

# Terms of Reference (Council Approved) - EAL Committee

## Section 1 - Overview

### Introduction

(1) The EAL Committee is established as a Committee of the Council of the University of New England (the Committee), with delegated authority for a number of Council functions in relation to the management of University investments.

(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 of the Committee

(3) To monitor UNE's investment in Education Australia Limited (EAL) with a view to realizing part or all of that investment, and to act nimbly, on behalf of the Council, in making decisions regarding UNE's investment in EAL.

## Section 2 - Committee membership

### Membership

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

- a. Three (3) members elected by and from the Council.
  - i. The inaugural members of this Committee elected by the Council are:
    - Rosemary Leamon
    - Russell Evans
    - Anne Myers
- b. Vice-Chancellor (ex-officio).

### 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) Council members elected to the Committee will be Committee members for two (2) years (or such other time as determined by Council), or until they cease to be a Council member, whichever occurs first.

## **Chair**

(9) The Committee will elect the Chair. The Chair will hold office for the remainder of their 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**

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

- a. As the Committee has three elected members, at least one member of each gender should be represented.

# **Section 3 - Terms of Reference**

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

- a. Approval functions.
  - i. Approve, on behalf of the UNE Council, UNE's participation in any process approved by the EAL Board under which UNE will realise all or any part of UNE's investment in EAL, including by any transaction involving financial assets relating to EAL or relating to investments held by EAL, and all matters incidental to such a transaction.
- b. Authority:
  - i. Retain independent counsel, accountants or other experts to advise the Committee in the performance of its functions; and
  - ii. Seek information it requires from the Senior Executive, in relation to the performance of its functions.

# **Section 4 - 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. These Terms of Reference do not alter any delegations from Council made under the Financial Delegations Rule, and the delegation to the Committee under this clause is in addition to such delegations.

# **Section 5 - 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 as determined by the Chair. 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

(15) 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

(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.

## Self-Review

(19) Once every twelve-month period, the Committee shall review its performance against its stated objectives, consider whether the Committee should remain in existence, and report on these matters to the Council.

## Secretary to Committee

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

# Section 6 - Definitions and interpretation

## Definitions

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

- a. UNE Act means the [University of New England Act 1993 \(NSW\)](#);
- b. 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. 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

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