

PRESENT: Chancellor (Lieutenant General Grey AC) (Chair), Deputy Chancellor (Hon. P Lindsay), Vice Chancellor (Professor Harding), Chairperson of the Academic Board (Professor Naylor), Ms Cannon, Mr Charlton, Mr Gilliver, Mr Haddrick, Mr Harridge, Mr Kirkwood (via teleconference), Mr Landy, Professor Leggat, Associate Professor Leicht, Ms McLaughlin, Mr Mosch, Mr Phillips, Ms Polak Scowcroft, Dr Smorfitt, Mr Twomey, Dr Tyrell and Ms Walker.

ATTENDANCE: Mr Kern (Secretary). Ms Brand and Professor Cocklin (Permanent Advisors). Professor Sally Kift (Presentation).

APOLOGIES: An apology was received from Mr Dodge.

ACKNOWLEDGEMENT: The Chancellor acknowledged Ms Polak Scowcroft's resignation from the Council, which would take effect after 7 September 2015, and thanked her for her contribution to the good governance of the University as a member of the Council and its committees.

1. DECLARATION OF CONFLICTS OF INTERESTS:

There were no conflicts of interest declared at the meeting.

2. MINUTES

The following Minutes were adopted as a true and correct record:

2.1 ORDINARY MINUTES OF MEETING (4/15) HELD ON 9 JULY 2015 AS CONFIRMED BY THE CHAIR, WITH THE
N-SECT FOLLOWING AMENDMENTS:

10. CODE OF CONDUCT – UNIVERSITY COUNCIL – AMENDMENTS – PROPOSED

Replace the words: *“Mr Haddrick offered to draft a form of words that addressed the issues above but maintained the sentiment/intent of the amendments and Council accepted. Mr Mosch asked to be involved in the re-drafting.”*

with the following: *“Council agreed that Mr Haddrick and Mr Mosch be provided with the legal advice obtained during the drafting of the Code for their perusal and comment.”*

Council therefore understood that Mr Haddrick and Mr Mosch would be providing comment back to the 23 October 2015 meeting, specifically in relation to whether in respect of breaches of the Code, that the proposed wording presented a question of justiciability, and if appropriate any suggested changes.

2.2 CONFIDENTIAL MINUTES OF MEETING (4/15) HELD ON 9 JULY 2015 AS CONFIRMED BY THE CHAIR.
N-SECT

2.3 CIRCULAR MINUTES (4/15), APPROVED ON 26 AUGUST 2015, AS CONFIRMED BY THE CHAIR.
N-SECT

2.4 EXECUTIVE MINUTE – CONFERRAL OF AWARDS IN ABSENTIA – DOCTOR OF PHILOSOPHY – APPROVED 20
N-SECT JULY 2015

2.5 CIRCULATING RESOLUTION - ENGLISH LANGUAGE, UIL AND JCU PATHWAYS – APPROVED 11 AUGUST
2015

N-SECT Ms McLaughlin did not support the resolution and had asked for her reasons to be noted as follows:

- The absence of a business case which would have addressed the financial and staffing areas.
- The short timeframes imposed on Council to deal with the matter out of session when the pending deadline, the difficulties and the emergency situation was known to Executive staff well in advance and should have been communicated to Council and a forewarning given at an earlier point in time.

2.6 CIRCULATING RESOLUTION - APPOINTMENT OF CHAIRPERSON OF THE ACADEMIC BOARD - FULL-TIME
N-SecT POSITION – APPROVED 19 AUGUST 2015

3. BUSINESS ARISING FROM THE MINUTES

There was no business arising from the Minutes.

4. MATTERS NOT YET FINALISED

4.1 CODE OF CONDUCT – UNIVERSITY COUNCIL – AMENDMENTS – PROPOSED

RESOLVED:

that the proposed amendments to the Code of Conduct – University Council lie on the table.

Council Meeting (5/15) of 9 July 2015

Mr Haddrick and Mr Mosch would be providing comment back to the 23 October 2015 meeting, specifically in relation to whether in respect of breaches of the Code, that the proposed wording presented a question of justiciability, and if appropriate any suggested changes.

