

# Terms of Reference

Committees reporting to Council



THE UNIVERSITY  
of ADELAIDE

## Convenors' Committee

### Establishment

*When* 2 May 2002.

*By what authority* Council 29 April 2002; 23 February 2004; 30 May 2016; 24 October 2017; 5 December 2017; 5 February 2018; 1 April 2019; 23 August 2021, 24 June 2024; 2 December 2024.

*For what period* Indefinitely.

### Role/Terms of Reference

*Role* To assist Council in the effective discharge of its responsibilities by:

- a) exercising, as required, certain powers of Council between scheduled Council meetings;
- b) making recommendations to Council on the Key Performance Indicators (KPIs) for, and the performance review and remuneration of, the Vice-Chancellor and President (Vice-Chancellor);
- c) making recommendations to Council on the Chancellor's honorarium; and
- d) providing oversight of the merger with the University of South Australia.

The deliberations of the Committee are to take account of the University's strategic plan and its Values and Behaviour Framework.

### *Terms of Reference*

The Committee is empowered by Instrument of Delegation to serve as an executive of Council and authorised to exercise many of the powers and functions of Council where, in the opinion of the Chancellor it is undesirable to delay exercise of such a power or function until the next scheduled meeting of Council. Where it exercises a power or function of Council, The Committee must, at the next Council meeting, provide a report of the circumstances in which the power or function was so exercised.

The Committee is also responsible for:

- a) **In relation to the Vice-Chancellor**, making recommendations to Council regarding the:
  - KPIs that will form an element of the matters against which performance of the Vice-Chancellor will be measured;
  - performance of the Vice-Chancellor in discharging the accountabilities and responsibilities of office; and
  - remuneration of the Vice-Chancellor.

The Chair of the Academic Board shall be excluded from discussions regarding the above matters which concern the Vice-Chancellor.

The Vice-Chancellor shall be excluded from the process of deciding the final recommendation to Council regarding the above matters which concern the Vice-Chancellor.

- b) **In relation to the Chancellor**, making recommendations to Council regarding the Chancellor's honorarium at the time of appointment and re-appointment.

The Chancellor shall be excluded from the process of deciding the final recommendations to Council regarding the above matters which concern the Chancellor and the Deputy Chancellor shall assume the role of Chair in relation to same.

The Committee provides a forum for consultation, at their respective initiative, for the Chancellor and the Vice-Chancellor.

*Reporting line*

To Council.

*Quorum*

Half the full membership (ignoring any fraction resulting from the division) plus one.

*Procedures prescribed/  
determined itself*

Determined by the Committee.

*Frequency of meetings*

As necessary.

*In camera*

As required and at the discretion of the Chair.

*List of any sub-  
committees*

None.

## **Membership**

*Membership*

Chancellor *ex officio* (Chair);  
Deputy Chancellor *ex officio*;  
Vice-Chancellor and President *ex officio*;  
Chair, Finance Committee *ex officio*;  
Chair, Risk Committee *ex officio*;  
Chair, People and Culture Committee *ex officio*; and  
Chair, Academic Board *ex officio*.

*Gender balance and  
Diversity*

To be considered before members are appointed, or re-appointed.

*Term of Office*

Concurrent with positions held.

*Attendance*

The Vice-Chancellor may, at their discretion, nominate an additional Member of Council to attend meetings of the Committee where the Vice Chancellor's KPIs, performance review and remuneration is discussed. A Member of Council so nominated would only attend that portion of a meeting of the Committee in which the Vice Chancellor's KPIs, performance review and remuneration are discussed.

Director, Governance Services (Secretary to the Committee) or the person performing the relevant functions of that position for the University.

Any other person may attend a meeting of the Committee at the invitation of the Chair.

*Agenda*

The agenda must allow for a declaration of any conflict of interest.

*Minutes*

The minutes of the Committee should be prepared in accordance with the Standing Orders.

Reports of Standing Committees to Council should show clearly those matters recommended to Council for decision. Reports shall be considered at the ensuing meeting of Council.

**Contact person and  
phone/email**

[council.secretary@adelaide.edu.au](mailto:council.secretary@adelaide.edu.au)

**RMO File Number**

2000/1295