

University of Southern Queensland Governance Charter



University of
Southern
Queensland

Responsible Officer:	University Secretary
Approval Date:	22 June 2026
Approval Authority:	Council

1. Legislative and Regulatory Framework

The University of Southern Queensland (UniSQ) operates within a legislative and regulatory framework of which the following are of primary importance:

- The [University of Southern Queensland Act 1998](#) (UniSQ Act), which is Qld state-based legislation establishing and enabling the University.
- Tertiary Education Quality and Standards Agency (TEQSA), which was established in 2011 by the [Tertiary Education Quality and Standards Agency Act 2011](#) (TEQSA Act) as Australia's independent national quality assurance and regulatory agency for the higher education sector.
- The [Higher Education Standards Framework \(Threshold Standards\) 2021](#) (HESF) specifies the requirements that a higher education provider must meet – and continue to meet – in order to be registered by TEQSA to operate in Australia as a provider of higher education.
- The [Australian Qualifications Framework \(Second Edition January 2013\)](#) (AQF) is the national policy for regulated qualifications in Australian education and training. It incorporates the qualifications from each education and training sector into a single comprehensive national qualifications framework.
- The [Higher Education Support Act 2003](#) establishes the administrative requirements under the Commonwealth grant scheme (CGS) and HECS-HELP loans for Commonwealth supported places (CSP). HESA also establishes the institutions eligible for the public funding subsidy for higher education. These institutions are primarily public universities.
- The [Education Services for Overseas Students Act 2000](#) (ESOS Act), establishes the legislative requirements and standards for the quality assurance of education and training institutions offering courses to international students who are in Australia on a student visa.
- The [National Code of Practice for Providers of Education and Training to Overseas Students 2018](#) is a legislative instrument made under the ESOS Act and sets out nationally consistent standards for the delivery of education and training to overseas students.
- The [National Higher Education Code to Prevent and Respond to Gender Based Violence](#) is a legislative instrument which requires higher education providers to prioritise safety and proactively address the factors that drive and contribute to gender-based violence in their communities.

2. UniSQ Context

The UniSQ Act establishes the Council and recognises it as the governing body of the University. The Council has the function and powers conferred on it by the UniSQ Act.

The position of the Vice-Chancellor is established under the UniSQ Act. The Vice-Chancellor is the chief executive officer of the University and is also known as the Vice-Chancellor and President. Throughout this Charter the term Vice-Chancellor is used.

The Vice-Chancellor is the primary source of information and advice to Council and is accountable to the Council for the overall stewardship and management of the University. Through open, honest and constructive communication, the relationship between the Vice-Chancellor and Council is defined by respect, trust and integrity.

UniSQ is registered as a self-accrediting Higher Education Provider under the TEQSA Act.



3. Purpose

This Charter sets out the authority, roles and responsibilities of the members of Council and is based on principles of effective corporate governance. It is the primary reference point for Council members and is supported by a broader suite of documents which include the Council Handbook and the Council Business Schedule.

4. Scope

This Charter is a set of guidelines adopted by the Council to assist members to carry out their duties.

The Charter should also be read in the context of the voluntary [Code of Governance Principles and Practice for Australia's Public Universities](#), which the University has adopted as a guiding principle for good corporate governance.

The Charter, in places, paraphrases, elaborates or interprets sections of the UniSQ Act. It sets out the responsibilities of the Council and outlines how the Council ensures that effective corporate governance practices are in place to discharge those responsibilities.

This Charter does not seek to replace or override the provisions of the UniSQ Act. If there is a conflict between this Charter and the provisions of the UniSQ Act, the UniSQ Act will prevail. Further, if there is a conflict between this Charter and any other legislation or the University's [Code of Conduct Policy](#), then such legislation or the Code of Conduct Policy (as relevant) will prevail.

5. Powers of Council

The Council has the power under the UniSQ Act to do anything necessary or convenient for its function in particular its powers to:

- appoint the University's staff
- manage and control the University's affairs and property
- manage and control the University's finances.

