

Council Charter

1. Introduction

This Charter sets out the principles by which the Council of James Cook University will govern the University. The conduct of the University and Council is also governed by the [James Cook University Act 1997 \(Qld\)](#), the [Tertiary Education Quality and Standards Agency Act 2011](#) and the [Higher Education Standards Framework \(Threshold Standards\) 2021](#). These documents will take precedence over this Charter to the extent of any inconsistency.

The Charter sets out the responsibilities of Council, the Chancellor, Deputy Chancellor, Vice Chancellor, Chairperson of the Academic Board, Council members, Chairs of Council Committees, and the University Secretary with regard to the governance of the University.

The Charter also sets out some matters related to the election or appointment of officers and members.

The Charter plays a significant role in the University's governance framework as the primary reference point for Council members drawing on a broader suite of documents, e.g., the Council Handbook.

2. Function and Role of Council

The Council's function and role is broadly:

- to provide strategic direction and overall leadership to the University;
- to provide direction to the Vice Chancellor;
- to monitor the implementation of strategy and the monitoring of performance; and
- to perform such other functions as conferred by Division 2 of the [James Cook University Act 1997 \(Qld\)](#) including the power to: (a) appoint the University's staff; (b) manage and control the University's affairs and property; and (c) manage and control the University's finances.

3. Primary Responsibilities of Council

Council's powers, authorities, duties, and responsibilities as the University's governing body are derived from the [James Cook University Act 1997 \(Qld\)](#) and applicable law.

Consistent with the [James Cook University Act 1997 \(Qld\)](#) and its function as the prime instrument of University governance and the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) 6.1 and 6.2, and the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#), the Council of James Cook University has primary responsibility for:

- appointing the Vice Chancellor as the chief executive officer of the University, and monitoring his/her performance (JCU Act s.9 (2)(a) and s.2 of the Voluntary Code);
- approving the mission and strategic direction of the University, as well as the annual budget and business plan (JCU Act s.9 (2) (b) and (c), s.11 (2)(b), HESF 6.1 (3) and s.2 of the Voluntary Code);
- ensuring the effective governance of the University (JCU Act s.9 (2)(b), HESF 6.1 (3) and s.2 of the Voluntary Code);
- overseeing and reviewing the management of the University and its performance (JCU Act s.9 (2)(b), HESF 6.2 (1) and s.2 of the Voluntary Code);
- overseeing the 'culture' of the University, including communication and networking with key stakeholder groups (JCU Act s.9 (2)(b), HESF 6.1 (4) and s.2 of the Voluntary Code);
- establishing policy and procedural principles, consistent with legal requirements and community expectations (JCU Act s.9 (2)(b), HESF 6.1 (3) and s.2 of the Voluntary Code);

- approving and monitoring systems of compliance, control and accountability, including general overview of any Controlled Entities, consistent with legal requirements (as defined in sec. 50AA of the Corporations Act) (JCU Act s.9 (2)(b), HESF 6.2 (1) and s.2 and 12 of the Voluntary Code);
- overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings (JCU Act s.9 (2)(b), HESF 6.2 (1) and s.2 and 11 of the Voluntary Code);
- establishing and monitoring processes for effective decision-making including delegations (JCU Act s.11, HESF 6.1 (3) and s.2 and 11 of the Voluntary Code);
- overseeing and monitoring the academic activities of the University (JCU Act s.9 (2)(b), HESF 6.2 (1) and s.2 of the Voluntary Code); and
- Approving significant commercial activities of the University (JCU Act s.9 (2) (b) and (c), HESF 6.2 (1) and s.2 and 13 of the Voluntary Code).

4. Delegations

In accordance with section 11 of the [James Cook University Act 1997 \(Qld\)](#) the Council may delegate certain of its powers to an appropriately qualified member of Council; or a Committee consisting of appropriately qualified persons, but which must include one or more members of Council; or an appropriately qualified member of the University's staff.

However, Council may not delegate its power to make an election policy or to adopt the University's annual budget.

