# UNIVERSITY COUNCIL HANDBOOK

**NOVEMBER 2019**

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1.0 INTRODUCTION

Welcome to the Griffith University Council.

This handbook has been designed to complement the induction process for new Council members and contains important information on a range of governance issues including the role of Council, the duties and responsibilities of members, and Council meeting procedures.

The University appreciates the commitment of Council members in developing and supporting the strategic directions of the University. We look forward to your contributions to the work of Council and its committees, and hope you find your period of membership rewarding.
2.0 AN OVERVIEW OF GRIFFITH UNIVERSITY

In December 1970 the Queensland Education Minister, Sir Alan Fletcher, approached the distinguished newspaper editor Sir Theodor Bray with the task of creating a new university. The brief was deceptively simple – to offer an alternative university experience to that already available in Queensland and other parts of Australia.

The State Government of the time had just one other requirement, that the new university be named after Sir Samuel Walker Griffith, a former Queensland Premier, Chief Justice of Queensland and the Chief Justice of Australia. A parcel of land at Nathan (10 kilometres south of central Brisbane) was formally named Griffith University in the Queensland Parliament on 21 September 1971.

The newly established Griffith Council developed a philosophy, not only to provide specialised academic courses, but also to emphasise the general educational development of students. Central to this was the creation of theme-oriented schools. These schools were multi-disciplinary with groups of disparate scholars integrating their research and teaching in problem-solving units.

The first Vice-Chancellor, Professor John Willett, was appointed in November 1971. The University opened its doors in 1975 to 451 students in four schools: Australian Environmental Studies, Humanities, Modern Asian Studies and Science.

From these small but enthusiastic beginnings, Griffith University has grown to its present size and status with an enviable national and international reputation. No institution can remain static and Griffith has been fortunate that the seeds planted by the University’s founders have been nurtured and tended by its Chancellors, Sir Theodor Bray, Sir Alan Sewell, Chief Justice John Macrossan, the Hon Ms Leneen Forde AC, and now Mr Henry Smerdon AM.

The introduction of a national unified system for higher education in 1988 resulted in the Mt Gravatt campus of the Brisbane College of Advanced Education, the Gold Coast College of Advanced Education, the Queensland Conservatorium of Music and the Queensland College of Art all becoming part of Griffith University.

Today, Griffith is a large, comprehensive, multi-campus institution with 50,000 students and more than 200,000 remarkable graduates. Griffith ranks among the top 2 per cent of universities worldwide and is renowned for high-impact research, outstanding student experience and great teachers, with an enduring commitment to social justice and a welcoming environment.

The University employs around 4,500 staff and had a total revenue of $971 million in 2018. The University has five physical campuses located in South East Queensland – Gold Coast, Logan, Mt Gravatt, Nathan, South Bank while Griffith’s digital campus is now the third-largest and fastest growing.
Schools, departments and research centres are organised into four academic groups: Arts, Education and Law; Business; Health; and Sciences. These four groups are the focal point for strategic planning and research. Administrative support services are centralised and operate across all campuses. This organisational and management structure fosters coherence and cooperation across the University’s activities and provides the flexibility needed to effectively deploy resources and meet the challenges of delivering quality higher education in an increasingly complex and dynamic environment.

Through all the change and expansion, the University has remained committed to making a positive and influential local, national and international contribution through its teaching, research and scholarly activities, and to bringing disciplines together to make major contributions to address the key issues of our time.

Creating a future for all Griffith Strategic Plan 2020-2025

Council (October 2019) approved the Creating a future for all Griffith Strategic Plan 2020-2025. This Strategy builds on Griffith’s proud history and outlines an ambitious program for the next six years to secure our future as a university of influence, worthy of being ranked in the top echelons of world universities while holding fast to our values in the way that we operate.

The University’s vision and mission is to transform lives and add to human knowledge and understanding in a way that creates a future that benefits all. This vision will be pursued through the core principles of excellence, ethics, and engagement.

The six core commitments of the Strategy are: Values; Students; Infrastructure; People; Engagement; and Research. These commitments cascade from our values and include our core activities of high-quality teaching and research, and will be enabled by strategic partnering, a substantial review of our campuses and a significant investment in our people. Key actions and outcomes are outlined in the Strategy.

The Strategy is supported by key supporting plans. University Plans and Annual Reports are located on the University’s Plans and Publications webpage (accessible via this link).
3.0 ROLE AND RESPONSIBILITIES OF COUNCIL

The roles and responsibilities of Council, as the governing body of a large and successful University, are significant. Council members are drawn from diverse communities and bring together a unique mix of skills, knowledge and experience. The information set out in this Handbook is designed to provide members with a common understanding of the legislative and policy framework within which Council operates.

Griffith University Act 1998

Under the provisions of the Griffith University Act 1998, the Council is the governing body of the University.

Section 5 of the Act defines the functions and general powers of the University which may be exercised within Queensland, Australia and internationally. The functions and powers cover a broad scope of tertiary institution activity, consistent with legislation governing university functions and powers in other jurisdictions. In particular, the functions of the University are:

a. to provide education at University standard; and
b. to provide facilities for study and research generally, and in particular, for people in the cities of Brisbane, Gold Coast and Logan; and
ba. to encourage study and research; and

c. to encourage the advancement and development of knowledge, and its application to government, industry, commerce and the community; and
d. to provide courses of study or instruction (at the levels of achievement the Council considers appropriate) to meet the needs of the community generally, and in particular, the people in the cities of Brisbane, Gold Coast and Logan; and
e. to confer higher education awards; and
f. to disseminate knowledge and promote scholarship; and
g. to provide facilities and resources for the well-being of the University’s staff, students and other persons undertaking courses at the University; and
h. to exploit commercially, for the University’s benefit, a facility or resource of the University, including, for example, study, research or knowledge, or the practical application of study, research or knowledge, belonging to the University, whether alone or with someone else; and
i. to perform other functions given to the University under this or another Act.

