

Role Statement Council Member

Department: Governance and Compliance

Location: UniSQ Toowoomba

Approval: Council

Date of Approval 22 June 2026

1. Context

The University of Southern Queensland Council, led by the Chancellor, sets the strategic direction of the University and is empowered under [University of Southern Queensland Act 1998](#) (UniSQ Act) to do anything necessary or convenient in connection with its functions including specifically:

- appointment of staff
- management and control of the University's affairs and property
- management and control of the University's finances.

The responsibilities of Council are set out in the [UniSQ Governance Charter](#).

2. Scope of the Role

Each individual member of Council 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 UniSQ Act, a member of Council has the fiduciary duty to act in the interests of the University as a whole regardless of the manner of their appointment. Council members do not owe particular duties to those who elected or appointed them.

Council members must, as reflected in section 26A of the UniSQ Act:

- act honestly and in the best interests of the university; and
- exercise reasonable skill, care and diligence; and
- disclose to the council any conflict that may arise between the member's personal interests and the interests of the university; and
- must not make improper use of his or her position as a member, or of information acquired because of their position as a member, to gain, directly or indirectly, an advantage for the member or another person.

Council members must comply with the University's policies covering conduct and integrity, including the [Code of Conduct](#) and must continue to satisfy:

- eligibility requirements for Council membership as set out under eligibility requirements for Council membership as set out under section 23 of the UniSQ Act;
- the fit and proper person requirements specified by TEQSA.

3. Duties and Responsibilities

Council members are expected to actively demonstrate the values and behaviours expected of all University members: respect, integrity, and excellence. The University's culture is built around relationships and community, mutual respect, diversity and inclusion, and a strong commitment to ethics and integrity, collaboration, creativity and innovation, and Council members are required to play an active role in demonstrating commitment to this culture at all times.

Council members are required to maintain the confidentiality of information obtained in the course of their duties as a Council member. Council members are expected to complete tasks required of them in meeting the obligations of their role, including allowing time for preparatory work for meetings. All members are expected to have reviewed all Council papers and related material sent to them for meetings. Council members must allocate sufficient time to meet these expectations, which includes a commitment to attend meetings. Member attendance at meetings is recorded, monitored and reported annually in the University's Annual Report.

Where public comment is to be made on behalf of the Council concerning a matter discussed and/or resolved by Council, such comment will 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 will preface the remarks with a clear indication that they are expressing a personal view and they do not represent the official view of the University or the Council.

The duties of members, sanctions for breach of these duties, and the procedure for removal of members are specified in the UniSQ Act. The Council has a process for the suspension or removal of members who have lost the confidence of Council, in accordance with sections 26B, 39C, 39D and 39F of the UniSQ Act.

4. Rights of Council Members

Council members have the right to:

- a Letter of Appointment detailing the terms of their appointment;
- a comprehensive induction program for all new members that considers their needs, experience and knowledge and covers:
 - the operations of the University, its purpose, strategy, performance, objectives and key issues;
 - the University's governance, structure, accountabilities and workforce;
 - the responsibilities and expectations of Council members, particularly for those without governing body experience;
- a Council Handbook updated regularly that includes links to the Act, the Council Charter, as well as other information relevant to their role on Council;
- ongoing refresher training as required and appropriate professional development opportunities to ensure their knowledge of relevant topics is sufficient and up to date, as monitored through the annual Council and committee self-assessment survey;
- timely receipt of agendas and papers;
- the provision of complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions;
- prompt and direct access to information about the University's business and to members of the Vice-Chancellor's Executive to directly answer questions, where necessary in order to fulfil their role and responsibilities, with such access to be arranged in accordance with the protocols for engagement between Council members and management via the University Secretary;
- reimbursement of reasonable and legitimate expenses incurred in the role of Council member;
- the provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
- Directors and Officers insurance, which provides protection against claims made by third parties against Council members;
- Council members (with the exception of University staff members who are also members of Council) will be remunerated for their contribution in line with the remuneration determined by Council as set out in the [Council Remuneration Policy](#) and the [Council Remuneration Schedule](#).

5. Eligibility for Council Membership

Division 3 of the UniSQ Act specifies the categories of membership of Council, eligibility requirements, and term of office for each. When appointing new members, Council will use the Council Skills Matrix to ensure that its membership has an appropriate mix of knowledge, skills, abilities, and experience.

6. Evaluation of Performance

Council will seek to continuously improve its performance and that of its committees, through regular reflection, feedback and evaluation. Council will assess its performance, including the performance of its members and its committees on an annual basis through self-assessment surveys. In line with the requirements of the [Higher Education Standards Framework](#), at least once every seven years, an independent external party will review the Council and its committees, which may extend to other areas as determined by the Council, including individual member performance.

9. Review of Role Statement

Council will review this Role Statement on a biennial basis.

Modification History

Date	Source	Details
22 June 2026	Council	Initial version