

# ESTATE COMMITTEE CHARTER

## ESTATE COMMITTEE – CHARTER

### 1. Establishment

- 1.1 There shall be an Estate Committee (*the Committee*) reporting to 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 Chairperson 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 purpose.
- Request the attendance of any employee, including executive staff, at Committee meetings.
- Conduct meetings with any relevant academic divisions/divisions/directorates, 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 shall 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 groups; 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 shall:
  - (a) perform the duties and responsibilities specified in Schedule A;
  - (b) act on behalf of the Council on such other matters as are delegated to it from time to time by the Council;
  - (c) advise Council on such other matters that are within its duties and responsibilities (Schedule A), as referred by 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

The Committee has delegated authority from Council to co-opt up to four additional members external to the University to act as specialist advisors for terms of up to four years.

- 4.2 The Chairperson shall be appointed by the Council from its members and the Committee shall have a Deputy Chairperson elected by the Committee. At its first meeting after its appointment, and thereafter whenever a vacancy occurs in the office, the Committee shall elect a Deputy Chairperson. The Chairperson and Deputy Chairperson shall be neither a member of staff nor a student of the University.

- 4.3 The Co-opted and Additional members shall have appropriate qualifications/experience and shall be from outside the University.
- 4.4 Appointments including appointments of Co-opted Additional members shall be for a period of up to four years and shall be recorded in a membership list for appending to the Charter. For Co-opted Additional members their appointment shall 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 shall:
- (a) undertake consultation as appropriate; and
  - (b) give consideration to the principle that members shall be not 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 the *ex officio* member, Deputy Chairman assuming chairmanship) shall as far as practicable consult and report through that other person.
- 4.7 Attendance by others at Meetings - the Committee or its Chairperson may invite other persons internal to the University, as required for the purposes of the Committee, to attend meetings as advisors.
- The following internal advisors shall be invited to attend meetings and shall have rights of audience and debate:
- (i) the Director, Estate Directorate; and
  - (ii) the Project Director, Discovery Rise Project.

## **5. Secretariat**

- 5.1 The University Secretary or nominee shall 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 Chairperson, 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 shall provide the resources necessary for the performance of the Committee.

## **6. Convening a Meeting**

- 6.1 The Committee shall 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.
- 6.2 Meetings shall be convened by either the Chairperson or the Secretary and the Secretary shall send a notice of meeting in reasonable time to all members of the Committee. For the purposes of accountability and meeting efficiency, all meetings shall 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 Chairperson for inclusion on the agenda. The Chairperson, in consultation with the Secretary, shall 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 working parties to report to the Committee on specific matters which are the responsibility of the Committee. The majority of members of any working party must comprise members of the Committee.

## **7. Conduct of Meeting**

- 7.1 Except as hereinafter provided the Chairperson shall preside at all meetings of the Committee. If the Chairperson is absent from a meeting, the Deputy Chairperson shall preside. If the Deputy Chairperson is absent also, the members present shall elect one of their number to preside who shall not be a student of the University.
- 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 shall be determined by consensus, however when required a question shall be determined by a majority of votes of the members of the Committee present and voting. The Chairperson at a meeting of the Committee shall 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 *Conflict of Interests – University Council Policy* 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 shall submit minutes of the meeting confirmed by the Chairperson to Council. The minutes shall 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 shall provide to Council an Annual Schedule of Business for the Committee. The Schedule of Business and the Committee's membership list shall be appended to the Charter but do not form part of the Charter.

## **10. Executive Actions/Circularised 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 Chairperson shall cause the matter to be considered by members by circularised resolution. The principles and procedures adopted by University Council for managing business by circularised resolution apply.
- 10.2 Where it is not practicable for the matter in 10.1 above to be put to members by circularised resolution, the Chairperson or Secretary may act executively on the matter where delegated authority has been agreed.
- 10.3 Where it is necessary for the Chairperson to have a matter determined as in 10.1 or 10.2 above, the approval shall be reported by the Secretary to the next meeting of the Committee and where appropriate to Council.

## Schedule A

### Duties and Responsibilities of the Committee

**1. The Committee has been delegated the following responsibilities and specific matters by Council:**

- (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 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) approval of design guidelines;
- (h) approval of the siting of projects and major infrastructure, precinct plans, landscaping architecture (soft and hard built environment) and other elements of the Masterplans;
- (i) approval of project design at schematic design stage, developed design stage, and value management where required, including assessment of peer review;
- (j) approval of statutory planning matters, including Community Infrastructure Designations;
- (k) approval of major condition audits;
- (l) approval of major building demolition this excludes minor demountables, buildings, storage sheds etc which will be approved by the Vice Chancellor;
- (m) approval of relevant policies that relate to the stewardship of the estate, facilities management and digital activities; and
- (n) approval of major initiatives or policy changes on parking and transport.

**2. The Committee shall:**

- (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.

3. The Committee may make recommendations to Council on the matters above, any matter within its remit or matters referred to it by Council or any Committee of Council.

4. 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.