

PRESENT: Chancellor (Mr Tweddell) (Chair), Vice Chancellor (Professor Harding), Chairperson of the Academic Board (Professor Naylor), Ms Cannon, Miss Carey, Mr Charlton, Mr Derlagen, Mr Harridge, Mr Gilliver, Mr Kirkwood, Mr Landy, Professor Leggat, Ms McLaughlin, Mr Mosch, Mr Phillips, Mr Twomey and Dr Tyrell.

ATTENDANCE: Mr Kern (Secretary), Mr Troupe (Minute Secretary), Professor Cocklin and Ms Brand (Permanent Advisors). Ms Johnston (for Item 10)

APOLOGIES: Apologies were received from Ms Caswell, Mr Haddrick, Associate Professor Leicht and the Deputy Chancellor (Hon. P Lindsay).

START TIME: 3.15 pm.

1. DECLARATION OF CONFLICTS OF INTERESTS

The Chancellor declared a conflict of interests with regard to an update on the Chancellor's Entitlements, which was raised under General Business (Refer Minute Item 28.1).

2. MINUTES

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

N-SECT Ordinary Minutes of Meeting (8/16) held on 21 October 2016 as confirmed by the Chair.

2.2 Confidential Minutes of Meeting (8/16) held on 21 October 2016 as confirmed by the Chair.

2.3 Circular Minutes of Meeting (5/16) approved on 30 November 2016, as confirmed by the Chair.

The Vice Chancellor fielded a question with regard to the proposed appointment of a Director of Advancement and briefed the Council on contractual arrangements and other matters for such an appointment.

3. BUSINESS ARISING FROM THE MINUTES:

REFER SEPARATE PAGES.

4. MATTERS NOT YET FINALISED:

4.1 ACADEMIC AND STUDENT DELEGATIONS REGISTER – REVIEW OF EXISTING ACADEMIC DELEGATIONS REGISTER AND ENROLMENT DELEGATIONS SCHEDULE

The Chancellor, with the support of Council, would write to Mr Haddrick requesting he finalise his consideration of Ms Caswell's comments made with regard to the Academic and Student Delegations item at Council Meeting (5/16), held on 14 July 2016, and provide his report to the Chancellor.

4.2 ELECTION TO VACANT ELECTED ACADEMIC STAFF MEMBER POSITION ON COUNCIL

Pending advice from the Minister and Government on the amendments to the JCU Act to introduce a flexible governing body membership and Council's determination as to the size and composition of the next JCU Council.

5. CHANCELLOR'S REPORT

The Chancellor's Report was taken as read. The Chancellor highlighted that he had:

- addressed the Senior Staff Conference held at Port Douglas on 24 November 2016;
- had conferred an Honorary Doctor of the University on his predecessor Chancellor Lt. Gen. John Grey AC (Ret'd) at the recent Singapore Graduation Ceremony held on 3 December and the Chancellor undertook to circulate to members Lt. Gen. Grey's address as Occasional Speaker; and
- received a further letter from Kate Jones, MP, Queensland Minister for Education, regarding the proposed amendments to the JCU Act. A response was being prepared and it was noted that the Secretary to Council and the Department of Education had been working together productively on the implementation of the proposed flexible governing body membership model and other proposed changes and significant progress had been made.

RESOLVED:

N-UNISEC that the Chancellor's Report, be noted.

6. VICE CHANCELLOR'S REPORT

The Vice Chancellor's Report was noted. Owing to time constraints the Vice Chancellor's presentation - *Year in Review and look forward to 2017* – was not presented but would be made available to members via the Council website.

Attention was drawn to the Student Recruitment Update within the Vice Chancellor's Report.

RESOLVED:

N-EO that the Vice Chancellor's Report, be noted.

7. REPORT TO COUNCIL FROM CHAIRPERSON OF ACADEMIC BOARD

Professor Naylor presented his report and briefed Council on:

- his attendance at the Tertiary Education Quality and Standards Agency (TEQSA) inaugural conference *Sharing Excellence: Assuring Quality and the Higher Education Compliance and Quality (HECQ) Forum*, both held in Melbourne recently; and
- JCU's TEQSA re-registration portfolio and the risks around comprehensive course reviews, which was an area of focus from JCU's perspective.