Council Meeting (6/15) of 3 September 2015

5. CHANCELLOR'S REPORT

The Chancellor briefed Council and the following was noted:

JCU Brisbane Graduation Ceremony 14 August 2015

The Chancellor thanked the Deputy Chancellor for standing in for him as the Officiating Officer at the JCU Brisbane Graduation Ceremony. The Chancellor had been unable to attend the ceremony due to ill health.

RESOLVED:

N-SECT that the Chancellor's Report dated 3 September 2015, be noted.

6. VICE-CHANCELLOR'S REPORT

Presentation by Member of Senior Staff

Professor Sally Kift, Deputy Vice Chancellor (Academic) gave a presentation titled, *A Focus on Retention at JCU*.

The presentation was received with acclamation.

RESOLVED:

N-EO that the Vice Chancellor's Report dated 27 August 2015, be noted.

7. REPORT TO COUNCIL FROM CHAIRPERSON OF ACADEMIC BOARD

The report was noted.

RESOLVED:

N-CHACBD that the Chairperson of Academic Board's Report, dated August 2015, be noted.

8. ACADEMIC BOARD CHARTER – AMENDMENTS – PROPOSED - ACADEMIC BOARD STRATEGY FOR COMMUNICATION AND ENGAGEMENT & REVIEW AND SELF-ASSESSMENT

Academic Board Charter

The Council recalled that it had previously approved minor refinements to the Academic Board Charter required to clarify the role of Academic Board and for compliance with the JCU Act, following the adoption of recommendations stemming from the Review of Academic Governance. Subsequently, a full review of the Charter had been completed and a proposed revised Charter considered at the Board's Meeting (4/15) held on 10 August 2015. The outcome of the full review proposed that amendments to the Charter were necessary in order to align with the JCU Act, the Higher Education Standards Framework (Threshold Standards) 2011 made under the Tertiary Education Quality and Standards Agency Act 2011 (TEQSA) and consistent with TEQSA's Guidance Note on Academic Governance, the Statement of Strategic Intent and the Model Charter, as well as other relevant documents.

Council noted that the Charter had minimal changes up until section 4, with the introduction of an Executive Committee, consisting of the ex-officio positions of the Chairperson of the Academic Board, the Deputy Chairperson of Academic Board and the Vice Chancellor who were all appointed by Council, to give effect to the Council's intent that a small group of the Board's responsible officers would have the authority and responsibility for the appointment to the Board of the six Academic Experts, the two Students and the Chairs of the Sub-Committees. The Chairperson had acknowledged the research and assimilation work undertaken by Ms Foster and Ms McKay. The comments made by the Board, during its consideration of the proposed amendments, were noted.

Council further noted that following the Academic Board Meeting (4/15) of 10 August 2015, a further amendment was required to confirm that the Executive Committee was also responsible for the appointment of up to two Additional Co-opted members.

Council considered and approved the proposed amendments presented in the revised Academic Board Charter.

Council also noted that the action taken to populate the revised membership structure of the Academic Board and the final matter requiring Council's approval, was the subject of a separate item on the Council agenda (refer Confidential Minute Item 9).

Academic Board Communication and Engagement Strategy

Council noted the new Academic Board Communication and Engagement Strategy which was designed to give value to the strategic role of the Board and academic governance, generate discussion on key academic issues and set out principles for effective communication and engagement between the Academic Board, the Chairperson, Committees, the JCU Community and internal and external stakeholders.

Council further noted that the Board had welcomed suggestions on how it might have greater commitment to the broader JCU community such as presenting Hot Topic presentations, an Academic Staff Forum and an information bulletin issued after each meeting of the Academic Board. It was also suggested that a summary of the Minutes of each meeting could be disseminated to the JCU community and staff prompted to engage via an "alert email".

Professor Naylor had, to date, conducted two Chairperson of Academic Board (CAB) forums, the first presenting the Board's 'Hot Topics' along with a discussion of the proposed EOI process seeking interest in members of the academic staff being appointed as Academic Experts on the newly constituted Academic Board, which proved quite successful with over 30 staff attending across all three campus venues. The second had been held with almost 50 staff attending over the three campuses and a healthy question and answer session following the event.

