Governance Framework

Section 1 - Purpose

(1) The QUT Governance Framework establishes the respective roles of Council and management and how the structures, policies and practices of the University are integrated. It provides the foundation for the effective discharge of responsibilities and demonstrates QUT's commitment to systematic governance.

Section 2 - Application

(2) This Policy applies directly to all QUT staff, members of QUT Council, including controlled entities and other University committees.

Section 3 - Roles and Responsibilities

Position	Responsibility
QUT Council	Ensures QUT's governance is consistent with best practice governance principles. Oversees and reviews proper and effective management and operation of the University and its controlled entities. Reports to government on management and operation of University. Elects Chancellor and Deputy Chancellor. Approves appointment of Vice-Chancellor and President. Develops procedures to detail processes for nominating and electing Council members and managing conduct of Council and its committees (Council Procedure 7 - Conduct of Elections). Develops Council Charter to guide Council members on roles and responsibilities.
Vice-Chancellor and President	Is responsible to QUT Council for executive decisions and the overall management and performance of the University. Approves policies and procedures and establishes management committees to support management matters.

Section 4 - QUT Governance Framework

(3) The Australian Securities Exchange (ASX) Corporate Governance Principles and Recommendations, defines governance as "the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations."

(4) QUT is empowered to act as a corporation under the Queensland University of Technology Act 1998. QUT is enabled to act as an Australian University through its registration with the Higher Education Sector regulator, the Tertiary Education Quality and Standards Agency (TEQSA).

(5) The two branches of the Governance Framework are Corporate Governance and Academic Governance. The QUT Council is the formally constituted governing body that is collectively accountable for the corporate governance and performance of QUT. The Vice-Chancellor and President is accountable to QUT Council for the overall management and performance of the University.

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(6) QUT has embedded the following elements of sound corporate governance practice:

    a. strategic direction, planning and monitoring of the vision, goals and values of the University;

    b. role and powers of Council;

    c. structure, composition and membership of Council;

    d. Council performance and effectiveness;

    e. robust enterprise risk management and compliance frameworks;

    f. effective and appropriate committee structures;

    g. reporting and monitoring (disclosure, transparency and accountability);

    h. QUT values (social justice and ethics).

(7) The [Governance Framework Diagram](#) illustrates how QUT's Governance Framework operates.

Section 5 - Queensland University of Technology Act 1998

(8) QUT is a statutory body in the State of Queensland, established by an Act of the Queensland Parliament. The [Queensland University of Technology Act 1998](#) establishes QUT as a body corporate, and describes its functions and powers, its governance by QUT Council and its rights and obligations in relation to property and finances.

Section 6 - QUT Council

(9) QUT Council is the governing body of the University. The structure, composition and membership of Council accords with the [QUT Act](#), government requirements and the Voluntary Code of Best Practice for the Governance of Australian Universities. The University's committee system and procedures comply with better practice principles and the [Higher Education Standards Framework (Threshold Standards) 2021](#). Council has approved nomination, induction and professional development processes for Council members, separation of Chancellor and Vice-Chancellor and President roles, procedures for the conduct of Council and committee meetings, guidelines to assist members to exercise their duties in a manner consistent with the QUT [Staff Code of Conduct](#), and processes for review of overall and individual member performance and effectiveness. A [Council Charter](#) (QUT staff access only) provides members with information on Council

(10) members' roles and responsibilities, ethical conduct incorporating the QUT [Council Procedure 1 - Committee Operations](#) and the [QUT Staff Code of Conduct](#) and operational procedures.

(11) Council prepares the foundation for management and oversight of the University through input into the development and approval of the strategic direction and policies of the University. It approves policies and procedures which underpin the University's ethical behaviour and compliance with its obligations. It reviews and monitors the performance both of the University and controlled entities, and reports to government.

Section 7 - External Obligations

(12) QUT is committed to complying with all relevant obligations through its [Compliance Policy](#). QUT has obligations under State and Commonwealth legislation, regulations, government accountability frameworks, codes of practice, and standards, which are captured in the [Register of Compliance Obligations](#) (QUT staff access only). The external environment is complex, encompassing obligations of major significance to the Council and management in exercising due diligence over the operations of the University. Many legislative requirements have become the subject of

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separate policy statements because of their impact on QUT's activities.

