

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

**ATTENDANCE:** Mr Kern (Secretary), Mr Smalley (Acting Deputy Secretary) and Ms Brand (Permanent Advisor).

**START TIME:** 6:04pm.

**NEW AGENDA FORMAT:**

The Chancellor reported on the use of the new format for the Council agenda. Council was reminded that it had agreed members could raise items for consideration under *Section 5: Strategic Matters* by notifying the Chancellor or the Secretary in advance so that consideration could be given to the matter raised and to what, if any, information would be required in preparation for any discussion. Council was advised that there had been no requests in advance of the meeting. Accordingly, the strategic matters to be addressed at the meeting would be only those matters listed on the Agenda.

**DECLARATION OF CONFLICTS OF INTERESTS:**

Conflicts of interests were declared by:

- Professor Leggat in respect of Confidential Item 11 – Academic Board Nominations – Deputy Chairperson Appointment – Professor Leggat proposed that he would absent himself for the item and Council agreed.
- Ms Cannon in respect of item 5.2 – University Policy – Risk Management Framework and Plan review – item 12 - University Policy - Discrimination, Bullying and Harassment Policy Amendments – and item 15 – Incident Management Policy – Ms Cannon advised Council that these items were work priorities that related to her position as Chief of Staff and which would form part of her annual performance assessment. Council decided that Ms Cannon could remain in the meeting for consideration of these items.
- Mr Twomey reported his new role as Secretary-General of the World Pharmacy Council and advised he would update his standing Declaration by e-mail to the University Secretary. Noted by Council.
- Mr Mosch said he had some minor conflicts regarding the minutes of the Awards and Ceremonies Committee (refer Minute Items 21.8 and 21.9). Noted by Council.
- Mr Gilliver stated that the papers for Minute Item 20 contained several references to his wife, Emeritus Professor Rhondda Jones. Noted by Council.

**1. APOLOGIES**

Apologies were received from the Deputy Chancellor (Hon. P Lindsay), Ms Caswell, Ms McLaughlin and Ms Carey.  
Professor Cocklin (Permanent Advisor) also sent his apologies.

**2. MINUTES**

RESOLVED:

that the following Minutes be adopted as a true and correct record:

- N-SECT
- 2.1 Ordinary Minutes of Meeting (4/17), held on 20 July 2017, as confirmed by the Chair.
- 2.2 Minutes of Council Circular (5/17) – approved on 1 September 2017, as confirmed by the Chair.

**3. BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

**4. MATTERS NOT YET FINALISED**

There were no matters not yet finalised.

**5. STRATEGIC MATTERS**

**5.1 CONFIDENTIAL – REFER SEPARATE PAGES**

## 5.2 UNIVERSITY POLICY - RISK MANAGEMENT POLICY AND RISK MANAGEMENT FRAMEWORK AND PLAN REVIEW

Council noted that the University's Risk Management Framework and Plan was required to be reviewed annually and the Risk Management Policy reviewed every two years. The current Framework and Plan was approved by Council on 1 September 2016. The Risk Management Policy had been reviewed in 2016 and therefore would require a review in 2018.

At its Meeting (3/17) held 17 August 2017, the Audit, Risk and Compliance Committee had endorsed a revised Risk Management Framework and Plan for Council's consideration.

The Chairperson of the Audit, Risk and Compliance Committee introduced the item and Ms Cannon addressed the item. Council noted the proposed changes to the Framework and Plan. Council further noted that discussions were continuing on the Risk Appetite Statement, which now contained qualitative statements and a structure. Further attention was being given to performance measures and limits. The progress being made had yet to find its way into the Framework for 2017 as the structure and content of the revised University Plan was expected to have implications for the aims against the Risk Areas.

Council also noted that work had continued on developing quantitative and qualitative elements or metrics (tolerances, targets and limits) for the risk areas: Financial, Academic, Reputation, Business Disruption, People, Compliance and Liability and Workplace Health and Safety.

### RESOLVED:

N-CoS that the revised Risk Management Framework and Plan as endorsed by the Audit, Risk and Compliance Committee, be approved.

## 5.3 COUNCIL – 2017 PERFORMANCE MEASURES (KPIs) AND PERFORMANCE MEASURES (PIs) – MID-YEAR RESULTS

The Vice Chancellor spoke to the report on the mid-year performance for 2017 against KPIs (Key Performance Indicators) and Performance Measures (PIs) monitored by Council and highlighted the following:

- the report draws on Semester 1 Census data, with Semester 2 Census results having been received too late to incorporate into the report. These data would come to the October meeting as per usual practice;
- the forecast final performance result for 2017 in respect of the *Institutional Commencing Student Load* (EFTSL) and the *Number of First Preferences to QTAC* was below target; and
- it was expected that the Total Load target would be met owing largely to the performance of JCUS and JCUB.

