

# Council Standing Committees Terms of Reference Policy

## Fact box

- **Policy owner:** President
- **Policy category:** Governance: Council
- **Policy status:** Approved
- **Approval body:** Council
- **Endorsement body:** Executive
- **Related policies:**
  - [Fit and Proper Person Policy](#)
- **Last amended:** 24th April 2024
- **Relevant HESF:** 6.1, 6.2

## Purpose

The purpose of this policy is to establish the functions and responsibilities of the standing committees of the Alphacrucis University College (AC) Council.

## Scope

Whole of AC

## Policy

Governing authority in AC is vested in the Council and its various committees, and implemented by the Officers of AC through its various divisions, departments and committees. This policy details these processes.

## Appointment of Committees and Advisory Boards of Council

The AC Council may delegate any of its powers or functions to committees or advisory boards and shall appoint an Audit Committee (clause 42.4 of the Constitution of Alphacrucis University College Ltd). The current Council Committees are:

- Membership and Selection Committee
- Finance and Audit Committee
- Strategic Growth Committee
- Academic Risk and Moderation Committee
- Advancement Committee

## MEMBERSHIP AND SELECTION COMMITTEE

### 1. Membership

#### 1.1 Appointment of a Chair

The Chair will be a Councillor who is appointed by Council on the recommendation of the Membership and Selection Committee.

## **1.2 Membership**

At least one Councillor (in addition to the Chair); President or delegated representative; other members as required.

## **1.3 Term**

For Councillors, the term will be for the duration of their current term as a Councillor or until the Membership and Selection Committee and Council have considered and approved revised memberships of the Council committees, whichever is later. The co-opted members of the Committee will be appointed on the basis of a three-year term, renewable at the discretion of the Chair.

## **1.4 Secretary**

As appointed by Council.

## **2. Terms of reference**

The role of the Membership and Selection Committee is to monitor and advise Council on governance issues generally, as they relate to Council and AC, including ensuring that Council positions are filled, that Councillors are adequately trained and contributing to the function of Council. In addition, the Membership and Selection Committee conducts an annual performance and employment conditions review of the President on behalf of the Council. The Membership and Selection Committee achieves those primary functions through exercise of the following responsibilities:

### **2.1 Council Membership and Governance**

- recommending to Council criteria for the selection and the performance assessment of Councillors;
- recommending to Council procedures for the identification and selection of Councillors;
- overseeing the development and maintenance of an induction program for new Councillors;
- assessing annually the performance of Councillors and committees, and the effectiveness of Council in meeting governance objectives;
- recommending to Council a candidate for the position of Chair of Council when that position is due to be filled;
- considering suggestions for honorary degrees and submitting a report to Council;
- reviewing and making recommendations to Council as regards naming proposals, changes to existing names or the discontinuation of existing names in relation to: AC buildings and other significant assets; scholarships and prizes; centres, institutions and foundations.

### **2.2 Senior Staff Employment, Remuneration, and Performance**

- recommending to Council a candidate for the position of President when that position is due to be filled;
- assessing the performance of and determining the remuneration of the President annually;

- developing a remuneration policy for senior staff and monitoring the application of the policy.

### **3. Meetings**

#### **3.1 Frequency of meetings**

The Committee will meet at least two times a year on dates to be determined, as well as on other occasions deemed necessary by the Chair.

#### **3.2 Quorum**

The quorum for meetings of the Committee will, subject to Council rules for committees from time to time, be three members present in person or online.

#### **3.3 Attendance by AC staff members**

The Committee can invite any staff member of AC to attend meetings and may refer matters deemed to require attention direct to the appropriate staff member.

#### **3.4 Agenda**

The agenda for each meeting of the Committee will be prepared by the Secretary, in consultation with the Chair, and provided to members of the Committee on a timely basis in advance of the meeting. Items on the agenda will be supported by written papers, as required.

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

The Secretary will prepare a report to Council, under the name of the Chair, immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Council on major decisions and outcomes from each such meeting.

## **FINANCE AND AUDIT COMMITTEE**

### **1. Membership**

#### **1.1 Appointment of a Chair**

The Chair will be a Councillor with appropriate commercial or financial expertise who is appointed by Council on the recommendation of the Membership and Selection Committee.

