

# Governance and Strategy Committee

## Charter

### Purpose

In accordance with the provisions of the *Federation University Australia Act 2010* (Vic) ("the Act"), 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 and key performance indicators to ensure consistent progress and reporting to Council;
- reviewing and endorsing major strategic investment initiatives and business cases outside of management's delegation for Council approval;
- providing strategic advice to the Resources Committee and/or meeting jointly with the Resources Committee to discuss Campus Master Plans and the prioritisation of investment initiatives as appropriate;
- 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, appointed by Council from the independent members of Council
- 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.

The Chair and members of the Committee are appointed by the Council.

The Chair may request staff members attend Committee meetings.

### 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;
- take reasonable steps to avoid all conflicts of interest unless they are declared in accordance with the Act and University policy;
- maintain confidentiality and ensure information and advice received as a Committee member is not shared or used outside of the Committee; and
- demonstrate the University's Living Values and comply with the Staff Code of Conduct.

### Meetings

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.

## Quorum and Decision Making

A quorum will comprise of at least the majority of Committee members holding office for the time being other than a member who is on leave of absence granted under Schedule 1, clause 4A of the *Federation University Australia Act 2010*.

All recommendations which come before any meeting of the Council must be decided by the majority of the members present.

The Chair at any meeting has a vote; and in the case of an equality of votes, a casting vote.

## Meeting papers and record of meetings

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

The Committee will annually self-assess its performance with outcomes reported to Council. This Charter must be reviewed at least every two years to ensure currency.

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Approved: Council 5 December 2023  
Revisions approved: Council 10 December 2025  
Next review due: November 2027