

## 1. Purpose of Policy

This policy brings together in an overarching policy, the University's arrangements and the key principles underpinning governance at USC.

## 2. Policy Scope and Application

Governance refers to the means by which the University is directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.

## 3. Definitions

Please refer to the University's Glossary of Terms for policies and procedures.

## 4. Policy Statement

### 4.1 Governance Framework

4.1.1 Together, the following elements form the Governance Framework at the University:

- University of the Sunshine Coast Act 1998, other relevant legislation and external standards/codes of practice
- University Council and its standing committees
- Academic Board
- The Executive and other senior staff
- University policies and procedures
- University plans and other key documents
- Quality assurance
- Financial management
- Risk management, compliance, audit and assurance
- Accountability.

4.1.2 To facilitate effective governance, the University will establish policies and procedures in each of these areas to define roles and responsibilities and make clear the distinction between governance and management responsibilities, in accordance with the Policy Framework – Governing Policy.

### 4.2 University of the Sunshine Coast Act 1998, other relevant legislation, external standards and codes of practice.

4.2.1 The University is a statutory body in the State of Queensland. Its establishment, general functions and powers are set out in the University of the Sunshine Coast Act (1998) (the Act).

4.2.2 The University will act in accordance with all relevant laws, regulations, accountability frameworks, policies, codes of practice and standards and these will be integrated into the University's policies and procedures.

### 4.3 University Council and its standing committees

4.3.1 Council is established under the Act as the University's governing body and is responsible for oversight of all higher education operations at the University.

4.3.2 Council is accountable to the Queensland and Australian Governments for the governance of the University and is accountable to the Tertiary Education Quality and Standards Agency (TEQSA) for quality assurance and compliance with higher education standards.

4.3.3 Council's primary responsibilities include:

1. To appoint the Vice-Chancellor and President as the Chief Executive Officer of the University and to monitor his/her performance against agreed indicators. The Act requires Council to appoint a Vice-Chancellor who will be the chief executive officer of the University and who may exercise powers and perform functions conferred by the Council. The Council has amended the title of this position to Vice-Chancellor and President

APPROVAL AUTHORITY

Council

RESPONSIBLE OFFICER

Vice-Chancellor and President

DESIGNATED OFFICER

Director, Governance and Risk Management

FIRST APPROVED

28 August 2007

LAST AMENDED

10 December 2019

REVIEW DATE

22 May 2023

STATUS

Active

2. To determine the Mission and strategic direction of the University and to approve the annual budget
3. To oversee and review the management of the University and its performance
4. To establish high level policy and procedural principles, consistent with legal requirements and community expectations
5. To approve and monitor systems of control and accountability, including general overview of any controlled entities of the University
6. To oversee and monitor the assessment and management of risk across the University, including commercial undertakings
7. To oversee and monitor the academic activities of the University
8. To approve significant commercial activities, and
9. To ensure the ongoing appropriateness of delegations approved by Council.

4.3.4 Council will undertake other responsibilities, as set out in the remainder of this policy.

4.3.5 Council's establishment, general functions and powers will be in accordance with Part 2, Division 2 of The Act.

4.3.6 Council's membership will be in accordance with Part 2, Division 3 of the Act. In appointing new members, Council will ensure that, collectively, it has the appropriate level of skills and experience to fulfil its responsibilities and that succession planning forms part of its regular business.

4.3.7 The election of Council members will be conducted in accordance with Part 2, Division 3A of the Act and with the Election of Council Members - Governing Policy.

4.3.8 Council members' function and the rules for removing members from office will be in accordance with Part 2, Division 4 of the Act.

4.3.9 Council members' terms of office shall only be extended in accordance with Part 2, Division 5 of the Act.

4.3.10 Members of Council will be provided with an induction and ongoing professional development opportunities.

4.3.11 A Council member must declare all potential conflicts of interests in accordance with the Conflict of Interest - Governing Policy.

4.3.12 Meetings of Council will be conducted in accordance with Part 2, Division 6 of the Act.

4.3.13 Council will elect or appoint a Chancellor, Deputy Chancellor or Vice-Chancellor and President of the University whenever a vacancy arises in one of these offices.

4.3.14 The Audit and Risk Management Committee and Council will regularly monitor potential risks to the University's operation and ensure that strategies are developed to mitigate risks that may eventuate.

4.3.15 Council may establish and approve Governing policies of the University, which pertain to strategic positioning, risk management, fiduciary responsibility, legislative and common law compliance or give effect to statutory or regulatory requirements, relate to the processes of decision-making and the controls and behaviours that support effective accountability and performance outcomes.

4.3.16 Council may establish committees to assist it in performing its functions and exercising its powers. Each committee of Council will have a Composition and Terms of Reference determined by Council. The composition of Council committees may include Council members, persons external to the University, members of the University staff and students of the University.

