



# Vice-Chancellor Advisory Committee

## Committee Charter

### PHILANTHROPIC GOVERNANCE COMMITTEE

#### 1. Preamble

- 1.1. This document outlines the role and responsibilities of the University of Newcastle Philanthropic Governance Committee (the **Committee**). The Philanthropic Governance Committee is advisory to the Vice-Chancellor of the University of Newcastle. It assists in exercising due diligence in overseeing the acceptance and management of Philanthropic Support to the University of Newcastle (the **University**).
- 1.2. The purpose of the Committee is to ensure that the University's overarching governance framework for the management, use, investment and distribution of Philanthropic Support received by the University is applied respectfully, consistently and transparently; and in doing so
  - 1.2.1. manage donor expectations, build donor confidence and maximise the effectiveness of donations received in delivering the University's strategic objectives; and
  - 1.2.2. reduce the requirement for individual named Trust Committees wherever possible.
- 1.3. Philanthropic Support includes: donations, bequests, philanthropic grants and in-kind donations.
- 1.4. The University defines the term *Philanthropic Support* as a payment or transfer of property having the following characteristics:
  - 1.4.1. The donor transfers money or property.
  - 1.4.2. The donor makes the transfer voluntarily.
  - 1.4.3. The transfer arises by way of benefaction.
  - 1.4.4. The donor does not materially benefit from the support.

#### 2. Establishment of the Committee

- 2.1. The Vice-Chancellor establishes the Committee effective 22 May 2017 to advise and provide recommendations to the Vice-Chancellor on the management, use, investment and distribution of Philanthropic Support.

#### 3. Current Membership

Role	Term
Deputy Vice-Chancellor (Global) - Chair	ex officio
Deputy Vice-Chancellor (Research & Innovation)	ex officio
Deputy Vice-Chancellor (Academic)	ex officio
Chief Operating Officer	ex officio
General Counsel	ex officio
Chief Financial Officer	ex officio
Director of Advancement	ex officio
An external member (invited by the Vice-Chancellor)	2 years

- 3.1. The Vice-Chancellor may invite a member of the community as an external member to participate on the Committee for a term of two years with the option to renew.

#### **4. Composition and Meetings**

- 4.1. The Vice-Chancellor may appoint additional external voting members as deemed appropriate.
- 4.2. The Committee will meet a minimum of three times per year at times as determined by the Chair.
- 4.3. The Committee may meet on an ad hoc basis, in response to a request from a Committee member.

#### **5. Quorum and Management of Urgent Business**

- 5.1. A quorum constitutes the nearest whole number above one half of the membership of the Committee.
- 5.2. In the event quorum is not reached or urgent business of the Committee needs to be attended to prior to the next scheduled meeting, members may provide their advice or guidance and /or vote on matters via email and a flying minute. Members will be given written notice of the motion and a majority of the voting members must give written agreement to the motion for the motion to be passed. Advice of the outcome of the motion will be given to each member as soon as practicable. Any motion will be noted in the minutes at the next Committee meeting.

#### **6. Authorisation of Proxies**

- 6.1. Committee members are expected to attend all meetings and may send nominees only where such nominees are approved by the Chair and authorised to make recommendations on behalf of the absent senior executives.

#### **7. In Attendance**

- 7.1. University staff members (including Pro Vice-Chancellors, College and Divisional fundraising project leaders and/or members as specified in trust deeds) will be invited to present to or participate in the Committee discussions regarding consideration of the management or use of College or Division-specific Philanthropic Support.
- 7.2. The Chair may invite any other person to assist the deliberations of the Committee by attending either for particular items or for entire meetings.
- 7.3. The Director of Advancement will appoint a secretary to service the Committee who will have the rights of audience and debate.

#### **8. Functions**

- 8.1. The Vice-Chancellor has delegated authority to administer Philanthropic Support as provided in the Delegations, to the extent permitted by the trust conditions of the Philanthropic Support where applicable.
- 8.2. The Committee will advise and provide recommendations to the Vice-Chancellor as follows:
  - 8.2.1. monitor the management, investment and application of Philanthropic Support in accordance with donor intent;
  - 8.2.2. consider applications for the use of Philanthropic Support to ensure alignment with donor intent and the University's strategic direction;
  - 8.2.3. ensure appropriate reporting of philanthropic fund management to donors and University bodies;
  - 8.2.4. ensure appropriate reporting of the acceptance of new income to University bodies;
  - 8.2.5. consider the legal, financial, strategic and reputational risks, due diligence processes and opportunities associated with potential donors (foreign or domestic), fundraising approaches and Philanthropic Support prior to any agreement with the donor or acceptance by the University;
  - 8.2.6. review and endorse philanthropic governance policy and procedural requirements and revisions prior to submission to Council or Executive Committee as required;
  - 8.2.7. consider matters to address and resolve urgent issues in relation to the management and application of specific funds held; and
  - 8.2.8. as necessary, determine any other matter relating to the strategic or operational management of University philanthropic governance to satisfy legal, financial and risk management requirements.
- 8.3. Where a trust deed allows, the Committee will serve as, and replace the need for, separate committees referred to in that trust deed.
- 8.4. The Committee will not undertake administrative functions of the project funded by the philanthropic support but will receive and consider reports on the management of the support.

## 9. Authority

- 9.1. The Vice Chancellor authorises the Committee, within the scope of its responsibilities, to:
  - 9.1.1. perform activities within its terms of reference as the Committee deems relevant and necessary.
  - 9.1.2. engage advisers as it deems necessary to carry out its duties.
  - 9.1.3. establish working groups as required to assist the Committee in the exercise of its duties.
  - 9.1.4. receive such additional information required, sourced through the Committee chair.

## 10. Process

- 10.1. The Committee may draw on information from any source it considers relevant, including the knowledge of individual Committee members.
- 10.2. After consideration of a proposal the Committee will provide written advice including reasons for its advice.

## 11. Reporting

- 11.1. The Committee will report to the Vice-Chancellor post-each meeting, so that the Vice-Chancellor may report to University Council through the Risk Committee at least annually on the overall management and administration of philanthropic income at the University.
- 11.2. The Committee will provide meeting minutes to the Vice-Chancellor for endorsement of recommendations.

## 12. Conflict of Interest

- 12.1. If a conflict exists, it must be declared and managed in the best interests of the University. An interest in relation to any matter on the agenda must be declared at the meeting, even if it has been declared previously. Declared conflicts are recorded in the minutes of the Committee meeting, together with details of how the Committee dealt with the conflict.
- 12.2. The Chair or the Vice-Chancellor may instruct the committee secretary to withhold papers relating to a particular matter from a member after that member has declared a conflict of interest with respect to that matter.

## 13. Performance Review

- 13.1 The terms and membership of the Committee may be reviewed and amended by the Vice Chancellor at any time.
- 13.2 The terms and membership of the Committee will be reviewed after one year.
- 13.3 The Committee may also perform an annual performance review to assess its own effectiveness and review the Committee Charter.

## 14. Governance

Refer to diagram for reporting lines