Under sections 8 and 9 of the Act, the Council has overall responsibility to ensure sound and effective governance of the University. Without limiting Council’s governing role, the Act confers the following particular powers on Council:

a. to appoint the University’s staff; and
b. to manage and control the University’s affairs and property; and
c. to manage and control the University’s finances.
Under section 10 of the Act, Council must act in a way that appears to it most likely to promote the University’s interests, that is, members must act in the interests of the University as a whole even if elected by a particular constituency or appointed with particular background experience.

**Voluntary Code of Best Practice for the Governance of Australian Public Universities**

The *Voluntary Code of Best Practice for the Governance of Australian Public Universities* (the Code) was approved by the Ministerial Council for Tertiary Education and Employment on 27 July 2011. The Code details the best practice requirements for University governance, several of which are addressed by sections in this Handbook. The University is compliant with all aspects of the Code and Council reviews ongoing compliance at its annual Strategic Retreat.

**Higher Education Standards Framework: 2015**

The *Higher Education Standards Framework: 2015* commenced on 1 January 2017 and is established under s58 of the *Tertiary Education Quality and Standards Agency Act 2011* (*TEQSA Act 2011*). The standards detailed in the HES Framework represent the minimum acceptable requirements for the provision of higher education in Australia by providers registered under the *TEQSA Act 2011*. All providers must meet all of the standards all of the time.

Council, as the governing body, is accountable for direction setting, performance monitoring, risk identification and mitigation, monitoring financial viability and sustainability, and influencing the corporate culture of the University. The principal standards concerned with corporate governance are detailed in Section 6 Governance and Accountability and are designed to ensure that the matters encompassed by all other Standards of the HES Framework have a traceable accountability pathway to Council. Council must be able to demonstrate that it meets all of the requirements of its charter, that the standards in the HES Framework have been met and that Council is able to demonstrate how it knows the standards have been met.

Council reviews the University’s compliance with the HES Framework at each annual strategic retreat.

Standard 6.1.3(d) is a new corporate governance requirement that will require Council to undertake

‘Periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented.’
The independent review reports on corporate and academic governance processes will form the major part of the core evidence for TEQSA renewal of registration purposes. The University’s next registration renewal date is 11 June 2022. The renewal of registration application to TEQSA will be supported by the independent review reports and associated action plans. TEQSA will treat the independent review reports and associated action plans as ‘core of core’ in terms of the re-registration process.

**Primary Responsibilities of Council**

The role of Council is to provide leadership, good governance and oversight of the University as a whole by:

(a) **Strategic Oversight**
- Approving the mission and strategic direction of the University;
- Ensuring that values, visions and goals are turned into effective management systems; and
- Monitoring implementation of the University’s mission statement and strategic plan.

(b) **Ensuring Effective Overall Management**
- Appointing the Vice Chancellor and President as the chief executive officer of the University, and monitoring his/her performance;
- Electing the Chancellor and Deputy Chancellor;
- Appointing other senior officers of the University as considered appropriate;
- Overseeing and reviewing overall management performance;
- Regularly reviewing Council’s own performance in discharging its governance responsibilities;
- Overseeing and monitoring the academic governance and activities of the University;

(c) **Ensuring Responsible Financial and Risk Management**
- Approving the annual budget and business plan;
- Approving and monitoring systems of control and accountability, including general overview of any controlled entities (see Appendix 1);
- Overseeing and monitoring the assessment and management of risk across the University, including commercial undertakings;
- Establishing policy and procedural principles, consistent with legal requirements and community expectations, including remuneration policies for the Vice Chancellor and senior officers;
- Ensuring compliance with legal and government policy requirements.

While retaining its ultimate governance responsibilities, Council utilises an appropriate system of delegations to ensure the effective discharge of these responsibilities.
4.0 ROLE OF THE CHANCELLOR

The Chancellor is elected by the Council and is the honorary and non-executive head of the University. The Chancellor is responsible for:

- chairing Council meetings and encouraging free, trusting and frank communication on all issues concerning the well-being of the University;
- providing leadership, advice and support to members to ensure Council works as a team and performs its responsibilities in an effective manner;
- providing opportunities for Council members to undertake further professional development relevant to their governance role and responsibilities;
- carrying out the review and evaluation of the Vice Chancellor’s performance;
- providing support and counsel to the Vice Chancellor;
- promoting the aims of the University and representing its interests in the wider community.

The Chancellor plays a prominent role in representing the University at official functions and at other public occasions, including officiating at graduation ceremonies. The Chancellor is responsible for determining the manner in which these ceremonial duties are performed, including who will attend functions as the delegate of the Chancellor.

5.0 ROLE OF THE DEPUTY CHANCELLOR

The Deputy Chancellor is elected by Council from among its members and performs the duties of the Chancellor during all periods when the Chancellor is absent from duty. The Deputy Chancellor also works closely with the Chancellor in the exercise of their role as described above.

6.0 ROLE OF THE PRO CHANCELLOR

Council may appoint one of its members as Pro Chancellor on the recommendation of the Chancellor.

By arrangement with the Chancellor, the Pro Chancellor may represent the University at official functions and at public occasions, including officiating at graduation ceremonies, as the delegate of the Chancellor.

The Pro Chancellor role does not replace or equate to the role of Deputy Chancellor.

The term of appointment of the Pro Chancellor is for a period no longer than two years. Council members appointed to the role of Pro Chancellor are eligible for re-appointment.

There will normally be no more than one Pro Chancellor at any given time.
7.0 ROLE OF THE VICE CHANCELLOR AND PRESIDENT

The Vice Chancellor is appointed by the Council and is the Chief Executive Officer of the University. The Vice Chancellor is accountable to the Council for the overall stewardship and management of the University. The Vice Chancellor is responsible for:

- promoting the interests and furthering the development of the University;
- exercising a general superintendence over the affairs of the University, including the academic, administrative, financial and other business of the University;
- exercising a general supervision over the work and conduct of all persons in the service of the University, and over the welfare and discipline of the students of the University;
- exercising the powers and performing the functions conferred on the Vice Chancellor by the Griffith University Act 1998, or by any other Act, or by the Council.