(13) QUT Council is a formally constituted governing body, which includes independent members, exercises competent governance oversight of and is accountable for all the higher education operations, including accountability for the award of higher education qualifications, for continuing to meet the requirements of the [Higher Education Standards Framework (Threshold Standards) 2021](#) (6.1) and for the University's representation to itself.

(14) QUT is an exempt public authority under the [Corporations Act 2001](#). However its controlled entities may meet the definition of proprietary companies bound by that [Act](#).

(15) The Commonwealth funds QUT under the [Higher Education Support Act 2003](#). QUT is funded primarily on the basis of information it provides to the Commonwealth.

Section 8 - Internal Programs, Policies and Processes

(16) QUT's internal governance comprises structures to demonstrate effective governance and management.

Council, Committee Structure and Policy

(17) QUT Council establishes governance committees and the Vice-Chancellor and President establishes management committees to provide assistance and advice.

(18) All University level committees (QUT Committee Structure) have charters specifying their role, terms of reference, delegated powers, membership and reporting arrangements.

(19) Council determines governance procedures, including [Council Procedure 1 - Committee Operations](#) which outlines the roles and conditions of membership, procedures for ordinary and special meetings and for decisions between meetings, record keeping responsibilities, conflicts of interest and indemnity, reimbursement of member expenses and induction and review.

(20) Council also adopts policies and procedures to guide staff and students in carrying out their responsibilities and activities. Staff and students are obliged to work within these policies and procedures.

(21) Policies define QUT's position and objectives on matters of strategic significance and are published in QUT's policy library, the Manual of Policies and Procedures (MOPP) which articulates internal policies, high level procedures and the delegations, authorities and reporting responsibilities of staff. Operational procedures and guidance derived from the policies are normally found in the Digital Workplace, QUT's intranet. Council has delegated some authority for policy approval to certain University committees or University officers. The [Register of Authorities and Delegations](#) (QUT staff access only) provides further details.

QUT Values

(22) QUT aims to serve the community and strengthen its distinctive national and international reputation by combining academic strength with practical engagement with the world of the professions, industry, government, and the broader community. QUT's vision and purpose are outlined in its strategic plan.

(23) Underpinning QUT's values is the QUT [Code of Conduct - Staff](#) designed to assist each member of the University community, including members of Council, in discharging the obligation to act ethically and to observe the highest standards of behaviour. The Code of Conduct is aligned with the [Public Sector Ethics Act 1994](#) (Qld). In addition, the QUT [Code of Conduct - Student](#) outlines the behaviours and standards which promote a positive experience for all members of the student community. The Codes of Conduct for staff and students and other relevant policies recognise

academic freedom, freedom of expression and other human rights as important principles underpinning the University's operations ([Protection of academic freedom and freedom of speech](#)).

(24) Council is committed to infusing social justice philosophy and practices into all aspects of its activities ([Equal Opportunity and Diversity Policy](#)). The QUT [Reconciliation Statement](#) recognises the particular responsibility of educational institutions to redress disadvantage and to overcome prejudice and commits QUT to sustainable reconciliation between Indigenous (Aboriginal and Torres Strait Islander peoples) and non-Indigenous Australians.

(25) QUT is committed to undertaking its commercial and research operations in an ethically and socially accountable manner to enhance its reputation as a good corporate citizen. This commitment is guided by the research [Research Governance Framework](#) and policies.

Strategic Planning

(26) Strategic planning is undertaken to direct the attainment of the University's priorities as outlined in the institutional plan.

(27) Quarterly reports on QUT's institutional key performance indicators (KPIs) are prepared and provide ongoing monitoring on the University's performance and achievement of its vision and goals. Faculties, divisions and portfolios use regular KPI reporting to evaluate progress against planned actions and measure impact, and to inform ongoing review, evaluation and adaptation of plans throughout the annual cycle.