4.3.17 Council will approve high level plans and other key documents, as described in Section 4.7 of this policy.

4.3.18 Council may establish controlled entities in accordance with the Controlled Entities - Governing Policy.

4.3.19 The Audit and Risk Management Committee and Council will oversee the monitoring of the University's Work, Health and Safety objectives in accordance with the Health, Safety and Wellbeing – Governing Policy.

4.3.20 Council and its standing committees will aim to undertake self-reviews at least every two years.

## 4.4 Academic Board

4.4.1 Under the Act, the Academic Board is established to protect academic quality and integrity in its higher education operations.

4.4.2 The Academic Board's primary responsibilities will be to:

- Advise Council about teaching, scholarship and research matters concerning the University
- Formulate proposals for the academic policies of the University
- Monitor the academic activities of the University's faculties
- Promote and encourage scholarship and research at the University.

4.4.3 The Academic Board will operate under its Terms of Reference, as determined by Council.

4.4.4 The Composition of Academic Board will be determined by Council. Council must ensure effective academic governance through a properly constituted Academic Board.

4.4.5 The Chairperson of the Academic Board is appointed by Council and holds office for a term, not longer than three years, decided by Council.

4.4.6 The Academic Board may establish and approve academic policies, related to the core academic business of the University and covering matters of learning, teaching and research.

4.4.7 The Academic Board may establish committees to provide it with advice and recommendations, or make decisions, on matters within its terms of reference. The Academic Board will determine the composition and Terms of Reference of its standing committees.

4.4.8 Under the authority of the Deputy Vice-Chancellor (Academic), the University will establish External Academic Advisory Committees to seek independent, expert strategic advice on the University's academic programs. The Committees will undertake other engagement activities, in accordance with their terms of reference, which will be determined by the Academic Board. Schools will provide a copy of the minutes of each meeting, and an annual report on the activities undertaken by their Committees, to Academic Board.

4.4.9 Members of Academic Board and its standing committees must act in the best interests of the University.

4.4.10 An annual induction will be provided for new members of the Academic Board.

4.4.11 The Academic Board and its standing committees will review their performance in accordance with the Committee/Board Reviews and Self-Reviews – Operational Policy.

## 4.5 The Executive and Directors

4.5.1 Council will approve the creation of the Executive positions of the University.

### Vice-Chancellor and President

4.5.2 The Vice-Chancellor and President will be responsible and accountable to Council for leadership, and the effective overall management and operation of the University, including ensuring the alignment of University planning and budgets.

4.5.3 The Vice-Chancellor and President may delegate and assign portfolio responsibility to appropriate officers.

4.5.4 The Vice-Chancellor and President will ensure that Council is advised of any significant issues or concerns in relation to risk for the University.

4.5.5 The Vice-Chancellor and President will establish advisory committees to advise the Executive on specific matters.

4.5.6 The Vice-Chancellor and President will approve operational policy designed to support strategic intent, articulate operational imperatives and outline principles for administrative activities.

4.5.7 In accordance with the Fraud and Corruption Control – Governing Policy, the Vice-Chancellor and President has ultimate responsibility for all matters relating to fraud, including its prevention and detection and ensuring that appropriate and effective internal controls systems are in place.

### Other members of the Executive and Senior Staff

4.5.8 Council will approve the creation of the Executive positions of the University with specified portfolios of authority and responsibility to assist the Vice-Chancellor and President in overall management of the University.

4.5.9 The Vice-Chancellor and President will have the power to appoint to Executive positions of the University.

4.5.10 The Deputy Vice-Chancellors, Chief Operating Officer and Pro Vice-Chancellors will be responsible and accountable to the Vice-Chancellor and President for performance in their respective portfolios.

4.5.11 Heads of School, Directors of Research Institutes and Research Centres, or equivalent senior staff within the Schools will be accountable to the Deputy Vice-Chancellor (Academic) (or Vice-Chancellor and President's nominee) and responsible for providing academic leadership and performance in their respective portfolios.

4.5.12 The Vice-Chancellor and President, Deputy Vice-Chancellors, Chief Operating Officer and Pro Vice-Chancellors (within their respective portfolios) will have authority to initiate, through the workforce planning and budgeting process, the creation and filling of other positions within the University that entail substantial responsibilities and accountabilities for management of specific areas of activity undertaken by or on behalf of the University. These positions should be designated as directorships.

### Remuneration and Performance Review

4.5.13 Council has delegated authority to the Chancellor of the University to evaluate and review the performance of the Vice-Chancellor and President. The Nominations Committee can assist in the review of the Vice-Chancellor and President's performance. Council is also responsible for reviewing the remuneration of the Vice-Chancellor and President.