The Council has delegated certain of its powers to Committees, and the general management of the University to the Vice Chancellor. A delegation of a power to the Vice Chancellor may permit the sub-delegation of the power to an appropriately qualified member of the University's staff.

The [JCU Delegations Schedule](#) lists the specific delegations conferred by Council to Committees of Council, the Chancellor and Vice Chancellor and lists the powers it retains for itself. A small number of other positions also hold delegations conferred by Council, and these too are recorded in the [JCU Delegations Schedule](#).

The granting of delegations is in accordance with the [JCU Delegations Policy](#) as approved by Council.

Powers sub-delegated by the Vice Chancellor are governed by the [Sub-delegation Management Procedure](#), as approved by Council, and are recorded in three sub-delegations registers as follows:

- [Academic and Student Sub-delegation Register](#);
- [Human Resources Sub-delegation Register](#); and
- [Financial Sub-delegation Register](#).

5. Role of the Chancellor

The Chancellor is elected by the Council as an official member of Council, a leader of the University, the head and chair of Council and the University's ceremonial head. The Role Profile of the Chancellor sets out the responsibilities and attributes of the Chancellor in detail, which are broadly:

- advancing the University's interests in the public arena;
- presiding at Council meetings, setting and reviewing of the agenda with the Vice Chancellor, the Secretary to Council and selected Executive Staff, and confirmation of minutes prepared by the Secretary, prior to distribution;
- providing leadership and ensuring the efficient and effective operation of the Council in the performance of its governance role and in achieving its various objectives;

- promoting and reinforcing an understanding amongst Council members of the role of Council and its Committees, the role of individual Council members and the distinction between governance and management;
- ensuring there is timely, accurate and relevant information to assist Council members in the performance of their duties and transparent decision-making;
- ensuring there is adequate support and resourcing provided for the functioning of Council and its Committees;
- encouraging open, respectful debate and discussion, and fostering a sense of cooperation and cohesiveness amongst members of Council and its Committees;
- overseeing the conduct of Council performance evaluation and member peer review processes;
- providing direction to the University Secretary, in their role as Secretary to the Council;
- attending Committee meetings;
- presiding at Graduation Ceremonies;
- supervision of and advice to the Vice Chancellor, conducting the Vice Chancellor's annual performance review and responsibility for the appointment process of the Vice Chancellor;
- ensuring new Council members receive an induction and professional development opportunities are available to Council members; and
- authorising the distribution of any Circulating Resolution of Council or a Committee of which he/she is Chair.

When a vacancy occurs, or is expected to occur, in the office of Chancellor Council will populate the Chancellor Search Committee in accordance with its Terms of Reference having undertaken a review of those Terms of Reference to ensure their continued fitness for purpose.

The Chancellor Search Committee is an *ad hoc* committee of the Council established under Division 2, Section 11(1)(b) of the [James Cook University Act 1997 \(Qld\)](#). The role of the Committee is to lead the process to identify, screen and recommend to Council for election a replacement Chancellor. An external executive search firm may be appointed to assist with the search process, if deemed appropriate by the Committee.

The Chancellor Search Committee will provide regular reports to Council on the search process, and following the selection process will recommend to Council a single candidate for election as Chancellor.

6. Role of the Deputy Chancellor

The Council elects the Deputy Chancellor from the eligible members of Council. The Deputy Chancellor assists the Chancellor and performs the duties of Chancellor at times when there is a vacancy in the office of Chancellor or when the Chancellor is absent from duty or, for another reason, cannot perform the functions of the office.