(28) The [University Integrated Planning Framework](#) outlines QUT's strategic planning and management principles, and the responsibilities of relevant University officers, faculties and divisions for complying with the Framework.

(29) The QUT [Quality and Standards Framework](#) articulates key components of QUT business and how quality assurance and continuous improvement mechanisms facilitate the achievement of strategic goals and priorities articulated in institutional plans.

Compliance and Control

(30) The QUT Register of Compliance Obligations contains all known external obligations under laws, regulations, codes or organisational standards including the [QUT Act](#). The compliance register designates the operational area and University Officer/s responsible for ensuring obligations are met, as well as potential penalties for non-compliance, and includes an outline of compliance procedures to assist with minimising non-compliance. Compliance with internal policy and procedure is also a key element of the framework consistent with the QUT [Code of Conduct - Staff](#).

(31) Council is also committed to establishing a cost-effective [internal control](#) structure. Although the Vice-Chancellor and President is ultimately responsible for the establishment of a cost-effective internal control structure for the University in line with the requirements of the Financial and Performance Management Standard 2019, developing and maintaining cost-effective internal controls is a management responsibility and an integral component of the overall process of managing operations of the University.

Enterprise Risk Management

(32) QUT Council has the overall responsibility for enterprise risk management at QUT, which it exercises through Risk and Audit Committee ([Risk and Audit Committee Charter](#)). Risk and Audit Committee evaluates the adequacy and effectiveness of the management of significant business risks and advises Council on the University's level of exposure to them.

(33) The Committee oversees internal and external audits to ensure it is operating effectively and in line with professional standards, and monitors the implementation, adequacy and effectiveness of internal controls.

(34) The University's [Risk Management Policy](#) and the [Enterprise Risk Management Framework](#) (QUT staff access only) make each faculty, division and portfolio responsible for identifying and managing their risks. The alignment of risk management with the University planning process facilitates closer interaction between the revision of plans and the re-assessment of risks.

(35) The University is committed to promoting an organisational culture that values effective risk management as a core management capability. QUT recognises that risk management is a critical component of good management practice and an essential element of governance. Effective risk management allows the University to optimise opportunities and achieve the University's objectives.

Delegation of Decision-Making

(36) QUT Council endorses a policy framework for the [delegation](#) of decision-making based on principles of empowerment of staff and committees in an environment of responsible corporate governance [Register of Authorities and Delegations](#) (QUT staff access only). Devolution to appropriate levels of responsibility and competence ensures that QUT is administratively responsive and makes decisions in a timely way. The framework of delegations specifies powers which cannot or should not be delegated, having regard to the scope or purpose of decision-making, or other matters such as legislative requirements or prohibitions.

(37) Sound corporate governance is achieved by ensuring that there are adequate internal control structures in place to support delegated decision-making, including appropriate policy settings, and monitoring, reporting and risk management systems.

Reporting and Monitoring (Disclosure, Transparency and Accountability)

(38) Good corporate governance requires appropriate mechanisms to monitor and report on performance. Council is assisted by its committees and management in monitoring performance against approved plans and key performance indicators as set out in the [University Integrated Planning Framework](#). The Vice-Chancellor and President supports the flow of information in presenting to each meeting of Council a report on the performance of the University and also identifies impending issues and risks facing the University.

(39) The monitoring and control framework of the University is subject to continuous independent internal audit through Assurance and Audit which reports to Council through Risk and Audit Committee.

(40) To safeguard integrity and accountability of the monitoring function of committees, Council has established a Register of Disclosed Interests (QUT staff access only) which members of Council and University committees are required to keep up-to-date with their current active, perceived or potential conflicts of interest, in addition to declaring conflicts of interest at meetings.

(41) Reporting requirements delegated by Council to officers of the University and committees are articulated in the [Register of Authorities and Delegations](#) (QUT staff access only) to ensure that there is clarity of understanding of responsibilities. Reporting and control culminates with an external financial audit and presentation of the University's Annual Report, incorporating the audited financial statements and a report on governance matters, to State Parliament.

Status and Details

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Policy Owner	Sonya Betros Director, Governance and Performance
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