Academic Board Review and Self-Assessment Strategy

Council noted the new Academic Board Review and Self-Assessment Strategy was designed to provide the Board and Council with the opportunity to take account of the Board's past performance against its obligations, its membership skills and expertise and to enhance its future effectiveness. With the new Schedule of Business outlining defined areas that the Board needed to engage in, it would be possible to monitor proficiency and how the new composition would function, to ensure the Board was working effectively.

The Board would also be looking to introduce a self-review process, at the end of each meeting taking 5 minutes, to assess how effective the meeting was and how well the Board was engaging. The Board had noted that the existing performance measure used to assess governance was solely focussed on attendance at meetings of the Board. In order to plan for a reporting regime and to maintain the vitality of the Academic Board, the self-review strategy had been designed to ensure the Board remained consistent with its authority and achieved its functions, role and responsibilities.

Schedule of Business

Council was advised that a review of the Terms of Reference of the existing Committees of the Academic Board, namely, Education Committee and Research Committee, to clarify roles, responsibilities and delegations, remained outstanding and would be undertaken following the formation of the new Academic Board in conjunction with the Committees Review Project, currently underway. The finalisation of the Academic Board Charter and these subsequent reviews would allow the Schedule of Business to be populated and facilitate the Board's achievement of its objectives.

Delegated Authorities

Council further noted that significant work was underway in relation to a review of academic delegations through the Academic Delegations Working Party, as part of an overall review of delegations to align to the approved JCU Delegation Framework, and amendments to the respective constitutional documents and the Academic Delegations register would be made once this exercise was finalised.

Update of implementation of Review of Academic Governance Recommendations Action Plan

Council noted that the Chairperson had attended meetings of the Academic Division's Boards of Studies and had provided advice to the Board, that he could see no reason why many of the duties and responsibilities concerning compliance checking could not be transferred out of the Education and Research Committees' Terms of Reference and included in the Boards of Studies' Terms of Reference. The Council recalled that it had expressed comfort in delegating authority to the Chairperson to make academic decisions in relation to academic curriculum matters that were put forward and considered by the relevant Board of Studies subject to the Chairperson being a member of that Board of Studies and being in attendance at the time of consideration.

Colleges on a Pedestal

Council was advised that before the next Academic Board meeting, the Chairperson would be contacting College Deans, to arrange a schedule of presentations to the Board on the topic of 'Colleges on a Pedestal', about successes and challenges relating to governance within each of the Colleges and this would rotate over the next seven (7) meetings.

RESOLVED:

1. that the proposed amendments to the Academic Board Charter, be approved; and
2. that the Academic Board's Communication and Engagement Strategy and Review and Self-Assessment Strategy, be noted.

N-CHACBD
A-SEC

9.

REFER SEPARATE PAGES

10. FINANCIAL REPORTS AND STATEMENTS FOR PERIOD 7 ENDING 10 JULY 2015

Council noted Financial Reports and Statements for the period ending 10 July 2015 and the Finance Committee's comments made at its Meeting (4/15). The Committee had resolved:

RESOLVED TO RECOMMEND:

1. that the concerns about the absence of a capital allocation in the Capital and Infrastructure Plan in respect of Townsville Library stage 2 and MARFU, be noted;
2. that the Financial Statements, Financial Statement Analysis and other financial information for the period 7 ending 10 July 2015 be adopted and recommended to Council for approval.

A – DVC
S&R

Mr Kirkwood reminded Council that at the previous meeting of Council he had requested a more detailed breakdown of "Other Expenses" which had not been satisfactorily responded to. The request for a break up of "Other Expenses" was taken on notice.

Council considered and approved the Financial Statements, Financial Statement Analysis and other financial information for the period 7 ending 10 July 2015.

RESOLVED:

N-DVC S&R

that the Financial Statements, Financial Statement Analysis and other financial information for the period 7 ending 10 July 2015, be approved.