When a vacancy occurs, or is expected to occur, in the office of Deputy Chancellor the Secretary to Council will:

1. Issue a Notice of Election and Call for Nominations to all members of Council as soon as practicable. The Notice will specify the procedure for nominating candidates, specify the time and date prescribed for the receipt of nominations and specify, in case a ballot is required, the date on which an election is to be held;
2. only members of Council may put forward nominations;
3. only eligible* members of Council may be nominated;
4. all nominations will have a proposer and a seconder, and come forward with the agreement of the member being nominated, together with a current *curriculum vitae* of the nominee;
5. nominations for the office of Deputy Chancellor are to be lodged with the Secretary to Council by the time specified in the Notice of Election and can be sent either by mail or electronically;

6. where only one (1) eligible nomination is received there shall be a Declaration of Election result prepared for the next available Council meeting or Circular, stating that the nominee has been elected unopposed;
7. where more than one (1) eligible nomination is received an election shall be held, by secret ballot, of all members present at the next available Council meeting;
8. all nominations received by the time specified in the Notice of Election will be included in the Council meeting agenda papers for those members not on the ballot at the next available Council meeting;
9. where an election is to be conducted each nominee will leave the room before being invited to provide a brief introduction and then leave the room again for the conduct of the secret ballot;
10. in the event of a tie between those nominees who receive the highest number of votes at the secret ballot, the election of a nominee will be determined by drawing lots; and
11. Council will fix the term of office for the Deputy Chancellor, for a period of two years (Council, at its meeting (2/18), held on 18 May 2018, resolved that the term of the Deputy Chancellor be set at two years going forward despite the JCU Act allowing a term of up to four years).

**Sub-section 31(4) of the JCU Act requires the Deputy Chancellor to act as Chancellor when there is a vacancy in the office of Chancellor or where the Chancellor can not perform the functions of the office, and sub-section 30(4) requires the Chancellor to not be a Student or a member of the University's Academic or Professional and Technical Staff.*

The Role Profile of the Chancellor requires that the Chancellor will be an Australian citizen and a resident of north or far north Queensland, and not a currently serving politician. Therefore, the eligible members are the three (3) Governor-in-Council Appointed Members and the six (6) Additional Members who are Australian citizens and have a residence in north or far north Queensland.

7. Role of the Vice Chancellor and President

Council appoints the Vice Chancellor and President, an official member of Council, as the Chief Executive Officer of the University. The Vice Chancellor is delegated the general power of, and is accountable to Council for, the overall management of the University within the scope of the [James Cook University Act 1997 \(Qld\)](#), other relevant legislation and Council resolutions. The Vice Chancellor and President is the primary source of information and advice to Council.

The Chancellor will undertake an annual performance review of the Vice Chancellor and President and report to the Chancellor's Committee on the outcome.

When a vacancy occurs, or is expected to occur, in the office of Vice Chancellor and President Council will populate the Vice Chancellor Selection Committee in accordance with its Terms of Reference having undertaken a review of those Terms of Reference to ensure their continued fitness for purpose.

The Vice Chancellor Selection Committee is an *ad hoc* committee of the Council established under Division 2, Section 11(1)(b) of the [James Cook University Act 1997 \(Qld\)](#). The role of the Committee is to lead the process to identify, screen and recommend to Council for appointment a replacement Vice Chancellor. An external executive search firm may be appointed to assist with the search process, if deemed appropriate by the Committee.

The Vice Chancellor Search Committee will provide regular reports to Council on the search process, and following the selection process will recommend to Council a single candidate for appointment as Vice Chancellor and President.

8. Role of Chairperson of the Academic Board

The Chairperson of the Academic Board is an official member of Council and is appointed by Council, and is broadly responsible for:

- playing a lead role in the academic governance of the University in accordance with the [Academic Board Charter](#); responding to [Higher Education Standards Framework \(Threshold Standards\) 2021](#) 6.3;
- chairing meetings of the Academic Board, and participating as a member in meetings of the sub-committees of the Board;
- reporting to Council and the University community on significant matters considered or decided by Academic Board including presenting academic forums;
- chairing the University Appeals Committee and participating in others as required by policy;
- exercising any delegations of authority from Council to make academic decisions;
- approving agendas, minutes, executive minutes and circularised resolutions as required;
- participation and presentation of prizes at Graduation Ceremonies;
- chairing and/or participating in University committees, reviews, selection committees, academic promotions, ceremonial occasions, etc, as required;
- contribute to the overall strategic leadership of the University; and
- any other matters referred by Council or the Vice Chancellor.