RESOLVED:

N-CHTAB that the Chairperson of Academic Board's Report, be noted.

8. REPORT TO COUNCIL FROM CHAIRPERSON OF HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

In the absence of Mr Haddrick and the Deputy Chair, Associate Professor Leicht, the report was taken as read.

Ms Brand fielded a number of questions with regard to the report and Council noted that:

- with regard to the Health, Safety and Environment Unit's 2017 priorities:
 - *Management of Legislative and Other External Sources* – referred to the development of a procedure to manage the identification of, access to and changes within all legal and other requirements that were directly applicable to WHS issues related to JCU and on which processes within JCU Work Health and Safety procedures were based. Establishment, implementation and maintenance of this procedure was also a requirement within the Framework of *AS4801 Occupational Health and Safety Management Systems*, currently utilised as a benchmark within JCU for Work Health and Safety Management System certification; and
 - *Learning Management System* – referred to the development of a governance structure and procedure for a learning management system for staff training with regard to WHS;
- with regard to the item considered by the Committee at its meeting (4/16), held 11 November 2016, on JCU's off-shore liability in relation to WHS considerations when staff and students were overseas a member commented that depending on the jurisdiction the strictest WHS legislation should be followed and if the legislation of an overseas jurisdiction was inferior the Queensland legislative standards should be followed. Statistics on overseas travel in 2015 were provided and a member requested that comparative data for previous years also be provided in future. It was noted that the number of overseas trips for staff and students was increasing. It was agreed that the relevant item, prepared by the University's General Counsel, could be forwarded to the Finance Committee and Board of JCU Singapore for information and consideration; and
- Ms Brand undertook to discuss various matters raised in his report with the Chair and bring him up to date on the extensive discussion at the meeting from which he was absent.

RESOLVED:

N-CHRHSEC that the Chairperson of Health, Safety and Environment Committee's Report, be noted.

9. REFER SEPARATE PAGES

10. REFER SEPARATE PAGES

11. REFER SEPARATE PAGES

12. **FINANCIAL STATEMENTS – FINANCIAL REPORTING SIMPLIFICATION – AMENDMENTS**

Council noted that financial reporting simplification was a current area of focus for the Queensland Audit Office and was consistent with activity being undertaken in both the broader public and private sectors. The focus of simplification was to remove disclosure that duplicated information or was immaterial to the users of the statements.

RESOLVED:

- A-DIRFABS
1. that the attached proposed amendments to the 'Notes to the Financial Statements' which form part of the 2016 Statutory Accounts, be approved; and
 2. that the proposed note template for key management personnel disclosures which will form part of the 'Notes to the Financial Statements' in the 2016 Statutory Accounts, be approved.

13. **COUNCIL – PROPOSED TARGETS FOR 2017 KEY PERFORMANCE INDICATORS**

Council noted that the process of considering key performance indicators (KPIs) and Council Committee level performance indicators and their respective targets and the engagement of Committees of Council in the same. This consideration has resulted in a refreshed 2017 suite of KPIs and PIs and targets.

The Council noted that the criteria for assessing performance remained unchanged and that all targets had been reviewed by the relevant governance Committees and Futures Committee prior to submission to Council

RESOLVED:

- N-DIRQPA
- that the 2017 Key Performance Indicators (KPIs) targets, be approved.

14. **STUDENT CONSULTATION PROCESS - GENERAL AND SPECIFIC - SSA FEE EXPENDITURE**

Council noted the arrangements for general and specific consultation with students on the expenditure of the Students Services and Amenities Fee (SSA Fee) revenue, proposed by the Deputy Vice Chancellor, Academic. Australian Government legislation (*Higher Education Support Act Student Services, Amenities, Representation and Advocacy Guidelines*) required the University to have a clearly defined process of consultation with students and student representatives about priorities for using the SSA Fee revenue, which was to be reviewed and approved annually by the University Council.

There was some discussion regarding the new JCU Student Advisory Forum, a broad-based student engagement mechanism, to meet twice yearly from 2017 and endorsed by the Education Committee on 17 October 2016. As proposed, there was only one elected representative from the JCU Student Association (JCUSA) and it was suggested this be increased to two. Although JCUSA did not represent the whole student body it was agreed that it should be possible to increase the number of JCU Student Association representatives from one to two on such a large body.

