

CONTROLLED ENTITIES SUB- COMMITTEE CHARTER

CONTROLLED ENTITIES SUB-COMMITTEE - CHARTER

1. Establishment

- 1.1 There shall be a Controlled Entities Sub-Committee (*'the Sub-Committee'*) of the Finance Committee (the parent body). The establishment of this Sub-Committee is under Division 2, Section 11 of the JCU Act 1997. The Controlled Entities Sub-Committee was first established as a Sub-Committee of the Finance Committee by Council on 10 April 2014.
- 1.2 The purpose of this charter is to outline the role, responsibilities, composition and operating guidelines of the Sub-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 16th Council of James Cook University.
- 1.3 The charter will be reviewed annually by the Sub-Committee to ensure it remains consistent with the Sub-Committee's authority, objectives and responsibilities. The Sub-Committee or Chairperson may propose to the Finance Committee, following that review and from time to time, amendments to this Charter for approval.

2. Authority, Independence and Relationships

- 2.1 The Sub-Committee has no executive powers, unless delegated to it by the Council of the University, through the Finance Committee.

The Sub-Committee is a Committee of the University and is directly responsible to the Finance Committee of the University. In discharging its responsibilities the Sub-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 Sub-Committee meetings.
- Conduct meetings with any relevant academic divisions/divisions/directorates.
- Seek advice from external parties and independent experts, as necessary, which the Sub-Committee reasonably considers necessary to execute its duties and responsibilities; obtaining the necessary funding approvals should this be necessary.
- The Sub-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 Sub-Committee is to provide advice on the matters relating to the oversight of JCU's Controlled Entities on behalf of the Finance Committee.
- 3.2 The Sub-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, through the Finance Committee;
 - (c) advise the Council, through the Finance Committee, 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 Sub-Committee shall comprise the following members:

- (a) ex officio
Vice-Chancellor
- (b) Appointed – by the Council
Two 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 Sub-Committee.
- (c) Additional
Council shall have the power to co-opt one additional member external to the University who has the appropriate skills and /or experience in relation to the business conducted by the Sub-Committee.

4.2 The Chairperson shall be appointed by the Council and the Sub-Committee shall have a Deputy Chairperson elected by the Sub-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 Deputy Chairperson shall be a member of Council but not a student of the University.

4.3 Coopted and Additional members shall have appropriate qualifications/experience and may be from within or outside the University. Appointments including appointments of coopted and 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, shall be until their successors are appointed or until they resign from the Sub-Committee or as Council members cease to be members of the Council.

4.4 Before appointing a member, the Sub-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.

4.5 Any person assuming a role in Sub-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.

4.6 Attendance by others at Meetings - the Sub-Committee or its Chairperson may invite other University staff members and persons external to the University, as required for the purposes of the Sub-Committee, to attend meetings as advisors.

5. Secretariat

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

6. Convening a Meeting

6.1 The Sub-Committee shall meet as often as necessary in order to perform its functions. It is recommended that the Sub-Committee meet a minimum of twice 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 Sub-Committee.

6.2 Meetings shall be convened by either the Chairperson or the Secretary and the Secretary shall send a notice of a meeting in reasonable time to all members of the Sub-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 Sub-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 Sub-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.

7. Conduct of Meeting

- 7.1 Except as hereinafter provided the Chairperson shall preside at all meetings of the Sub-Committee. If the Chairperson is absent from a meeting, the Deputy Chairperson shall preside.
- 7.2 A quorum exists at a meeting of the Sub-Committee if a simple majority of its members are present.
- 7.3 Questions arising at a meeting of the Sub-Committee shall be determined by consensus, however when required a question shall be determined by a majority of votes of the members of the Sub-Committee present and voting. The Chairperson at a meeting of the Sub-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 Sub-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 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 Committee. The declaration must be made on appointment to the Sub-Committee and in relation to specific agenda items at the outset of each Sub-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 Sub-Committee will receive the provisions each year at its first meeting.

9. Reporting Obligations

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

Schedule A

Duties and Responsibilities of the Sub-Committee

1. The Sub-Committee has been delegated the following by the Finance Committee:
 - (a) To provide advice on matters relating to the oversight of JCU's Controlled Entities, a responsibility under the Voluntary Code of Best Practice for the Governance of Australian Universities.
 - (b) To advise on the proposed establishment of new Controlled Entities, including entities where the University is proposing to increase its non-controlled interest, that are consistent with the University's strategic objectives and in accordance with the James Cook University Act 1997.
 - (c) To monitor, regularly review and report on the conformance and performance of JCU's Controlled Entities.
 - (d) To periodically review and, if appropriate recommend amendments to, the Controlled and Non-Controlled Entities Policy.
2. The Sub-Committee shall provide advice to the Finance Committee on the matters above, any matter within it remit or referred to it by the Council or any other Committee of Council.
3. The Sub-Committee may make recommendations to the Finance Committee on the matters above, any matter within it remit or referred to it by the Council or any other Committee of Council on matters relating to the advice.
4. Nothing in the stated duties and responsibilities is intended to limit the matters on which the Sub-Committee may provide advice. However, the Sub-Committee should not go outside of the general scope of its charter without the approval of the Finance Committee.