8.0 DUTIES OF MEMBERS OF COUNCIL

The contributions of Council members are critical to the effective governance of the University. In light of this important role, it is necessary to promote good practice and appropriate behaviour among members, in the interests of the Council, individual members, and the University as a whole.

The information in this section is intended to inform members of Council of their legal responsibilities, and to provide a clear set of principles for the information and guidance of members.

Fiduciary Duties/Functions

Each individual member is responsible and accountable to Council. When exercising the functions of a member of Council, a member must always act in the best interests of the University. In particular, under section 10 of the Griffith University Act 1998, a member of Council has the fiduciary duty to act in the interests of the University as a whole rather than simply as a delegate or representative of a particular constituency. This obligation must be observed in priority to any duty a member may owe to those electing or appointing him or her.

The following extract from the judgement of his Honour, Mr Justice Street, in Bennetts v Board of Fire Commissioners of NSW (1967) 87 WN pt1 (NSW) 307 clearly defines the duty of Board members:

“Nomination of the individual members and their election to membership by interested groups ensures that the Board as a whole has access to a wide range of views, and it is to be expected within this wide range of views that inevitably there will be differences in the opinions, approaches and philosophies of the Board members. But the predominating element which each individual must constantly bear in mind is the promotion of the interests of the Board itself. In particular a Board member must not allow himself to
be compromised by looking to the interests of the group which appointed him rather than to the interests for which the Board exists. He is most certainly not a mere channel of communication or listening post on behalf of the group which elected him. There is cast upon him the ordinary obligation of respecting the confidential nature of Board affairs where the interests of the Board itself so require.”

Other Member Obligations under the Griffith University Act 1998

In order to undertake effectively the business of Council, members are expected to fulfil the function and duties outlined in section 26A of the Griffith University Act 1998, as follows:

(1) A member has the function of ensuring the Council performs its functions and exercises its powers appropriately, effectively and efficiently.

(2) In performing the function, a member -
   (a) must act honestly and in the best interests of the University; and
   (b) must exercise reasonable skill, care and diligence; and
   (c) must disclose to the Council any conflict that may arise between the member’s personal interests and the interests of the University.
   (d) must 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.

Section 26B of the Griffith University Act 1998 provides that Council may remove an elected, appointed or additional member from office if at least 12 members are satisfied the member has not complied with Section 26A(2); or a conduct obligation.

Under the provisions of section 24(1), the office of an elected, appointed or additional member becomes vacant if:

(a) the member dies; or
(b) for an elected or additional member – the member ceases to be an eligible person for the entity that elected or appointed the person; or
(c) the member is absent without the Council’s leave and without reasonable excuse from every meeting of the Council in a period of six months1 or
(d) the member becomes an official member; or
(e) the member resigns from office by signed notice –
   i. if the member is an appointed member – given to the Minister; or
   ii. if the member is an elected or additional member – given to the Vice Chancellor; or
(f) the member is removed from office under section 26B; or
(g) the member is disqualified from managing corporations under the Corporations Act, part 2D.6; or
(h) the member is convicted of an indictable offence, other than an offence in relation to which the member’s office becomes vacant under paragraph (g).

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1 If you plan to be absent for two or more consecutive meetings, please apply to Council for leave of absence.

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Section 66D of the Griffith University Act imposes a requirement on members of the governing body who are disqualified from managing corporations under the Corporations Act or convicted of an indictable offence to give notice of the disqualification or conviction to the Chancellor or, for members appointed by the Governor in Council, the Minister. If the member is the Chancellor when disqualified or convicted, then notice must be given to the Vice Chancellor. The notice must include the following information—

(a) If the notice is of the person’s disqualification—
   • The existence of the disqualification; and
   • When the disqualification took effect; and
   • Sufficient details to identify the grounds for the disqualification.

(b) If the notice is of the person’s conviction—
   • The existence of the conviction; and
   • When the offence was committed; and
   • Sufficient details to identify the offence; and
   • The sentence imposed on the person.

This ensures that Council is aware when a person becomes ineligible to be a member of council because of the disqualification or conviction. Failing to comply with the requirement to give notice is an offence with a maximum penalty of 100 penalty units. Under Section 66D the notice of the disqualification or conviction must be destroyed as soon as practicable after it is no longer needed for the purposes of the Act.

Section 66D(4) required that the Minister, chancellor or vice-chancellor must ensure a notice given to the Minister, chancellor or vice-chancellor under this section is destroyed as soon as practicable after it is no longer needed for the purposes of this Act.

Section 66E provides a protection for a person’s criminal history information and the information about a person’s disqualification or conviction contained in the notice given under section 66D. Further disclosure of the protected information except as permitted under section 66E(3) and (4) is an offence with a maximum penalty of 100 penalty units.

Section 66E(3) allows disclosure of the protected information to another person
   (a) to the extent necessary to perform the person’s functions under this Act; or
   (b) if the disclosure is authorised under an Act; or
   (c) if the disclosure is otherwise required or permitted by law; or
   (d) if the person to whom the information relates consents to the disclosure; or
   (e) if the disclosure is in a form that does not identify the person to whom the information relates; or
   (f) if the information is, or has been, lawfully accessible to the public.

Section 66E(4) allows disclosure of the protected information to the council, a committee of the council, a member, or another person to the extent necessary for the proper performance of the council’s functions. This is an important measure for the appropriate governance of the university because, depending on the nature of the conviction or disqualification, the council may need to consider whether there is any risk to the university. In addition, if a member is convicted of an indictable offence, the council may exercise their discretion under section 26 of the Act and restore the member to the council.
Managing Conflicts of Interest

The contributions of Council and Committee members are critical to the effective governance of the University. In light of this important role, it is necessary to promote good practice and appropriate behaviour among members including appropriate management of actual, potential or perceived conflicts, in the interests of the Council, the University and individual Council and Committee members. The University’s appetite for risk in the context of identification and management of conflicts of interest is very low.