RESOLVED:

- A-DVCA
- that the proposed process for general consultation with students and the process for specific consultation with students on the expenditure of the SSA Fee, as amended to increase the number of JCU Student Association representatives from one to two, including the President, be approved.

15. **REPORT ON THE COUNCIL WORKSHOP HELD ON 22 OCTOBER 2016 IN CAIRNS**

Members recalled that they had participated in the Council Workshop held in Cairns on 22 October 2016, which had focused on Council's contribution to the success and well-being of JCU and aimed to ensure a high performing Council.

It was noted that the outcomes of the Workshop had informed the item on *JCU Council - Governance Arrangements - Options for Restructure of Committees of Council and Meeting Pathways* but there were also other recommendations that would improve the effectiveness and efficiency of Council.

RESOLVED:

- N-UNISEC
- that report on the Council Workshop held in Cairns on 22 October 2016, be noted.

16. JCU COUNCIL - GOVERNANCE ARRANGEMENTS OPTIONS FOR RESTRUCTURE OF COMMITTEES OF COUNCIL AND MEETING PATHWAYS

Council noted that following on from its Workshop in October, which had focused on improving the effectiveness and efficiency of the Council, it was appropriate to consider the outcomes of the Workshop. As part of the follow-up process, further research had been undertaken, consistent with the Workshop discussion, in order to crystallise the structure of the Committees and Sub-Committees of Council and subsequently populate the membership of each of those Committees and Sub-Committees and finally the planning of a meeting schedule for 2017.

With regard to the proposals Council noted the following comments and observations:

- Committee Charters need to be specific about which body will do what and memberships should be balanced with regard to independent, elected and staff members, geographical location and gender to ensure good governance;
- as the responsibilities of Futures Committee were to be absorbed into Council it was noted that strategic considerations would not just occur once a year at the proposed Strategic Planning Day but would be considered at regular Council meetings. It was intended that appropriate time would be set aside at each Council meeting for strategic matters with the availability of the additional time being achieved through stream lining existing practices. There was no general desire for additional Council meetings;
- with regard to the absorption of the Health, Safety and Environment Committee's responsibilities into the Audit Committee and the retention of the Health, Safety and Environment Committee as a sub-committee of the Audit Committee there was some discussion as to whether it should be a sub-committee. The Chair of Audit Committee was of the view that any work, health and safety (WHS) committee should not be two levels removed from the Council because of the importance of WHS matters and the fact that Council members were unable to delegate their responsibilities with regard to such matters; that being the case, he argued, the Audit Committee should absorb the responsibilities into its own without the need for a sub-committee. Other members took the view that it was preferable to have a separate, obvious, specialist body, with relevant expertise, dealing with such matters and the fact it was a sub-committee did not diminish the importance of the work it would undertake;
- with regard to the Chancellor's Committee:
 - care needed be taken to ensure matters that should, in the ordinary course of events, be considered by a Council Committee were not channelled to the Chancellor's Committee to avoid the perception of an inner and outer cabinet; and
 - a future option that could be considered was the absorption of responsibilities of the new Awards and Ceremonies Committee into the Chancellor's Committee.

RESOLVED:

1. that the following changes be made to the existing Committees:
 - a. absorption of the Investment Sub-Committee responsibilities into the Finance Committee and the disestablishment of the Investment Sub-Committee;
 - b. absorption of the Estate Board responsibilities into the Finance Committee but the retention of the Estate Committee as an ad hoc sub-committee of the Finance Committee;
 - c. absorption of the Health Safety and Environment Committee's responsibilities into the Audit Committee and the retention of the Health Safety and Environment Committee as a sub-committee of the Audit Committee;
 - d. absorption of the Futures Committee's responsibilities into the Council and the disestablishment of the Futures Committee;
 - e. establishment of a new Chancellor's Committee of Council with the functions and membership as proposed;
 - f. transfer of the Human Resources Committee responsibilities relating to Enterprise Bargaining, Vice Chancellor's remuneration and performance evaluation, Governor-in-Council nominations processes and Additional Member appointment processes, to the Chancellor's Committee;
 - g. transfer of the Human Resources Committee's responsibilities concerning Ceremonial, Honorary Degree, Distinguished Professorships and Emeritus Professor matters to the Ceremonial and Honorary Degrees Sub-Committee and the Sub-Committee to be re-constituted as an ad hoc Committee of Council;

