

## **AUDIT COMMITTEE**

### **1. Purpose**

The purpose of the Audit Committee is to assist Council discharge its obligations for ensuring accurate and timely financial reporting and the integrity of financial systems by

- overseeing financial reporting
- assessing internal control including fraud control, and
- evaluating the audit process

noting that Council has delegated to management responsibility for managing all risks of the University and its controlled entities.

### **2. Composition**

Three members of Council who are neither employees of the University nor the Presiding Member of the Finance Committee nor the Presiding Member of the Risk Management Committee.

Up to three persons with relevant expertise who are neither members of Council nor employees of the University.

The Vice-Chancellor is excluded from membership by Council, as permitted under the UNSW By-law 2005, Part 2, 5, ((d) but is entitled to attend Audit Committee meetings, as an observer.

Total: six (6)

### **3. Presiding Member**

Appointed by Council.

### **4. In Attendance**

The Committee may, with the consent of the Presiding Member, invite any person or persons to all or part of its meetings to assist the Committee in its work.

The Director, Internal Audit Office will normally attend for all or part of each meeting. Others attending as required include Vice-Chancellor, Deputy Vice-Chancellors, Chief Financial Officer, Chief Operating Officer and Director, Management Control.

The Director of Audit, Audit Office of New South Wales and the Senior Audit Manager, Audit Office of New South Wales attend by invitation.

### **5. Reporting to Council**

The minutes and relevant documentation of each meeting will be referred to Council.

## **6. *References to the Risk Management Committee***

The Audit Committee will refer risk management matters falling within the ambit of the Risk Management Committee directly to that Committee.

## **7. *Schedule of meetings***

Quarterly, so as to report to the following Council meeting.

The Audit Committee may have a combined meeting with the Risk Management Committee of Council.

The Auditor-General or nominee should be invited to attend at least one meeting each year.

## **8. *Quorum***

Quorum for the Audit Committee is three, the quorum to include at least one Council member of the committee.

## **9. *Terms of Reference***

- (a) To ensure that timely and accurate financial information is presented to Council, including any anticipated exposure to financial and internal control risk that could materially affect the reputation and/or operation of the University and its controlled entities.
- (b) To advise Council on auditing, internal control and financial reporting matters that will promote the objects and interests of the University.
- (c) To report to Council on audit and compliance aspects of the annual financial statements.
- (d) To advise the Vice-Chancellor on auditing, internal control and financial reporting matters and to review and advise on any matters raised by the Vice-Chancellor.
- (e) To review and advise on any matters raised by Council, the Finance Committee and the Risk Management Committee.
- (f) To exercise such powers as Council may delegate.
- (g) In furtherance of these terms of reference, the Committee shall:
  - 1. Monitor and review the auditing, internal control policies and procedures and financial reporting of the University and its controlled entities.
  - 2. Access the Internal Audit Office, and relevant External Auditors, and oversee the Internal Audit and External Audit activities as appropriate.
  - 3. Monitor and review the independence, objectivity, and effectiveness of the Internal Audit Office and the External Auditors.

4. Monitor and review the planning and activities of the Internal Audit Office, including a review of annual planning and the scope of coverage.
5. Monitor and review the adequacy and effectiveness of internal controls of the University and its controlled entities via the review of reports from the Internal Audit Office and from the External Auditors, and liaise with the Vice-Chancellor to ensure that appropriate and timely action is taken.
6. Review the financial statements of the University and its controlled entities with attention to compliance and the quality of University accounting, financial management, information reporting and internal controls.
7. Review the engagement processes for External Auditors of the University and its controlled entities, approve their proposed fees, review their audit approach (scope and timing), performance and results, and liaise with the External Auditors in an adequate and timely manner.
8. Monitor compliance with financial regulations and accounting standards, and relevant financial and control risks of the University and its controlled entities.
9. Review and monitor compliance with the fraud control plan of the University and of its controlled entities.

NOTES:

- (i) The Audit Committee does not have executive powers or authority to implement actions over which the Vice-Chancellor or nominee has delegated responsibility; it does not have any delegated financial powers, and it does not have any management function.
- (ii) These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

## ***FINANCE COMMITTEE***

### **1. *Composition***

Chancellor  
Deputy Chancellor  
Vice-Chancellor  
President, Academic Board  
Up to five other members of Council  
Up to two persons with relevant expertise (who are not members of Council)

Total: eleven (11)

### **2. *Presiding Member***

Appointed by Council, from among those Council members who are not employees of the University.

### **3. *In Attendance***

The Committee may, with the consent of the Presiding Member, invite any person or persons to attend all or part of its meetings to assist the Committee in its work. Deputy Vice-Chancellors, Chief Financial Officer and Chief Operating Officer normally attend as required.