The Council must act in a way that appears to it most likely to promote the University's interests.

6. Council Membership

The UniSQ Act specifies the following categories of membership:

- **Official members**
 - Chancellor
 - Vice-Chancellor
 - Chair of Academic Board
- **Appointed members**
 - 5 members appointed by the State Minister for Education
- **Additional members**
 - 3 additional members appointed by Council, at least one of whom must be a graduate of the University.
 - Additional members cannot be current students or staff of the University.
- **Elected members**
 - 1 academic staff member, 1 professional staff member, 1 student (who cannot be a current staff member).

7. Responsibilities of Council

The role of the Council is to demonstrate leadership and exercise oversight of the University and its affairs. In particular, the Council ensures that the appropriate structures, policies, processes and planning are in place for the University to effectively manage its activities and achieve its goals. The primary responsibilities of Council include:

Strategic oversight, including;

- defining the University's purpose and setting its strategic objectives; and
- articulating the University's Mission, Vision and Values, approving the University's strategic direction and plans, and overseeing management's implementation of adequate processes and systems to give effect to these;

Ensuring effective overall management of the University, including:

- appointing the Vice-Chancellor as the chief executive officer of the University and monitoring the Vice-Chancellor's performance;
- appointing the Chair of the Academic Board;
- electing the Chancellor and Deputy Chancellor;
- ensuring the effective operation of the Council, including the induction and professional development of Council members and the evaluation of the performance of the Council and its committees;
- overseeing and reviewing the management of the University and its performance; and
- overseeing and monitoring the academic activities of the University.

Ensuring responsible financial and risk management of the University, including:

- approving the annual budget and plan including any variations;
- approving the University's Code of Conduct Policy and ensuring that the Policy underpins and achieves the desired culture within the University;
- establishing policies and procedural principles, consistent with legal requirements and community expectations in respect of matters relating to safety, academic standards and research ethics and integrity etc.;
- approving and monitoring systems of control and accountability;
- overseeing the integrity of the University's accounting and corporate reporting systems, including consideration of external audit reports;
- whenever required, challenging the Vice-Chancellor's Executive and holding it to account;
- satisfying itself that the University has in place an appropriate risk management framework, covering all categories of risk and setting the risk appetite within which the Council expects management to operate;
- ensuring that an appropriate framework exists for relevant, accurate and clear information to be reported by management to the Council on a timely basis. Management reporting to include information about the University's financial and operational performance, progress against the strategic plan, assurance on the University's compliance with legal, regulatory and internal obligations and any material breaches;
- satisfying itself that the University's senior executive remuneration is aligned with UniSQ's purpose, values, strategic objectives and risk appetite;
- approving strategies for the development of the campuses of the University and overseeing their implementation;

- reviewing and approving significant capital expenditure and commercial activities of the University, including strategic investment decisions, debt restructuring, and material variations;
- overseeing the University's controlled entities, as specified in section 13 below; and approving the Annual Report of the University.

Protecting and enhancing stakeholder value, including:

- ensuring that the University represents and fulfills its obligations to:
 - the interests of its students, staff and graduates;
 - the regions which it serves - locally, nationally and internationally;
 - and the governments and organisations which fund and support it.

Performing such other functions conferred by legislation.

The foregoing powers are not intended in all cases to be exclusive to the Council.

8. Delegations

The Council has powers under the UniSQ Act to delegate certain powers, and has delegated powers to groups, including its committees, and individuals including the Vice-Chancellor.

Under the UniSQ Act, Council cannot delegate its power to adopt the University's annual budget nor to make an election policy.

The Council, while retaining its ultimate governance responsibilities, has delegated day-to-day management and administration of the University to the Vice-Chancellor, subject to the terms set out in the [Council Delegations Schedule](#). Under the delegation to the Vice-Chancellor, Council has reserved certain matters for decision making only by the Council.

As permitted by the UniSQ Act, the Vice-Chancellor has sub-delegated the exercise of certain powers to appropriately qualified members of University staff.