- h. the Academic Board to remain unchanged, although the Board to give consideration to the ongoing need for the Research Education Sub-Committee as a governance committee; and
- i. the renaming of the following Committees:
 - i. Audit Committee to Audit, Risk and Compliance Committee;
 - ii. Ceremonial and Honorary Degrees Sub-Committee to the Awards and Ceremonies Committee;
 - iii. Estate Board to change to Estate Sub-Committee; and
 - iv. Health, Safety and Environment Committee to Health, Safety and Environment Sub-Committee;
- 2. that the attached proposed amended Committee structure of the JCU Council be approved for implementation in 2017; and
- 3. that the Chancellor be authorised to take the following steps toward full implementation of the new structure, including finalisation of the Committees pathways document:
 - a) request expressions of interest from members by close of business Monday 12 December 2016 if possible but preferably no later than noon Wednesday 14 December 2016, seeking appointment as a member, Chair or Deputy Chair, to a specific Committee or Sub-Committee of the Council; and
 - b) identification of a Chair, Deputy Chair and members for each Committee, with the exception of the Academic Board and its Sub-Committees, consistent with the existing applicable Charter or Terms of Reference.

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17. UNIVERSITY POLICY - LEARNING AND TEACHING POLICY - CURRICULUM APPROVAL, MONITORING, REVIEW AND IMPROVEMENT POLICY - AMENDMENTS

Council recalled that at meeting (1/16) of the Academic Board, held 14 March 2016, the minutes of which were noted at meeting (2/16) of Council, held 7 April 2016, the Vice Chancellor had requested that the *Curriculum Approval, Monitoring, Review and Improvement Policy* being forwarded to Council for approval be amended. The amendment the Vice Chancellor had been seeking, in clause 7, (*All new JCU Singapore course offerings must be approved by Council in the first instance*) was to more accurately reflect that the Council's existing reserve power was not just in respect of the approval of courses being made available at JCU Singapore, an off-shore campus of JCU, but for all off-shore course availabilities. It was noted that this amendment was never made.

Council noted that the Vice Chancellor had also requested that a submission be made to Council in due course to seek Council's approval to delegate this authority to Academic Board and the Board at its (1/16) meeting, held 14 March 2016 had resolved as follows:

that Council give consideration to the delegation of its reserve power for approving an offering of a course offshore to the Academic Board.

Council also noted it was intended that a raft of minor amendments to the Academic and Student Delegations Register would be presented to Council early in 2017, following a systematic six month review of the new register.

RESOLVED:

that the amendments to the Curriculum Approval, Monitoring, Review and Improvement Policy, proposed to be presented to Academic Board for approval, be noted.

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18. COMPLIANCE POLICY AND FRAMEWORK REVIEW

Council noted that as this was the first full year of implementation, no significant revisions were proposed other than the adjustment to review the Framework and Policy to November in each year or second year respectively on the completion of that year's formal compliance process, and to take account of the new standard *AS ISO 19600:2015 Compliance Management Systems*.

RESOLVED:

that the revised Compliance Policy and revised Compliance Framework, be approved.

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19. OFFERING ADDITIONAL HDR PROGRAMS IN SINGAPORE

Council was advised that to increase the quality and quantity of its research outputs, James Cook University Singapore needed to increase the number of Higher Degree by Research (HDR) students

working in Singapore under the supervision of its staff, in combination with colleagues from Australia.

The anticipated benefits were noted as was the case for applying to the Committee for Private Education (CPE), Singapore for permission to offer additional HDR programs in Singapore, how various concerns about the quality of the HDR experience for students could be addressed and the actions required.

RESOLVED:

A-DEANRES that the provision of HDR programs in Singapore, subject to details of fees and other administrative matters being clarified, be approved.

20. ACADEMIC OFFERINGS - DIVISION OF TROPICAL ENVIRONMENTS AND SOCIETIES - NEW COURSE OFFERING - BACHELOR OF EDUCATION PROFESSIONAL DEVELOPMENT

Council recalled that one of its reserved powers was the approval of proposals to offer a course off-shore for the first time.