Guidelines

Council and Committee members must not permit a material personal interest to compromise their duty to act in the best interests of the University. This includes not making improper use of your position or of information acquired through your position as a member for the personal benefit of yourself or another, or for other personal gain or advantage.

Members need to exercise judgement as to whether a conflict of interest exists, or may be perceived to exist, in any particular situation. If in any doubt, it is best to acknowledge a possible material personal interest. Members are encouraged to proactively think about and identify the areas where the potential for a conflict is likely to exist and to consider the level of the risk. The expected standard of behaviour is that members will make a disclosure where there is even a remote possibility that a member’s personal interest could be perceived to conflict with the interests of the University. In that case, members will immediately acknowledge and make full disclosure about the conflict of interest.

At the start of each meeting, the Chancellor (Chair) will invite members to identify any conflict of interest which may exist in respect of items on the agenda. In case of doubt, it is best to acknowledge a possible material personal interest. When a material personal interest is identified, the Chancellor may resolve that the member:

- leave the meeting while the item of business is discussed; or
- participate in the discussion but withdraw from the meeting before the vote; or
- stay but not participate in either the debate or vote; or
- stay with full debating and voting rights.

Where there is a significant material personal interest, future papers on the matter may not be made available to the member concerned, at the discretion of the Chancellor.

All declarations of interest will be recorded in the minutes, together with any ensuing action.
If you are in any doubt about whether a conflict exists in any particular situation, you are encouraged to discuss your concerns with the Chancellor or the relevant Committee Chair who will provide you with appropriate guidance on how to manage the potential conflict.

Examples of possible material personal interests include:

- A member (or a member’s spouse, child or near relative) stands to make a financial gain from, or to be otherwise advantaged or affected by, a Council or Committee decision. This is a material conflict of interest, regardless of the value of the financial interest;
- A member (or a member’s spouse, child or near relative) holds membership of, or ownership in, another organisation likely to benefit or be affected by a Council or Committee decision;
- A member is a government official responsible for an aspect of policy or operations which affects a matter under consideration by the University.

Members should not solicit any gift or benefit from any external party in connection with their official functions or duties or accept any gift or benefit, if the gift or benefit could be perceived to create or actually creates a conflict of interest in the performance of official functions or duties.

**Declaration of Interests Register**

Any declarations of interest are to be made by Council and Committee members in the Declaration of Interests register. The Register will be brought to each meeting by the Secretary, where it may be viewed by members upon request. Additionally, at the start of each meeting, members will be asked to declare if they have any actual, potential or perceived conflict of interest in relation to any item on the agenda. The Chair will make a decision about the conflict and how it will be managed. All declarations of interest are recorded in the meeting minutes.

The Declaration of Interests Register will be reviewed and updated annually. While the Register will assist the University to proactively manage previously disclosed conflicts of interest, the onus remains on individual members to identify any conflict of interest that they may have with respect to meeting agenda items. Members are requested to provide advice about changes or additions to the register to Ms Michele Britton, Head, Corporate Governance E: m.britton@griffith.edu.au | T: (07) 373 57190.

**University Integrity Policies**

Members are asked to maintain familiarity with the following University policies:

The **Code of Conduct** applies to Council and Committee members as well as University staff. The Code provides guidance on expected integrity standards in the performance of duties and functions. Specific expectations include behaving honestly and with integrity, upholding Griffith's values and reputation, ensuring fairness and respect and appropriately using University funds.
The **Conflict of Interest Policy** sets out that the test for identifying a conflict of interest is ‘whether an individual could be influenced or appear to be influenced by a private interest or conflict of commitment when carrying out their duties and responsibilities as a staff member of the University.’ The policy provides guidance about the appropriate management of actual, potential and perceived conflicts of interest. Further information about managing conflicts of interest is detailed in Section 8.3 of this handbook.

The **Gifts and Benefits Policy** sets out the conditions under which gifts or benefits may be accepted by members and the University’s requirements in relation to recording receipt of certain gifts.

The **Fraud and Corruption Control Framework** sets out the University’s objectives and responsibilities in relation to fraud. It communicates the University's commitment to best practice and creates a framework that reduces risks of fraud. Members are referred to the Queensland Government publication *Welcome Aboard - A Guide to Members of Queensland Government Boards, Committees and Statutory Authorities* which includes advice about avoiding conflicts of interest.

Further information about managing conflicts of interest may be located on the Crime and Corruption Commission Queensland webpage ‘Conflicts of Interest’ and on the Queensland Integrity Commissioner webpage ‘Conflicts of Interest in the Public Sector.’

**Use of Confidential Information**

Members are required to maintain the confidentiality of information obtained in the course of their duties as a Council member. Documents marked ‘confidential’ must be treated in the strictest confidence at all times.

In particular, members will:

- ensure that confidential information is not disclosed unless that disclosure has been authorised by the University, or by the person from whom the information was provided, or is required by law;
- take appropriate care to ensure the security of confidential documents, whether in paper or electronic form;
- not use confidential information to gain directly or indirectly a personal financial (or other) advantage, or use such information for the benefit of any other person or organisation;
- respect the privacy of individuals.

**Public Comment**

In all circumstances where public comment is to be made on behalf of the Council, concerning a matter discussed and/or resolved by Council, such comment shall only be made by the Chancellor or the Vice Chancellor.

Wherever public comment by a Council member, although made in a private capacity, may appear to be an official comment on behalf of the University or the Council, the member shall preface the remarks with a clear indication that they are expressing a personal view and do not represent the official view of the University or the Council.

