PROTOCOLS FOR COMMITTEES OF THE BOARD OF TRUSTEES

Introduction

The Board of Trustees has established a small number of permanent committees to facilitate the work of the Board in particular areas of focus.

The committees of the Board are:

- Academic Senate
- Audit and Risk Management Committee
- Board Standing Committee
- Campus Development Committee
- Remuneration and Nominations Committee
- Strategy and Resources Committee

Each committee has a Board approved and published terms of reference and membership, with the Academic Senate being constituted under the Academic Governance Policy of the Board.

Protocols for the Operation of Board Committees

In addition to the specific terms of reference for each committee, the Board has adopted a standard set of protocols for the operation of its committees. These apply to all of the committees listed above with the exception of the Academic Senate which operates in accordance with the Academic Governance Policy and its own standing orders.

Meetings

Meetings are scheduled to complement the meetings of the Board of Trustees to enable regular reporting to the Board. Attendance at Board committee meetings is restricted to the members of the committee and relevant University staff providing advice and support to the committee. Attendance of any other persons is with the approval of the committee chair.

A special meeting of any committee may be called by the chair, the Chancellor, the Vice-Chancellor or a majority of the members for the time being of the committee.

The quorum for any meeting is one half of the members for the time being on the committee or the next higher number where one half is not a whole number.

Papers prepared for meetings of Board committees are confidential to the members of the committee and relevant University staff providing advice and support to the committee. Material, information and decisions of Board committees will be actioned and circulated as required by relevant University staff following the meeting.

Chairing

All Board committees will be chaired by a member of the Board, unless the Board determines that it is impracticable to do so. Committee chairs report on the work of their committee at Board meetings.
The chair will preside at any meeting of the committee or if absent the members present will elect a chair to preside at that meeting. The Chancellor may preside at any meeting of any Board committee.

**Committee Papers**

Agendas, papers and minutes for Board committees should follow the format adopted for the Board.

Reports from the committees to the Board of Trustees should ensure that they provide sufficient information and commentary so that the Board is informed of the range of activities undertaken and issues considered. The Board should have confidence that the committee is exercising proper control and oversight on behalf of the Board. Committees should report to the Board in terms of:

- the activities undertaken by the committee since the last Board meeting;
- advice and recommendations to the Board on specific proposals or issues;
- Identification and advice on any issues of concern related to the committee’s role and functions; and
- the monitoring of the performance of the University related to the remit of the committee.

**Membership**

The membership of Board committees will be prescribed in the terms of reference or the Academic Governance Policy in the case of Academic Senate.

With the exception of Academic Senate, the membership of Board committees will comprise:

- Members of the Board of Trustees (essential for all committees)
- External members (independent from the University)
- University staff by position (usually the Vice-Chancellor)

**Co-opted Members**

While the terms of reference specify the membership of each committee, the chair of a committee may seek the approval of the Remuneration and Nominations Committee to the co-option of an additional member to the committee from the Board.

The rationale for this is to expand the opportunities available to Board members to expand their knowledge and interest in areas of the Board’s work.

Only one Board member will be co-opted to a committee at any point in time and co-opted members are able to participate fully in the deliberations of committees but do not have a formal vote.

**Terms of Office**

The standard term of office for external and Board members will be will be two years, unless otherwise specified by the Board. Some Board members are appointed under the terms of reference on an ex-officio basis (e.g. Chancellor and Deputy Chancellors).

Any University staff will be appointed on an ex-officio basis.
Chairs who are also members of the Board are appointed on an ongoing basis, unless otherwise determined by the Board.

**Appointment and Re-appointment**

Appointments and re-appointments are proposed by the chair, in consultation with the Vice-Chancellor, to the Remuneration and Nominations Committee which in turn recommends them to the Board.

Members external to the University must be appointed on the basis of the skills and experience and capacity to contribute to the work of the committee. External members may be re-appointed but the chair must certify that they are making a contribution and have attended a majority of meetings for which they are eligible.

**Duties of Members and Conflict of Interest**

The provisions in the University’s Act related to the duties of Board members also apply to members of Board committees as do the Board’s approved procedures for dealing with conflict of interest. These are published on the University’s web site at: [http://www.uws.edu.au/about_uws/uws/governance/governance_resources/board_member_responsibilities](http://www.uws.edu.au/about_uws/uws/governance/governance_resources/board_member_responsibilities)

Provision for the declaration of conflicts of interest will be included in the preliminary items of the formal agendas for all Board committee meetings.

(Last revised and approved by the Board of Trustees on 21 April 2010)