11. COUNCIL – 2015 UNIVERSITY LEVEL PERFORMANCE MEASURES (ULPMs) – MID-YEAR RESULTS

Council noted the results for the suite of University's 2015 mid-year ULPMs and where possible; the forecast full-year result with the mid-year position. For 2015, a total of 55 ULPMs would be collectively monitored by Council and Committees of Council and that Council was currently responsible for the oversight of all Key ULPMs and also the Governance Domain ULPMs.

Council discussed the forecast final 2015 result in respect of the "Institutional Commencing Student Load (EFTSL)" ULPM, which was the only forecast result not expected to achieve the required percentage of target.

Council noted the progress toward achievement of the 2015 targets.

RESOLVED:

N-DIRQPA

that the University's mid-year performance of the 2015 University Level Performance Measures (ULPMs) monitored by Council, be noted.

12. COUNCIL – SUITE OF 2016 KPIS AND PIS

Council considered the proposal that a new suite of Key Performance Indicators and Performance Indicators be established for application from 2016, noting a change in terminology from the existing ULPMs to KPIS and PIs as follows:

Body	Previous 2015 measure term	New 2016 measure term
Council	Key ULPM (Key University Level Performance Measure)	KPI (Key Performance Indicator)
Committees of Council	Standard ULPM (University Level Performance Measure)	PI (Performance Indicator) <i>Eg. Finance Performance Indicator (PI)</i>

Council was advised that a sector-wide and general industry search of KPIS was conducted in 2015 with a view to aid the process to review JCU's current suite of University Level Performance Measures. There was little significant variation in KPIS, and JCU had a common suite of measures that supports the major aspects of University governance and the Objectives in the JCU 2013-2017 University Plan.

The principles of good Key Performance Indicators were:

Principle	Context
Key Driver	Key drivers are that those factors that have a major impact on the operations or sustainability of an enterprise.
Correct level / scope	KPIs seek to measure key drivers and should be a matter of keen focus at both governance and management levels. Well targeted, they enable governance committees to monitor the overall University performance, thereby discharging their governance responsibilities.
Measurable	KPIs need to be measurable with data that is valid and readily and reliably obtainable. Consideration should also be given to the effort required to source data.
Objective	KPIs should be objective and avoid bias.
Definable	KPIs should have a clear definition. Definitions also outline the methodology in more complicated KPIs, or those KPIs requiring computations.
Behaviours / outcomes	KPIs should drive appropriate behaviour and be aligned to and support JCU's objectives contained in the University Plan.
Reportable	KPIs should be time bound to an annual cycle so they can be monitored and reported, delivering momentum for driving behaviours and insight to guide corrective action

Council approved the development of 2016 KPIs using Council's current oversight of Key ULPMs as a foundation.

Council reviewed its own current suite of performance measures (in the Governance Domain) and provided feedback, on the development of a suite of performance indicators to be applied from 2016, as follows:

- The Vice Chancellor advised Council that both the Human Resources Committee and the Futures Committee, when looking at the Key Drivers had noted that there was no "workforce" driver and that a set of useful KPIs would be brought back to the October meeting.
- A view was expressed that in respect of the "Number of Students" key driver that the "number of 1st Preferences to QTAC" was not a good measure. The Vice Chancellor agreed it was a weak measure.
- It had been noted that the Academic Board had raised concerns that in respect of the "Research Excellence and Impact" key driver that the "HERDC Publication (points)" was not a quality measure and instead was a volumetric measure.
- A view was expressed that in respect of the "Student Experience" key driver that the "TEQSA Compliance (Threshold Standards)" was not a good measure as there was a risk that the results would toggle between a yes and no answer. The Chancellor agreed that there was also a risk of over resourcing to achieve full compliance when there should be a focus on other more effective measures.
- It was agreed that the list of Council and all its Committees should include all of the governance Sub-Committees.
- A view was expressed that "Student Retention" should be used as a KPI, noting that JCU Singapore used such a measure and had achieved close to a 90% result.