Council noted that all other forecast results for 2017, where known, appeared on-track to meet targets within acceptable variances.

### RESOLVED:

N-DIRQPA that the mid-year performance for 2017 against KPIs (Key Performance Indicators) and Performance Measures (PIs) monitored by Council, be noted.

## 5.4 MATTERS RAISED BY MEMBERS

There were no items.

## 6. CHANCELLOR'S REPORT

The Chancellor's Report was taken as read but, before inviting any discussion on it, the Chancellor stated he would like to speak about a matter from the minutes of the Chancellor's Committee concerning the *Voluntary Code of Best Practice for the Governance of Australian Universities* (the Code).

Council was advised that the Chancellor had sought feedback and advice on the latest draft of a revised Code, at the request of the University Chancellors Council (the UCC), from the Chancellor's Committee meeting held on 14 August 2017. He had informed the Chancellor's Committee that he was intending to refer the feedback and advice to the 7 September meeting of Council, before providing it to the UCC's October meeting.

The Chancellor informed Council that the reason he would not be seeking feedback and advice was because there had been subsequent and very recent developments. On 28 August, the Chair of Universities Australia (UA), Professor Margaret Gardner, had written to Vice Chancellors suggesting that, given the low level of urgency in the task of revising the Code, Vice Chancellors might wish to discuss with their Chancellors the merit of continuing with the review process. The initial urgency had related to a situation in Victoria, which suggested to the UA that there was a need to reinforce Councils having appropriate processes for, and input into, the appointment of members by Government to University Councils. Professor Gardner had copied that letter to Professor Peter Shergold, Convenor of the UCC.

The UCC Sub-Committee, at its 5 September meeting, in which the Chancellor participated, had agreed that the review was not a priority.

Council was advised that, earlier that day, a letter had been received from Professor Shergold. It attached Professor Gardner's letter and suggested that Chancellors consult with their Vice Chancellors for their views on the current Code and the way forward. Chancellors were invited to report back to Professor Shergold on those discussions. A document would then be prepared by Professor Shergold summarising those inputs and views about any future action. The likely next step would be to have a working group produce a new draft Code to be agreed between the UCC and UA. The agreed draft Code would be referred back to University Councils for approval. The Chancellor stated that he had told the Sub-Committee that JCU would be willing to participate in that working group.

The Chancellor concluded by advising that the UCC would be setting aside time at its October meeting to discuss the Code. He assured Council that he would keep the Chancellor's Committee and Council updated on developments.

**RESOLVED:**

that the attached Chancellor's Report, be noted.

N-UNISEC

**7. VICE CHANCELLOR'S REPORT**

Briefing to Council:

Professor Naylor, Chairperson of Academic Board, gave a presentation on 'student satisfaction and good teaching', a matter of significance to Council members and the University.

The discussion that followed focussed on:

- the power of QILT results in driving attitudes within the marketplace and in possibly informing funding determinations across the sector,
- the utility of QILT survey data, having regard to how it was collected and the poor response rates,
- the importance in having any data from across the industry, regardless of the level of its quality, as it aids universities to understand more fully the influences on student recruitment and retention and outcomes for students,
- the inability of such data to capture and measure the quality of education available,
- the need for an intelligent approach to achieving a broad understanding through integration of the various indicators on offer (both formally and anecdotally derived) in order to gain a valid picture of performance, recognising that hard data is of greater value than the anecdotal evidence,
- the need to be applying this broad understanding to the student situation in order to redress recognised shortcomings;
- the recognition that there is variance across the University, and even within Academic Divisions, on student recruitment and retention, satisfaction and good teaching,
- the need for encouraging the student body to come forward with their experiences of and judgements on the education they are receiving, additional to the formal, internal surveys that are conducted;
- the need not to lose sight of the value for a university to maintain intellectual rigour; and
- the prospect of replacing the current CEQ-informed KPI/PI with measure/s linked to QILT data which is less time lagged, publicly available and potentially used by governments to inform funding decisions. It was noted that any such proposal would come back to Council for consideration.

Council thanked Professor Naylor for his presentation.

