

Finance Committee Charter

Establishment

1. The Finance Committee (**Committee**) is established by the University Council (**Council**) in accordance with section 17 of the *University of Canberra Act 1989* under resolution C1/11.

Purpose

2. The Committee will monitor, advise and report to the Council on matters relating to:
 - a. the financial performance and sustainability of the University and its controlled entities;
 - b. the management, allocation and investment of University capital and funds; and
 - c. University staff employment or diversity proposals or reports (as they relate to finance).

Authority

3. The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter.
4. The Council authorises the Committee to:
 - a. establish internal University working groups as required to assist it in the exercise of its responsibilities;
 - b. request the attendance of any University employee, officer of a Controlled Entity or Council member at Committee meetings;
 - c. obtain legal or other professional advice as considered necessary to execute its functions;
 - d. obtain any information it needs from any University employee or external party (subject to their legal obligation to protect information); and
 - e. exercise such other functions as may be necessary to enable it to exercise the responsibilities set out in this Charter.

Terms of Reference

5. The responsibilities of the Committee include:
 - a. monitoring and advising on the University's financial and operational performance including to:
 - i. review and recommend to the Council the annual University budget and approve the principles underlying the development of the University budget;
 - ii. review the financial performance of the University and approve financial performance reports;
 - iii. recommend to the Council and advise on a commitment of general expenditure greater than \$10 million (aggregate in a financial year);

- iv. recommend to the Council and advise on a write-off of University assets or debts greater than \$1 million;
 - v. recommend to the Council and advise on a raising of capital or borrowing or lending money or giving security over assets by the University including the approval of loans to University related third parties;
 - vi. review and advise on the key finance, investment and resource performance indicators and University performance against the agreed indicators; and
 - vii. monitor the University's philanthropic activities including the UC Foundation and make recommendations to University management or the Council as required.
- b. monitoring and advising on the investment of the University's funds including to:
- i. review the performance of the Investment Committee;
 - ii. review recommendations received from the Investment Committee including recommendations relating to proposals received from the Investment Manager or amendment of the terms of the Investment Policy or Ethical Investment Framework;
 - iii. annually report and advise the Council on the performance of the investment of the University's funds;
 - iv. review the annual report of the Investment Committee on the performance of the Investment Manager; and
 - v. on the recommendation of the Investment Committee, approve the appointment or termination of an Investment Manager in accordance with the Investment Policy.
- c. monitoring and advising on major capital expenditure projects including to:
- i. recommend to the Council and advise on an amendment of the University's Controlled and Related Entities Governing Policy;
 - ii. monitor and report to Council on the annual performance of the University's Controlled and Related Entities;
 - iii. recommend to the Council and advise on the University's participation in, or formation of, a company, partnership or joint venture;
 - iv. recommend to the Council and advise on a capital commitment by the University to a major project or strategic initiative (having a financial value greater than \$10 million (aggregate) or an overall project risk rating of High or above); and
 - v. recommend to the Council and advise on the relocation of part or all of the University; the acquisition, grant or disposal of a long-term interest in University land or the grant of a Declared Land Sublease by the University.
- d. receiving, reviewing and advising on University staff employment or diversity proposals or reports that may impact upon, or be relevant to, the financial performance, resource management or operations of the University including to:
- i. recommend to the Council and advise on the University's Strategic Workforce Plan from time to time (currently version (2018-2020)) and any amendments;
 - ii. receive reports on the University's workforce profile and advise on the prioritisation and strategic allocation of resources; and
 - iii. recommend to the Council approval of any proposed Employee Bonus Scheme Payment.

- e. jointly, with the Audit and Risk Management Committee:
 - i. review and recommend to the Council the annual financial statements and the audit report of the University; and
 - ii. monitor the annual financial and compliance reporting of the University and the impact of any developments in accounting standards or regulatory requirements.
- 6. The Committee exercises such additional functions, responsibilities and authorities as may be assigned or delegated to it by Council from time to time.
- 7. Where the Committee identifies issues that may present a material risk to the University, it shall refer such matters to the Audit and Risk Management Committee.
- 8. Where there is a perceived overlap of responsibilities between the committees of the Council, the respective Chairs will determine the most appropriate committee to consider the item or, alternatively hold a special joint meeting of such committees.