9. Role of Council Members

Council membership is stipulated in the [James Cook University Act 1997 \(Qld\)](#) and [Higher Education Standards Framework \(Threshold Standards\) 2021](#) 6.1.2.

The [Conduct of Council Elections Policy](#) and [Conduct of Council Elections Procedure](#) describe the election process for elected members of Council.

The Chancellor's Committee has responsibility for making recommendations to Council for the filling of vacancies in Governor-in-Council appointed positions and the Additional Member positions the procedures for which are set out in Schedule 1 of the [Chancellor's Committee Charter](#).

In addition to the range of common law and statutory duties applicable to Council members as set out in [Duties and Responsibilities of Council and Committee Members](#) Council members are responsible for:

- attending and contributing to meetings of Council and the Committees on which they serve;
- being informed generally about issues affecting the higher education sector and governance of the University;
- complying with the law and University policies and procedures including the [Code of Conduct – University Council](#);
- keeping themselves informed about their obligations as members of Council and Committees;
- reading, questioning and understanding written materials distributed to Council;
- maintaining the confidentiality of confidential information and deliberations of the Council;
- supporting and respecting the majority decisions of Council regardless of personal views;
- representing the University and the Council in external and internal forums, including attending ceremonial events where possible e.g., Graduations; and
- participating in the Council's internal and external evaluation processes.

In performing their function Council members must:

- act honestly and in the best interests of the University;
- other than the official members serve in a personal capacity as individuals and not representatives of particular bodies, organisations or constituencies;
- exercise reasonable skill, care and diligence;
- avoid and disclose to the Council or Committee any conflict that may arise between the member's personal interests and the interests of the University in accordance with the [Conflict of Interests Policy – University Council and its Committees](#) and the [Conflicts of Interest Procedure – University Council and its Committees](#);

- not make improper use of his or her position as a member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or another person; and
- maintain confidentiality in accordance with the University's [Confidentiality Provisions – JCU Council, Council Committees, Controlled Entity Directors and Nominee Directors of Non-Controlled Entities](#).

Council members have a right to:

- an induction and briefing process on appointment or election and appropriate professional development, such as the University Chancellors Council and Australian Institute of Company Directors 'Governance in the University Sector – Foundations of University Governance' course;
- access to quality and sufficient information to facilitate good decision-making;
- timely circulation of agendas and papers;
- indemnities with respect to decisions made in good faith during the course of their duties;
- reimbursement of all reasonable travel, accommodation and sustenance expenses incurred in the performance of their duties; and
- other than the official members of Council, remuneration in accordance with the *Council Remuneration Policy, Council Remuneration Procedure* and *Council Remuneration Schedule*.

10. Academic Board

The Academic Board is established by virtue of Division 4 of the [James Cook University Act 1997 \(Qld\)](#) and advises the Council about teaching, scholarship and research matters concerning the University in accordance with the [Academic Board Charter and Higher Education Standards Framework \(Threshold Standards\) 2021 6.3](#). It formulates proposals for the academic policies of the University, monitors the academic activities of the Academy and Colleges and promotes and encourages scholarship and research.

The Academic Board has established three sub-committees:

- [Curriculum Committee](#)
- [Education Committee](#)
- [Research Committee](#)

And two standing committees:

- University Appeals Committee
- Comprehensive Course Review Committee

11. Committees

In accordance with section 11 of the [James Cook University Act 1997 \(Qld\)](#), Council may delegate its powers to Committees for the purpose of assisting it in the governance of the University.

The following Standing Committees have been established by Council:

- [Audit, Risk and Compliance Committee](#)
- [Chancellor's Committee](#)
- [Finance and Infrastructure Committee](#)
- [Work Health and Safety Committee](#)

The specific functions and powers of these Committees are set out in each Committee's Charter. Committee Charters are determined and approved by Council and are available on each Committee's webpage.

