

Governance and Strategy Committee

Charter

Purpose

In accordance with the provisions of the *Federation University Australia Act 2010 (Vic)* the Council has formally constituted the Governance and Strategy Committee ("the Committee") as a standing committee of Council.

Responsibilities

The Committee is responsible for:

- advising and supporting the Council on governance matters;
- advising Council on strategic opportunities and developments and matters of strategic importance;
- monitoring the implementation of the University's Strategic Plan to ensure consistent progress and reporting to Council;
- in consultation with the Senior Appointments and Remuneration Committee, advising and making recommendations to Council on the appointment, maintenance and orderly review of Council membership;
- making recommendations to Council on the appointment of Chairs and members of Standing Committees;
- reviewing and endorsing Campus Master Plans and major infrastructural initiatives and the prioritisation of infrastructural projects;
- providing strategic advice to the Resources Committee and/or meeting jointly with the Resources Committee as appropriate;
- making recommendations to Council on the maintenance and orderly review of Council's operations;
- making recommendations to Council on the annual schedule of Council business;
- resolving urgent business, with all decisions to be ratified by Council either at its next meeting or by Circular Resolution; and
- undertaking other functions and duties as delegated by Council.

Membership

The membership of the Committee comprises the:

- Chair
- Chancellor
- Deputy Chancellor(s) (one of whom is Deputy Chair)
- Vice-Chancellor and President
- Chair, Audit and Risk Management Committee
- Chair, Resources Committee
- Chair, Inclusion Committee
- Up to three other Council members appointed by the Council.

The Council may also appoint external members to the Committee, if those external members possess specific skills and expertise which would support the Committee to fulfil its responsibilities.

Staff members may attend Committee meetings at the request of the Chair.

Role of Committee members

In exercising their functions and powers, Committee members must:

- act in good faith, honestly and for proper purposes;
- exercise reasonable skill, appropriate care and diligence;
- avoid all conflicts of interest; and
- demonstrate the Living Values of Inclusion, Innovation, Excellence, Empowerment and Collaboration.

Meetings and proceedings

The Committee shall meet at least four times per year or as necessary to conduct its business. The Chair may require additional or special meetings as necessary.

The quorum for a meeting shall be more than 50% of membership.

Committee papers will be prepared according to an approved template and guidelines which are available from the University Secretary and will be circulated at least five business days before the relevant scheduled meeting.

In preparation for each meeting, the University Secretary will prepare the draft agenda for approval of the Chair. Following each meeting the draft meeting minutes will be provided to the Chair for preliminary approval after which will then be uploaded to the approved Council portal for access by Committee members within two weeks of each meeting.

The minutes of each meeting must be confirmed at the next Committee meeting.

Reporting

The Committee will:

- report directly to the Council by provision to it of the Committee minutes; and
- immediately escalate to Council any significant or material matters of concern.

Review

At least once each two years, the Committee will review its performance and the performance of its members, and its Charter.

The Chair is responsible for ensuring that these reviews occur.

Approved: Council 5 December 2023
Revisions endorsed: Governance and Strategy Committee 20 November 2024
Revisions approved: Council 11 December 2024
Next review due: November 2025