The Vice Chancellor's Report was taken as read. The Vice Chancellor commented on the following additional matters:

- Student Load:
  - Council was provided with an update on the latest student enrolment headline numbers drawing on semester 2 census data, noting that a more detailed analysis would be provided to the October meeting. The latest projected final student enrolments were indicating an unfavourable variance to the revised budget targets of less than 1%. JCU was being subjected to significant competition from other universities and in particular two Brisbane-based universities;
- Elizabeth Broderick Review:
  - a draft report had been received and a final report was due on 22 September;
  - the Report will present many recommendations for the University to act on;
- Proposed Enterprise Agreement:
  - this is a very good, competitive proposed agreement and will help remove uncertainty for staff;
  - it will be put to the vote over the period 13 to 15 September;
- ARC Centre of Excellence mid-term review:
  - the Centre had been advised, following their review, that they would be funded through to the end of 2020;
- Times Higher Education (THE) World University Rankings:
  - JCU was ranked in the top 250 of the world's universities, specifically in the band 201 to 250. JCU was ranked joint 9<sup>th</sup> of the 35 Australian universities involved in this ranking scheme;
- Proposed Data Centre;
- Relocation of students displaced following the closure of St Marks College;
- Likely availability of the new JCU Cairns Campus student accommodation facility for the beginning of the 2018 academic year; and
- Update on a staff misconduct matter.

RESOLVED:

N-EO

that the Vice Chancellor's Report, be noted.

**8. REPORT TO COUNCIL FROM THE CHAIRPERSON OF THE ACADEMIC BOARD**

The Report was taken as read. The Chairperson of the Academic Board commented on the following additional matters:

- Professor Naylor had been appointed as the Academic lead for the Keypath project which had a primary focus of adapting curricula into online delivery – this will present information to students in an exciting and new way; and
- The University's high standing nationally in academic governance had been evidenced by an invitation from Mr Damien Barry, a PhD student at the University of Melbourne, to James Cook University to participate in his work on academic governance, which involves Janice Webb, one of the nation's leaders in this field, who sees JCU as one of the leading academic governance universities in the country.

RESOLVED:

N-CHTAB

that the report from the Chairperson of Academic Board, be noted.

**9. REPORT TO COUNCIL FROM THE CHAIRPERSON OF THE HEALTH, SAFETY AND ENVIRONMENT SUB-COMMITTEE**

The Report was taken as read.

RESOLVED:

N-SECT

that the report from the Chairperson of the Health, Safety and Environment Sub-Committee, be noted.

**10. CONFIDENTIAL – REFER SEPARATE PAGES**

**11. CONFIDENTIAL – REFER SEPARATE PAGES**

**12. UNIVERSITY POLICY - DISCRIMINATION, BULLYING AND HARASSMENT POLICY AMENDMENTS**

Council noted that the proposed revision of the Discrimination, Bullying and Harassment Policy, which was much simplified compared with the previous policy, had been exposed to considerable consultation over a long period of time.

One member expressed concern about the definition of 'Sexual Harassment' in that it did not align with the provisions of the *Anti-Discrimination Act 1991*.

RESOLVED:

that, subject to the definition of 'Sexual Harassment' being consistent with the definition as contained in the *Anti-Discrimination Act 1991*, and as further amended to clarify that sexual harassment was not always a 'criminal offence', the Discrimination, Harassment and Bullying Policy, as endorsed by the Human Resources Committee, be approved.

A-QPA  
N-CoS

**13. UNIVERSITY POLICY AND DELEGATIONS FRAMEWORK – GENERALIST MEDICAL TRAINING GOVERNANCE POLICY**

Generalist Medical Training (GMT) was an innovative James Cook University program that delivered the Australian General Practice Training (AGPT) program. This program was delivered under a Funding Agreement with the Australian Government. The current GMT policy and procedure structure and its relationship to JCU's overarching Policy Framework was found to be ambiguous and unclear, presenting significant risk to GMT's compliance with the Funding Agreement.

Council noted that under the Funding Agreement, the University was required to develop and implement a range of GMT-specific policies and procedures within the limits of the Council approved JCU Policy and Delegation Framework.

An over-arching GMT Governance Policy was proposed. Members noted that the approval and application of the policy will provide a mechanism for the development and implementation of GMT-specific policies and procedures. The GMT-specific policies and procedures will be required to be approved as procedures in accordance with the JCU Policy and Procedure Framework.

RESOLVED:

that the Generalist Medical Training Governance Policy, be approved.

A-QPA

**14. COUNCIL WORKSHOP AGENDA – SATURDAY 28 OCTOBER 2017**

The Chancellor briefed Council on planning for the forthcoming Council Workshop, scheduled for Saturday, 28 October 2017, including the identification of potential topics for the Workshop.