Council was further advised that the Office of Quality, Planning and Analytics would collect the feedback from specified Governance Committees that participated in the feedback process for the development of 2016 KPIs (for Council) and PIs (for Committees of Council) with the intention being that the full suite of KPIs and PIs be presented to Council for consideration at its October meeting.

RESOLVED:

that the feedback on the development of Key Performance Indicators to be applied from 2016 and monitored by Council, be noted.

13. REFER SEPARATE PAGES**14. REVIEW OF SIZE, STRUCTURE, COMPOSITION AND APPOINTMENT PROCESS – PROGRESS REPORT TO COUNCIL**

The Deputy Chancellor provided an oral report on progress made by the Council's Review Committee. Council noted that the work of the Committee had been suspended pending the issue of a Draft Legislative Amendment Bill scheduled for release in mid-August. As the Bill had not been released for consultation the Committee would continue to suspend its review work until such time as the Bill was released or further advice had been issued by the Minister.

RESOLVED:

N-SEC that the oral report provided by the Deputy Chancellor on progress made by the Council's Review Committee, be noted.

15. COUNCIL MEMBERSHIP - SIXTEENTH COUNCIL ELECTED GENERAL STAFF MEMBER RESIGNATION AND ACTION TO CONDUCT A GENERAL STAFF ELECTION TO FILL THE GENERAL STAFF MEMBER VACANCY

Council was advised that Ms Jane Polak Scowcroft, an elected General Staff member, gave signed notice of her resignation from the Sixteenth Council, to the Vice Chancellor with effect 7 September 2015. The resignation, in accordance with Section 24 (1)(e)(ii) of the JCU Act, had caused a vacancy in the office of an elected member.

Council noted that section 20A of the JCU Act dealt with casual vacancies in the office of an elected member and under certain circumstances permitted the appointment of an eligible, previously unsuccessful candidate in lieu of having to conduct a fresh election. Council was advised that following a previous general staff casual vacancy the provision (section 20A(2)) for Council to appoint to the office the one eligible person that was a candidate for the office in the original ballot, had already been utilized when Ms Polak Scowcroft replaced Mr Joseph Walker.

Council noted that by virtue of the provisions of the JCU Act, it would therefore be necessary to hold an election for one (1) General Staff member to the (Sixteenth) Council to fill the vacancy.

Council was advised that Section 22 of the JCU Act sets out that a person appointed or elected to fill the vacancy in the office of a member was appointed or elected for the balance of the term of office of the person's predecessor. Therefore, the duly elected or appointed person's term would be from the declaration of the election date to the end of the life of the 16th Council scheduled for 19 April 2018.

In accordance with *Statute 2 – Conduct of Council Elections*, two (2) staff in Internal Audit had been appointed to scrutineer the election process and the Returning Officer would be the University Secretary. In accordance with Section 21(1) of the Act, Council approved the Declaration Date of 16 October 2015, set for completion of the election and appointment.

Council noted the proposed schedule for the conduct of the aforementioned election.

RESOLVED:

1. that the elected member, Ms Jane Polak Scowcroft, gave signed notice of her resignation from the Sixteenth Council, to the Vice Chancellor with effect 7 September 2015, be noted;
2. that by virtue of the provisions of the James Cook University Act 1997 (JCU Act), it will therefore be necessary to conduct a General Staff Election for one (1) General Staff member to the (Sixteenth) Council;
3. that the Declaration Date of 16 October 2015 for the completion of a General Staff Election and appointment, be approved; and
4. that the election schedule, be noted.

A-UNISEC

16. CEREMONIAL AND HONORARY DEGREE SUB-COMMITTEE MEMBERSHIP – AMENDMENT

Council noted that the Ceremonial and Honorary Degrees Sub-Committee at its Meeting (2/15), held on 16 July 2015, gave consideration and endorsed the proposal that its Charter be amended to make the Vice Chancellor an *ex officio* member of the Sub-Committee. The amendment had been endorsed by the Human Resources Committee at its meeting (3/15), held on 12 August 2015.

RESOLVED:

A-UNISEC

that the proposed amendment to the membership of the Ceremonial and Honorary Degrees Sub-Committee to make the Vice Chancellor an *ex officio* member, be approved.

