

# **ESTATE BOARD CHARTER**

# ESTATE BOARD - CHARTER

## 1. Establishment

- 1.1 There shall be an Estate Board (*'the Board'*) reporting to the Council. The Board was first established as a Committee of Council on 12 April 2012 under Division 2, Section 11 of the JCU Act 1997.
- 1.2 The purpose of this charter is to outline the role, responsibilities, composition and operating guidelines of the Board 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 16th Council of James Cook University.
- 1.3 The Charter will be reviewed annually by the Board to ensure it remains consistent with the Board's authority, objectives and responsibilities. The Board 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 Board has no executive powers, unless delegated to it by the Council of the University.

The Board is a Committee of the University and is directly responsible to the Council of the University. In discharging its responsibilities the Board 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 Board meetings.
- Conduct meetings with any relevant academic divisions/divisions/directorates, as necessary.
- Seek advice from external parties and independent experts, as necessary, which the Board reasonably considers necessary to execute its duties and responsibilities; obtaining the necessary funding approvals through Council should this be necessary.
- The Board 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 Board is to advise the Council on the development and stewardship [curatorship] of the University's estate within the agreed Master Plans.
- 3.2 The Board 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 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 Board 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 Board.
- (c) Additional  
The Board has delegated authority from Council to appoint up to four additional members external to the University to act as specialist advisors for terms of up to two years.

- 4.2 The Chairperson shall be appointed by the Council from its members and the Board shall have a Deputy Chairperson elected by the Board. At its first meeting after its appointment, and thereafter whenever a vacancy occurs in the office, the Board 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 Coopted and Additional members shall have appropriate qualifications/experience and may be from outside the University. Appointments including appointments of coopted and additional members shall be for a period of up to two years and shall be recorded in a membership list for appending to the Charter, shall be until their successors are appointed or until they resign from the Board or as Council members cease to be members of the Council.
- 4.4 Before appointing a member, the Board 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.
- 4.5 Any person assuming a role in Board 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.
- 4.6 Attendance by others at Meetings - the Board or its Chairperson may invite other persons internal to the University, as required for the purposes of the Board, 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 Office.
  - (ii) the Director, Commercial Services Office.
  - (iv) the Project Director, Discovery Rise Project

## **5. Secretariat**

- 5.1 The University Secretary or nominee shall be the Secretary to the Board. 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 Board and table all correspondence, reports and other information relevant to the Board's activities and operations. The University Secretariat shall provide the resources necessary for the performance of the Board.

## **6. Convening a Meeting**

- 6.1 The Board shall meet as often as necessary in order to perform its functions. It is recommended that the Board meet a minimum of three times per year and the schedule of meetings will be agreed in advance, however the number of meetings may vary in accordance with the volume of business that falls within the remit of the Board.
- 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 Board. 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 Board 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 Board 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 Board may appoint sub-committees and working parties to report to the Board on specific matters which are the responsibility of the Board. The majority of members of any sub-committee or working party must comprise members of the Board.

The Board has established the following sub-committee:

- Discovery Rise Working Group

## **7. Conduct of Meeting**

- 7.1 Except as hereinafter provided the Chairperson shall preside at all meetings of the Board. 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 Board if a simple majority of its members are present.
- 7.3 Questions arising at a meeting of the Board shall be determined by consensus, however when required a question shall be determined by a majority of votes of the members of the Board present and voting. The Chairperson at a meeting of the Board 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 Board 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 Interest of Members of Council Policy* and the *Code of Conduct for Council Members* that could constitute a real, potential or apparent conflict of interest with respect to participation on the Board. The declaration must be made on appointment to the Board and in relation to specific agenda items at the outset of each Board 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 Board will receive the provisions each year at its first meeting.

## **9. Reporting Obligations**

- 9.1 As soon as practicable after each meeting, the Board shall submit minutes of the meeting confirmed by the Chairperson to the 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 Board wishes to draw to the attention of the Council.
- 9.2 The Board shall provide to Council an Annual Schedule of Business for the Board. The Schedule of Business and the Board'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 Board to be put to a meeting of the Board, and a resolution of the Board 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 Board and where appropriate to the Council.

## Schedule A

### Duties and Responsibilities of the Board

**1. The Board has been delegated the following by Council:**

- (a) overall responsibility for the stewardship of the University's Estate;
- (b) to ensure the design and development of University's Estate complies with the philosophy and vision espoused in Master Plans;
- (c) oversight of the development, approval and periodic review and amendment of Campus Master Plans and endorse the same for approval by Council ;
- (d) to report to Council on University building developments as they relate to Estate Master Plans and the University Plan;
- (e) advise Council on the likely impact that proposed buildings, land use and infrastructure projects at the University will have on external communities.

**2. The Board shall:**

- (a) endorse and recommend major projects to Council, referring to other committees as appropriate taking into account financial and legal considerations as they relate to the estate;
- (b) promote the Estate and other developments to government and industry towards attracting additional investors and collaborators to projects;
- (c) endorse relevant policies that relate to the stewardship of the Estate;
- (d) receive periodic reports on the progress of major developments; and
- (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;
- (f) Make recommendations on development proposals including those from Affiliated Colleges

**3. Specific matters requiring Board approval are:**

- (a) Design guidelines;
- (b) Estate Master Plans;
- (c) Siting of buildings and major infrastructure;
- (d) Building design at schematic design stage, including assessment of peer review;
- (e) Statutory planning, including Community Infrastructure Designations;
- (f) Major condition audits;
- (g) Building demolition excluding minor demountables, buildings, storage sheds etc.
- (h) Development proposals including those from Affiliated Colleges; and
- (i) Major virtual infrastructure initiatives; and
- (j) Major initiatives or policy changes on parking and transport.

3. The Board may make recommendations to the 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 Board may provide advice; however, the Board should not go outside of the general scope of its charter without the approval of Council.