

Griffith University Council Charter

Current version approved: Council 6/2023 (4 December) meeting, 2023/0001143
Charter established by Council: Council 6/2023 (4 December) meeting

1. Context

- 1.1 Griffith University and the Griffith University Council were established by the *Griffith University Act 1998* (the Act).
- 1.2 Griffith University is registered as a self-accrediting Higher Education Provider under the Tertiary Education Quality and Standards Agency (TEQSA) Act 2011 (Commonwealth), which establishes TEQSA as the national quality assurance regulator for Australian higher education.
- 1.3 The Griffith University Council has adopted the Voluntary Code of Best Practice for the Governance of Australian Public Universities (2018).

2. Purpose

- 2.1 This 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 the Council Handbook, the Governance Framework and the Council Work Plan.
- 2.2 The Council recognises that strong and effective corporate governance is essential to ensure the sustainability and success of the University and is committed to practices that reflect accountability, transparency, and integrity, aligned to the University's values and best interests.

3. Council's Role

- 3.1 The Council is the University's governing body. Council is responsible for the strategic direction, performance and general oversight of the University, and for ensuring effective overall management, and responsible financial and risk management.
- 3.2 The Council must act in the way that appears to it most likely to promote the University's interests. (S10 of the Act).

4. Functions, Powers and Responsibilities of Council

- 4.1 Council has the powers, authorities, duties, and functions conferred and imposed on it by or under the Act.
- 4.2 Council is the governing body of the University and has the following as its primary responsibilities:
 - (a) appointing the Vice Chancellor as the chief executive officer of the University, and monitoring their performance
 - (b) approving the mission and strategic direction of the University, as well as the annual budget and business plan
 - (c) overseeing and reviewing the management of the University and its performance

- (d) establishing policy and procedural principles, consistent with legal requirements and community expectations
- (e) approving and monitoring systems of control and accountability, including general overview of any entities controlled by the University
- (f) overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings
- (g) overseeing and monitoring the academic activities of the University
- (h) approving significant commercial activities of the University.

4.3 Council is empowered to make, alter, and rescind policies in respect of a broad range of purposes relating to the organisation, management, and governance of the University.

4.4 In accordance with section 11 of the Act, and the Delegations Policy, the Council may delegate any of its powers under the Act to an appropriately qualified member of Council, or an appropriately qualified committee that includes one or members of the Council, or to an appropriately qualified member of the University's staff (see section 5.0 of this Charter). As set out in section 11 of the Act Council may not delegate its power to make an election policy or to adopt the University's annual budget.

4.5 Council will, to the extent appropriate, comply with the Voluntary Code of Best Practice for Governance of Australian Universities, as adopted by Universities Australia and the University Chancellors' Council.

4.6 Council is the formally constituted governing body referred to in Section 6.1 and 6.2 of the Higher Education Standards Framework responsible for exercising competent governance oversight of and accountability for all of the University's operations in or from Australia, including accountability for the award of higher education qualifications, for continuing to meet the requirements of the Higher Education Standards Framework and for the University's representation of itself.

5. Delegations

5.1 Council has retained for itself certain powers but has delegated a large number of powers to the Vice Chancellor. In this way the Council, while retaining its ultimate governance responsibilities, has delegated day-to-day management and administration of the University to the Vice Chancellor, subject to the terms set out in the Delegations Register.

5.2 Under the Act, Council cannot delegate its power to adopt the University's annual budget nor to make an election policy.

5.3 The Act empowers the Vice Chancellor to sub-delegate the exercise of certain powers to appropriately qualified members of University staff.

5.4 The Vice Chancellor is accountable to Council for the authority that is delegated by the Council and will report routinely to Council on the exercise of these delegations.

6. Council Committees

6.1 Council has established committees to assist it in connection with specific responsibilities, advising and reporting to the Council and making any necessary recommendations. Each Committee has a constitution which sets out the Committee's functions and composition.

6.2 There are currently four Council committees that report to Council and one advisory board:

- Academic Committee,
- Audit and Risk Committee,
- Finance and Infrastructure Committee,
- Griffith University Elders and First Peoples Knowledge Holders Advisory Board, and
- People, Nominations and Remuneration Committee.

6.3 Council will receive regular reports from Council committee and advisory board Chairs and will review Council committee membership, constitutions and performance on an annual basis.