12. Role of Committee Chairs

The Chair of each Council Committee is responsible for:

- chairing meetings and providing leadership to the Committee and ensuring the efficient and effective operation of the Committee in the performance of its governance role and in achieving its various objectives;
- providing direction to the Secretary, in their role as Secretary to the Committee, and ensuring there is timely, accurate and relevant information to assist Committee members in the performance of their duties and transparent decision-making;
- conducting Committee meetings efficiently and effectively and encourage open, respectful debate and discussion, and fostering a sense of cooperation and cohesiveness amongst members of the Committee;
- following-up on actions or resolutions of the Committee, as required;
- confirmation of minutes prepared by the Secretary, prior to distribution;
- overseeing the induction and development of new Committee members in conjunction with the Committee Secretary;
- authorising the distribution of any Circulating Resolution of the Committee; and
- reporting to Council on all material matters arising from the deliberations of the Committee.

13. Role of the University Secretary

The University Secretary acts as Secretary to Council and selected Committees and is an independent adviser to the Chancellor and other members of Council and its Committees.

In terms of Council and its Committees the role includes:

- providing support to the Chancellor and Deputy Chancellor;
- ensuring support is provided to the Committees of Council and Academic Board;
- taking part the induction of new Council and Committee members, where applicable;
- coordinating the production and distribution of Council and Committee papers;
- assisting with agenda setting and consulting over minutes of meetings;
- maintaining a register of Conflicts of Interests related to Council and Committee members;
- oversight of the maintenance of the schedule of Council delegations of authority;
- obtaining legal advice required by Council, via the University's Legal Counsel, if required;
- ensuring safe custody of the University seal; and
- advising Council on policy and procedural matters, as required.

14. Reporting to Council

For each meeting of Council, the following will be made available:

- Standing Reports from the Chancellor, Vice Chancellor, Chairperson of the Academic Board and the Chair of the Work Health and Safety Committee; and
- in accordance with each Committee's Charter as soon as practicable after each meeting, the Committee will submit minutes of the meeting confirmed by the Chair to the Council including advice, with recommendations as relevant, in respect to those matters within the Committees purview; confirmation of action taken in respect of any matter for which delegated authority has been exercised; and 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.

In general, and where practicable, it is expected that all matters for the consideration of Council will have been reviewed by a Committee of Council in the first instance and where required, recommendations will be forwarded by the relevant Committee to Council.

15. Conduct of Council and Committee Meetings

All meetings are to be conducted in accordance with the [Standing Orders](#), as approved by Council.

16. Equity and Diversity

Council is committed to equity, diversity and inclusivity and aims to reflect the communities JCU serves. Council seeks to ensure there is an absence of bias in the selection and appointment of members of Council and its Committees and seeks appropriate representation from candidates from diverse backgrounds.

As far as is possible, Council will strive to ensure gender equity of its membership or membership of its Committees, including Academic Board and its Committees. In terms of Council itself, it is acknowledged that there is a limit to achieving this aim given that three (3) members are appointed by the Governor-in-Council and four (4) members are nominated and elected from various constituencies.

17. Performance Review and Evaluation

Council will, as a minimum once every two-years, undertake an internal assessment of its own performance in accordance with the requirements of the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#).

An external review of the University's governance arrangements will be undertaken at least once every seven years in order to comply with the [Higher Education Standards Framework \(Threshold Standards\) 2021](#).

Related policy instruments

Nil

Schedules/Appendices

Nil

Related documents and legislation

[James Cook University Act 1997 \(Qld\)](#)

[Tertiary Education Quality and Standards Agency Act 2011](#)

[Higher Education Standards Framework \(Threshold Standards\) 2021](#)

Administration

NOTE: Printed copies of this charter are uncontrolled, and currency can only be assured at the time of printing.

Approval Details

Charter Custodian	Vice Chancellor
Approval Authority	Council
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