The Vice-Chancellor is accountable to the Council for the authority that is delegated by the Council and will report routinely to Council on the stewardship of the University and progress in the achieving the short-, medium- and long-term plans and strategies of the University.

9. Committees of Council

To assist in the discharge of its obligations, Council has established the following Committees:

- Finance and Facilities Committee
- Audit and Risk Committee
- Chancellor's Committee
- Honorary Awards Committee
- Nominations Committee.

These committees are chaired by members of the Council as chosen by Council, with [Committee terms of reference](#) setting out membership, responsibilities, and reporting obligations. Council will, on an annual basis, review the terms of reference of each committee and evaluate its performance against its terms of reference.

Council may establish additional committees, or ad hoc special purpose committees or working groups from time to time, with terms of reference approved by Council.

9.1 Academic Board

As conferred by the UniSQ Act, Council has established an Academic Board. The [Terms of Reference for Academic Board](#) set out its membership, responsibilities, and reporting obligations. Academic Board may also establish committees to provide it with advice and recommendations or make decisions on matters within its terms of reference. Each such committee will have a composition and terms of reference as approved by Academic Board.

The Chair of the Academic Board is chosen by Council from a list of self-nominated applicants, for a term of no longer than three years.

10. Election and Appointment of Council Members

Each Council member is appointed or elected in accordance with the provisions of the UniSQ Act.

The process for the election of elected members is described in the [Council Election Policy](#) and [Council Election Procedure](#).

The [Guidelines on Nominations and Skills Audit Processes for Council and Committee Members](#) inform the selection process for appointed and additional members of Council.

Subject to the UniSQ Act, Council will take reasonable steps to ensure that its membership demonstrates a diversity of gender identity, background and experience and includes members with the requisite skills to enable Council to fulfil its duties having regard to the strategic direction of the University.

All appointed and elected members hold office for four years, except members who are students who serve for two years, unless they resign or are removed.

Under the UniSQ Act, a person is not eligible to be elected or appointed as an elected, appointed or additional member if the person's election or appointment as the member will result in the person being a member for 12 years or more (whether continuously or not). This provision does not apply, however, if a majority of members agree that the person may be elected or appointed as an elected, appointed or additional member.

A person is not eligible to become a Council member if that person is disqualified from managing corporations under the *Corporations Act 2001 (Cth)*, part 2D.6, or has a conviction for an indictable offence. (s.23 of UniSQ Act)

The Council may fill a casual vacancy of the Council in accordance with the provisions of the UniSQ Act.

The Council will make available a program of induction and professional development for members, to build the expertise of the Council and ensure that members are aware of the nature of their duties and responsibilities.

11. Appointment of Chancellor

The Chancellor is elected by the Council in accordance with the UniSQ Act and holds office for the term fixed by the Council which must not be longer than five years. The Chancellor may be elected from outside the Council membership.

The process for appointing a new Chancellor is overseen by the Nominations Committee of Council, which when undertaking this task, will be chaired by the Deputy Chancellor or another member of Council should the Deputy Chancellor be a potential candidate for the Chancellor role.

When appointing a Chancellor, Council will consider the appropriate mix of qualities, skills and experience which will most likely contribute to the effective governance of the University. In doing so, Council shall consider:

- whether a candidate has an appreciation of the University's values; its teaching, research and community service activities, and its independence and academic freedom
- whether a candidate has an appreciation of external community needs
- diversity of backgrounds in the overall Council membership and the potential for the candidate to contribute to the strength and diversity of the mix of skills and experience required by Council, as

detailed in the Council Skills Matrix (Refer Attachment 1)

- whether a candidate has the necessary skills and knowledge to contribute to the University's strategic direction setting.

Candidates for Chancellor will be selected via a process agreed by Council on advice of the Nominations Committee. This selection process may include seeking advice from University stakeholders and community members, a public call for nominations, or use of or other such means as agreed by Council.

The Chancellor holds office subject to retaining the confidence of the Council. If Council determines that such confidence is no longer held, steps for removal may be initiated in accordance with the provisions in the UniSQ Act.