6.4 Council delegated authority to the Vice Chancellor to establish the Griffith University Elders and First Peoples Knowledge Holders Advisory Board and to approve its constitution, including any future amendments to its constitution. The Board regularly reports to Council and makes recommendations on key issues.

7. Composition of Council

7.1 The size and composition of the Council is determined by the Act. Council has 18 members comprising:

- 2 official members (Chancellor and Vice Chancellor),
- 7 appointed members who are appointed by the Governor in Council,
- 5 elected members, and
- 4 additional members appointed by Council (at least two must be graduates of the University).

7.2 There should be a majority of external independent members who are neither enrolled as a student nor employed by the university.

7.3 The membership of Council is published on the University's website.

7.4 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.

7.5 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.

7.6 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.

8. Election and Appointment of Council Members

8.1 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](#).

8.2 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](#).

8.3 Council members will be asked to submit confidential nominations for all appointed positions to the People, Nominations and Remuneration Committee.

- 8.4 The Council has delegated authority to the People, Nominations and Remuneration Committee to:
- (a) consider nominations and make recommendations to the Minister for Education for potential candidates for Governor in Council appointed member appointments, and
 - (b) consider nominations and make recommendations to Council for additional member appointments.
- 8.5 Council will consider the Council Skills Matrix and the key attributes outlined under section 7.0 of this Charter when assessing potential candidates for appointment to ensure a skilled and diverse membership that is representative of the communities it serves.

9. Role of the Chancellor

- 9.1 The Chancellor is elected by the Council (see section 8.1 of this Charter) and is the honorary and non-executive head of the University.
- 9.2 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.
- 9.3 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.

10. Role of the Deputy Chancellor

- 10.1 The Deputy Chancellor is elected by Council from among its members (see section 8.1 of this Charter) and performs the duties of the Chancellor during periods when the Chancellor is not available (s31 of the Act).
- 10.2 The Deputy Chancellor also works closely with the Chancellor in the exercise of their roles.
- 10.3 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.
- 10.4 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.

11. Role of the Pro Chancellor

- 11.1 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](#).
- 11.2 By arrangement with the Chancellor, the Pro 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 Deputy Chancellor with some other governance functions as relevant.
- 11.3 The Pro Chancellor role does not replace or equate to the role of Deputy Chancellor.
- 11.4 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.

12. Role of the Vice Chancellor and President

- 12.1 The Vice Chancellor and President 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.
- 12.2 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.

13. Duties of Council Members

- 13.1 The information in the Council Handbook is intended to inform members of Council of their ethical and legal responsibilities, and to provide a clear set of principles for the information and guidance of members. These duties are summarised below.
- 13.2 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.
- 13.3 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.

- 13.4 Council and Committee members must not permit a material personal interest to compromise their duty to act in the best interests of the University. In particular, Council members must not make improper use of their position or of information acquired through their position as a member for the personal benefit of themselves or another, or for other personal gain or advantage.
- 13.5 Council members must comply with the University's policies covering conduct and integrity, including the [Code of Conduct](#).
- 13.6 Members are required to maintain the confidentiality of information obtained in the course of their duties as a Council member.
- 13.7 Where public comment is to be made on behalf of the Council, concerning a matter discussed and/or resolved by Council, such comment will 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 will 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.
- 13.8 The duties of members, sanctions for breach of these duties, and the procedure for removal of members are specified in the Act.

14. Rights of Council Members

- 14.1 Council members have the right to:
- a comprehensive induction program for new members with follow up sessions as required,
 - a Council Handbook updated regularly that includes links to the Act, Council Charter, 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 Head of Corporate Governance,
 - 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, and

- 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.

14.2 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](#).

15. Council Meeting Procedures

15.1 The Council regulates its proceedings as it considers appropriate.

15.2 The provisions of the Act, supplemented by the Council Handbook, set out the Council's meeting procedures.

16. Evaluation of Performance

16.1 Council will assess its performance, the performance of its members, and the performance of its Committees on a regular basis. The Chancellor organises the evaluation process and may use external resources if required. At least once every three years, an external party should oversee the conduct of the Council evaluation.

17. Review of Council Charter

17.1 This Charter will be reviewed annually by Council.

18. Secretariat

18.1 The Council Secretary provides the secretariat for Council.

18.2 The Chief Operating Officer is responsible for appointing the Council Secretary, who has rights of audience and debate.