

THE ROLE OF THE CHANCELLOR

As the head of the Council of James Cook University, the Chancellor is a leader of the University and its ceremonial head. The Chancellor is elected by Council to facilitate its work effectively and ethically, providing a focal point for ensuring the achievement of the University's strategic intent, effective governance and maintaining the high standing of the University in the wider community.

ATTRIBUTES OF THE CHANCELLOR

Ideally the Chancellor should possess all or most of the following:

- A person of high standing, vision, and excellent character willing to demonstrate an understanding of and a strong personal commitment to the goals and aspirations of James Cook University, its students, staff and the communities it serves.
- A person who has a demonstrated ability in developing and maintaining effective corporate governance principles and practices, and strategic management techniques.
- A person who will bring knowledge and objectivity to support the management team, provide a valuable sounding board, and provide the catalyst to establish an appropriate level of structure, process and formality to Council.
- A person who has a clear understanding of the special role of universities in society and the special nature of regional and international universities. Someone who can relate to their particular nature as academic communities, and who appreciates the constraints of the higher education environment in which they operate in Australia and in Singapore.
- An articulate person with the ability to represent the University in all facets of society, strengthening ties and associations and publicly creating awareness of opportunities for the University.
- A person with demonstrated leadership skills, preferably exercised within a medium to large public or private sector organization, who understands the complex boundaries between governance and management.
- An experienced chairperson, fully conversant with meeting procedure and protocol. A person who understands the importance of strategic financial planning, managing risk and budgeting.
- A person willing and able to dedicate time, as and when required and often at short notice, to undertaking their prescribed duties and responsibilities and to acting on behalf of James Cook University.
- A person who has enjoyed significant achievement in their personal career.
- A person whose record and reputation is compatible with the aims and aspirations of James Cook University.
- A person with a proven record of dedicated service to the community.
- A person who has demonstrated academic, professional or management excellence.

- A person who has a proven ability to interact at and negotiate with all levels of government in Australia and Singapore.
- A person of integrity and probity.

DUTIES AND RESPONSIBILITIES

WHAT DOES THE CHANCELLOR DO?

The Chancellor's authority and responsibilities are derived from three sources.

(a) The James Cook University Act 1997, establishes:

- the Council and the basis of delegations (sections 7 -11);
- the Chancellor as an Official Member of Council (section 13(2));
- a member of Council's function and obligations (section 26A);
- the Chancellor as Chair of Council (section 27(1));
- the position of Chancellor (section 30); and
- the Chancellor as an Officer of the University.

(b) The Council, by its authority under (a) has and does make delegations to the Chancellor:

- a general delegation, to act executively on behalf of Council when the Council itself is not meeting;
- specific delegations, in some instances jointly with other officers, for specific purposes.

(c) The Work, Health, Safety Act.

In addition to these, other duties follow from Commonwealth legislation concerning the operation of universities in Australia.

In accordance with the *Voluntary Code of Best Practice for the Governance of Australian Universities* (consistent with the National Governance Protocols for Higher Education Providers) the Chancellor must:

- act always in the best interests of the University as a whole;
- act in good faith, honestly and for a proper purpose;
- exercise appropriate care and diligence;
- not improperly use their position to gain an advantage for themselves or someone else; and
- disclose and avoid conflicts of interest.

The Chancellor's personal involvement is then developed from the above with two levels of commitment expected:

- meeting minimum specific statutory and/or delegated requirements;
- providing proactive leadership and support beyond the minimum.

In order to meet the considerable responsibilities of the role of Chancellor, regular and active involvement in the governance-related decision-making processes of the University is needed.

The Chancellor understands that good corporate governance will allow Council and the Vice-Chancellor to drive the organization forward but to exercise that freedom within a framework of accountability, transparency and control.

Below is a listing of the duties and roles the Chancellor is involved in - they are diverse, ranging from the formal, governance-related responsibilities, to ceremonial and public relations roles.

HEAD OF THE COUNCIL AND CEREMONIAL HEAD OF THE UNIVERSITY

The Chancellor has a responsibility to represent the Council at all times in the public arena and, as appropriate, to support the Vice-Chancellor in advancing the University's interests in the public arena.

The Chancellor recognizes that he/she has responsibilities for managing risk and that Council is responsible to approve the risk appetite of the University.

The Chancellor is the official reference point on Council matters, for State and Federal Minister, the Queensland Auditor General, the Crime and Misconduct Commission and the Ombudsman. Such references include matters relating to the appointed membership of Council, the University's annual statutory audit and reporting processes, and complaints and issues concerning the Council that have been referred to the CMC or the Ombudsman from any source.

The Chancellor may also be approached as a reference point for a range of student, staff and community inquiries/complaints however these will usually be management issues, and would properly be referred to the Vice-Chancellor or another authority in the first instance.

Finally, the Chancellor is the recipient of a range of institutional and community invitations to represent the University and participate in organisational activities. Such contacts are valuable activities for progressing the community reputation and related responsibilities of the Chancellor.

