



**JAMES COOK
UNIVERSITY**
AUSTRALIA

CHANCELLOR'S COMMITTEE CHARTER

**Approved by Council 22 October 2021
Last Reviewed by Committee on 12 October 2021
Amended by Council at Meeting (2/23) on 16 March 2023**

CHANCELLOR'S COMMITTEE – CHARTER

1. Establishment

- 1.1 There is a Chancellor's Committee (*'the Committee'*) reporting to the Council. The Committee is established under Division 2, Section 11 of the JCU Act 1997. The Chancellor's Committee was first established by Council on 8 December 2016.
- 1.2 The purpose of this Charter is to outline the role, responsibilities, composition and operating guidelines of the Committee in accordance with the [James Cook University Act 1997](#), other relevant legislation and other appropriate University Policies and Procedures and has been approved by the Council of James Cook University.
- 1.3 The Charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities. The Committee or Chair may propose to the Council, following that review and from time to time, amendments to this Charter for approval.

2. Authority, Independence and Relationships

- 2.1 The Committee has no authority, unless delegated to it by the Council of the University.

The Committee is a Committee of the University and is directly responsible to the Council of the University. In discharging its responsibilities, the Committee has the authority to:

- Conduct or authorise investigations into matters within its scope of responsibility.
- Access information, records and personnel of the University for such purposes.
- Request the attendance of any employee, including executive staff, and contractors to the University, at Committee meetings.
- Conduct meetings with any relevant Division/College/Directorate, as necessary.
- Seek advice from external parties and independent experts, as necessary, which the Committee reasonably considers necessary to execute its duties and responsibilities, obtaining the necessary funding approvals should this be necessary.
- The Committee will liaise with other Committees of Council as required, to ensure:
 - its statutory and operational responsibilities are met;
 - there is no material overlap between the functions and duties of the Committees; and
 - frank and meaningful interchange of information.

3. Purpose, Functions, Duties and Responsibilities

- 3.1 The purpose of the Committee is to:

- (i) provide advice and recommendations to the Council on matters of strategic importance and new corporate policy and procedure matters from time to time;
- (ii) deal with remuneration matters associated with the Vice Chancellor not reserved to Council;
- (iii) ensure that the Vice Chancellor's performance is evaluated and managed as required;
- (iv) ensure arrangements are in place for succession-planning for the roles of Chancellor and Vice Chancellor;
- (v) deal with the nominations (Governor-in-Council or Additional Member) or appointments process whenever there is a vacancy or notice of a vacancy on the governing body or in the lead-up to the expiration of a member's term of appointment;
- (vi) ensure compliance with the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#); and
- (vii) other matters referred to it by the Council.

- 3.2 The Committee will:

- (a) perform the duties and responsibilities specified in Schedule A;
- (b) make decisions on behalf of the Council in line with the delegations specified in the [JCU Delegations Schedule](#);
- (c) act on behalf of the Council on such other matters as are required of it from time to time by the Council;
- (d) advise the Council on such other matters that are within its duties and responsibilities (Schedule A), as referred by the Council or as it deems appropriate.

4. Membership

- 4.1 The Committee shall comprise the following members:

- (a) *ex officio*
 - (i) Chancellor (the Chair)
 - (ii) Deputy Chancellor (the Deputy Chair)
 - (iii) Vice Chancellor
 - (iv) Chair, Finance Committee

(b) Appointed – by the Council

One* member appointed by and from the Council who is an external, independent member and whose appointment shall be based on their appropriate skills and/or experience in relation to the business conducted by the Committee (*except when the Deputy Chancellor is also Chair, Finance Committee in which case two external independent members appointed by and from the Council).

(c) Additional

Council shall have the power to co-opt one additional member external to the University who has the appropriate skills and/or experience in relation to the business conducted by the Committee.

4.2 The Chair will be the Chancellor and the Deputy Chair will be the Deputy Chancellor. The Chair and Deputy Chair will be neither a member of staff nor a student of the University nor a Co-opted Additional member.