Following consultation with the Chancellor's Committee at its Meeting (7/17) held 14 August 2017, the following potential topics were identified:

- How to manage Council affairs under a new regime, given the expected change to the Council's membership, to involve a consideration of delegations, committee structures and meeting arrangements;
- Pick up on the theme of this year's Senior Staff Conference, which is Safe and Inclusive Spaces. comprehensive discussion could be held on safety issues and the University's governance responsibilities around the Broderick Review;
- Maximising strategic partnerships (e.g. Singapore). Dr Bill Foo could be invited to speak at the Workshop.
- Council members could be invited to present on a topic of their choosing;
- Inviting stakeholder representatives (students, community, industry and government) to present to the Workshop on what they expect from the University, and how the University can better meet their needs;
- Identifying future income streams and how the University should develop its campuses in order to generate more income; and
- How Council can best support JCU's advancement and philanthropic endeavours.

The Chancellor identified the following additional possible topic for the Workshop:

- A refresher for all members of Council, and possibly co-opted members of Committees, about the differences between governance and management responsibilities which may

involve scenarios, to assist Council to focus on governance matters and the referral of management matters to management for appropriate consideration.

RESOLVED:

- N-UNISEC
1. that the potential topics identified for the forthcoming Council Workshop, scheduled for Saturday 28 October 2017, as amended, be noted;
  2. that members be invited to identify and put forward additional topics, to the Chancellor; and
  3. that the Chancellor determine the topics for the workshop, and future workshops, informed by the input from Council colleagues and the availability of appropriate resource people.

**15. UNIVERSITY POLICY - INCIDENT MANAGEMENT POLICY**

Council noted that the University's Critical Incident Policy had not been reviewed in detail since 2011. Only minor amendments had been made in 2014 to reflect the new Policy sponsor as the DVC Services and Resources. The creation of the Chief of Staff position, and the need to reflect other structural changes within the University, necessitated a thorough review of the Policy and Procedures governing incident management at the University.

Whilst the University has had robust procedures in place for declared Critical Incidents, this did not effectively capture the management required of those incidents that, if not managed properly, had the potential to become a Critical Incident. The revised Policy had been broadened therefore to include incidents that were not business-disruptive but still required careful management through normal reporting lines, policies and procedures.

Council noted that the existing Critical Incident Policy would be converted to a procedure and become an appendix to the Incident Management Policy.

The Audit, Risk and Compliance Committee had reviewed the proposed policy at its (3/17) meeting on 17 August 2017 and, with minor amendment, endorsed the policy for Council's approval.

RESOLVED:

- N-SECT  
N-CoS
- that the Incident Management Policy, as endorsed by Audit, Risk and Compliance Committee, be approved.

**16. UNIVERSITY POLICY – FINANCIAL MANAGEMENT - FINANCIAL DELEGATIONS REGISTER – AMENDMENT**

An analysis of the limits currently applying to delegations to staff in Accounts Payable, Payroll and Accounts Receivable roles found the limits to be too low to process fortnightly payroll and weekly Accounts Payable batches in an efficient and effective way. It was found that a limit set at \$7M, compared with the present \$5.5M, would be more appropriate.

RESOLVED:

- N-FINANCE  
A-QPA
1. that the proposed amendments to the Financial Delegations Register be approved;
  2. that the Authority to sign cheques and approve electronic payments is only allowed on approval of the underlying transaction by the appropriately authorised financial delegate, be noted; and
  3. that the requirement for EFT transfers and cheques to be dual authorised by signatories registered with the bank, be noted.

**17. ESTABLISHMENT OF A SPORT AND RECREATION CONTROLLED ENTITY**

Council noted that sport and recreation activities are an avenue to enhance the student experience and engage the student population in non-academic activities. In recent times, various factors have indicated that, notwithstanding the excellent work of the University's Student Association's Sport and Recreation Manager, Teisha Condie, a more streamlined approach to sport and recreation activities was required.

Council further noted that the time was now right for the University to establish a new controlled entity to guide the strategic direction of sport and recreation within the University. The proposed entity would be charged with seeking available funding to develop new facilities and improve the existing, in response to the demonstrated demand in line with the University's strategic plans. Because of the nature of this corporate body, which is to be a company limited by guarantee, it was likely to be more successful than the University itself in attracting funds. It would have a limited number of members. Approval for establishment of the entity rested with Council. JCU's control would be exercised in part through the need for the appointment of all Directors to be subject to the Vice Chancellor's approval.

It was noted that a ruling on the continuation of tax deductibility status of any donations made to the University that were passed on to the controlled entity, was being sought.