CHAIR OF THE COUNCIL MEETING

This activity includes not only presiding at Council meetings, but prior review of the agenda with the Vice-Chancellor, the Secretary to Council and selected Executive Staff, and the timely (10 working days following the Meeting) approval of the Minutes prepared by the Secretary, prior to distribution. As the position of Chancellor is similar to that of the Chair of a Board of Directors, attention to these particular duties is a core responsibility of the Chancellor.

The Chancellor also has the responsibility of ensuring the effective operation of the Council in achieving its various objectives. In line with accepted governance practice, the Chancellor oversees the conduct of Council performance evaluation processes.

The Chancellor provides direction to the Director, Governance Services and University Secretary, in their role as Secretary to the Council.

COMMITTEES AND SUB-COMMITTEES OF COUNCIL AND BOARDS OF CONTROLLED ENTITIES

The Chancellor is a member of each Committee of the Council, with the exception of the Academic Board. A Charter of a Committee, which is approved by the Council, may require the Chancellor to Chair the Committee. A Constitution of a Controlled Entity of the University, which is approved by the Council, may require the Chancellor to Chair the Board of a Controlled Entity.

The Chancellor has a standing invitation to attend and participate in meetings of Sub-committees of Council. The Terms of Reference of a Sub-Committee may require the Chancellor to Chair the Sub-Committee.

The Chancellor is currently the Chair or a member of the following Committees, Sub-Committees and Boards:

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| Strategy Committee | Chair |
| Remuneration and Human Resources Committee | Chair |
| Finance Committee | Member |
| Investment Sub-committee (of Finance Committee) | Chair |
| Audit and Compliance Committee | Member |
| Ceremonial and Honorary Degrees Committee | Member |
| Estate Board | Chair |

It is the Chancellor's responsibility to ensure that the Committees of Council work effectively and that the membership of Committees makes best use of the skills, expertise and experience of the Council's membership and, if required, co-opted members.

PRESIDING AT GRADUATION CEREMONIES

Depending on the number and location of graduating students, the University conducts up to eight separate Graduation and Presentation Ceremonies each year. Each ceremony involves pre and post activity, in addition to the function itself. Some ceremonies involve travel to other cities, and at least twice per year to Singapore. Presiding over graduation ceremonies is a key ceremonial role for the Chancellor, though should the need arise, this may be delegated to the Deputy Chancellor or another Officiating Officer. The occasions may also include a University-hosted social function for visiting dignitaries, presided over by the Chancellor. Also, from time to time the Chancellor may need to personally host ceremonies for an Honorary Degree recipient who is unable to attend a scheduled Graduation Ceremony.

APPOINTMENT OF SENIOR STAFF

While all members of Council have the opportunity and responsibility to contribute by participation in selection committees for professorial and executive management staff, the Chancellor is responsible for the appointment process of the Vice-Chancellor. The Chancellor may choose to participate in the process of other senior appointments. As a member of Council, the Chancellor may accept appointment to professorial selection Committees.

MATTERS REQUIRING SPECIFIC ACTION BY THE CHANCELLOR

When a matter is brought to the attention of the Chancellor that involves the actions or conduct of a member of Council, or a co-opted member of a Committee or Sub-committee of Council, or the Vice-Chancellor, the Chancellor will normally be required to take appropriate action. In some instances, the matter may involve referral to an external body or agency to meet statutory reporting obligations. The matter may also be referred to the Secretary to Council or the Director, Audit and Assurance and/or an external investigator for assistance in the evaluation of the matter and advice on how to proceed with the matter.

In instances where the Vice-Chancellor has declared a conflict of interest and is the sole decision maker, then the Chancellor may, under the University's "One Up" authorisation rule become the decision maker subject to specific policy requirements and legal advice.

Where an appeal of a decision of the Vice-Chancellor is permitted under University Policy, or where a matter involving the Vice-Chancellor is referred to the Chancellor by the Crime and Misconduct Commission, the Chancellor will be required to hear such an appeal, seek resolution and report on his/her actions

SUPERVISION OF THE VICE-CHANCELLOR

While the Council appoints the Vice-Chancellor, the Chancellor is the person responsible for the supervision of and advice to the Vice-Chancellor. This requires the Chancellor to keep in touch with the general activity of the University and to develop an ongoing appreciation of the vision, leadership and performance of the Vice-Chancellor from a number of perspectives, both internal to the University and external in the wider community. This is achieved by active contact with a range of staff on site, general business and community contacts and regular personal communication between the Chancellor, Vice-Chancellor, Council members and other University staff.

The relationship between the Chancellor and Vice-Chancellor is similar to that between the Chair of a Board of Directors and the Chief Executive Officer. As such, there is a need to develop a relationship built on mutual trust and respect.