#### **1.2 Membership**

At least one Councillor (in addition to the Chair); President or delegated representative; other members as required.

#### **1.3 Term**

For Councillors, the term will be for the duration of their current term as a Councillor or until the Membership and Selection Committee and Council have considered and approved revised memberships of the Council committees, whichever is later. The co-opted members of the Committee will be appointed on the basis of a three-year term, renewable at the discretion of the Chair.

#### **1.4 Secretary**

As appointed by Council.

## **2. Terms of Reference**

The role of the Finance and Audit Committee is to strengthen AC's control environment and to assist Council to discharge its stewardship, leadership and control responsibilities for financial reporting and overall financial risk management. Its primary functions are to promote accountability, support measures to improve financial management performance and internal controls, oversee and monitor the internal audit and the compliance and financial risk functions, oversee the integrity of AC's financial reporting systems, and ensure effective liaison between senior staff and AC's external auditors. The Finance and Audit Committee achieves those primary functions through exercise of the following responsibilities:

### **2.1 Governance**

- reviewing the AC's Governance Policies and Framework, relating to fraud, privacy, handling of sensitive information and conflicts of interest;
- monitoring the adequacy of AC's internal control systems in promoting a culture of compliance and ethical conduct in business and financial activities;
- receiving reports from senior staff on matters considered by the Committee to be of high risk to AC's reputation or financial operations;
- recommending to Council policies and procedures to enhance AC's Governance Policies and Framework.

### **2.2 Financial Risk Management**

- reviewing AC's Risk Management Plan setting out AC's expectations and internal accountabilities for the management of financial risk;
- monitoring the adequacy of arrangements in place to ensure that financial risks are effectively managed across AC and that financial risk management is appropriately embedded in AC's planning and budgetary process;
- receiving reports from senior staff on the status of financial risk management in their particular areas of responsibility;
- recommending to Council policies and procedures to enhance AC's Risk Management Plan.

### **2.3 Legal Compliance**

- reviewing AC's approach to managing expectations and internal accountabilities for legal compliance;
- monitoring the effectiveness of AC's processes for ensuring compliance with relevant laws, regulations, industry codes and organisational standards;
- receiving reports from senior staff on legal compliance breaches, the risks of non-compliance and strategies to manage any breaches and risks effectively;
- recommending to Council policies and procedures to enhance AC's legal compliance management.

### **2.4 Financial Compliance**

- reviewing AC's financial reporting policies and procedures, and the effectiveness of AC's internal controls and risk management systems in connection with its financial governance;
- monitoring AC's financial reporting and performance against budget;
- receiving reports from senior staff on any major issues concerning accounting principles and standards, financial reporting, internal controls, and other material accounting and financial reporting issues;
- recommending to Council the approval of the annual budget, and policies and procedures to enhance AC's financial compliance.

## **2.5 Annual Audit of Accounts**

- discussing with the auditor, before the audit commences, the nature and scope of the audit, and consulting the auditor with respect to quality control procedures and steps taken by the auditor to respond to challenges in regulatory and other requirements;
- reviewing the external auditor's management letter and AC management's response to recommendations made;
- recommending to Council the acceptance of the annual audit of accounts and suggestions to improve the financial operation and performance of AC.

## **3. Meetings**

### **3.1 Frequency of meetings**

The Committee will meet at least two times a year on dates to be determined, as well as on other occasions deemed necessary by the Chair.

### **3.2 Quorum**

The quorum for meetings of the Committee will, subject to Council rules for committees from time to time, be three members present in person or online.

### **3.3 Attendance by AC staff members**

The Committee can invite any staff member of AC to attend meetings and may refer matters deemed to require attention direct to the appropriate staff member.

### **3.4 Agenda**

The agenda for each meeting of the Committee will be prepared by the Secretary, in consultation with the Chair, and provided to members of the Committee on a timely basis in advance of the meeting. Items on the agenda will be supported by written papers, as required.

## **4. Reporting to Council**

The Secretary will prepare a report to Council, under the name of the Chair, immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Council on major decisions and outcomes from each such meeting.

## **STRATEGIC GROWTH COMMITTEE**

## **1. Membership**

### **1.1 Appointment of a Chair**

The Chair will be a Councillor who is appointed by Council on the recommendation of the Membership and Selection Committee.