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Public comment may include: public speaking engagements; comments on radio/ television/internet or in letters to newspapers; or expressing views in books, journals or notices where it is expected that the comments will spread to the community at large.

9.0 RESPONSIBILITIES OF MEMBERS OF COUNCIL

In addition to fulfilling the fiduciary duties described above, Council members should:

- attend Council meetings. Under section 24(1)(c) of the Griffith University Act 1998, a member is deemed to have vacated office if the member is absent without the Council’s leave and without reasonable excuse from every meeting of the Council in a period of 6 months;

- develop a clear understanding of the role and function of Council and the environment in which the University operates, including a good understanding of the University’s mission, strategic plan and culture, and its teaching, research and community service contributions. Members should seek additional information on any matter from the Vice President (Corporate Services), via the Head, Corporate Governance in the first instance;

- contribute to the functioning of Council through membership of standing and ad hoc committees of Council and other committees of the University;

- treat fellow Council members with courtesy and in a collegial manner;

- contribute to strengthening relationships of the University in a range of internal and external forums including:
  - graduation ceremonies and other public occasions where the University is being promoted or is a participant;
  - promoting the strategic intentions and directions of the University;
  - forming relationships and leveraging with business, industry and government for the benefit of the University;
  - assisting the Executive of the University in public relations exercises when available and appropriate.
10.0 RESPONSIBILITIES OF THE UNIVERSITY IN RESPECT OF COUNCIL MEMBERS

The University will:

- provide Council members with complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council’s identified functions in sufficient time to allow proper consideration;
- provide such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
- provide an orientation and induction program for new members, including a half-day training program with contributions from the Chancellor and the Vice Chancellor;
- provide such other reasonable assistance as may be required to enable Council members to fulfil their obligations. Any requests for additional information or assistance should be made to the Vice President (Corporate Services) via the Head, Corporate Governance;
- ensure that all requirements are met in respect of Council as set out in the Griffith University Act 1998, other legislation applicable to the University and processes approved by Council;
- maintain adequate levels of insurance cover for members of Council where they act in good faith.

The Head, Corporate Governance is the first point of contact for all enquiries relating to Council or University matters.
11.0 MEMBERSHIP OF COUNCIL

Membership Categories

The Council comprises 18 members as detailed below. In accordance with the Voluntary Code of Best Practice for the Governance of Australian Public Universities, this membership must comprise the following:

- Members with strong expertise in and knowledge of higher education and/or other education sectors;
- At least 2 members with financial expertise;
- At least 1 member with commercial expertise;
- A majority of external members who are neither enrolled as a student nor employed by the university;
- No current members of state or commonwealth parliament or legislative assembly other than where specifically selected by council itself.

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<td>Deputy Chancellor**</td>
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<td>Seven Members Appointed by the Governor-in-Council</td>
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<td>One Member Elected by the General Staff</td>
<td>Four years</td>
</tr>
<tr>
<td>One Member Elected by the Postgraduate Students</td>
<td>Two years</td>
</tr>
<tr>
<td>One Member Elected by the Undergraduate Students</td>
<td>Two years</td>
</tr>
<tr>
<td>Up to Four Additional Members Appointed in Accordance with Section 16 of the Griffith University Act</td>
<td>Up to 4 years as determined by Council</td>
</tr>
</tbody>
</table>

* The Chancellor is elected by Council and need not be a member of Council.
** The Deputy Chancellor is elected by Council from among its members.

The current membership of Council and a profile for each Council member (including a current photograph) is available at the Members of the University Council website.
12.0 COUNCIL MEETING PROCEDURES

Election of Chancellor and Deputy Chancellor

The Council resolution *Council Meeting Procedures* outlines the process for the nomination and election of the Chancellor and Deputy Chancellor.

(1) Under section 30 of the Griffith University Act, the Council must elect a Chancellor whenever there is a vacancy in the office. The person elected need not be a Council member. The Chancellor shall hold office for a term, not longer than 5 years, fixed by the Council. The term of office shall be determined by Council at a meeting prior to the expiration of the Chancellor’s regular term, or as outlined in section 3 (b) below.

(2) Under section 31 of the Griffith University Act, the Council must elect one of its members as Deputy Chancellor whenever there is a vacancy in the office. The Deputy Chancellor shall hold office for a term, not longer than 4 years, fixed by the Council. The term of office shall be determined by Council at a meeting prior to the expiration of the Deputy Chancellor’s regular term, or as outlined in section 3 (b) below.

(3) Nominations for election to the office of Chancellor or the office of Deputy Chancellor shall be made by members of the Council.

(a) Whenever a regular vacancy is about to occur in the office of Chancellor and/or Deputy Chancellor, the Vice President (Corporate Services) shall inform the members of the Council of the impending vacancy and invite nominations of persons for election to the office.

(b) Whenever a casual vacancy occurs in either the office of Chancellor or the office of Deputy Chancellor, the Vice President (Corporate Services) shall immediately inform the members of the Council of the vacancy. The Council, at its next scheduled meeting, shall determine the term of office for the position as provided for in sections 1(1) or 1(2) above.

(4) Nominations for election to fill both casual and regular vacancies in the offices of Chancellor and Deputy Chancellor shall be invited by the Vice President (Corporate Services) at least 14 calendar days before the meeting of the Council at which the elections are to be held. Such nominations shall be made in writing, endorsed with the signature of the person nominated or that person's agent, and with the signatures of two other members, and delivered to the Vice President (Corporate Services) by the date and the time prescribed by the Vice President (Corporate Services) which shall be not less than seven calendar days before the meeting at which the election is to be held.
(5) The Vice President (Corporate Services) shall as soon as practicable after the close of the nominations, inform members of the Council of the names of the person duly nominated.

Section 1.2 of the Council Meeting Procedures states the following in respect of election procedures.

