Committees Governance Policy

Section 1 - Introduction

(1) The University of Newcastle (University) acknowledges that effective governance for the establishment, operation, review and disestablishment of committees is required to ensure that committees remain purposeful, accountable, efficient and aligned with institutional priorities.

(2) The University values engagement as a mechanism for achieving its strategic objectives. Committees are a recognised and valuable arrangement that can facilitate engagement and drive delivery of actions, decision-making, and achievement of goals.

Section 2 - Purpose

(3) This Policy establishes the requirements for committees of the University, including committees of its governing body.

Section 3 - Scope

(4) This Policy applies to committees of the University, including committees established by Council and Academic Senate.

(5) Where this Policy is inconsistent with the University of Newcastle Act 1989, the Council Charter, a Council-approved Committee charter, or an Academic Senate approved Committee terms of reference, that instrument prevails.

(6) For the purposes of this Policy, a committee is a body established by or on behalf of the University with a continuing responsibility to perform one or more of the following:

a. provide advice, recommendations or assurance to support University decision-making;
b. exercise delegated authority, or make decisions or recommendations on behalf of the University;
c. provide governance, oversight, monitoring or strategic direction of a University function, portfolio or program;
d. perform functions required under legislation or a regulatory, governance or policy instrument.

(7) A committee is within the scope of this Policy regardless of its membership or whether it is established jointly with another organisation.

(8) This Policy does not apply to:

a. committees of the University's controlled entities or associated entities;
b. bodies established under and governed by a trust deed; and
c. groups established primarily for operational, project delivery, collaborative, professional development or management purposes and that do not have continuing responsibility for governance, oversight, decision-making or providing formal advice to support University decision-making.

(9) A body must not be designated or operated in a manner that avoids the application of this Policy.

(10) Where there is uncertainty as to whether a body is a committee for the purposes of this Policy, the General Counsel and Chief Governance Officer (or their nominee) will determine its classification having regard to the body's purpose, functions, authority, reporting arrangements and decision-making responsibilities.

Section 4 - Audience

(11) This Policy should be read and understood by staff and students of the University and by persons serving as members of University committees.

Section 5 - Definitions

(12) In the context of this document the following definitions apply:

a. "body" means a formally established group of persons established for a common purpose and includes a committee, sub-committee, panel, board, or similar arrangement;
b. "parent committee" means a primary or higher-level committee from which another committee derives its authority, responsibilities, membership, or reporting relationship;
c. "Responsible Executive" means a member of the Executive Leadership Team who may determine that a committee should be established or disestablished, and who is responsible for seeking approval by an authorised delegate.

Section 6 - Principles

(13) The following principles apply to committees of the University and must be considered when establishing a committee or reviewing a committee's performance.

(14) Unless otherwise required by legislation, regulation, a government direction, an industrial instrument, or a University governance instrument approved by Council or Academic Senate, committees must:

a. except where otherwise established under the authority of Council or Academic Senate, be approved by an authorised delegate;
b. have clearly defined functions that align with the University's strategic objectives and minimise duplication of effort;
c. be established and operate in a transparent and compliant manner, ensuring continued compliance with regulatory obligations and University policy;
d. comprise an appropriate membership and structure that achieves diversity in representation, balanced participation, and fulfilment of collective responsibility (please also see Gender Inclusive Membership of University Committees Policy);
e. provide demonstrable value and be established only where their functions cannot reasonably be fulfilled through existing governance structures;
f. apply the University's ethical decision-making principles and procedural fairness in a transparent manner; and
g. be subject to regular review to ensure continued performance and compliance with the requirements of this Policy.

Section 7 - Requirements

Nomenclature

(15) The title assigned to a body must accurately reflect its purpose and functions.

(16) The title assigned to a body does not determine whether this Policy applies.

(17) A body must not be assigned a title that could reasonably be interpreted as conferring authority, governance status or decision-making powers beyond those formally approved.

(18) Where the General Counsel and Chief Governance Officer, or their nominee, determines that the title assigned to a body is inconsistent with its approved functions, authority or responsibilities, the Responsible Executive must ensure that the title is amended accordingly.

(19) The titles “Council” and “Senate” are reserved for the University's governing bodies established under the University of Newcastle Act 1989. No other University body may be designated as a Council or Senate unless expressly approved by the Vice-Chancellor following consultation with the General Counsel and Chief Governance Officer.

Establishment and Approval

(20) Notwithstanding Clause 22, each committee must be established by way of a Terms of Reference. At a minimum the Terms of Reference must demonstrate compliance with the requirements of this Policy.

(21) A Terms of Reference template can be found here.

(22) Committees of Council must be established by way of a Charter, unless otherwise authorised by Council.

(23) The establishment of a committee is subject to approval by an authorised delegate. The delegated authority to establish a committee includes authority to approve:

a. the committee’s Terms of Reference and any future variations;
b. the disestablishment or renaming of the committee.

(24) Where a committee is proposed to have delegated authority, approval of the Terms of Reference is subject to approval of the delegated authority by the Vice-Chancellor or Council, as appropriate and in accordance with the Governance Rule.

(25) Approved Terms of Reference and Committee Charters must be published via the University Committee Register.

Sub-Committees

(26) A committee may establish sub-committees where authorised by its Terms of Reference or Charter.