### **4. *Reporting to Council***

The minutes and relevant documentation of each meeting will be referred to Council.

### **5. *Schedule of meetings***

Quarterly, so as to report to the following Council meeting.

### **6. *Terms of Reference***

- (a) To advise Council on financial matters that will promote the objects and interests of the University.
- (b) To advise the Vice-Chancellor on financial matters.
- (c) To monitor and review the University's financial operations, including annual budgets and forward estimates, and relevant financial statements.
- (e) To monitor and review the financial operation of controlled entities of the University, including annual budgets and forward estimates, and relevant financial matters.
- (f) To ensure that timely and accurate information is presented to Council, including any anticipated or realized changes in revenue and the allocation of these changes and/or the anticipated overall change in operating result.
- (g) To determine and review the University's investment policy.

- (h) To review the extent, duration, and exercise of financial delegations and to recommend such delegations to Council for approval.
- (i) To provide to Council an Annual Budget and Forward Estimates for approval.
- (j) To approve the financing of capital works in excess of \$5m for a single development or package of developments.\*
- (k) To review and advise on any other matters or agreements that have the potential of significant financial impact.\*\*
- (l) To maintain strategic oversight of buildings and grounds and campus development matters and advise Council and the Vice-Chancellor on same.
- (m) To review and advise on any matters raised by the Audit Committee.
- (n) To review and advise on any matters raised by the Vice-Chancellor.
- (o) To review and advise on any matters raised by Council.
- (p) To exercise such powers as Council may delegate.
- (q) These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

\*In an emergency any two of the Chancellor, Vice-Chancellor and Presiding Member of the Finance Committee jointly may approve. [CL92/72 (b) of 14 September 1992].

\*\*Enterprise bargaining agreements and any such matters with the potential for significant budgetary impact shall be presented to Finance Committee for endorsement and reporting to Council. [CL98/26 of 20 April 1998]

## **7. *Quorum***

Quorum for the Finance Committee is a majority of members of the Committee for the time being, to include at least one member of Council.

## *HONORARY DEGREES COMMITTEE*

### **1. *Composition***

Chancellor  
Vice-Chancellor  
President, Academic Board  
Three other members of Council who are not employees of the University  
Two persons nominated by the Academic Board

Total: eight (8)

### **2. *Presiding Member***

The Chancellor is the Presiding Member.

### **3. *In Attendance***

The Committee may, with the consent of the Presiding Member, invite any person or persons to attend all or part of its meetings to assist the Committee in its work.

### **4. *Reporting to Council***

The recommendations of each meeting will be referred to Council.

### **5. *Schedule of meetings***

Twice yearly, so as to report to the following Council meeting, or additionally as required, with consent of Chair.

### **6. *Terms of Reference***

- (a) To recommend to Council the award of honorary doctorates under rules and procedures in force from time to time and in keeping with the By-laws of the University. In doing so the Committee will have regard to the following categories and guidelines:

#### ***Categories***

- Persons nominated for honorary degrees will normally fall into one of the following categories, which are listed in descending order of coincidence with the profile of the University:
- Outstanding scholars whose work in fields represented at UNSW has transformed the knowledge base of the field.
- People whose ideas have transformed our understanding of the world and the ways in which we arrange our lives.
- People who have given eminent service to UNSW, either as employees or by virtue of having had a significant connection with the University, or through significant benefaction to the University.

- People of outstanding achievement in the fields of intellectual, spiritual and cultural endeavour.
- People of outstanding achievement in any major field of endeavour.
- People who have given eminent service to society by advancing important causes.

### ***Guidelines***

- Eminent members of staff of the University are eligible and consideration of honorary doctorates for persons in this category would normally arise at the time of their retirement.
  - A significant or very close connection with the University would not be a prerequisite for an award, but would be taken into account by the Committee.
  - Service to the community need not be confined to service to the Australian community.
  - Serving politicians or aspirants to political office are generally not eligible.
  - Proposals for honorary degrees should only be made if there is reasonable expectation that the recipient will be able to travel to Sydney to receive the award at a graduation ceremony within a reasonable period of time after approval by Council.
- (b) To review and advise on proposals from the faculties for the award of honorary degrees when requested to do so by the President of the Academic Board.
- (c) To review and advise on any matters raised by the Vice-Chancellor.
- (d) To review and advise on any matters raised by Council.
- (e) To exercise such powers as Council may delegate.
- (f) These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

### **7. *Quorum***

Quorum for the Honorary Degrees Committee is four, the quorum to include at least one Council member of the committee.

