

## CONTROLLED AND ASSOCIATED ENTITIES COMMITTEE

### 1. Establishment of the Committee

The Controlled and Associated Entities Committee is established as a Committee of the Council in accordance with Clause 4, Schedule 1 of the *University of Newcastle Act 1989*.

### 2. Current Membership

Current membership of the Controlled and Associated Entities Committee is available [here](#).

### 3. Composition and Meetings

- 3.1. The Committee is comprised of three or more members of the University Council including the Vice-Chancellor.
- 3.2. The majority of members are to be external members of the Council and at least one member must hold financial qualifications.
- 3.3. Members are appointed for a term of office that runs concurrently with the term of office of the Council.
- 3.4. The Chair will be appointed following expressions of interest from the external members of the Committee and a resolution of the Committee.
- 3.5. The Committee will meet as frequently as required, with the consent of the Chair.
- 3.6. A quorum constitutes the nearest whole number above one half of the membership of the Committee.
- 3.7. The minutes and relevant documentation of each meeting will be provided to Council.

### 4. In attendance

- 4.1. The University Secretary (and nominee) have standing rights of audience at all meetings of the Committee.
- 4.2. The Chair may invite any other person to assist the deliberations of the Committee by attending either for particular items or for entire meetings.

### 5. Functions

The Committee's functions are to:

- 5.1. monitor the performance of the University's controlled and associated entities;
- 5.2. oversee conformance of the University's controlled entities with the Governance Framework for Controlled Entities and the Commercial Activities Guidelines;
- 5.3. approve commercial activities undertaken by controlled entities in accordance with the Commercial Activities Guidelines where the financial impact is > \$5,000,000 over the life-time

of the activity or when the commercial activity is determined by management to be an extreme risk;

- 5.4. oversee risk management and risk assessment of the University's entities, including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture;
- 5.5. oversee structures and measures to ensure good governance of non-controlled entities, associated entities, third party entities, joint ventures, student associations and start-up business activities as appropriate;
- 5.6. advise on proposals to establish or acquire a non-controlling interest in an entity or the disposal of, or increase or decrease in, the University's level of interest in a non-controlled entity;
- 5.7. approve the University's policy and procedures relating to controlled and associated entities;
- 5.8. recommend the establishment and disestablishment of the University's controlled entities; and
- 5.9. recommend the University's membership of companies and other incorporated bodies and recommend, for Council approval, nominations to the boards of controlled and associated entities (except for the appointment of Council members to the boards of controlled entities).

## **6. Authority**

The Council authorises the Committee, within the scope of its responsibilities, to:

- 6.1. perform activities within its Charter as the Committee deems relevant and necessary;
- 6.2. engage independent counsel and other advisers as it deems necessary to carry out its duties;
- 6.3. establish a working groups as required to assist the Committee in the exercise of its duties; and
- 6.4. receive such additional information required, sourced through the committee chair.

## **7. Overlap of Responsibilities**

Where there is a perceived overlap of responsibilities between the committees of Council, the respective chairs have discretion to agree the most appropriate committee to consider items, or alternatively to hold a special joint meeting of both committees.

## **8. Performance Review**

The Committee will:

- 8.1. review this Charter at least annually and recommend to the Council any necessary amendments; and
- 8.2. assess performance annually, relative to the Committee's purpose, duties and responsibilities.

## **Approval Authority**

Approved by	Council
Policy owner	Controlled and Associated Entities Committee, facilitated by the University Secretary

## Revision History

Amendments	<p>25/11/2022 – Amendment to the Committee's functions (Clause 5.9 expanded to clarify Council appointments to the boards of controlled entities)</p> <p>30/09/2022 – Amendment to remove Chair Finance Committee as ex-officio member.</p> <p>11/12/2020 – Amendment to the Committee's functions (two clauses deleted and 5.9 added).</p> <p>03/07/2020 – Administrative amendment adding hyperlink to current members.</p> <p>13/11/2019 - Mr John Bowers, External member, extended until 13 August 2022 (Council Resolution C19:031)</p> <p>07/12/2018 – Professor Kevin Hall removed and Professor Alex Zelinsky added as Vice-Chancellor.</p> <p>13/10/2018 – Professor Caroline McMillen removed and Professor Kevin Hall added as Acting Vice Chancellor. Dr Kylie Twyford added as a member of the Committee.</p> <p>01/06/2018 – Mr John Bowers added to membership and Ms Jann Gardner removed (C18:034)</p>
Approved by	Council
Date approved	25 November 2022