

Terms of Reference (Council approved) - Standing Committee

Section 1 - Overview

Establishment of Committee

(1) The Standing Committee is established as a Committee of Council, and the Committee is delegated a number of Council functions in relation to urgent Council matters at the University.

(2) The establishment of this Committee and the delegation of Council powers to it are actions authorised under [Section 17 of the UNE Act](#). The provisions of this document take effect as a Council Rule made under [Section 29 of the UNE Act](#).

Section 2 - Committee membership

Membership

(3) The members of the Committee are as follows:

- a. Chancellor;
- b. Deputy Chancellor;
- c. Vice-Chancellor and Chief Executive Officer;
- d. Chair of Academic Board;
- e. Chair of Audit and Risk Committee;
- f. Chair of Finance and Infrastructure Committee;
- g. Chair of Innovation and Development Committee
- h. Council member who is the elected Student Member; and
- i. Up to two Lay Council members may be co-opted from Council to the Committee by the Chair in order to meet the Committee's stated gender representation objectives.

In attendance

Official attendees

(4) University Secretary and/or nominee

Other

(5) Any other person invited by the Chair

Term of office

(6) The ex-officio members (Chancellor, Deputy Chancellor, Vice-Chancellor and Chief Executive Officer, Chair of Academic Board, Chair of Audit and Risk Committee, Chair of the Finance and Infrastructure Committee and the

elected Student Member) will be Committee members whilst they hold their primary office.

(7) The co-opted Council members (if applicable) will be Committee members for two years or such other time as determined by Council, or until they cease to be a Council member, whichever occurs first.

Chair

(8) The Chancellor will act as Chair. If the Chancellor is unavailable to act as Chair then the Deputy Chancellor will act as Chair. If the Deputy Chancellor is unavailable to act as Chair then the Committee will elect a Chair to act during the period the Chancellor and Deputy Chancellor are unavailable.

Gender representative objectives

(9) The objective will be to ensure, so far as is practicable, that the membership of the Committee includes the following gender representation:

- a. Where the Committee has five or more members, at least two of each gender; and
- b. Where the Committee has four or less members, at least one of each gender.

Section 3 - Terms of reference

Functions

(10) The functions of the Committee are as follows:

- a. Approval functions:
 - i. Approve any matter and pass any resolution (except a special resolution) within the authority of Council that in the opinion of the Chair requires urgent attention. Where a matter requires urgent attention, all Council members should be informed promptly in writing of the matter and the reason for the urgency.

Section 4 - Sub-committees and working groups

(11) Not applicable.

Section 5 - Delegations

Delegation from Council

(12) This committee has delegated authority from the UNE Council to perform on behalf of Council the approval, advice and monitoring functions set out in the terms of reference above and all matters ancillary to those functions.

Section 6 - Conduct of Committee business

Reporting to Council

(13) The Chair of the Committee will report to Council regularly on the business conducted by the Committee.

Meetings

(14) The Committee will meet on an ad-hoc basis and is expected to use technology and "flying minutes" to attend to

urgent matters. Committee members are expected to be available on short notice, however should be given as much notice as is practicable in the circumstances of matters arising.

Business papers

(15) Committee business papers, or "flying minutes" and explanatory documents accompanying them, will be distributed to Committee members as required and with as much notice as is practicable in the circumstances. Business papers must be treated confidentially by recipients. Any lawfully required disclosure of business papers should be made via the University Secretary.

Quorum

(16) A quorum shall consist of a simple majority of the members of the Committee at the time the meeting is held.

Use of technology

(17) For its business papers, meetings and otherwise to conduct its business the Committee and its members may use technology including telephone, video-conferencing, telepresence, email and internet as arranged by the Chair and/or University Secretary.

Resolutions

(18) The Committee may pass a resolution by "flying minute" provided that the resolution has been approved by a simple majority of the Committee members at the time the resolution is made.

Confirmation of minutes

(19) Draft minutes will normally be circulated to members for comment promptly after each meeting. Next the minutes (with any necessary changes) will be circulated for adoption by the Committee. The minutes will be finalised and adopted when they have been approved by a majority of the members present at the relevant meeting. Alternatively, the minutes may be included in the business papers for the next Committee meeting and considered/adopted by the Committee at that meeting.

Secretary to Committee

(20) The University Secretary and/or nominee will act as secretary and provide administrative support to the Committee.

Section 7 - Definitions and interpretation

Definitions

(21) Words and phrases used in this document have the following meanings, unless the context requires otherwise:

- a. Current Employee means a person who is at the time an Employee.
- b. Current Student means a person who is at the time a Student and who is enrolled in one or more units.
- c. Employee means a person who is employed by the University on a continuing, fixed term, casual, contract or other basis.
- d. Lay means a person who is not a Current Employee or Current Student.
- e. Management means the Vice-Chancellor and Chief Executive Officer's and his/her staff.
- f. Senior Executive means the Vice-Chancellor and Chief Executive Officer and his/her direct reports (excluding support staff).

- g. Senior Manager means staff at Head of School or Director level and above (including the Senior Executive).
- h. Student means a person who has been accepted into a course at the University and is entitled to enroll in units for the purposes of that course.
- i. UNE Act means the [University of New England Act 1993 \(NSW\)](#).
- j. UNE By-law means the [University of New England By-law 2005 \(NSW\)](#).

Interpretation

(22) This document should be interpreted using the following principles:

- a. Where Committee membership is defined by reference to an office held (for example "Chair of Finance and Infrastructure Committee"), that office-bearer is a member ex-officio and has all of the same rights and responsibilities (including voting) as other Committee members whilst holding the office specified.
- b. This document does not override or otherwise affect:
 - i. the [UNE Delegations Framework Rule](#); or
 - ii. the [Vice-Chancellor Functions Rule](#),
- c. however, it operates as a delegation of certain authorities that have been retained by Council.

Status and Details

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