## ***NOMINATIONS AND REMUNERATION COMMITTEE***

### **1. *Composition***

Chancellor  
Deputy Chancellor  
Vice-Chancellor  
President, Academic Board  
Two other members of Council

Total: six (6)

### **2. *Presiding Member***

The Chancellor is the Presiding Member or may nominate a Presiding Member.

### **3. *In attendance***

The Senior Management Group member with responsibility for personnel issues and the Director of Human Resources would normally be in attendance.

### **4. *Reporting to Council***

The minutes and relevant documentation of each meeting will be referred to Council.

### **5. *Schedule of meetings***

Twice yearly, so as to report to the following Council meeting, or additionally as required, with consent of Chair.

### **6. *Quorum***

Quorum for the Nominations and Remuneration Committee is four.

### **7. *Terms of Reference***

- (a) To advise Council on procedures where Council appoints or nominates persons for appointment to Council; and, on direction of Council, to provide recommendations as to such nominations.
- (b) To monitor and, where appropriate, review personnel policy and its implementation, and to make recommendations to the Vice-Chancellor and/or Council as appropriate.
- (c) To review and transmit to Council reports on the exercise and outcomes of relevant personnel sections of the UNSW Register of Delegations.
- (d) To advise the Vice-Chancellor on policy and any other matters requested by the Vice-Chancellor concerning the staff of the University.
- (e) To deal with responsibilities under remuneration and staff appointment delegations of the UNSW Register of Delegations.

## ***RISK MANAGEMENT COMMITTEE***

### ***1. Purpose***

The purpose of the Risk Management Committee is to assist Council discharge its governance obligations in the areas of risk management other than internal control (including fraud control, financial reporting, and the audit process), noting that Council has delegated to management responsibility for managing all risks of the University and its controlled entities.

### ***2. Composition***

Three members of Council with preferably no more than one member also being a member of the Audit Committee of Council.

Up to two persons with relevant expertise who are not members of Council.

The Vice-Chancellor is a member under the UNSW By-laws 2005, Part 2, 5, (2) (a) and may choose to absent himself from meetings from time to time.

Total: Six (6)

### ***3. Presiding Member***

Appointed by Council.

### ***4. In Attendance***

The Committee may, with the consent of the Presiding Member, invite any person or persons to all or part of its meetings to assist the Committee in its work.

The Senior Management Group member with responsibility for Risk Management and Senior Manager, Risk Management Unit are normally in attendance. Senior Officers responsible for areas relevant to the Committee's purpose (such as insurance; health, safety, and the environment; employee relations; investments; legal and claims etc) will attend as required for all or part of each meeting. The Director, Internal Audit Office will also attend when required for relevant agenda items.

### ***5. Reporting to Council***

The minutes and relevant documentation of each meeting will be referred to Council.

### ***6. References to Audit Committee***

The Committee will refer matters with relevance to the areas of internal control including fraud control, financial reporting and the audit process directly to the Audit Committee.

### ***7. Schedule of meetings***

Two regular annual meetings, so as to report to the following Council meeting, and additional meetings as required, with consent of Chair.

The Risk Management Committee may have a combined meeting with the Audit Committee of Council.

## **8. Quorum**

Quorum for the Risk Management Committee is three, the quorum to include at least one Council member of the committee.

## **9. Terms of Reference**

- (a) To ensure that the risk management program of the University and its controlled entities identifies and manages relevant risks within the University and its controlled entities, and to conduct an annual review of the relevant key risks with special emphasis on risk exposure arising from new initiatives, including information technology, structural changes and new controlled entities, to ensure all risks are addressed.
- (b) To advise Council on matters of risk management and corporate governance other than internal control (including fraud control, financial reporting, and the audit process) that will promote the objects and interests of the University and its controlled entities, particularly with regard to the impact of changes in laws, regulations, standards and best practice guidelines.
- (c) To report in a timely and accurate manner to Council on anticipated exposure to relevant risk that could materially affect the reputation and/or operation of the University and its controlled entities.
- (d) To advise the Vice-Chancellor on risk management matters other than internal control (including fraud control, financial reporting, and the audit process) and to review and advise on any matters raised by the Vice-Chancellor.
- (e) To review and advise on any matters raised by Council, the Audit Committee and the Finance Committee.
- (f) To exercise such powers as Council may delegate.
- (g) In furtherance of these terms of reference, the Committee shall:
  1. Monitor and review the University's and its controlled entities'
    - risk management policies and procedures (other than those relating to internal control including fraud control, financial reporting, and the audit process);
    - compliance with relevant laws, regulations, standards and best practice guidelines (including in industrial relations, environmental, occupational health and safety)
    - litigation and claims;
    - insurance; and
    - relevant business risks other than those specifically dealt with by other Committees of Council.