### **1.2 Membership**

At least one Councillor (in addition to the Chair); President or delegated representative; VP Academic; VP Operations; other members as required.

### **1.3 Term**

For Councillors, the term will be for the duration of their current term as a Councillor or until the Membership and Selection Committee and Council have considered and approved revised memberships of the Council committees, whichever is later. The President, VP Academic and VP Operations are permanent appointments. Other members of the Committee will be appointed on the basis of a three-year term, renewable at the discretion of the Chair.

### **1.4 Secretary**

As appointed by Council.

## **2. Terms of Reference**

The purpose of the Strategic Growth Committee (SGC) is to oversee and provide strategic guidance for the sustained growth and development of Alphacrucis University College (AC). The committee shall be responsible for analysing, proposing, and monitoring initiatives related to enrolment management, academic programs, research expansion, partnerships, and infrastructure development, while ensuring alignment with AC's mission, vision, and values.

### **2.1 Authority**

The SGC is a standing committee, established by the AC Council. It operates under the authority granted by Council and shall have the power to make recommendations, propose policies, and oversee implementation strategies for various growth-related endeavours.

### **2.2 Roles and Responsibilities**

- **Develop Strategic Growth Plans:** The SGC shall develop comprehensive strategic growth plans that outline AC's short-term and long-term goals in the areas of academic programs, enrolment, research, infrastructure, and partnerships.
- **Review and Evaluate Proposals:** The SGC will review and evaluate proposals for new academic programs, research centres, partnerships, and infrastructure projects that align with AC's strategic priorities.
- **Financial Oversight:** The SGC shall liaise with FAC to assess the financial implications of proposed growth initiatives and ensure their alignment with AC's budget and financial resources.
- **Risk Assessment:** The SGC shall liaise with FAC to conduct risk assessments for potential growth initiatives and provide recommendations for mitigating risks.

- **Monitor Implementation:** The SGC will oversee the implementation of approved growth initiatives and periodically review progress to ensure alignment with the established strategic plans.
- **Stakeholder Engagement:** The SGC shall engage with various stakeholders, including faculty, staff, students, alumni, and external partners, to gather input and foster collaboration in strategic growth efforts.
- **Report to Council:** The SGC will provide regular reports to Council detailing the progress, challenges, and achievements related to strategic growth initiatives.

### **3. Meetings**

#### **3.1 Frequency of meetings**

The Committee will meet quarterly or as deemed necessary by the Chair.

#### **3.2 Quorum and Decision-Making**

A quorum shall be established when 50% of the committee members are present. Decisions shall be made based on a majority vote of the members present in a meeting. In case of a tie, the Chair's vote shall be the deciding factor.

#### **3.3 Attendance by AC staff members**

The Committee can invite any staff member of AC to attend meetings and may refer matters deemed to require attention direct to the appropriate staff member.

#### **3.4 Agenda**

The agenda for each meeting of the Committee will be prepared by the Secretary, in consultation with the Chair, and provided to members of the Committee on a timely basis in advance of the meeting. Items on the agenda will be supported by written papers, as required.

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

The Secretary will prepare a report to Council, under the name of the Chair, immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Council on major decisions and outcomes from each such meeting.

### **5. Review and Amendment of Terms of Reference**

These terms of reference shall be subject to periodic review by the committee and may be amended as necessary. Any proposed amendments shall be presented to the Council for approval.

## **ACADEMIC RISK AND MODERATION COMMITTEE**

### **1. Membership**

#### **1.1 Appointment of a Chair**

The Chair will be a Councillor who is appointed by Council on the recommendation of the Membership and Selection Committee.

#### **1.2 Membership**

At least one Councillor (in addition to the Chair); President or delegated representative; Chair of Academic Board; other members as required.

### **1.3 Term**

For Councillors, the term will be for the duration of their current term as a Councillor or until the Membership and Selection Committee and Council have considered and approved revised memberships of the Council committees, whichever is later. The co-opted members of the Committee will be appointed as required at the discretion of the Chair.

### **1.4 Secretary**

As appointed by Council.

## **2. Terms of Reference**

The role of the Academic Risk and Moderation Committee is to advise Council in regard to changes and developments in the field of education and in government educational policy, to suggest appropriate strategic directions for AC, and to assist Council to discharge its stewardship, leadership and control responsibilities for academic risk management. The Academic Risk and Moderation Committee achieves those primary functions through exercise of the following responsibilities:

### **2.1 Moderation**

- advising Council on relevant developments in the educational environment, trends in vocational and higher education, and government educational policy.