RESOLVED:

N-DVCSR

N-FINANCE

1. that, for the purposes of section 61 of the *James Cook University Act 1997* (the Act), the objectives in the draft constitution for the proposed company, which are consistent with the Act and appropriate in the circumstances, be approved;
2. that the establishment of a not-for-profit controlled entity in the form of a company limited by guarantee, to facilitate the strategic approach to sport and recreation, be approved;
3. that the terms of the constitution be approved; and
4. that any minor changes, as may be necessary to obtain tax exempt status with the Australian Taxation Office as agreed by DVC Services and Resources acting in consultation with the Vice Chancellor, be approved.

**18. LIQUIDATION OF RESTRICTED FUNDS TO FUND ABORIGINAL AND TORRES STRAIT ISLANDER CENTRE SUMMER AND WINTER SCHOOL INITIATIVE**

Members noted that the Australian Aboriginal and Torres Strait Islander Centre had identified strategies to improve commencing student enrolments and retention amongst the Australian Indigenous cohort. Use of funds from the Burstall bequest, made in 1972, to be applied for the general benefit of the University, would enable the University to provide the funds required to implement the strategies.

Council was assured that the funds would be managed by the University, thereby ensuring they would be expended and acquitted appropriately. The Vice Chancellor advised Council that she would be looking to the expertise in this area of Professor Nakata, Pro Vice-Chancellor (Indigenous Education and Strategy) and Head of the Australian Aboriginal and Torres Strait Islander Centre, to meet the project's goal, Professor Nakata having previously undertaken similar initiatives elsewhere. The opportunity for sponsorship to offset costs was being explored.

RESOLVED:

N-FINANCE

N-DVCSR

that the use of funds from the Burstall bequest, of up to \$200,000, to fund the Australian Aboriginal and Torres Strait Islander Centre winter and summer school initiative commencing in 2018, be approved.

**19. GUIDE FOR CONTROLLED ENTITIES**

Council noted that a Guide had been developed for controlled entities that would make information available to staff, and officers and staff (including directors) of the University's controlled entities setting out relevant information on University policies, insurance, risk, health safety and environment, duties and responsibilities of directors and procedures for the formation of a controlled entity. The Guide had been noted by the Finance Committee at its (3/17) meeting of 10 August and the Audit, Risk and Compliance Committee at its (3/17) meeting held on 17 August.

RESOLVED:

N-EXADSP

that the draft Controlled Entities Guide, which will assist:

1. James Cook University staff and the staff and officers of JCU Controlled entities, and
  2. James Cook University in managing risks that arise from the governance and operations of James Cook University Controlled Entities;
- be noted.

**20. PROJECT EVALUATION REPORT FOR AUSTRALIAN INSTITUTE OF TROPICAL HEALTH AND MEDICINE (AITHM) AND TRANSLATIONAL RESEARCH FACILITY (TRF)**

Council noted that AITHM and TRF projects reached a Practical Completion in September 2016. Projects with a value of more than \$5M are evaluated and documented by way of a Project Evaluation Report. These reports were to be provided to Council, for noting.

RESOLVED:

N-EXADSP

that the Project Evaluation Report for Australian Institute of Tropical Health and Medicine (AITHM) and Translational Research Facility (TRF), completed for future reference and continued improvement for future capital project delivery, be noted.

**21. MINUTES – COMMITTEES OF COUNCIL**

N-SEC

**RESOLVED:**

that the Minutes of the following Committees of Council, be noted:

- Ordinary Minutes – Academic Board Meeting (3/17), held on 7 August 2017;
- Confidential Minutes – Chancellor's Committee Meeting (6/17), held on 10 August 2017;
- Confidential Minutes – Finance Committee Meeting (3/17), held on 10 August 2017;
- Confidential Minutes – Chancellor's Committee Meeting (7/17), held on 14 August 2017;
- Ordinary Minutes – Audit, Risk and Compliance Committee Meeting (3/17), held on 17 August 2017;
- Ordinary Minutes – Human Resources Committee Meeting (3/17), held on 17 August 2017;
- Confidential Minutes – Human Resources Committee Meeting (3/17), held on 17 August 2017;
- Ordinary Minutes – Awards and Ceremonies Committee (1/17) held on 22 August 2017; and
- Confidential Minutes – Awards and Ceremonies Committee (1/17) held on 22 August 2017.

**22. GENERAL BUSINESS**

There were no matters of general business raised.

The Meeting closed at 9:27pm.

Confirmed:



Chair, 25 September 2017