2. Receive reports from relevant senior officers, including the Internal Audit Office, relating to areas of risk management policy and procedure within the Committee's terms of reference.
3. Review the adequacy of investigation of any material breach of relevant risk management policies and procedures, regulations, standards and best practice guidelines and contractual obligations of the University and its controlled entities via the review of reports from relevant Officers and liaise with the Vice-Chancellor to ensure that appropriate and timely action is taken.

NOTES:

- (i) The Risk Management Committee does not have executive powers or authority to implement actions over which the Vice-Chancellor or nominee has responsibility; it does not have any delegated financial powers, and it does not have any management function.
- (ii) These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

## ***STUDENT AFFAIRS COMMITTEE***

### **1. *Composition***

President, Academic Board  
Two student members of Council  
Four other members of Council  
Up to two members of Senior Management Group nominated by the  
Vice-Chancellor

Total: nine (9)

### **2. *Presiding Member***

Appointed by Council, from among the four other members of Council.

### **3. *In Attendance***

The Committee may, with the consent of the Presiding Member, invite any person or persons to attend all or part of its meetings to assist the Committee in its work. Officers of Student Organisations or their nominees may attend for all or part of each meeting. The Principal Fellow, the Kensington Colleges, Residents' Nominee, the Kensington Colleges, Deputy Director, Facilities Management, Director, Equity and Diversity Unit and Director, Counselling Service are normally in attendance.

### **4. *Reporting to Council***

The minutes and relevant documentation of each meeting will be referred to Council.

### **5. *Schedule of meetings***

Two regular annual meetings, so as to report to the following Council meeting, and additional meetings as required, with consent of Chair.

### **5. *Quorum***

Quorum for the Student Affairs Committee is five, the quorum to include at least one Council member of the committee.

### **6. *Terms of Reference***

#### **6.1 *Student Issues***

- 6.1.1 To advise Council on student matters that will promote the objects and interests of the University.
- 6.1.2 To advise the Vice-Chancellor on student matters.
- 6.1.3 To monitor and represent the interests of students in the matters considered by Council and the Vice-Chancellor.
- 6.1.4 To ensure the needs of a diverse student body are being met, including needs associated with the educational experience, academic support, counselling support,

exercise and sporting facilities, disability and special needs support, career support, accommodation provision, equity and diversity issues, childcare and security.

6.1.5 To monitor and review the resources provided for student support and activities.

6.1.6 To promote the campus as a community for students and staff.

## **6.2 *Student Organizations and Services***

6.2.1 To review fees set by student organizations and units providing student services.

6.2.2 To receive, review and advise on reports, including annual and financial reports, from student organizations and units providing student services.

6.2.3 To determine the application of funds collected as miscellaneous student activity fees. (Note: Whilst no further miscellaneous student activity fees are to be collected under Voluntary Student Unionism by the University, funds already collected still need to be allocated.)

## **6.3 *Miscellaneous***

6.3.1 To review and advise on any matters raised by Council or the Vice-Chancellor.

6.3.2 To exercise such powers as Council may delegate.

## **6.4 *Review of Terms of Reference***

6.4.1 These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

***FLYING MINUTES***  
***APPROVED BY COUNCIL CL05/94 AND ADOPTED BY ALL COUNCIL COMMITTEES***

1. Subject to this clause, if a majority of the members for the time being of the Committee sign and return to the Presiding Member a document circulated by or on behalf of the Presiding Member containing a statement that those members are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to be the decision of the Committee, but only if:
  - (a) the document, signed by the majority of members, is received by the Presiding Member no later than the deadline for response stipulated in the circulated document; and
  - (b) no two or more members notify the Presiding Member in writing, before that deadline, that the members wish to have the proposed resolution listed for discussion at the next meeting of the Committee.

A resolution made by the procedure stated in this clause shall be deemed to be the decision of the Committee, effective from the day on which the document is signed or, if the members do not sign it on the same day, on the day on which the last member of the requisite majority to sign the document does so.

2. If a decision of the Committee is made by a resolution without meeting under clause [1], the Presiding Member shall cause a copy of the terms of the resolution to be promptly notified to all members and the resolution shall appear in the agenda for the next meeting of the Committee for the purpose of forming a record in the minutes of that meeting.
3. For the purposes of clause [1]:
  - (a) two or more separate documents containing a statement in identical terms, each of which is signed by one or more members, shall be taken to constitute one document;
  - (b) 'sign', in relation to a document, means apply, affix or cause to be applied or affixed a member's signature or facsimile thereof; and
  - (b) 'return to/notify the Presiding Member' means send to the Presiding Member or the person nominated by the Presiding Member by post, facsimile or email.