4.3 The Co-opted Additional members will have appropriate qualifications/experience and will be from outside the University.

4.4 Appointments including appointments of Co-opted Additional members will be for a period of up to four years and will be recorded in a membership list. For Co-opted Additional members their appointment will be until their term of office expires or until they resign from the Committee and for Council members until their successors are appointed or they cease to be members of the Council.

4.5 Before appointing a member, the Committee will:

(a) undertake consultation as appropriate; and

(b) give consideration to the principle that members not be entirely of the same gender or from the same campus.

4.6 Any person assuming a role in Committee business on behalf of another person as a consequence of an acting or nominee arrangement (e.g., acting as the *ex officio* member, Deputy Chair assuming chair) will as far as practicable consult and report through that other person.

4.7 Attendance by others at Meetings – the Committee or its Chair may invite other University staff members and persons external to the University, as required for the purposes of the Committee, to attend meetings as advisors.

5. Secretariat

5.1 The University Secretary [or nominee] will be the Secretary to the Committee.

5.2 The Secretary, in consultation with the Chair, will prepare and send notices of meetings, agendas, will accurately transcribe all decisions of the Committee and table all correspondence, reports and other information relevant to the Committee's activities and operations. The University Secretariat will provide the resources necessary for the performance of the Committee.

6. Convening a Meeting

6.1 The Committee is an ad-hoc Committee and will meet as often as necessary in order to perform its functions. The number of meetings may vary in accordance with the volume of business that falls within the remit of the Committee.

6.2 Meetings will be convened by either the Chair or the Secretary and the Secretary will send a notice of a meeting in reasonable time to all members of the Committee. For the purposes of accountability and meeting efficiency, all meetings will be run according to a pre-determined agenda with items presented under an item coversheet that clearly identifies the recommended action.

6.3 The Committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats. Proposals for agenda items from Committee members are to be submitted to the Secretary for consideration by the Chair for inclusion on the agenda. The Chair, in consultation with the Secretary, will determine the agenda. The agenda and relevant papers will be distributed to members at least five working days before the meetings.

6.4 The Committee may appoint sub-committees and working parties to report to the Committee on specific matters which are the responsibility of the Committee. The majority of members of any sub-committee or working party must comprise members of the Committee.

7. Conduct of Meeting

7.1 Except as hereinafter provided the Chair will preside at all meetings of the Committee. If the Chair is absent from a meeting, the Deputy Chair will preside. If the Deputy Chair is absent also, the members present will elect one of their number to preside.

7.2 A quorum exists at a meeting of the Committee if a simple majority of its members are present.

7.3 Questions arising at a meeting of the Committee will be determined by consensus, however when required a question will be determined by a majority of votes of the members of the Committee present and voting. The Chair at a meeting of the Committee will have a vote, and in the case of an equality of votes, a second or casting vote.

8. Rules for the Conduct of Business and Ethical Practices

8.1 Subject to the general control of the Council, the Committee may make its own rules for the conduct of its business that are in keeping with its Charter.

- 8.2 Members are required to declare any interests, in accordance with the University's [Conflicts of Interests Policy – University Council and its Committees](#) and the [Code of Conduct – University Council](#) that could constitute a real, potential or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated as necessary.
- 8.3 Confidentiality issues shall be dealt with in accordance with the University's [Confidentiality Provisions - JCU Council, Council Committees, Controlled Entity Directors and Nominee Directors of Non-Controlled Entities](#). The Committee will receive the provisions each year at its first meeting.

9. Reporting Obligations

- 9.1 As soon as practicable after each meeting, the Committee will submit minutes of the meeting confirmed by the Chair to the Council. The minutes will include:
- (a) advice, with recommendations as relevant, in respect to those matters set out in Schedule A;
 - (b) confirmation of action taken in respect of any matter for which delegated authority has been exercised; and
 - (c) advice on other matters referred to it by Council or any other Committee of Council or that the Committee wishes to draw to the attention of the Council.
- 9.2 The Committee will conduct its business in accordance with an Annual Schedule of Business for the Committee. The Schedule of Business and the Committee's membership list do not form part of the Charter.

