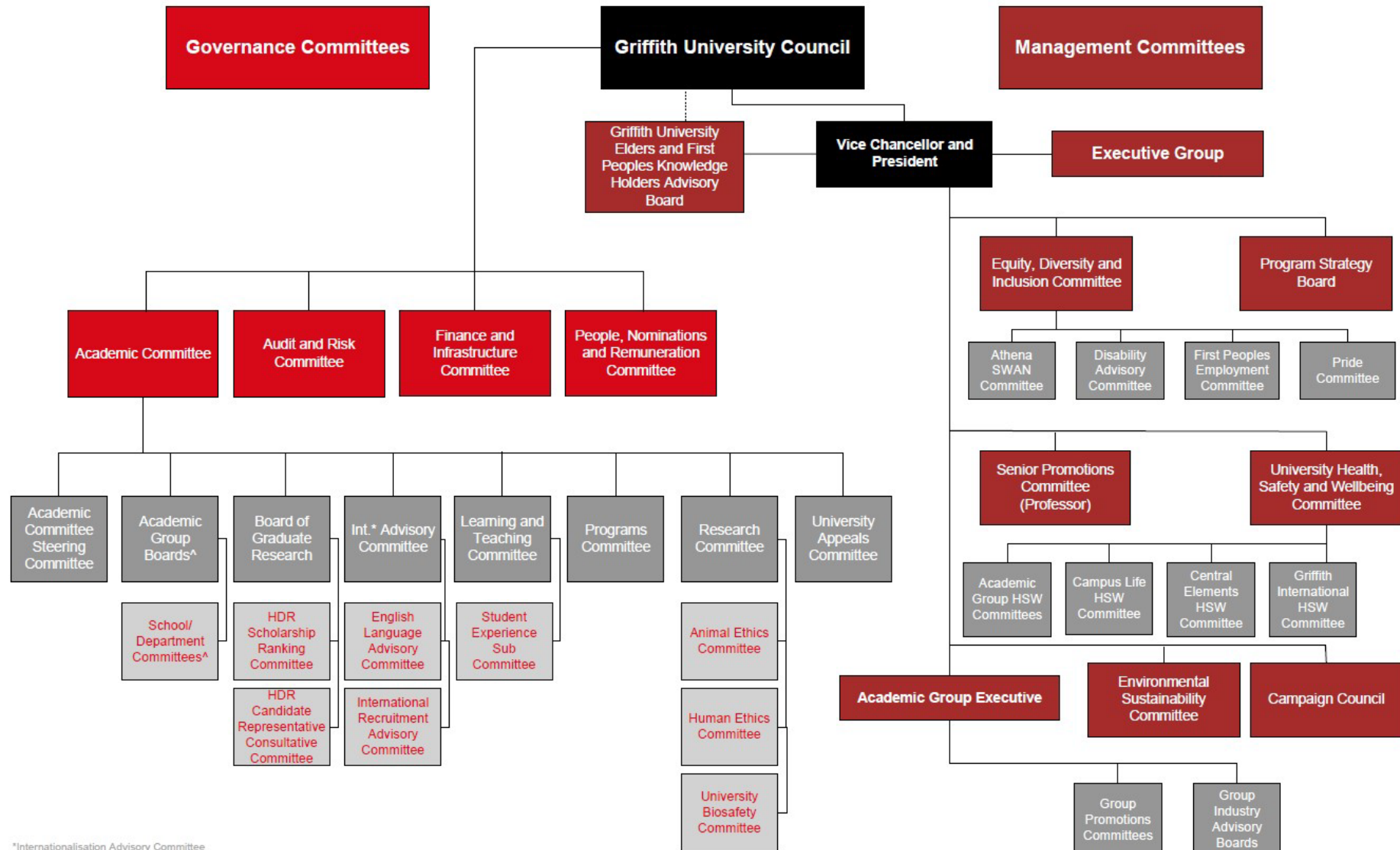
- [Code of Conduct](#)
- [Complaints against the Vice Chancellor Policy](#)
- [Conflict of Interest Policy](#)
- [Public Interest Disclosure Policy](#)

## 18.0 REVIEW AND APPROVAL OF COUNCIL HANDBOOK

This Handbook will be reviewed annually by the Council Secretary.

Major changes will be reviewed and approved by Council, minor changes will be approved by the Chancellor (and noted at the next ordinary meeting of Council if relevant) and editorial changes will be approved by the Chief Operating Officer (University Secretary).

## 19.0 COUNCIL AND COMMITTEES CHART



\*Internationalisation Advisory Committee

^The inclusion of Academic Groups Boards and School / Department Committees as part of the Academic Governance structure is effective from 1 January 2025

Effective 10 June 2024