The Chancellor facilitates Council's work and collegiality by effective and ethical means, and provides a focal point to promote the high standing of the University. The Role Statement for the Chancellor (Refer to Attachment 2) sets out the role in more detail.

12. Appointment of Deputy Chancellor

The Deputy Chancellor is elected by and from the Council and holds office for the term fixed by the Council which must not be longer than four years.

The Deputy Chancellor holds office subject to retaining the confidence of the Council. If Council determines that such confidence is no longer held, steps for removal may be initiated in accordance with the provisions in the UniSQ Act.

The Deputy Chancellor provides advice and assistance to the Chancellor, and acts as Chancellor in the absence of the incumbent.

13. Duties of Council Members

Council members are responsible and accountable to the Council. The function of members is to ensure that Council performs its functions and exercises its powers appropriately, effectively and efficiently. The Role Statement for Council Members (Attachment 3) sets out the role in more detail.

14. Conduct of Meetings

All meetings of Council and its committees will be conducted in accordance with the Guidelines for the Conduct of Meetings of council and Committees.

15. Controlled Entities

Council is responsible for the oversight of controlled entities. The responsibility for controlled entities is delegated to the Vice-Chancellor who is responsible for reporting to the Council in relation to their operation.

16. Protection of Council Members from Liability

Under the UniSQ Act, members are not civilly liable for an act done, or omission made, honestly and without negligence in the pursuit of the fulfilment of their duties as Council members.

Members are covered under the University's Directors and Officers Insurance Policy.

17. Secretariat and Legal Advice

The University Secretary provides Council with support and guidance on governance matters, ensuring effective operation and decision-making within the University. This involves acting as secretary to the University Council and its committees, upholding governance standards, and providing advice on regulatory requirements.

Where members, with the permission of the Chancellor, wish to obtain independent legal advice in furtherance of their duties, the University Secretary will arrange such advice at the University's expense and the advice received will be made available to all members.

18. Council Evaluation

Council and its committees will undertake a self-assessment process at least once every two years. Additionally, the performance of Council and its committees will undergo external evaluation at least once every seven years for compliance with the *Higher Education Standards Framework (Threshold Standards) 2021*.

19. Review of Charter

This Charter will be reviewed annually by Council.

Attachment 1 – Council Skills Matrix

**University of Southern Queensland
Council Skills Matrix
as at June 2026**

	Official Members			Governor-in-Council Appointed Members					Additional Members		Elected Members		
Skill/ Experience/ Expertise	John McVeigh	Paul Mazerolle	Alexander Kist	Brett Delaney	Amanda Kenafake	Charysse Pond	Lorraine Hatton	John Cole	George Fox	Heidi Dugan	Sarah McKibbin	Samantha Rose	Josh McKeiver
Academic	X	X	X					X			X	X	
Accounting/ Finance/ Economics	X			X	X								
Arts	X	X								X		X	
Built Environment/ Infrastructure	X					X							
Business/ Commerce	X	X		X	X			X	X	X			
Communications/ Marketing	X	X						X		X			
Community Service/ Welfare	X	X				X	X	X					
Consumer Protection													
Disability	X	X											X
Education	X	X	X					X					
Environment/ Conservation	X							X					
Government / Government Board/ Relations	X	X		X	X		X	X	X	X		X	
Indigenous Affairs	X	X					X					X	
Information Technology/ Telecommunications			X										X
Legal	X					X			X		X		
Management/ Corporate Governance	X	X	X	X	X			X	X	X		X	X

Role Statement Chancellor

Department:	Governance and Compliance
Location:	UniSQ Toowoomba
Approval:	Council
Date of Approval	22 June 2026

1. Scope of the Role

As the Chair of the Council of the University of Southern Queensland, the Chancellor is a leader of the University and its ceremonial head. The Chancellor leads the University's governing body, the Council, in inspiring the University to achieve its stated objectives and making the best possible decisions for the sustained success of the University. The Council oversees the University's strategic direction, approves the financial plan, oversees the management of risk and ensures that appropriate plans are in place to achieve the University's goals.