17. UNIVERSITY POLICIES - FMPM FINANCIAL DELEGATION REGISTER – AMENDMENTRESOLVED:A-MNG BPI
A-POLOFF

that amendment of the FMPM Financial Delegation Register section 1.01, to reflect title and position updates identified in implementation of the listing to University ICT systems, be approved.

18. REFER SEPARATE PAGES**19. REFER SEPARATE PAGES****20. REFER SEPARATE PAGES****21. REFER SEPARATE PAGES****22. REFER SEPARATE PAGES****23. REFER SEPARATE PAGES****24. EXTRACT FROM MERCER INVESTMENT UPDATE - JUNE 2015**RESOLVED:

N-DVC S&R

that the extract from the Mercer Investment Update – June 2015, be noted.

25. MINUTES – COMMITTEES OF COUNCILRESOLVED:

that the Minutes of the following Committee meetings be noted:

- Confidential Minutes - Human Resources Committee Meeting (3/15) of 12 August 2015;
- Ordinary Minutes – Academic Board Meeting (5/15) of 10 August 2015;
- Confidential Minutes – Academic Board Meeting (5/15) of 10 August 2015;
- Confidential Minutes – Academic Board Meeting (6/15) of 27 August 2015;
- Ordinary Minutes – Finance Committee Meeting (4/15) of 13 August 2015;
- Ordinary Minutes – Estate Board Meeting (4/15) of 25 August 2015; and
- Ordinary Minutes – Audit Committee Meeting (4/15) of 20 August 2015.

26. REFER SEPARATE PAGES**27. GENERAL BUSINESS****27.1 JCU COUNCIL – MEMBERSHIP – NOTICE OF INTENTION TO NOT CONTINUE IN THE ROLE OF CHANCELLOR**

The Chancellor informed Council of his intention to not continue in the role of Chancellor beyond the expiration of his current two (2) year term on 25 March 2016.

The Chancellor asked the Secretary to Council to address Council on a possible process for the election of a successor Chancellor. Mr Kern tabled a confidential paper outlining the best way forward for the JCU Council in the effective discharge of its statutory duty to “elect” a Chancellor and addressed Council on the various aspects of the proposed process.

Process for the Election of a new Chancellor

The Secretary reminded members of Council of their statutory duty under the *James Cook University Act 1997*, to “elect the Chancellor” and Council agreed with the advice that, in the absence of exceptional circumstances, it would be an imprudent course and perhaps an abrogation by Council of its responsibility not to retain the responsibility.

Council was further advised that *Statute No. 2 - Conduct of Council Elections* did not apply to the election of the Chancellor and that it was a matter for the Council to decide what election process was to be used in the election of the Chancellor. Council was further advised that there was no other provision in the Act that identifies Council’s obligations in relation to the conduct of the election of Chancellor and that the *Acts Interpretation Act* permitted the Council to perform the function and to exercise the power - to conduct the election - “as occasion requires” but mindful always of the overriding obligation imposed under section 10, that the Council must always act “in the way that appears to it most likely to promote the University’s interests”.

The Secretary outlined and Council agreed to the following nomination process based on custom and practice using an appropriately developed Nomination Form containing:

1. The Name of the Nominee
2. The Signature of two (2) nominees who are members of the Council
3. A statement by the person being nominated accepting the nomination
4. The person's nomination of three referees for reference checking

The Secretary further outlined that Council, in relation to many of its processes, usually made provision for a member of any Assessment Committee to be able to make their own individual submission of a Nominee prior to or at the meeting where nominations were to be considered. Council agreed that it would quite appropriate in the circumstances for any member of a Chancellor Nominations Committee, should Council decide to convene such a Committee, to also be able to put forward a nomination for consideration by the Committee subject of course to the Nomination being able to satisfy the prescribed requirements for a valid nomination.

Council agreed that a nominator should not appear on more than one nomination form.

The Secretary outlined the benefits of establishing a “Chancellor Nominations Committee” as an *ad hoc* Committee of Council and which was consistent with action taken by previous Councils.

