Executive Committee of Council Terms of Reference

Section 1 - Title of Committee

(1) Executive Committee of Council.

Section 2 - Establishment

(2) The Executive Committee of Council is established under Part 3 Section 19(1) of the Charles Darwin University Act 2003.

Section 3 - Functions and Responsibilities

(3) To support the Vice-Chancellor and the University's senior leadership team to identify challenges and opportunities for the University as they arise;

(4) To provide guidance as to how the University might respond to such challenges and opportunities and monitor implementation of agreed measures, consistent with the University's priorities and Council decisions;

(5) To inform Council on implications for the University of major issues that are presented and to provide advice to management on matters of substance and time-sensitivity between regular meetings of Council; and/or

(6) To act on behalf of the Council as required on matters between regular meetings of Council that cannot be deferred for resolution until the next scheduled meeting or that Council has delegated for determination/resolution by the Executive Committee; such decisions to be reported to the next meeting of Council.

(7) Determination of the remuneration package and other non-salary benefits of the Vice-Chancellor on initial appointment;

(8) Considering advice from the Chancellor regarding the annual performance review of the Vice-Chancellor;

(9) Annual review of the remuneration package and other non-salary benefits of the Vice-Chancellor with delegated power to determine any changes and to seek advice as it sees fit in determining such changes;

(10) Annual review of the honoraria and other non-salary benefits payable to members of Council and providing advice as appropriate to Council.

Section 4 - Membership

(11) The membership of the Executive Committee of Council shall comprise the following:

a. Chancellor;
b. Deputy Chancellor;
c. Vice-Chancellor (for matters other than in relation to VC salary and related payments or benefits);

d. One additional Council member (not an elected student or staff member) by appointment of the Chancellor.

Observers

(12) The following positions have observer status and right of debate at meetings of the Committee:

a. Director People and Culture, in relation to remuneration matters.
b. Other persons invited by the Chancellor as required depending on the issues for consideration.

Section 5 - Chair

(13) The Chair of the Executive Committee of Council will be the Chancellor.

Section 6 - Secretary

(14) The Vice-President Governance and University Secretary (or nominee) will act as secretary for the Executive Committee of Council as requested by the Chair.

Section 7 - Quorum

(15) A quorum will comprise two (2) members of the Executive Committee of Council, one (1) of which must be either the Chancellor or the Deputy Chancellor.

Section 8 - Meetings

(16) The Executive Committee of Council will meet as necessary.

Section 9 - Resolutions of the Executive Committee of Council

(17) Matters requiring resolution by the Committee are to be determined by consensus of the members present. The Chair shall have a deliberative and casting vote should a vote be required to determine a matter where consensus has not been achieved.

Section 10 - Reporting

(18) The Chair of the Executive Committee of Council will provide a report from meetings of the Committee to the Council of the University as appropriate, on issues addressed and on recommendations or decisions made.

Section 11 - Non-compliance

(19) Non-compliance with Governance Documents is considered a breach of the Code of Conduct – Staff 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.

(20) Complaints may be raised in accordance with the Code of Conduct – Staff and Code of Conduct - Students.

(21) 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

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