(1) Where an election is required for the office of Chancellor or Deputy Chancellor, this election shall take place at the next scheduled Council meeting following the close of nominations. If only one nomination for an office is duly made and delivered, the Vice President (Corporate Services) shall put the name of the nominated candidate to Council for approval. Should Council not approve the nomination, the procedures provided for in section 1.1(4) shall apply (as detailed on the previous page).

(2) Where both the Chancellor and the Deputy Chancellor are to be elected at a meeting, the election of the Chancellor shall be held first. Unsuccessful candidates for the office of the Chancellor shall be deemed to have been duly nominated for the office of the Deputy Chancellor, provided that -
   (a) they are members of the Council; and
   (b) they do not withdraw their nominations.

(3) The Vice President (Corporate Services) shall preside at that part of the meeting at which the election to the office of the Chancellor is to be held, and no business other than the election shall be conducted while the Vice President (Corporate Services) is so presiding.

(4) If two or more nominations for an office have been duly made and delivered, each Council member then present at the meeting shall be entitled to vote by delivering in writing to the Vice President (Corporate Services) the name of one of the candidates.

(5) The Vice President (Corporate Services) shall count the number of votes cast for each candidate and if one candidate has a greater number of votes than any other, the Vice President (Corporate Services) shall declare that candidate to be elected.

(6) If two or more candidates receive an equal number of votes cast, and if no other candidate receives a greater number of votes, each Council member then present shall again be invited to vote for one of the candidates who received that equal number of votes.

(7) The Vice President (Corporate Services) shall count the votes cast for each candidate, and if one candidate has a greater number of votes than the other(s), Vice President (Corporate Services) shall declare that candidate to be elected. In the event of two or more candidates still polling an equal number of votes cast, and if no other candidate received a greater number of votes, the Vice President (Corporate Services) shall determine by lot, which of those candidates who received that equal number of votes shall be declared elected in accordance with the following procedure -

the names of the candidates concerned having been written on similar slips of paper, and the slips having been folded so as to prevent identification, and mixed and drawn at random, the candidate whose name is first drawn shall be declared elected.
Chair

The Chancellor shall preside at all meetings of the Council [Griffith University Act 1998 subsection 27(1). The Deputy Chancellor presides at any meeting at which the Chancellor is not present. If the Chancellor and the Deputy Chancellor are both absent from a meeting or the offices are vacant, the members present must elect a member to preside at the meeting.

Quorum

At any meeting of the Council, a quorum exists if at least half of Council’s members are present.

If a quorum of the Council is not present within half an hour of the appointed time of the meeting, all business which should have been transacted at such a meeting shall, unless a special meeting is summoned in the meantime for the transaction of that business, stand over for the next ordinary meeting and shall take precedence thereat.

If a quorum of the Council is not present within half an hour of the appointed time of a meeting convened under 3(2) and 3(4) the Chair shall adjourn the meeting. The meeting shall be reconvened by the Chancellor or the Vice Chancellor pursuant to the provisions of sub-section 3(7) of this resolution.

Meeting Arrangements

An annual Strategic Retreat meeting is normally held at an on off-campus venue over a 1-2 day period. Ordinary meetings are held on campus and are normally scheduled every second month throughout the calendar year, commencing in February and followed by meetings in April, June, August, October and December. Meetings are usually held on the first working Monday of the month although this is subject to public holidays and may vary as required.

On-campus meetings are scheduled at the Nathan and Gold Coast campuses. One meeting each year is scheduled at either the Logan or South Bank campus. Meetings commence at 4.00 pm and are followed by dinner unless otherwise advised.

Attendance at Meetings

Unless otherwise advised, the Vice President (Corporate Services) will attend for the duration of Council meetings with rights of audience and debate, in their role as University Secretary, and the Head, Corporate Governance will be present for the duration of Council meetings in their role as Council Secretary.

Other Deputy Vice Chancellors of the University will attend the open session of Council meetings with rights of audience and debate: Senior Deputy Vice Chancellor, Deputy Vice Chancellor (Research), and Deputy Vice Chancellor (Engagement).
Group Pro Vice Chancellors, Vice President (Global), the Pro Vice Chancellor and other senior staff will not attend meetings as a matter of course but will be invited from time to time to make presentations and speak to relevant items.

No other persons may attend Council meetings without the Chancellor’s prior approval. The Chancellor or the Council by resolution may determine not to admit University staff or other members of the University community or visitors to any meeting or part of a meeting of the Council and may require non-members to leave the meeting place at any time.

**Special Meetings**

The Chancellor or the Vice Chancellor shall have the power to call a special meeting of the Council for the consideration of business which either may wish to submit to the Council.

At a special meeting of the Council, the business shall be taken in such order as the Chair shall direct and only that business for which the meeting has been convened shall be transacted.

The Chancellor, or in the Chancellor's absence the Vice President (Corporate Services), shall call a special meeting of the Council at the written request of four members of the Council. The request shall state the purpose for which the meeting is to be convened, such meeting being held within 14 days of the receipt of the request.

Where the meeting of the Council is convened by requisition of members, the notice convening such meeting shall specify the business to be transacted thereat, and no other business other than that so specified shall be transacted at such special meeting.

The Chair or the Council, by resolution, may at any time during the course of a meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Notice of an adjourned meeting need not be given unless a meeting is adjourned for more than 30 days.

The Vice President (Corporate Services) shall notify each member of the Council of the date, the time and the place, and the agenda for the next ensuing meeting of the Council whether such meeting is the annual strategic retreat or an ordinary or special meeting. Such notice shall, except in any case of emergency, be given at least seven calendar days before the day of the meeting. The inadvertent failure to notify a member of any such meeting or in any case where the Chancellor or Vice Chancellor certifies that, having regard to a sudden emergency, it is impracticable to give at least seven days' notice of a meeting as aforesaid, shall not affect the validity of the proceedings of any meeting of the Council.