4.5.14 Council will develop the Vice-Chancellor and President's Annual Performance Goals, which will align with the University's Strategic Plan and contain Key Performance Indicators (KPIs). Council will note a copy of the Vice-Chancellor and President's Annual Performance Goals and KPIs annually.

4.5.15 The remuneration of the Deputy Vice-Chancellors, Chief Operating Officer, Pro Vice-Chancellors, and Senior Staff will be determined in accordance with the Senior Staff Remuneration – Operational Policy.

4.5.16 other Senior Staff are responsible for ensuring that there are key performance indicators for evaluation of the performance of any staff reporting to them and that performance reviews are conducted in accordance with the Performance Management - Operational Policy and Performance Planning and Review (PPR) - Procedures.

## 4.6 University policies and procedures

4.6.1 All University policies, procedures, frameworks and codes form part of the policy framework of the University.

4.6.2 The development, approval, implementation, monitoring and review of University policies and procedures will be conducted in accordance with the Policy Framework – Governing Policy and associated procedures.

4.6.3 University policy will be shaped by legislation, external standards and codes of practice and will contain clear references to any external requirements or standards, which must be read in conjunction with the policy.

4.6.4 The Approval Authorities for University policy (Council, Academic Board and the Vice-Chancellor and President) will develop systems to ensure that Responsible Executive Members perform duties associated with the implementation, monitoring and review of policies, as set out in the Policy Framework – Governing Policy and associated procedures.

## 4.7 University Plans and other key documents

4.7.1 High-level plans and other key documents will be developed to guide management and facilitate effective decision-making.

4.7.2 Council is responsible for approving (or adopting) the University's vision, Strategic Plan, related top level plans, Annual Budget, Campus Master Plan and Strategic Asset Management Plan.

4.7.3 The development, approval, implementation, monitoring and review of University plans will be carried out in accordance with the Planning and Reporting Framework – Governing Policy.

4.7.4 In accordance with the Guidelines for the Development of Workforce Plans, Cost Centres will develop Workforce Plans to ensure that human resources are adequate and to guide expenditure.

## 4.8 Quality assurance

4.8.1 There will be effective quality assurance arrangements for all University operations, involving systematic monitoring, review and continuous improvement.

4.8.2 Quality assurance practices will be governed by the Quality and Standards Framework.

4.8.3 Quality reviews will be undertaken in accordance with relevant policies and procedures, including:

- Committee/Board Reviews and Self-Reviews – Operational Policy
- Organisational Unit Reviews – Operational Policy
- Program Review – Procedures

4.8.4 The University will comply with the Higher Education Standards Framework ('Threshold Standards') and the Tertiary Education Quality and Standards Agency (TEQSA) Act (2011)

4.8.5 The University will notify TEQSA of any material changes in accordance with the TEQSA Act (2011) and TEQSA's Material change notification policy and the University's Material Change Notifications – Procedures.

4.8.6 The Vice-Chancellor and President will inform the University Council of any notifications of material changes submitted to TEQSA.

## 4.9 Financial management

4.9.1 The University will develop and document financial management practices and controls necessary to give effect to matters contained in the Financial and Performance Management Standard 2009, empowered under the Financial Accountability Act 2009.

4.9.2 The Financial Management Practices – Operational Policy and Financial Management Practice Manual will guide and direct University financial management practices.

4.9.3 The University's Annual Audited Financial Statements will be endorsed by the Audit and Risk Management Committee prior to their signing by the Vice-Chancellor and President, Chancellor and Chief Financial Officer.

4.9.4 On the recommendation of the Planning and Resources Committee, Council will consider and approve the University's Triennial Budget, April Budget Reforecast, June Budget Outcomes Report, August Budget Reforecast, October Budget Outcomes Report and December Financial Outcomes Report.

## 4.10 Risk management, compliance, audit and assurance

4.10.1 Council is ultimately responsible for risk management and for determining the appropriate level of risk that the University is prepared to accept. Council will ensure that a formal risk management system operates in accordance with the Enterprise Risk Management – Governing Policy.

4.10.2 Council will delegate to Audit and Risk Management Committee responsibility for monitoring audit and risk management activities at the University and advising on audit and risk management processes and measures.

4.10.3 Internal and external audit and assurance services at the University will be undertaken in accordance with the Audit and Assurance Framework – Governing Policy and the Internal Audit Charter.

4.10.4 Internal controls will be established to ensure that risks are minimised to an acceptable level. These controls will be regularly evaluated and monitored by the Audit and Risk Management Committee.

4.10.5 The Audit and Risk Management Committee will ensure that the University undertakes its compliance obligations in accordance with the Compliance Management Framework – Governing Policy.

4.10.6 The risks associated with commercial undertakings will be managed in accordance with the Management of Contracts and Memoranda of Understanding (MOUs) – Governing Policy.