RESOLVED:

A-DVCDTES that the proposed new course *Bachelor of Education Professional Development* offering for Singapore as recommended by the Deputy Vice Chancellor, Division of Tropical Environments and Societies, be approved.

21. CONTROLLED ENTITIES - DASHBOARD

Council recalled that at meeting (4-16) of 22 August 2016, the Finance Committee endorsed:

..... *that the proposed reporting arrangements to support oversight by Finance Committee of the Controlled Entities of James Cook University, be endorsed and be provided to University Council for its information.*

Those arrangements consisted of a Finance Committee Circular to provide Controlled Entity reports to reflect the timing of Board meetings and a Dashboard report as a standing item on the Finance Committee agenda. The Dashboard is provided to Council in discharge of its obligations with regard to the monitoring of JCU's Controlled entities.

RESOLVED:

N-DVCS&R that the Controlled Entities - Dashboard, be noted.

22. UNIVERSITY POLICY - FINANCIAL MANAGEMENT - FINANCIAL DELEGATIONS REGISTER - AMENDMENT

Council approved the proposed changes to the Financial Delegations Register in relation to student placements.

RESOLVED:

that the following amendments to the Delegations Register, be approved:

- A-FABS
1. Authority to Sign Student Placement Agreements (new Delegation 4.13); and
 2. Removal of reference to student placement agreements (Delegation 4.04).

23. UNIVERSITY POLICY - FINANCIAL MANAGEMENT - FINANCIAL DELEGATIONS REGISTER - AMENDMENT

Council approved the proposed changes to the Financial Delegations Register to ensure consistency amongst financial delegations and the effective management and oversight of Memoranda of Understanding.

RESOLVED:

A-FABS that the changes to the Financial Delegation 4.12 to add the position Senior Deputy Vice Chancellor, be approved.

24. NOTES TO THE FINANCIAL STATEMENTS - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - AMENDMENTS

Council noted that one of its responsibilities was to approve the Summary of Significant Accounting Policies on an annual basis. It was noted that there were no material changes to accounting policies whether due to changes in the accounting standards or changes to internal accounting policy. The primary changes to Note 1 in 2016 related to Financial Reporting Simplification, the remainder of the changes reflected additional New Accounting Standards and Interpretations.

RESOLVED:

A-DIRFABS that the proposed amendments to the Summary of Significant Accounting Policies to be included as

Note 1 to the 2016 Statutory Accounts, be approved.

25. REFER SEPARATE PAGES

26. **COUNCIL - AUTHORITY FOR DECISIONS - EXECUTIVE DELEGATION**

Council recalled it was customary to grant executive authority to the Chancellor, Deputy Chancellor, Vice Chancellor and Chair of the Finance Committee over the Christmas holiday period.

RESOLVED:

- A-UNISEC
1. that the Chancellor, Deputy Chancellor, Vice Chancellor and Chair of the Finance Committee make decisions on behalf of the Council during the period Sunday 18 December 2016 through to Friday 17 February 2017 inclusive, be approved; and
 2. that the details of any such decisions be reported to Council at its meeting scheduled to be held on 27 February 2017.

27. REFER SEPARATE PAGES

28. **GENERAL BUSINESS**

28.1 CHANCELLOR'S ENTITLEMENTS

The Chancellor declared a conflict of interest with regard to this matter.

Council noted that following its approval of amendments to the Chancellor's Entitlements at its (7/16) meeting, held 1 September 2016, a review process had been undertaken to ensure clarity and efficiency in their implementation. During this process it was discovered that the wording of some entitlements needed sharpening or editing, consistent with Council's intent. The Secretary, on behalf of the Deputy Chancellor, relayed his endorsement. As the entitlements were not significant in terms of altering any entitlement, it was agreed that the amendments would not need the re-approval of Council. However, Council endorsed the amendments.

28.2 ACKNOWLEDGEMENTS AND SEASONS GREETINGS

The Chancellor acknowledged the support of the Deputy Chancellor, Vice Chancellor, Chairs of Committees, members of Council, the Secretary to Council, the Secretariat and the Council's Permanent Advisors to Council and wished all a Merry Christmas and Happy New Year.

The Meeting closed at 7.06 pm



Chair
16 January 2016