The Chair of a meeting may place any notices of motion or items of business upon the agenda in the order in which the Chair desires that they be taken.
Flying Minutes

If the Chancellor or the Vice Chancellor shall be of the opinion that the Council should consider and come to a decision in relation to a specified matter or matters before the next regular meeting, and that in the circumstances of the case it is not possible or necessary to call a special meeting of the Council, the Vice President (Corporate Services) may circulate to members of the Council in the form of a draft flying minute the relevant information in relation to that matter or matters, together with a form of motion proposed in relation thereto. Members of the Council may signify their vote for or against the motion on the flying minute so circulated. If two-thirds of all members vote in favour of such draft motion, it shall be and shall have the effect of a resolution of the Council forthwith.

Agendas

Agenda papers are assembled in the following sections to facilitate consideration at the meeting. The Chancellor may vary the order of business if this is considered desirable.

At the beginning of the meeting, the Chancellor invites members to indicate any formal approval or noting items which should be listed for discussion. Such additional items are considered, in numerical order, following the items listed for decision or discussion.

Confidential Closed Session – Members Only

This session may include items for discussion or decision.

Open Session – Members and Deputy Vice Chancellors

Items for Decision or Discussion

Items for Formal Approval or Noting

Unless transferred to the Open Session for consideration at the meeting, all items in this section are taken as read and formally approved or noted, as appropriate, without discussion or debate.

Minutes

Minutes of proceedings of every meeting of the Council shall be recorded. Preparation of the minutes will be consistent with advice in TEQSA Guidance Note on Corporate Governance - Version 2.4 (26 August 2019) i.e. ‘minutes should record not only the decisions taken, but also the basis on which the decision was made (key documents considered and key points that were taken into consideration by the governing body in making its decision) as well as actions arising.’ The Council Secretary will rely on the AICD Joint statement on board minutes for definitive guidance on minute preparation, as recommended by TEQSA in its Guidance Note.

The unratified minutes of each Council meeting are normally circulated to members within one week of the meeting. These minutes are ratified at the subsequent meeting of Council, and if approved as correct, signed by the Chair. Any such minutes bearing the signature of the said Chair shall be prima facie evidence of the proceedings of the meeting.

Tabled documents shall be recorded in the minutes by the Council Secretary as having been tabled at the meeting and an electronic copy will be retained with other meeting papers.
No motion or discussion shall be allowed upon the minutes submitted for confirmation except as to their accuracy as a record of the business of the Council and any objection upon the ground of inaccuracy must be made by a motion or amendment prior to their confirmation.

A motion directing attention to alleged inaccuracy in the minutes of proceedings need not be made in writing.

**Petitions**

Any petition to be submitted to the Council shall be in writing.

Any petition to be submitted to the Council shall be presented by a member of the Council or the Vice President (Corporate Services) who shall state to the Council the parties from whom it comes, the number of signatures attached to it, and the material submissions contained in it. Notwithstanding the foregoing provisions, a group representative of the petitioners numbering not more than three may, on invitation from the Council, attend the meeting to present the petition. On invitation the group may make a statement concerning its submissions and answer questions that members of the Council may wish to ask.

**Notice of Motion**

No member shall make any motion initiating a subject for discussion at any meeting of the Council except in pursuance of written notice given to the Vice President (Corporate Services) at least 10 working days previously, except that at any meeting the Chancellor, or other person presiding at the meeting, or the Council by resolution, may permit the introduction of any subject for discussion.

Any notice of motion shall be relevant to some question affecting the constitution, administration or conduct of the University and within the jurisdiction of the Council.

When a notice of motion appears on the agenda paper, no discussion shall ensue unless the motion is seconded.

No member shall have more than three notices of motion on the agenda paper.

**Conduct of Debate**

The Chair may take part in a discussion upon any question before the Council.

Members present shall, in respect of any motion before a meeting, have the right to have their dissention, abstention, or vote recorded in the minutes. If a member does not support a proposed resolution they should state their position in the meeting before the resolution is passed.

A member who is not physically present at the meeting but is participating via video or teleconference should abstain from voting if unable to review the content of a document relevant to the proposed resolution.

When any matter before the Council consists of more than one resolution, such resolutions shall be put seriatim if the majority of members present so require.
The Chair or the Council by resolution may, on motion without debate, order that a complicated question be divided and put in the form of several motions.

Subject to the provisions of sub-section 9(7), all the acts of the Council and all matters coming or rising before the Council may be resolved by the majority of members present and voting at a regularly constituted meeting of the Council. In the case of equality of votes, the Chair shall have a second or casting vote.

Notwithstanding the provisions of sub-section 9(6), the Council may by resolution determine that any specific business or classes of business coming before the Council may be resolved by a majority of two-thirds of the members present. In such cases, the specific matter shall be introduced at the meeting next preceding that at which the matter is to be discussed and shall lie on the table between the meetings.

13.0 COMMITTEES OF COUNCIL

Establishment of Committees

Section 10 of the Council Meeting Procedures states the following in respect of Council committees.

There shall be such committees established by the Council as the Council may determine, and each committee shall consist of such person or persons as may be appointed to that Committee and shall exercise such powers and authorize and discharge such duties and functions as the Council may from time to time determine.

University Committees will undertake a review of performance at least once every two years. The review may be conducted as a self-assessment, and will be coordinated by the Chair of the Committee. A more in-depth review may be undertaken if deemed necessary by the Committee or Council. University Committees will report to Council on the outcome of each review of their performance regardless of whether the review was undertaken as a self-assessment or a more in-depth review. Any changes to a Committee's constitution arising from the reviews will be the subject of recommendations to Council.

Key Committees

A diagrammatic representation of Council and its committees appears here.

The key committees reporting directly to Council are the Academic Committee, the Audit Committee and the Finance, Resources and Risk Committee.

See page 26 for list of University Committees reporting directly to Council.
Academic Committee:

The senior body within the University which debates, decides and makes recommendations to Council on academic and research developments, and academic and research policies and procedures.

