



**JAMES COOK
UNIVERSITY**
AUSTRALIA

ESTATE COMMITTEE CHARTER

**Approved by Council 18 June 2020
Last Reviewed by Committee 25 November 2022
Amended by Council at Meeting (2/23) on 16 March 2023**

ESTATE COMMITTEE – CHARTER

1. Establishment

- 1.1 There is an Estate Committee (*‘the Committee’*) reporting to the Council. The Committee was first established as the Estate Board, a Committee of Council on 12 April 2012 under Division 2, Section 11 of the JCU Act 1997. It was renamed the Estate Sub-Committee and became a Sub-Committee of the Finance Committee on 8 December 2016. It was renamed the Estate Committee with a direct reporting line to Council on 5 December 2019.
- 1.2 The purpose of this charter is to outline the role, responsibilities, composition and operating guidelines of the Committee in accordance with the James Cook University Act 1997, other relevant legislation and other appropriate University Policies and Procedures and has been approved by the Council of James Cook University.
- 1.3 The Charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee’s authority, objectives and responsibilities. The Committee or Chair may propose to Council, following that review and from time to time, amendments to this Charter for approval.

2. Authority, Independence and Relationships

- 2.1 The Committee has no authority, unless delegated to it by the Council of the University.

The Committee is a Committee of the University and is directly responsible to the Council of the University. In discharging its responsibilities the Committee has the authority to:

- Conduct or authorise investigations into matters within its scope of responsibility.
- Access information, records and personnel of the University for such purposes.
- Request the attendance of any employee, including executive staff, and contractors to the University, at Committee meetings.
- Conduct meetings with any relevant Division/College/Directorate, as necessary.
- Seek advice from external parties and independent experts, as necessary, which the Committee reasonably considers necessary to execute its duties and responsibilities, obtaining the necessary funding approvals from Council should this be necessary.
- The Committee will liaise with other Committees of Council as required, to ensure:
 - its statutory and operational responsibilities are met;
 - there is no material overlap between the functions and duties of the Committees; and
 - frank and meaningful interchange of information.

3. Purpose, Functions, Duties and Responsibilities

- 3.1 The purpose of the Committee is to advise Council on the development and stewardship [curatorship] of the University’s estate within the agreed Master Plans.
- 3.2 The Committee will:
 - (a) perform the duties and responsibilities specified in Schedule A;
 - (b) make decisions on behalf of the Council in line with the delegations specified in the [JCU Delegations Schedule](#);
 - (c) act on behalf of the Council on such other matters as are required of it from time to time by the Council;
 - (d) advise the Council on such other matters that are within its duties and responsibilities (Schedule A), as referred by the Council or as it deems appropriate.

4. Membership

- 4.1 The Committee shall comprise the following members:

- (a) *ex officio*

- (i) Chancellor
- (ii) Vice Chancellor
- (iii) Deputy Vice Chancellor, Services and Resources

- (b) Appointed – by the Council

Four members appointed by and from the Council whose appointment shall be based on their appropriate skills and/or experience in relation to the business conducted by the Committee.

- (c) Additional

Council shall have the power to co-opt up to four additional members external to the University who have the appropriate skills and/or experience in relation to the business conducted by the Committee.

- 4.2 The Chair will be appointed by the Council from amongst its members and the Committee will have a Deputy Chair elected by the Committee. Whenever a vacancy occurs in the office, the Committee will elect a Deputy Chair. The Chair and Deputy Chair will be neither a member of staff nor a student of the University nor a Co-opted Additional member.

- 4.3 The Co-opted Additional members will have appropriate qualifications/experience and will be from outside the University.
- 4.4 Appointments including appointments of Co-opted Additional members will be for a period of up to four years and will be recorded in a membership list. For Co-opted Additional members their appointment will be until their term of office expires or until they resign from the Committee, and for Council members until their successors are appointed or they cease to be members of the Council.
- 4.5 Before appointing a member, the Committee will:
- undertake consultation as appropriate; and
 - give consideration to the principle that members not be entirely of the same gender or from the same campus.
- 4.6 Any person assuming a role in Committee business on behalf of another person as a consequence of an acting or nominee arrangement (e.g., acting as an *ex officio* member, Deputy Chair assuming chair) will as far as practicable consult and report through that other person.
- 4.7 Attendance by others at Meetings - the Committee or its Chair may invite other University staff members and persons external to the University, as required for the purposes of the Committee, to attend meetings as advisors.

The Director, Estate Directorate is to be invited to attend meetings and shall have rights of audience and debate.

5. Secretariat

- 5.1 The University Secretary [or nominee] will be the Secretary to the Committee. There may be an Assistant or Minute Secretary to assist the Secretary and to take minutes.
- 5.2 The Secretary, in consultation with the Chair, will prepare and send notices of meetings, agendas, will accurately transcribe all decisions of the Committee and table all correspondence, reports and other information relevant to the Committee's activities and operations. The University Secretariat will provide the resources necessary for the performance of the Committee.

6. Convening a Meeting

- 6.1 The Committee will meet as often as necessary in order to perform its functions. The number of meetings may vary in accordance with the volume of business that falls within the remit of the Committee. However, it is recommended that the Committee hold a minimum of two meetings per year and the schedule of meetings will be agreed in advance.
- 6.2 Meetings will be convened by either the Chair or the Secretary and the Secretary will send a notice of a meeting in reasonable time to all members of the Committee. For the purposes of accountability and meeting efficiency, all meetings will be run according to a pre-determined agenda with items presented under an item coversheet that clearly identifies the recommended action.
- 6.3 The Committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats. Proposals for agenda items from Committee members are to be submitted to the Secretary for consideration by the Chair for inclusion on the agenda. The Chair, in consultation with the Secretary, will determine the agenda. The agenda and relevant papers will be distributed to members at least five working days before the meetings.
- 6.4 The Committee may appoint sub-committees and working parties to report to the Committee on specific matters which are the responsibility of the Committee. The majority of members of any sub-committee or working party must comprise members of the Committee.