10. Executive Actions/Circulating Resolutions

- 10.1 Where circumstances do not allow a matter relevant to the duties and responsibilities of the Committee to be put to a meeting of the Committee, and a resolution of the Committee is required, the Chair will cause the matter to be considered by members by circulating resolution. The principles and procedures adopted by University Council for managing business by circulating resolution apply.
- 10.2 Where it is not practicable for the matter in 10.1 above to be put to members by circulating resolution, the Chair or Secretary may act executively on the matter where delegated authority has been agreed (refer [JCU Delegations Schedule](#)).
- 10.3 Where it is necessary for the Chair to have a matter determined as in 10.1 or 10.2 above, the approval will be reported by the Secretary to the next meeting of the Committee and where appropriate to the Council.

Schedule A

Duties and Responsibilities of the Committee

1. The Committee is responsible for the following matters:
 - (i) provide advice and recommendations to the Council on matters of strategic importance and new policy matters from time to time;
 - (ii) ensure arrangements are in place for succession-planning for the roles of Chancellor and Vice Chancellor;
 - (iii) set the parameters within which the Chancellor may negotiate the salary, allowances, remuneration and conditions of employment of the Vice Chancellor during recruitment or renewal of contract*;
 - (iv) approve the Vice Chancellor's annual salary increase and performance bonus*;
 - (v) assist the Council in maintaining a complete membership as required under the *James Cook University Act 1997* by:
 - (a) making recommendations to Council for the filling of vacancies in:
 - (i) Governor-in-Council positions; and
 - (ii) the Additional Member positions.
 - (b) the Committee is to meet:
 - (i) when a vacancy occurs in a Governor-in-Council or Additional Member position to provide recommendations to Council on membership in relation to the attainment of the Council's objectives;
 - (ii) in sufficient time and not less than six (6) months prior to the end of the term of appointment of a Governor-in-Council position having regard to advice from the Minister/Department as to the notice period required and not less than one (3) months prior to the end of the term of appointment of an Additional Member (to facilitate "whole of Council" succession planning following the conclusion of any election process conducted with an aligned expiration); and
 - (iii) the Committee will make its recommendations in accordance with the approved procedures in accompanying Schedule 1;
 - (c) in accordance with (b) above the Committee will report to and assist Council in fulfilling its responsibilities relating to the governance of the University by searching for eminent people to be recommended for appointment as Governor-in-Council appointees or appointed as Additional Members;
 - (d) the Committee will recommend to Council the names of suitable people having regard to the University's locations and areas of interest with an appropriate mix of the requisite skills required by Council, and facilitates succession planning, so that Council may make its recommendations for appointment to the Minister for Education, Queensland or appoint Additional Members;
 - (vi) ensure compliance with the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#) and report to Council through the Committee's minutes;
 - (vii) approving policies and procedures as per the Policy and Delegations Framework*; and
 - (viii) any other matters referred to it by the Council.
2. The Committee will provide advice to the Council on the matters above, any matter within its remit or referred to it by the Council or any other Committee of Council.
3. The Committee may make recommendations to the Council on the matters above, any matter within its remit or referred to it by the Council or any other Committee of Council on matters relating to the advice.
4. In order to provide advice and recommendations, the Committee will keep under review all matters relating to its objectives and to make such recommendations to Council as from time-to-time appear necessary. The Committee also has the specific duties and responsibilities listed above and, in addition, will examine any other matters referred to it by Council.
5. Nothing in the stated duties and responsibilities is intended to limit the matters on which the Committee may provide advice. However, the Committee should not go outside of the general scope of its charter without the approval of the Council.
6. *Council delegates to the Committee specific decision-making powers in respect of this duty or responsibility. Please refer to the [JCU Delegations Schedule](#) as amended from time to time.

SCHEDULE 1

From time to time the University will undertake a search for potential nominees for nomination as a Governor-in-Council appointee or appointment as an Additional Member of Council, or appointment as a Co-opted Member of a Committee in order to maintain a pool of potential candidates.