The Chancellor exemplifies the highest standards of governance, integrity and ethical conduct and sets the tone for the culture of the University. Along with the other members of Council, the Chancellor is 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 the Chancellor plays a leading role in demonstrating commitment to this culture at all times.

The [University of Southern Qld Act 1998](#) provides the authority for the establishment of the position of Chancellor. Section 30 of the Act prescribes:

- (1) There is a chancellor of the university.
- (2) The council must elect a chancellor whenever there is a vacancy in the office.
- (3) The person elected need not be a member.
- (4) The person elected must not be a student or a member of the university academic staff or general staff.
- (5) The chancellor holds office for the term, not longer than 5 years, fixed by the council.

2. Authority and Responsibilities

The Chancellor's authority and responsibilities are derived from:

(a) The [University of Southern Qld Act 1998](#) establishes:

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

(b) The Council has made and does make delegations to the Chancellor:

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

In addition to these, other responsibilities follow from Commonwealth and Queensland legislation and various codes of practice concerning the operation of universities in Australia.

The Chancellor must, as reflected in section 26A of the [University of Southern Qld Act 1998](#):

- act honestly and in the best interests of the university;
- 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 their 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.

The Chancellor 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 Act;
- the fit and proper person requirements specified by TEQSA.

3. Duties and Roles

3.1 Head of Council and Ceremonial Head of the University

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

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

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

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

3.2 Presiding at Graduation Ceremonies

Presiding over graduation ceremonies is a key ceremonial role for the Chancellor though, should the need arise, this may be delegated to the Deputy Chancellor or another officiating officer. The Chancellor is also the host for Honorary Award ceremonies which are held annually.

3.3 Chair of Council Meetings

The Chancellor presides at Council meetings, including overseeing agenda setting and approval to circulate the unconfirmed minutes.

In line with accepted governance practice, the Chancellor also has responsibility for:

- 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; and

- providing direction to the University Secretary in their role as Secretary to Council and/or Director, Governance and Compliance, as required.

3.4 Committees of Council

The Chancellor is a member of each Committee of the Council, with the exception of the Academic Board. The Chancellor may attend Academic Board as an observer.

The Chancellor is currently the Chair or a member of the following Committees:

- Audit and Risk Committee – member
- Chancellor’s Committee - chair
- Finance and Facilities Committee – member
- Honorary Awards Committee – chair
- Nominations Committee - chair

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

3.5 Supervision of the Vice-Chancellor

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

The relationship between the Chancellor and Vice Chancellor is similar to that between the chair of a board of directors and the chief executive officer. As such, there is a need to develop a close and effective working relationship built on mutual trust and respect. Regular communication between the Chancellor and Vice Chancellor, face-to-face, by phone or email, or other means, is essential to maintaining a positive and productive relationship.

The Chancellor conducts the Vice Chancellor's annual performance review which includes the University's performance against key performance indicators. Input from the Deputy Chancellor and the chairs of Council's committees is also considered, along with input from members of the Vice-Chancellor's Executive if and as required by the Chancellor. The Chancellor reports the performance to the Chancellor's Committee, which is delegated by Council to determine the Vice Chancellor's annual salary increase in accordance with the Vice Chancellor's employment contract. The Chancellor also counsels the Vice Chancellor based on the feedback from the annual performance review process.

3.6 Matters Requiring Specific Action by the Chancellor

When a matter is brought to the attention of the Chancellor that involves the actions or conduct of a member of Council, or a co-opted member of a Committee of Council, or the Vice-Chancellor, the Chancellor will normally be required to take appropriate action. In some instances, the matter may involve referral to an external body or agency to meet statutory reporting obligations. The matter may also be referred to the University in their role as Secretary to Council, the Director, Governance and Compliance, the Chief People Officer, and/or an external investigator for help in evaluating the matter and advice on how to proceed with it.