Membership

- 9. The Committee shall comprise a minimum of five members, including:
 - a. up to three members of the Council. The Council will appoint an external member of the Council to act as Chair;
 - b. the Vice-Chancellor and President (ex-officio);
 - c. one member of staff with appropriate expertise (nil voting rights);
 - d. up to two independent external members with skills and experience relevant to the functions of the Committee.
- 10. The following officers shall have right of audience and debate at meetings of the Committee:
 - a. the Vice-President, Finance and Infrastructure;
 - b. the Chief Financial Officer;
 - c. the Director, Finance and Business Services; and
 - d. the University Secretary.
- 11. Notwithstanding clause 9, the following people may not be members of the Finance Committee:
 - a. the Vice-President, Finance and Infrastructure;
 - b. the Chief Financial Officer; or
 - c. a member of staff of Finance and Business Services.
- 12. Members shall be appointed by the Council for a term not exceeding three years or their term on the Council (if applicable). Members may be reappointed at the end of a term.
- 13. The staff advisory member appointed under 9(c) shall be appointed by the Council, on the recommendation of the Vice-Chancellor, for a term not exceeding three years. The member may be reappointed at the end of their term.

14. The Committee may temporarily co-opt other members of the Council to the membership of the Committee where it is necessary to do so to comply with clauses 9 and 27.
15. In appointing the membership of the Committee, the Council will have regard to the relevant skills and experience commensurate to the functions of the Committee, the University values and equity and diversity objectives, and the need for both continuity and regular renewal of the membership.
16. The Council will appoint a member of the Council to act as Deputy Chair of the Committee. The Deputy Chair will assume the role of Chair in the absence of the Chair and will preside over all matters where the Chair maintains a conflict of interest.

Role and Responsibilities of Members

17. Members of the Committee are expected to understand and observe the legal requirements of the *University of Canberra Act 1989*, University Statutes and Rules.
18. Members are also expected to:
 - a. act in the best interests of the University;
 - b. contribute sufficient time to review and understand the papers provided; and
 - c. apply analytical skills, objectivity and good judgment.

Administration

19. The Committee will be supported by the Office of the General Counsel and University Secretary.

Decisions

20. Decisions will be determined by resolution passed by at least two-thirds (2/3) of the members present at the Committee meeting.

Meetings

21. The Committee will meet at least four times per year on dates determined by the Committee, unless otherwise agreed by the Chair. The Committee may meet at other times in accordance with the Standing Orders.
22. The Chair is required to call a meeting if asked to do so by the Council and may determine whether a meeting is required if requested by another Committee member.
23. Meetings may be held in person, by telephone or by videoconference.
24. A Committee Annual Plan, including meeting dates and key agenda items, will be agreed by the Committee each year. The Annual Plan will cover all responsibilities as detailed in this Charter.
25. Papers may only be tabled at a meeting with the approval of the Chair.

Quorum and Attendance

26. A quorum consists of a majority of the people for the time being holding office as members of the Committee.
27. The Chair may approve for the whole, or any part, of a meeting of the Committee, the attendance of:
 - a. a member of the Council;
 - b. an employee or contractor of the University; or
 - c. any external persons for the purpose of providing advice or consultation to the Committee.

Induction

28. The Office of the General Counsel and University Secretary will maintain a program of induction for Committee members.

Remuneration

29. Remuneration may be payable to independent external members appointed under 9(d) in accordance with the [Council Remuneration Policy](#). The Chair and Council members appointed to the Committee are remunerated in accordance with the Council Remuneration Policy. Remuneration is not payable to staff members appointed to the Committee under 9(c).

Assessment and Review

30. The Committee will:
 - a. review this Charter biennially and recommend to the Council any necessary amendments; and
 - b. assess its performance biennially with respect to the Committee's purpose and functions.

Reporting

31. The Chair of the Committee or their delegate will report on the business of each Committee meeting at the next meeting of the Council.
32. The Committee will submit an annual report to the Council on its performance and activities, including:
 - a. a summary of the work it performed to fully discharge its responsibilities during the preceding year;
 - b. details of any outstanding business; and
 - c. details of meetings, including the number of meetings held during the relevant period and the number of meetings each member attended.
33. The Council may request additional reports on the business of the Committee as it deems necessary.
34. The Committee may report to the Council any other matter it deems of sufficient importance to do so.