A. The following procedures will be used by the Chancellor's Committee when a casual vacancy occurs in a Governor-in-Council or Additional Member appointment:

- a. members propose potential nominees;
- b. agreement is reached on a list of potential nominees;
- c. the list of potential nominees is prioritised on the basis of an overall assessment of the Council's existing skills and areas of expertise that will ensure the attainment of the Committee's objectives;
- d. the University Secretary will contact the potential nominees in order to determine each nominee's willingness to accept the appointment if offered by the Minister or the University and commit to the functions and workload of the University Council;
- e. subject to an affirmative response to d. above the University Secretary will request a *curriculum vitae* from the nominee;
- f. the Chancellor will prepare a confidential report to Council and propose for the endorsement by Council of recommendations to the Minister or for approval by Council for Additional Members for the filling of the vacancy that has occurred; and
- g. the Chancellor will refer the University's recommendations through the Office of Higher Education to the Minister and Government for referral to the Governor-in-Council for consideration.

B. The following procedures or part thereof will be used by the Chancellor's Committee in making recommendations on nominations for Governor-in-Council appointments and Additional Member appointments prior to the end of the term of appointment:

- a. the Chancellor writes to each eligible Governor-in-Council or Additional Member appointee on Council to confirm the appointee's willingness to be re-nominated or re-appointed by the University as an active and committed contributor to the functions and work of the University Council;
- b. a list of existing Governor-In-Council or Additional Member appointees who would be willing to have their names put forward for consideration for re-appointment, and who are considered to be suitable, is prepared;
- c. a candidate search is undertaken to identify potential nominees including possibly by an executive search agency;
- d. an overall assessment of the skills and areas of expertise is carried out for all existing members of Council, excluding each Governor-In-Council and Additional Member appointee who has not confirmed their availability on the terms as listed in a. above, and taking into account the potential effects of any aligned Council election processes;
- e. shortfalls in skills and areas of expertise are identified;
- f. members propose additional potential nominees;
- g. agreement is reached on a list of potential nominee(s) in addition to those in b. above;
- h. the list of additional potential Governor-In-Council and Additional Member nominees is to be prioritised on the basis of a revised overall assessment of existing skills and areas of expertise;
- i. the University Secretary will contact the additional potential nominee(s) in order to determine each nominee's willingness both to accept the appointment if offered by the Minister or the University and to be an active and committed contributor to the functions and work of the University Council;

- j. subject to an affirmative response to h. above the University Secretary will request a *curriculum vitae* from the potential nominee(s);
- k. the Chancellor will prepare a confidential report for the endorsement of Council on recommendations to the Minister or for approval by Council for Additional Members for the filling of the three Governor-In-Council positions and the five Additional Member positions on the Council of the University; and
- l. the Chancellor will refer the University's recommendations through the Office of Higher Education to the Minister and Government for referral to the Governor-in-Council for consideration for the three Governor-In-Council positions.

In preparing an overall assessment of the Council's existing skills and areas of expertise the Chancellor's Committee will consider the following:

Criteria for the assessment of JCU Council member skills, knowledge, experience and capabilities

1. Leadership/executive/non-executive/governance skills/experience
2. Longer-term strategic thinking skills/experience
3. Financial and commercial expertise
4. Higher education sector experience or knowledge (teaching, learning, research and innovation)
5. Geographic experience/perspective (northern Queensland/Singapore)
6. Indigenous experience/perspective
7. Desired behavioural competencies
 - a. collegiality
 - b. diligence
 - c. integrity
 - d. curiosity
 - e. courage
 - f. active contributor
8. Other subject matter expertise
 - Preferable
 - a. Audit, accounting and legal
 - b. Risk management
 - c. Health, Safety and Environment
 - d. Community networks/connections
 - Desirable
 - e. ICT resources
 - f. Physical resources
 - g. Human Resources
 - h. Public policy or government relations
 - i. Sustainability (environmental, social, economic and cultural)