

# Terms of Reference (Council approved) - Innovation and Development Committee

## Section 1 - Overview

### Establishment of Committee

(1) The Innovation and Development Committee is established as a Committee of Council, and the Committee is delegated a number of Council functions in relation to 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](#).

### Objectives

(3) The University is committed to continuous improvement and innovation in its teaching, research, student experience and business operations consistent with the University's Strategic Plan. This Committee oversees the development and evaluation of new initiatives directed at this continuous improvement and innovation. It is a forward-looking committee concerned with ensuring that the University is a leader in innovation in each of these areas (note: the focus of this Committee is innovation and development of initiatives; implementation is a matter for the Council/other Committees).

## Section 2 - Committee membership

### Membership

(4) 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 or nominee;
- e. Four members elected by and from the Council, at least three of whom shall be Lay members;
- f. Up to two Council or non-Council Lay persons:
  - i. with appropriate expertise and experience; and/or
  - ii. who will promote the Committee's stated gender representation objectives, may be appointed to the Committee, provided they are elected onto the Committee by the Council upon the recommendation of the Committee.

### In attendance

(5) Official attendees:

- a. University Secretary and/or nominee; and
- b. Relevant Senior Executive(s) and/or nominee (unless the Chair directs otherwise).

(6) Other:

- a. Any other person invited by the Chair.

## **Election procedure for elected members**

(7) Elected members of the Committee will be elected by Council at a Council meeting.

## **Term of office**

(8) The ex-officio members (Chancellor, Deputy Chancellor, Vice-Chancellor and Chief Executive Officer and Chair of Academic Board) will be Committee members whilst they hold their primary office.

(9) The Lay Council members 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.

(10) The co-opted external members (if applicable) will be Committee members for two years or such other time as determined by Council, or until they resign or are removed by Council, whichever occurs first.

(11) 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**

(12) The Committee will elect the Chair from its Lay members. The Chair will hold office for the remainder of his/her term on the Committee, or until removed by the Committee, whichever occurs first. If the Chair is unavailable to act as Chair for any period then the Committee will elect a temporary Chair to act during that period.

## **Gender representative objectives**

(13) 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**

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

- a. Approval functions:
  - i. Not applicable.
- b. Advisory functions:
  - i. Stimulate the development of new initiatives directed at continuous improvement and innovation in:
    - teaching,
    - research;

- industry collaboration; and/or
  - the business operations of the University.
- ii. Evaluate and provide feedback on proposed initiatives of the type referred to in paragraph b.i above, including ranking the initiatives against University priorities.
  - iii. Any other matters referred by the Vice-Chancellor and Chief Executive Officer to the Committee for consideration.
- c. Monitoring functions:
- i. Ensure that the University has allocated appropriate resources, and has effective processes, to develop a pipeline of the initiatives referred to in paragraph (14)b.i above.
  - ii. Ensure that the University has processes in place to allocate resources to identified priority initiatives, including the agility and flexibility to redirect resources from activities that do not deliver the outcomes required to achieve the University's Strategic Plan to identified priority initiatives.
- d. Authority:
- i. Retain independent counsel, technicians or other experts to advise the Committee in the performance of its functions; and
  - ii. Seek information it requires from Senior Executive, in relation to the performance of its functions.

## Section 4 - Delegations

### Delegation from Council

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

## Section 5 - Conduct of Committee business

### Reporting to Council

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

### Meetings

(17) The Committee will meet three times per year, or otherwise as required in order to perform its functions. Committee members should be given at least seven days' notice of meeting, or such shorter notice period as is practicable where the matter is urgent.

### Business papers

(18) Unless the Chair directs otherwise, Committee business papers will be distributed to Committee members and official attendees, at least seven days prior to the meeting, or such shorter period as is practicable in the circumstances. Business papers must be treated confidentially by recipients. Any external disclosure of business papers should be made via the University Secretary.

### Quorum

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

## **Use of technology**

(20) 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**

(21) 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**

(22) Draft minutes will normally be circulated to members for comment promptly after each meeting. 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.

## **Self-Review**

(23) Once every twelve-month period, the Committee shall devote at least one part of one meeting to the review of its policies, practices and procedures over the preceding 12 months.

## **Secretary to Committee**

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

## **Standing Orders**

(25) To the extent of any inconsistencies between these Terms of Reference and the Council's Standing Orders, these Terms of Reference prevail.

# **Section 6 - Definitions and interpretation**

## **Definitions**

(26) 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 and his/her staff;
- f. Senior Executive means the Vice-Chancellor and Chief Executive Officer and her/his 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 enrol in units for the purposes of that course;

- i. UNE Act means the [University of New England Act 1993 \(NSW\)](#); and
- j. UNE By-law means the [University of New England By-law 2005 \(NSW\)](#).

## Interpretation

(27) 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 Academic Board"), 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. Where a dollar amount is stipulated as an approval limit, it is to be taken as a reference to the maximum contract value or maximum financial commitment/exposure of the University, whichever is greater; and
- c. This document does not override or otherwise affect:
  - i. the [Authorities Retained by Council Rule](#); or
  - ii. the [Functions of the Vice Chancellor Rule](#),

however it operates as a delegation of certain authorities that have been retained by Council.

## Status and Details

<b>Status</b>	Historic
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<b>Unit Head</b>	Kate McNarn Director Governance and University Secretary
<b>Author</b>	Brendan Peet
<b>Enquiries Contact</b>	Office of the Director Governance and University Secretary 0267732925