4.10.7 The Vice-Chancellor and President will seek to minimise the risk, not only of financial loss, but also of damage to an organisation's reputation by exercising the controls set out in the Fraud and Corruption Control – Governing Policy.

4.10.8 Council, via Audit and Risk Management Committee and Academic Board, will consider the results of the Annual TEQSA Risk Assessment Report.

## 4.11 Accountability

4.11.1 Staff of the University will act in accordance with the Staff Code of Conduct - Governing Policy and students will act in accordance with the Student Conduct - Governing Policy.

4.11.2 Operational level monitoring of, and reporting on, the implementation of budgets, policies, codes, procedures or similar will be undertaken as required under the relevant policies, procedures or similar instruments, or as required by the authorities approving those instruments.

4.11.3 Reporting against University plans will be carried out in accordance with the Planning and Reporting Framework – Governing Policy.

4.11.4 The Vice-Chancellor and President and Deputy Vice-Chancellor (Academic) will provide regular written reports to Council in a format determined by Council.

4.11.5 The operations of Academic Board and standing committees of Council will be reported to Council, which may be in the form of minutes of meetings.

4.11.6 The Vice-Chancellor and President may determine that the minutes of Advisory Committees will be provided to Council/Academic Board or their standing committees for noting.

4.11.7 The operations and attainments of controlled entities will be reported to Council, in accordance with the Controlled Entities – Governing Policy.

4.11.8 The findings of independent internal and external audits will be reported to Council via the Audit and Risk Management Committee, in accordance with the Audit and Assurance Framework – Governing Policy.

4.11.9 The Audit and Risk Management Committee will receive a quarterly report on Work Health and Safety activities, from the Director of Human Resources.

4.11.10 Students will have ready access to effective grievance processes, which enable them to make complaints about any aspect of the higher education provider's higher education operations. Student appeals and grievances will be handled in accordance with the Student Grievance Resolution – Governing Policy and associated procedures and guidelines.

4.11.11 Public Interest Disclosures will be made in accordance with the Public Interest Disclosures - Governing Policy.

4.11.12 An Annual Report, including the University's Annual Financial Statements, will be prepared in accordance with the provisions of the Financial Accountability Act 2009, a copy of which will be provided to the Queensland Government.

4.11.13 The University's Annual Report will be available to the public via the University's Website.

4.11.14 Corporate Records will be kept in accordance with the Information Management Framework - Governing Policy.

## 5. Delegations

5.1 In accordance with the Act and the Delegations Framework – Governing Policy, Council may delegate some of its powers, but not its powers to adopt the annual University budget or to make an election policy.

5.2 Council may confer specific powers on officers of the University and these will be detailed in instruments of delegation. Council will approve the use of instruments by which its powers, where legally able to be re-assigned or delegated, may be conferred or delegated. These may be in the form of:

- formal instruments of specific delegation
- codes, policies and procedures, and plans
- terms of reference for Boards or committees
- formal written agreements
- other instruments as the Council sees fit.

5.3 Council will ensure that all delegations (including financial, academic and managerial) are appropriate, documented, observed and regularly reviewed. Council will specify where the Vice-Chancellor and President is permitted to sub-delegate authorities.

5.4 Delegations of powers approved by Council are recorded in the University's Delegations Manual and associated Schedules, in accordance with the Delegations Framework – Governing Policy.

END

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#### RELATED DOCUMENTS

Audit and Assurance Framework - Governing Policy

Committee/Board Reviews and Self-Reviews - Operational Policy

Compliance Management Framework - Governing Policy

Conflict of Interest - Governing Policy

Controlled Entities - Governing Policy

Delegations Framework - Governing Policy

Enterprise Risk Management - Governing Policy

Financial Management Practices - Operational Policy

Fraud and Corruption Control - Governing Policy

Health, Safety and Wellbeing - Governing Policy

Management of Contracts and Memoranda of Understanding (MOUs) - Governing Policy

Material Change Notifications - Procedures

Organisational Unit Reviews - Operational Policy

Performance Management - Operational Policy

Planning and Reporting Framework - Governing Policy

Policy Framework - Governing Policy

Program Review - Procedures

Public Interest Disclosures - Governing Policy

Public Interest Disclosures - Procedures

Staff Code of Conduct - Governing Policy

Student Conduct - Governing Policy

Student Grievance Resolution - Governing Policy

#### RELATED LEGISLATION / STANDARDS

Financial Management Practices Manual

University of the Sunshine Coast Act 1998

Financial Administration and Audit Act 1977

Financial and Performance Management Standard 2009 (Qld)

Financial Accountability Act 2009 (Qld)

Tertiary Education Quality and Standards Agency (TEQSA) Act 2011

Higher Education Standards Framework (Threshold Standards) 2015