(27) A sub-committee is a committee for the purposes of this Policy and must be established and approved in accordance with the requirements of this Policy and the parent committee’s Terms of Reference, unless otherwise authorised by Council, Academic Senate, or an approved Charter.

Equitable Decision Making

(28) To support equitable decision-making, the committee membership structure must be designed to provide balanced representation of relevant stakeholders, with each member afforded equal opportunity to contribute to deliberations.

(29) Chairs are responsible for facilitating balanced participation and ensuring that members have reasonable opportunity to contribute to deliberations.

Inconsistencies

(30) Where there is an inconsistency between a Committee's Terms of Reference and a University policy document or delegation of authority contained within a schedule of delegation, then the policy document or delegation of authority prevails to the extent of the inconsistency.

Record Keeping

(31) All committees are required to prepare an agenda for each meeting.

(32) Committees who have been delegated authority, or who are responsible for endorsing or recommending matters subject to a delegation of authority must:

a. produce minutes of each meeting; and
b. notify relevant stakeholders of the outcomes of each meeting.

(33) Committees who have no delegated authority or responsibility for endorsing or recommending matters subject to a delegation of authority, must produce a document detailing actions arising from each meeting.

(34) Record keeping must be compliant with the requirements of the Records Governance Policy.

Reporting Requirements

(35) A committee cannot be established without clear reporting arrangements. Reporting is required to be provided to either the parent committee or a Responsible Executive on a regular basis.

(36) Reporting requirements and responsibilities must be clearly documented within the Terms of Reference or Charter.

(37) At a minimum, reporting must outline:

a. how the assigned functions are being achieved;
b. any barriers to achieving the assigned functions; and
c. recommendations for improvement.

Issue Escalation and Breach Reporting

(38) Committee members are individually responsible for escalating issues within the University's operating environment where it is perceived that such issues may place the University at risk.

(39) Each committee Terms of Reference must require the committee, as a collective, to escalate any knowledge of compliance breaches in accordance with the Compliance Management Framework.

(40) Each committee Terms of Reference must require the committee, as a collective, to ensure that where members become aware of, or discuss, significant changes to requirements placed on the University (including through communications received from Regulators or Government Agencies), that this information is forwarded to Legal and Governance Services. Legal and Governance Services will assess the information and, if required, update obligations recorded in the Compliance Register.

Integrity

(41) To ensure the requirements of the Disclosure of Interest Policy and procedure are met, each Terms of Reference or Charter must require:

a. members of the committee to disclose all conflicts of interest; and
b. the committee Chair to be responsible for managing conflicts of interest.

(42) All members of committees are required to comply with the University's relevant codes of conduct. (See Staff Code of Conduct / Student Code of Conduct).

Review, Amendment and Disestablishment

(43) The Committee Chair is responsible for ensuring that the committee is subject to regular review, at least annually or as otherwise approved and specified in the Terms of Reference. The review should:

a. confirm the suitability of its current membership, or identify required amendments;
b. determine the committee's ability to meet the requirements of this Policy;
c. confirm the ongoing need for the committee to operate; and
d. be reported to the parent committee or Responsible Executive.

(44) A committee may be disestablished or renamed at any time, subject to approval by an authorised delegate. All members must be notified in writing of any such approval.

(45) A Terms of Reference may be amended at any time, subject to approval by an authorised delegate. Any amendment to the Terms of Reference must be subject to consultation and due diligence commensurate with the committee's role, purpose and governance requirements.

(46) Notification of Terms of Reference amendments or disestablishment of a committee subject to this Policy must be provided to policy@newcastle.edu.au.

Section 8 - Responsibilities

Policy and Delegations Officer

(47) The Policy and Delegations Officer is responsible for administering the Committee Register.

Delegates

(48) Delegates with authority to approve the establishment or disestablishment of University committees are responsible for ensuring the requirements of this Policy are met.

(49) Notifications of approved changes to Terms of Reference, committee nomenclature, or disestablishment of a committee must be reported to the Policy and Delegations Officer.

Section 9 - Appendices

(50) Terms of Reference Template

Status and Details

Status	Current
Effective Date	30th September 2026
Review Date	30th September 2029
Approval Authority	General Counsel and Chief Governance Officer
Approval Date	28th September 2026
Expiry Date	Not Applicable
Responsible Executive	Daniel Bell General Counsel and Chief Governance Officer
Enquiries Contact	Legal and Governance Services

Glossary Terms and Definitions

"Associated entity" - A separate legal entity which is controlled and operated by a separate governing body, but over which the University maintains significant influence but not control.

"Council" - The governing authority of the University established under section 8A of the University of Newcastle Act 1989.

"University" - The University of Newcastle, a body corporate established under sections 4 and 5 of the University of Newcastle Act 1989.

"Risk" - Effect of uncertainty on objectives. Note: An effect is a deviation from the expected, whether it is positive and/or negative.

"Controlled entity" - Has the same meaning as in section 16A of the University of Newcastle Act 1989.

"Student" - A person formally enrolled in a course or active in a program offered by the University or affiliated entity.

"Staff" - Means a person who was at the relevant time employed by the University and includes professional and academic staff of the University, by contract or ongoing, as well as conjoint staff but does not include visitors to the University.

"Delegate" - (noun) refers to a person occupying a position that has been granted or sub-delegated a delegation of authority, or a committee or body that has been granted or sub-delegated a delegation of authority.

"Delegated authority" - refers to the specific description of the authority that is delegated or sub-delegated to a holder.

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