

Executive Committee of Academic Board Terms of Reference

Section 1 - Establishment

(1) The Executive Committee of Academic Board is established under the Academic Board Terms of Reference.

Section 2 - Functions and Responsibilities

(2) The Executive Committee of Academic Board will:

- a. determine matters on behalf of Academic Board out of session which cannot be deferred until the next scheduled meeting of Academic Board;
- b. discuss and recommend to Academic Board an Annual Work Plan with reference to the Comprehensive Reporting Framework and Policy and Procedure Review Schedule;
- c. discuss the agenda and particularly strategic items relating to the Academic Board as may be necessary from time to time;
- d. discuss and review the operations of the Academic Board and its sub-committees at a minimum of every two (2) years;
- e. report to Academic Board on matters which the Executive Committee of Academic Board has considered and any decisions it has taken on the Board's behalf; and
- f. advise Academic Board on any other matters referred to the Executive Committee by Academic Board.

Section 3 - Membership

(3) The following shall be members ex officio:

- a. Chair of Academic Board;
- b. Deputy Chair(s) of Academic Board;
- c. Vice-President Governance and University Secretary; and
- d. Chairs of the Sub-Committees of Academic Board.

(4) The Committee may seek advice from other members with specific expertise but may not co-opt additional members.

Members' attendance

(5) Attendance by members will be monitored by the Secretary. If a member has three consecutive unexplained absences from Executive Committee of Academic Board meetings the Chair will discuss with the Vice-President Governance and University Secretary their future participation as a member of the committee.

Section 4 - Chair

(6) The Chair of Academic Board shall be the Chair of the Executive Committee of Academic Board.

(7) In the absence of the Chair, the Deputy Chair of Academic Board will be the Acting Chair of meetings of the Executive Committee of Academic Board.

Section 5 - Secretary

(8) The Vice-President Governance and University Secretary (or nominee) will be secretary to the Committee.

Section 6 - Terms of Office

(9) Members will hold their positions on the Committee for the duration of their appointment.

Section 7 - Quorum

(10) At a meeting of the Executive Committee of Academic Board a quorum is constituted as 50% plus one members of the Executive Committee of Academic Board.

Section 8 - Meetings

(11) Meetings will be called at least five (5) times per year, as determined by the Chair, or when requested by Academic Board.

(12) Such meetings may be face-to-face or electronic.

Member conduct

(13) Professional conduct of members is expected at all times. The Chair may call members to order as required.

(14) Items of discussion must be treated with confidentiality as appropriate by members.

Section 9 - Agenda

(15) The agenda is to be distributed with supporting documentation normally at least three (3) days prior to the meeting date.

Section 10 - Out of session approval

(16) Urgent matters requiring a resolution prior to the next scheduled meeting, or before an additional meeting can be called, may be addressed by a circular resolution sent to members via email out of session, on request from the Chair.

(17) Any circular resolutions will be reported in the next meeting's minutes and reported to Academic Board.

(18) Circular resolutions should be used infrequently and only for matters that are urgent and do not require lengthy discussion by board members. If a lengthy discussion is required to support the decision, an Executive Committee of Academic Board meeting should be convened.

Section 11 - Minutes

(19) Meeting minutes and action items will be made available within two weeks of the meeting.

Section 12 - Reporting

(20) The minutes and action items from the meeting of the Executive Committee of Academic Board will be provided to the next meeting of the Academic Board.

(21) Information relating to matters under consideration and issues resolved will be disseminated to the University.

(22) Any resolutions of the Executive Committee of Academic Board shall be reported to the next meeting of Academic Board.

Section 13 - Conflicts of Interest

(23) Where a member has an actual, potential or perceived conflict of interest regarding an agenda item, they must declare this to the Chair at the commencement of discussion of the item, and be prepared to excuse themselves from the discussion, or the room, if required, as per the terms of the [Conflicts of Interest Policy](#).

Section 14 - Non-compliance

(24) Non-compliance with governance documents is considered a breach of the [Code of Conduct - Employees](#) or the [Code of Conduct - Students](#), as applicable, and is treated seriously by the University. Reports of concerns about non-compliance will be managed in accordance with the applicable disciplinary procedures outlined in the [Charles Darwin University and Union Enterprise Agreement 2025](#) and the [Code of Conduct - Students](#).

(25) Complaints may be raised in accordance with the [Complaints and Grievance Policy and Procedure - Employees](#) and [Complaints Policy - Students](#).

(26) All staff members have an individual responsibility to raise any suspicion, allegation or report of fraud or corruption in accordance with the [Fraud and Corruption Control Policy](#) and [Whistleblower Reporting \(Improper Conduct\) Procedure](#).

Status and Details

Status	Current
Effective Date	4th November 2025
Review Date	4th November 2027
Approval Authority	Academic Board
Approval Date	29th October 2025
Expiry Date	Not Applicable
Committee Chair	Louise King Deputy Provost
Author	Matthew Giakoumatos Policy and Governance Officer 08 8946 7383
Enquiries Contact	Governance Governance team <hr/> Governance

Glossary Terms and Definitions

"University" - Charles Darwin University, a body corporate established under section 4 of the Charles Darwin University Act 2003. The University is comprised of the various faculties, CDU TAFE, organisational units, and formal committees, including the governing University Council and Academic Board.

"Governance document" - means policy or procedure published in the Governance Document Library. Policies and procedures are collectively called 'governance documents' and are often referred to as 'policy' or 'University policy'.