### **2.2 Academic Risk Management**

- reviewing the AC Risk Management Plan setting out AC's expectations and internal accountabilities for the management of academic risk;
- monitoring the adequacy of arrangements in place to ensure that academic risks are effectively managed across AC and that academic risk management is appropriately embedded in AC's planning process;
- recommending to Council policies and procedures to enhance the AC Risk Management Plan;
- assessing the strategic planning of AC in relation academic priorities;
- investigating and moderating the academic operations of AC on a regular basis.

## **3. Meetings**

### **3.1 Frequency of meetings**

The Committee will meet at least two times a year on dates to be determined, as well as on other occasions deemed necessary by the Chair.

### **3.2 Quorum**

The quorum for meetings of the Committee will, subject to Council rules for committees from time to time, be three members present in person or online.

### **3.3 Attendance by AC staff members**



The Committee can invite any staff member of AC to attend meetings and may refer matters deemed to require attention direct to the appropriate staff member.

### **3.4 Agenda**

The agenda for each meeting of the Committee will be prepared by the Secretary, in consultation with the Chair, and provided to members of the Committee on a timely basis in advance of the meeting. Items on the agenda will be supported by written papers, as required.

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

The Secretary will prepare a report to Council, under the name of the Chair, immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Council on major decisions and outcomes from each such meeting.

## **ADVANCEMENT COMMITTEE**

### **1. Membership**

#### **1.1 Appointment of a Chair**

The Chair will be a Councillor who is appointed by Council on the recommendation of the Membership and Selection Committee.

#### **1.2 Membership**

At least one Councillor (in addition to the Chair); President or delegated representative; other members as required.

#### **1.3 Term**

For Councillors, the term will be for the duration of their current term as a Councillor or until the Membership and Selection Committee and Council have considered and approved revised memberships of the Council committees, whichever is later. The co-opted members of the Committee will be appointed on the basis of a three-year term, renewable at the discretion of the Chair.

#### **1.4 Secretary**

As appointed by Council.

### **2. Terms of Reference**

The role of the Advancement Committee is to encourage, facilitate and monitor AC's relationship with alumni, donors, constituencies, friends, and other audiences to enhance AC's recognition, reputation, and ability to attract philanthropic giving. The Committee will consider and recommend for approval policies and programs relating to philanthropic giving, fundraising initiatives, and alumni engagement. The Advancement Committee achieves these primary functions through exercise of the following responsibilities:

- Developing an awareness in AC Council of fundraising.
- Assisting the AC Council to develop a fundraising strategy.

- Reviewing and recommending fundraising programs and setting fund-raising goals and assessing progress.
- Participating in fundraising activities, including through assisting in the solicitation of significant donors, recommending potential donors, and assisting where appropriate in cultivation and stewardship activities.
- Periodically reviewing and examining trends and factors, especially in our sectors, Universities and Christian Mission/Theology, related to giving and analysing potential implications for the future.
- Ensuring alumni engagement activities are aligned with institutional priorities including the fundraising strategy.
- Evaluating whether the staff and budget allocated to AC's fund-raising and alumni engagement functions are adequate and appropriate to meet the overall institutional advancement expectations of AC.

### **3. Meetings**

#### **3.1 Frequency of meetings**

The Committee will meet at least two times a year on dates to be determined, as well as on other occasions deemed necessary by the Chair.

#### **3.2 Quorum**

The quorum for meetings of the Committee will, subject to Council rules for committees from time to time, be three members present in person or online.

#### **3.3 Attendance by AC staff members**

The Committee can invite any staff member of AC to attend meetings and may refer matters deemed to require attention direct to the appropriate staff member.

#### **3.4 Agenda**

The agenda for each meeting of the Committee will be prepared by the Secretary, in consultation with the Chair, and provided to members of the Committee on a timely basis in advance of the meeting. Items on the agenda will be supported by written papers, as required.

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

The Secretary will prepare a report to Council, under the name of the Chair, immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Council on major decisions and outcomes from each such meeting.

