

University of Southern Queensland Governance Charter



Responsible Officer:	University Secretary
Approval Date:	20 October 2025
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.

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. Election and Role of Chancellor and Deputy 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 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 Chancellor and Deputy Chancellor hold 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 Position Description for the Chancellor sets out the role in more detail.

The Deputy Chancellor acts as Chancellor in the absence of the Chancellor.

12. 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.

In performing these functions members must:

- act honestly and in the best interest of the University;
- exercise reasonable skill, care, and diligence;
- disclose to the Council any conflict that may arise between the member's personal interests and the interests of the University in accordance with the [Council Conflict of Interest Policy and Procedure](#).
- 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;

- maintain strict confidentiality of the contents of meeting papers and discussions of the Council and its Committees; and
- abide by the University's Code of Conduct Policy.

The duties of members, sanctions for breach of these duties, and the procedure for removal of members are specified in the UniSQ Act.

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 do not represent the official view of the University or the Council.

Council members have the right to:

- a comprehensive induction program for new members with follow up sessions as required;
- 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 via the University Secretary; and
- reimbursement of reasonable and legitimate expenses incurred in the role of Council member.

For those Council members eligible for remuneration or allowances for their Council membership, the [Council Remuneration Policy](#) and [Council Remuneration Schedule](#) apply.

13. 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](#).

14. 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.

15. 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.

16. 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.

17. Council Evaluation

Council will assess its performance, the performance of its members, and the performance of its

committees on a regular basis. The Chancellor organises the evaluation process which will normally be in the form of an external evaluation at least once every seven years for compliance with the *Higher Education Standards Framework (Threshold Standards) 2021*.

18. Review of Charter

This Charter will be reviewed annually by Council.

Modification History

Date	Source	Details
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