The purpose of the Committee was proposed as threefold:

1. To receive valid nominations for the election of the Chancellor of James Cook University,
2. To assess both the Nominee’s eligibility against the Act (refer Appendix A) and their prima facie suitability for the position having regard to the Council approved Duties and Responsibilities of the position of Chancellor (refer Appendix B) and to the information obtained by the Committee from reference checks carried out; and
3. To express a preference to Council on any nominees that should be included/excluded from the election process.

The purpose of the Committee was not to act as a Chancellor Search Committee as this process had been previously undertaken in 2013 at which time the Chancellor Search Sub-committee was established to search for potential candidates for the position of Chancellor and the following list in alphabetical order, for election as Chancellor from March 2016 had been determined:

- Mr Keith Delacey
- Judge Jim Henry
- Mr Peter Lindsay
- Mr Bill Tweddell

Council was reminded that following the search process all four potential candidates were contacted to seek their interest in being nominated as a potential GiC nominee onto the 16th Council. Of the four, only Judge Henry and Mr Lindsay indicated their availability and willingness to be put forward and the Council included their names in the list referred to the Minister. Mr Lindsay was ultimately appointed as a GiC member of the 16th Council.

The following membership of the Chancellor Nominations Committee was proposed:

Membership of the Chancellor Nominations Committee:

- The Chancellor (Chair)(ex-officio)
- The Deputy Chancellor (ex-officio)
- The Chairperson of the Academic Board (ex-officio)
- The Vice Chancellor (ex-officio)
- Three* other members of Council elected by Council
- An external co-opted member

- Secretary to Council (Secretary)

*Where an ex-officio member is unable to declare that they will not be standing as a candidate, the number of elected members of Council will increase accordingly.

Council noted suggestions for the external co-opted member.

Council agreed with the advice of the Secretary that, to be eligible for membership of the Chancellor Nominations Committee, a member must declare that they will not be standing as a candidate in the election of Chancellor. If an ex-officio member was unable to participate on the Committee, Council further agreed with advice that an additional member of Council should be elected onto the Committee.

The Secretary proposed that the Chancellor having declared that he did not wish to seek an extension of his current appointment should be eligible to be a member of the Chancellor Nominations Committee and as the senior officer on the Committee and the longest serving member of the Council, should be Chair of the Committee. The Secretary advised Council that it was his view that the Chancellor was best placed to provide advice to the Committee on the suitability of the Nominees.

The proposed membership sought to ensure that the Committee was equipped with not only a skills and experience focus but also had a sense of transparency and the potential for a broad range of views around the table.

Council's attention was drawn to the fact that the "ineligibility" provisions under the Act in section 23 (including being disqualified from managing corporations under the Corporations Act, part 2D.6; or having a conviction for an indictable offence) did not apply to "Official" members which included the position of Chancellor.

Notwithstanding that the vacancy in the office of the Chancellor would not be occurring until 26 March 2016, Council was advised by the Secretary that there was precedent for and it would be both prudent and proper for the election to take place prior to and in anticipation of, the known vacancy occurring. An election outcome known several months in advance of the retirement of the Chancellor would also provide an opportunity for a handover from the outgoing Chancellor to the incoming Chancellor to ensure a smooth transition between officeholders.

The Secretary advised Council that an election process may involve, but does not comprise only, a meeting. As discussed under "process" above, in view of the fact that there were 3 quite distinct phases in the election process namely nomination, election and fixing a term of office, Council must consider that the election process may take up to 3 separate meetings to finalise the election process.

Historically, the election timetable had provided sufficient time for these 3 phases to be undertaken at least 1 meeting prior to the scheduled first meeting at which the new Chancellor would be expected to chair. On this basis, the Secretary had proposed a timetable for the election of a new Chancellor that would not only allow sufficient time for these phases to occur but also allow sufficient time for each election candidate to make arrangements to address the appropriate meeting of Council.