In instances where the Vice-Chancellor has declared a conflict of interests and is the sole decision-maker, then the Chancellor may become the decision-maker subject to specific policy requirements and legal advice. Where an appeal of a decision of the Vice-Chancellor is permitted under University Policy, or where a matter involving the Vice-Chancellor is referred to the Chancellor by the Crime and Corruption Commission, the Chancellor will be required to hear such an appeal, seek resolution and report on their actions.

3.7 Certifications

The Chancellor may be required to certify reports or documents on behalf of the University, the Council or a committee of Council, including:

- minutes of meetings of Council and its Committees which they have chaired;
- Annual Report – covering letter to Minister inserted into the Report;
- Annual Financial Report – certification of the Management Certificate;
- testamurs conferring Higher Education Awards on graduates;
- honorary awards; and
- special acknowledgements and awards.

The Chancellor is also responsible for authorising the distribution to staff of a report on each Council meeting, as well as other ad hoc communiques with staff and students.

4. Eligibility for the Role

In accordance with the provisions of Section 30 of the [University of Southern Qld Act 1998](#), the person elected as Chancellor must not be a student or a member of the University's academic or general staff. However, the person elected as Chancellor need not be an existing member of Council. The Chancellor holds office for a term fixed by Council, of not longer than five years but they can be re-elected.

The Chancellor must be free of any interest, including financial interest, with the University at the time of appointment or at any time during the term of office that could give rise to a conflict of interests. Section 39D of the [University of Southern Qld Act 1998](#) gives Council the power to remove the Chancellor from office for misconduct or failure to comply with the Chancellor's statutory duties.

5. Qualities and Experience

The qualities and experience to carry out the role of Chancellor successfully include the following:

- Having extensive experience in organisational governance, leadership and the chairing of bodies such as large boards.
- Being influential and respected by government, business and community at the highest levels with extensive networks and exhibiting the capacity to present issues and lobby effectively on behalf of the University.
- Having the capacity for strategic thinking and envisioning and articulating the future of the University in national and international higher education contexts, as well as being an exceptional communicator with the capacity to persuade, manage dissent, inspire and lead.
- Being personally committed to the statutory objectives, mission and values of the University, its role in its regions, and to the importance of and the opportunities provided by university education.
- Having a reputation for integrity and probity and a respected public profile.
- Being able to engage with the University community at all levels and willing to be involved in University life and events.
- Being able to commit substantial time to carrying out the duties of Chancellor on an ongoing basis for the term of the appointment.

6. Conditions and Benefits

As with all Council members, the Chancellor will :

- be remunerated as determined by Council and set out in the [Council Remuneration Policy](#) and the [Council Remuneration Schedule](#);
- receive reimbursement for reasonable and legitimate expenses of office;
- be provided with such legal and financial advice as may be necessary to enable the discharge of fiduciary duties;
- be covered by Directors and Officers insurance, which provides protection against claims made by third parties against Council members.

7. 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, including the Chancellor, 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.

8. 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

Role Statement Council Member

Department:	Governance and Compliance
Location:	UniSQ Toowoomba
Approval:	Council
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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

Modification History

Date	Source	Details
	Council	Revised subject to Council resolutions of 22 June 2026.
7/01/2026	Council	Minor updates
20/10/2025	Council	Major Review and Council approval
18/02/2025	Chancellor's Committee	Minor updates
09/10/2023	Council	Revised following annual review by Chancellor's Committee
10/10/2022	Council	Revised following annual review by Chancellor's Committee
18/10/2021	Council	Updated following annual review by Chancellor's Committee (to reflect current legislation - <i>Higher Education Standards Framework (Threshold Standards) 2021</i>)
14/12/2020	Council	Revised following annual review by Chancellor's Committee
28/10/2019	Council	Revised following annual review by Chancellor's Committee
22/10/2018	Council	Revised following annual review by Chancellor's Committee (deleted references to Statutes and Rules)
30/10/2017	Council	Revised following annual review by Chancellor's Committee

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