Finance, Resources and Risk Committee:

The senior body within the University which debates, decides and makes recommendations to Council on a range of critical resource issues, including income projections, operating budget allocations, capital expenditure, financing strategies and risk management.

Audit Committee:

The Audit Committee is responsible for assisting the University Council and the Vice Chancellor to discharge financial management responsibilities imposed under the Financial Accountability Act 2009, the Financial and Performance Management Standards 2009, and other relevant legislation.

Other Committees reporting to Council:

Gold Coast Advisory Council:

The Gold Coast Advisory Council advises the University Council on strategic directions for teaching, research and community service at the Gold Coast campus.

Council Nominations Committee:

The Council Nominations Committee is responsible for the nomination of prospective members of Council for those categories of members that are not elected.

The Committee has the delegated authority to make recommendations to the Minister on the members to be appointed to Council by the Governor-in-Council; and to make recommendations to Council on the appointment of such additional members, as are permitted under the University Act.

Honorary Degree Committee:

The Honorary Degree Committee receives and generates proposals for the award of the Degree of Doctor of the University (DUniv) and makes recommendations about nominations to Council.
14.0 Council Representation on Committees

Council members are represented on the following University committees:

Aboriginal and Torres Strait Islander Advisory Committee - One appointed member

Academic Committee - One member of the Council, appointed by the Council, who is neither a member of the full-time academic staff nor a student of the University. The Vice Chancellor is an ex officio member of this Committee.

Audit Committee One member of Council appointed by Council from amongst the members of Council who are neither staff nor students of the University

One member appointed by Council from either of the following categories:
(i) a member of Council who is neither a staff nor student member of the University.
(ii) a member external to the University with expertise in auditing and/or accounting.

Council Nominations Committee - Chancellor, Deputy Chancellor and Vice Chancellor as ex officio members, two appointed members.

Equity Committee - One appointed member

Honorary Degree Committee - Chancellor, Deputy Chancellor and Vice Chancellor as ex officio members

Finance, Resources and Risk Committee - Chairperson, Vice Chairperson and one other member of Council appointed from amongst Council members who are neither staff nor students, Chancellor, Deputy Chancellor and Vice Chancellor as ex officio members, two appointed members from amongst the staff and student members of Council.

Senior Staff Remuneration Committee - Chancellor, Deputy Chancellor and Vice Chancellor as ex officio members, one appointed member external to the University

University Appeals Committee - One appointed member who is not a student or staff member

The terms of reference, membership details and meeting dates for these committees can be accessed at the University Committee website.
15.0 COUNCIL EVALUATION FRAMEWORK

Council monitors its own performance based on a set of key performance indicators (KPIs) which reflect its governance and stewardship role as agreed upon by Council members. The KPI’s are listed below:

- Strategic Direction and Performance of the University
- Awareness of Major Issues Facing the University
- Governance
- Relationships
- Councillor Interactions
- Council Meetings
- Effectiveness of Council
- Chancellor’s Performance
- Performance of Council Members
- Professional Development and Support
- Induction Development and First Impressions (especially for recently appointed members)

The KPIs are incorporated into a member self-assessed questionnaire, with a graded scale, so that results in aggregate can inform discussion lead by the Chancellor at the Council retreat. At the retreat Council assesses the implications of the data, makes plans for improvements and establishes new or revised performance criteria for the ensuing planning period. The Chancellor may determine to conduct one on one interviews with Council members either in addition to or in place of completion of the annual self-assessment questionnaire.

As part of the evaluation framework, Council also assesses its conformance with the Voluntary Code of Best Practice for the Governance of Australian Public Universities. This assessment will take place at the annual strategic retreat or at an ordinary meeting of Council, as determined by Council from time to time. The assessment will include the identification of needed skills and expertise in Council membership for the future.

The Higher Education Standards Framework: 2015 commenced on 1 January 2017 and is established under s58 of the Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act 2011). The standards detailed in the HES Framework represent the minimum acceptable requirements for the provision of higher education in Australia by providers registered under the TEQSA Act 2011. All providers must meet all of the standards all of the time.

Council will review the University’s compliance with the HES Framework at each annual strategic retreat.

Standard 6.1.3(d) is a new corporate governance requirement that will require Council to undertake
‘Periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented.’

The independent review reports on corporate and academic governance processes will form the major part of the core evidence for TEQSA renewal of registration purposes.

The University’s next registration renewal date is 11 June 2022. The renewal of registration application to TEQSA will be supported by the independent review reports and associated action plans. TEQSA will treat the independent review reports and associated action plans as ‘core of core’ in terms of the re-registration process. The most recent independent review of Council was conducted in Q4 2019.

16.0 VICE CHANCELLOR AND PRESIDENT EVALUATION FRAMEWORK

The Vice Chancellor and President’s performance is formally assessed annually.

The Chancellor, Deputy Chancellor and the Vice Chancellor agree on a provisional list of KPIs, which are finalised at a subsequent meeting of Council. The Vice Chancellor’s performance is evaluated by Council against the agreed KPIs.

The Chancellor is responsible for reviewing the Vice Chancellor’s remuneration in conjunction with the performance evaluation.
17.0 RELATED DOCUMENTS

This handbook should be read in conjunction with the key documents highlighted below. Current versions of these documents are provided to new members as part of the Council induction process.

Griffith University Act 1998

The University’s key plans and publications are as follows:

- **Strategic Plan**
- **The Griffith Academic Plan**
- **The Griffith Research and Innovation Plan**
- **Our People Plan**
- **Engagement Plan**
- **University Budget**
- **Internationalisation Strategy**
- **Equity, Diversity and Inclusion Plan**
- **Disability Action Plan**
- **Sustainability Plan**
- **Annual Report**

The University’s policies are located in the Griffith Policy Library. Attention is drawn in particular to the following policies:

- **Code of Conduct**
- **Conflict of Interest Policy**
- **Public Interest Disclosure Policy**
- **Controlled Entities**