The Chancellor is also one of the few people who is both external and at arm's length from the management of the University and can be a party, in confidence, to any issue on which the Vice-Chancellor may choose to seek an independent opinion.

Regular communication between the Chancellor and Vice-Chancellor, either face-to-face, by phone or email, is essential to maintaining a positive and productive relationship.

Each year, the Chancellor conducts the Vice-Chancellor's performance review involving the University's performance against Council's approved Key Performance Indicators and the annual financial audited outcome. Reports from the chairs of Council's committees, the Senior Deputy Vice-Chancellor, Pro-Vice-Chancellors, Deputy Vice-Chancellors and Executive Director (Finance and Resource Planning) are also considered. The Chancellor reports the performance to the Council's Remuneration and Human Resources Committee, which is delegated by Council to determine the Vice-Chancellor's performance bonus within Council approved parameters included in the Vice-Chancellor's employment contract. The Chancellor also counsels the Vice-Chancellor based on the feedback from the reporting process.

COUNCIL DEVELOPMENT

The Chancellor has a responsibility to ensure that Council members are informed and have access to such material and relevant information within the University, which is appropriate to their governance responsibilities. An important role is played by the Chancellor in the induction of new members of Council, organising information seminars or Council workshops and ensuring professional development is available. He/she must ensure that continuing Council members are informed about changes to their role.

CERTIFICATIONS

From time to time, the Chancellor may be required to certify reports or documents on behalf of the University, the Council or a Committee of Council, including:

- Minutes of Meetings of Council, its Committees and Sub-Committees which he/she has chaired
- Annual Report -covering letter to Minister inserted into Report;
- Annual Financial Report -certification of the Management Certificate; and
- Honorary Doctorate Awards
- Testamurs conferring Higher Education Awards on graduates
- Special acknowledgements and awards.

The Chancellor is the highest point of contact within the University for the Auditor-General, the Crime and Misconduct Commission and the Ombudsman.

AUTHORISATION OF CIRCULARISED RESOLUTIONS AND COUNCIL CIRCULARS

The Chancellor must authorise the distribution of any Circularised Resolution of Council or a Committee of which he or she is Chair. The Chancellor must also authorise the distribution of any Council Circular.

HOW MUCH TIME DOES THE CHANCELLOR SPEND ON UNIVERSITY RELATED ACTIVITIES?

As the duties and responsibilities of Chancellor are significant, the incumbent must be able to make this work a priority, and devote the necessary time to it. Although there is considerable variation in the workload at different times in the year, it is estimated that the Chancellor needs to spend on average between 14 and 30 hours per week on University business.

SUPPORT OF THE CHANCELLOR'S ROLE

The position attracts no remuneration or honorarium, although the following is available to the Chancellor to facilitate the carrying out of the duties.

- Administrative support from the Chancellery Office in Cairns and the Vice-Chancellor's Office and the Director, Governance Services and University Secretary's Office in Townsville
- An office at JCU's Townsville and Cairns campuses, and on the JCUS Campus in Singapore.
- Provision of a laptop computer (including modem) or iPad or equivalent
- Provision of a mobile phone for use in connection with University business
- Provision of an additional land phone line at the Chancellor's residence to enable access to fax, email and internet
- Provision of a fax machine at the Chancellor's residence
- Business class air travel when on University business
- Membership of the Qantas Club
- Accommodation to at least four star standard when on University business
- Travel and accommodation costs (including business class air travel) for spouse/partner to accompany the Chancellor to ceremonial functions
- Access to a hire car when on University business
- Chauffeur-driven vehicles may be used for functions which the Chancellor attends in his/her capacity as Chancellor
- Attendance at University Chancellors Council (UCC) meetings and at UCC sponsored university governance conferences.
- Reimbursement of expenses incurred or an estimated proportion thereof relating to the undertaking of official duties as Chancellor.

WHO IS ELIGIBLE TO BECOME OR REMAIN CHANCELLOR?

In accordance with the provisions of Section 30 of the James Cook University Act, the person elected as Chancellor must not be a student or a member of the University's academic or general staff. However, the person elected as Chancellor need not be an existing member of Council. The Chancellor holds office for a term fixed by Council, of not longer than 5 years.

The *Voluntary Code of Best Practice for the Governance of Australian Universities* requires a majority of external independent members on Council. As the position of Chancellor forms part of that majority, it is a further requirement that the Chancellor be free of any interest, including financial interest, with the University at the time of nomination or at any time during the term of office that could give rise to a conflict of interests.

Section 40C of the Act goes on to state that a person cannot become, or continue as, the Chancellor if:

- they are disqualified from managing corporations under the Corporations Act, part 20.6; or
- subject to certain provisos contained in Sections 40C(2)(a) and (b), they are convicted of an indictable offence.

Section 40D gives Council power to remove the Chancellor from office for misconduct or failure to comply with the Chancellor's statutory duties.

The Chancellor will be an Australian citizen and a resident of north or far north Queensland, and is not be a currently serving politician.