Proposed Timetable:

Notice of Election and Call for confidential nominations*	4 September 2015
Closing date for nominations	2 October 2015
Chancellor Nominations Committee consideration of Nominees	9 October 2015
Chancellor Nominations Committee recommendations to Council in Agenda	16 October 2015
Council determines candidates for election of Chancellor (if required)	23 October 2015
Council elects Chancellor (and may fix term of office)	3 December 2015
Council fixes term of office of Chancellor	26 February 2016

* *Nominations should be sent to the Secretary to Council as Returning Officer.*

Council endorsed the proposed process for the election of a new Chancellor the James Cook University Council commencing 26 March 2016. Following a declaration by the Deputy Chancellor that he was unable to declare that he would not be a nominee for the election, conducted an election for members of the Chancellor Nominations Committee including an extra 4th member of Council.

Council noted queries from a member of Council as to whether other search options, such as advertising and recruitment specialists, had been considered in relation to the nomination process to ensure the University ended up with the best field of candidates. The member was reassured by the Secretary about the previous search processes undertaken and also of the opportunity afforded to any member of Council to nominate a potential candidate or to put forward a nomination to a member of the Chancellor Nominations Committee.

Council noted a concern raised by a member about the Chancellor chairing the Chancellor Nominations Committee. The Secretary reminded Council of his earlier advice that as the Chancellor was not a candidate for the election he was best placed to provide advice to the Chancellor Nominations Committee on the suitability of the Nominees.

RESOLVED:

1. that, following the Chancellor's notification to Council of his intention to not continue in the role of Chancellor at the end of his current term on 25 March 2016, Council retain its statutory duty under the *James Cook University Act 1997* to elect a new Chancellor in anticipation of the vacancy that will occur.
 2. that the election process, including the form and content of the nominations, as outlined above be adopted;
 3. that a Chancellor Nominations Committee be established as an ad hoc Committee of Council with the following composition:
 - The Chancellor (Chair)(ex-officio)
 - The Deputy Chancellor (ex-officio)
 - The Chairperson of the Academic Board (ex-officio)
 - The Vice Chancellor (ex-officio)
 - Three* other members of Council elected by Council
 - An external co-opted member appointed by the Committee
- Secretary to Council (Secretary)

*Where an ex-officio member is unable to declare that they will not be standing as a candidate, the number of elected members of Council will increase accordingly.

4. that following, the Deputy Chancellor advice that he was unable to declare that he would not be a candidate for the election of Chancellor, the following ex-officio and elected members were appointed:

Ex-officio Members:

- Lt Gen J Grey Chancellor (Chair)
- Prof S Naylor Chairperson of the Academic Board
- Prof S Harding Vice Chancellor

Elected Members:

- Mr C Charlton
- A/Prof A Leicht
- Mr T Twomey
- Dr L Tyrell

Co-opted External Member:

- Vacant – to be appointed by the Chancellor Nominations Committee

5. that the following three-fold purpose of the Chancellor Nominations Committee be endorsed;
- To receive valid nominations for the election of the Chancellor of James Cook University
 - To assess both the Nominee's eligibility against the Act and their prima facie suitability for the position having regard to the Council approved Duties and Responsibilities of the position of Chancellor and to the information obtained by the Committee from reference checks carried out; and
 - To express a preference to Council on any nominees that should be included/excluded from the election process.

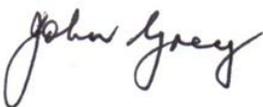
6. that the following timetable be endorsed:

Notice of Election and Call for confidential nominations*	4 September 2015
Closing date for nominations	2 October 2015
Chancellor Nominations Committee consideration of Nominees	9 October 2015
Chancellor Nominations Committee recommendations to Council in Agenda	16 October 2015
Council determines candidates for election of Chancellor (if required)	23 October 2015
Council elects Chancellor (and may fix term of office)	3 December 2015
Council fixes term of office of Chancellor	26 February 2016

27.2 LEAVE OF ABSENCE FROM 23 OCTOBER 2015 MEETING

Dr Tyrell tendered his apology for the 23 October 2015 meeting.

The Meeting closed at 9.37pm



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Chair
29/09/2015