7. Conduct of Meeting

- 7.1 Except as hereinafter provided the Chair will preside at all meetings of the Committee. If the Chair is absent from a meeting, the Deputy Chair will preside. If the Deputy Chair is absent also, the members present will elect one of their number to preside.
- 7.2 A quorum exists at a meeting of the Committee if a simple majority of its members are present.
- 7.3 Questions arising at a meeting of the Committee will be determined by consensus, however when required a question will be determined by a majority of votes of the members of the Committee present and voting. The Chair at a meeting of the Committee will have a vote, and in the case of an equality of votes, a second or casting vote.

8. Rules for the Conduct of Business and Ethical Practices

- 8.1 Subject to the general control of the Council, the Committee may make its own rules for the conduct of its business that are in keeping with its Charter.
- 8.2 Members are required to declare any interests, in accordance with the University's [Conflicts of Interests Policy – University Council and its Committees](#) and the [Code of Conduct – University Council](#) that could constitute a real, potential or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated as necessary.

8.3 Confidentiality issues shall be dealt with in accordance with the University's [Confidentiality Provisions - JCU Council, Council Committees, Controlled Entity Directors and Nominee Directors of Non-Controlled Entities](#). The Committee will receive the provisions each year at its first meeting.

9. Reporting Obligations

9.1 As soon as practicable after each meeting, the Committee will submit minutes of the meeting confirmed by the Chair to Council. The minutes will include:

- (a) advice, with recommendations as relevant, in respect to those matters set out in Schedule A;
- (b) confirmation of action taken in respect of any matter for which delegated authority has been exercised; and
- (c) advice on other matters referred to it by Council or any other Committee of Council or that the Committee wishes to draw to the attention of Council.

9.2 The Committee will conduct its business in accordance with an Annual Schedule of Business for the Committee. The Schedule of Business and the Committee's membership list do not form part of the Charter.

10. Executive Actions/Circulating Resolutions

10.1 Where circumstances do not allow a matter relevant to the duties and responsibilities of the Committee to be put to a meeting of the Committee, and a resolution of the Committee is required, the Chair will cause the matter to be considered by members by circulating resolution. The principles and procedures adopted by Council for managing business by circulating resolution apply.

10.2 Where it is not practicable for the matter in 10.1 above to be put to members by circulating resolution, the Chair or Secretary may act executively on the matter where delegated authority has been agreed (refer [JCU Delegations Schedule](#)).

10.3 Where it is necessary for the Chair to have a matter determined as in 10.1 or 10.2 above, the approval will be reported by the Secretary to the next meeting of the Committee and where appropriate to the Council.

Schedule A

Duties and Responsibilities of the Committee

1. The Committee is responsible for the following matters:
 - (a) overall responsibility for the stewardship of the University's Estate;
 - (b) to ensure the design and development of the University's Estate complies with the philosophy and vision espoused in Master Plans;
 - (c) to report to Council on University developments as they relate to Campus and other Master Plans and the University Plan;
 - (d) advise Council on the likely impact that such proposed projects at the University will have on external communities;
 - (e) on behalf of Council, provide governance oversight of the development/construction of all significant new buildings and major infrastructure projects (\$5 million or greater);
 - (f) monitor and advise Council on the repairs and maintenance requirements of the University's major infrastructure;
 - (g) ensure design guidelines meet the needs of the University*;
 - (h) finalise the siting of projects and major infrastructure, precinct plans, landscaping architecture (soft and hard built environment) and other elements of the Masterplans*;
 - (i) accept project design at schematic design stage, developed design stage, and value management where required, including assessment of peer review*;
 - (j) finalise statutory planning matters, including Community Infrastructure Designations*;
 - (k) ensure major condition audits are undertaken*;
 - (l) oversee major building demolition this excludes minor demountables, buildings, storage sheds etc which will be approved by the Vice Chancellor*;
 - (m) ensure relevant and appropriate policies and procedures are in place that relate to the stewardship of the estate, facilities management and digital activities*;
 - (n) oversee development of major initiatives or policy and procedure changes on parking and transport*; and
 - (o) Approving policies and procedures as per the Policy and Delegations Framework*
2. The Committee will provide advice to the Council on the matters above, any matter within its remit or referred to it by the Council or any other Committee of Council.
3. The Committee may make recommendations to the Council on the matters above, any matters within its remit or referred to it by the Council or any other Committee of Council on matters relating to the advice.
4. In order to provide advice and recommendations, the Committee will:
 - (a) endorse and recommend major projects to Council (\$5 million or greater), should this be necessary, referring to other Committees as appropriate taking into account financial and legal considerations;
 - (b) endorse and recommend Campus Master Plans for approval by Council following periodic review and/or proposed amendment;
 - (c) promote the Estate and other developments to government and industry towards attracting additional investors and collaborators to projects;
 - (d) receive periodic reports on the progress of major developments;
 - (e) evaluate proposals for the acquisition, disposal and redevelopment of real property, including proposals for development on University property leased or otherwise granted to a third party; and
 - (f) make recommendations to Council, should this be necessary, on development proposals including those from Affiliated Colleges.
5. Nothing in the stated duties and responsibilities is intended to limit the matters on which the Committee may provide advice; however, the Committee should not go outside of the general scope of its Charter without the approval of Council.
6. *Council delegates to the Committee specific decision-making powers in respect of this duty or responsibility. Please refer to the [JCU Delegations Schedule](#), as amended from time to time.