Responsible for implementation

President

Key stakeholders

Whole of AC

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## Procedures

### **Council Standing Committees Terms of Ref Procedure**

#### **Election of Council Officeholders**

The procedure for the election of Council officeholders will be as follows:

1. The returning officer is to chair during the part of the meeting at which the election is to be held;
2. No business other than the election may be conducted at the meeting while the returning officer is chairing;
3. If there is only one nomination for election, the returning officer must declare the nominated candidate to be elected;
4. If there are two or more nominations for election, the returning officer must conduct a poll of members of the committee by secret ballot, with each Councillor entitled to cast one vote;
5. If one candidate has received more votes than any other, the returning officer must declare that candidate to be elected;
6. If two or more candidates receive an equal number of votes cast at the poll and if no other candidate has received more votes than those candidates, the returning officer must conduct a further poll among the candidates who received an equal number of votes;
7. At the further poll, if one candidate has received more votes than any other the returning officer must declare that candidate to be elected;
8. If two or more candidates receive an equal number of votes cast at the further poll, the returning officer must decide by lot which of the candidates with an equal number of votes is to be declared elected. For that purpose, the returning officer must:
  - a. Write the names of the candidates concerned on similar slips of paper, and
  - b. Fold the slips so as to prevent identification, and
  - c. Mix the slips and draw one of them at random.
9. The candidate whose name is drawn first is to be declared elected.

The Secretary of Council will be the returning officer for all Council elections except that for Secretary of Council. The Chair of Council shall appoint a returning officer for the election of Secretary of Council.

#### **Appointment of the Chair of Council**

Where a vacancy occurs in the office of Chair of Council, the Membership and Selection Committee will undertake a search and recommend to the Council a list of persons deemed suitable for appointment to the office having regard to the requirements of the position.

The Committee will seek the views of Councillors on suitable candidates. The Committee will forward to the Council a list of at least three (3) persons in order of preference who are deemed

suitable for appointment. The Council may accept the recommendations or request the Committee to undertake a further search.

Once the Council has decided on the list of potential candidates, the Deputy Chair of Council will contact the candidates in order of preference to determine their interest in nomination to the Council. If the Deputy Chair of Council is one of the nominees, then the Secretary of Council or another Councillor who is not a nominee will fulfil this function.

The Chair of Council will be elected from a list of three (3) nominees, presented by the Council and ratified by the Members in general meeting.

The Council will elect the Chair of Council by secret ballot from among the nominees who have been ratified by the Members and consented to be considered. A majority vote of Councillors in attendance shall constitute an election.

### **Appointment of the President**

Where a vacancy occurs in the office of the President, the Membership and Selection Committee will undertake a search and recommend to the Council a list of persons deemed suitable for appointment to the office having regard to the requirements of the position. The Committee will seek the views of Councillors on suitable candidates.

The Committee will forward to the Council a list of at least three (3) persons in order of preference who are deemed suitable for appointment. The Council may accept the recommendations or request the Committee to undertake a further search.

Once the Council has decided on the list of potential candidates, the Chair of Council will contact the candidates in order of preference to determine their interest in nomination to the position.

The President will be elected from a list of three (3) nominees, presented by the Council and ratified by the Members in general meeting.

The Council will elect the President by secret ballot from among the nominees who have been ratified by the Members and consented to be considered. A majority vote of Councillors in attendance shall constitute an election.

### **Appointment of Chairs of Council Committees**

#### **Appointment of a Chair**

1. When the incumbent Chair of a Committee indicates an intention to step down, or where the position of Chair falls vacant for any reason, the Secretary of Council shall notify the Council and refer the matter to the Membership and Selection Committee;
2. The Membership and Selection Committee shall solicit nominations of persons who should be considered for the position, and review the names of the nominees who are eligible for consideration, and propose one individual to the Council for approval;
3. The Council will either confirm the individual proposed or invite the Membership and Selection Committee to reconsider the matter and to propose another name.

#### **Reappointment of a Chair**

1. No later than 6 months before the expiration of the term of a Chair of a Council Committee, the Secretary of Council shall inform members of the Council of the impending expiration of

term, shall outline the procedures governing the reappointment of a Chair, and shall invite members of the Council to comment on the prospect of the Chair serving for another term;

The Council, without the incumbent Chair involved, shall assess in confidence the comments received from members of the Council and approve or disapprove the reappointment.

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