



Exceptional Business Committee Charter

Introduction

1. The Australian National University (ANU) Council has established the Major Incidents Committee (the Committee) in accordance with section 18 of the *Australian National University Act 1991* (Cwth) (ANU Act 1991).
2. This Charter sets out the Committee's objective, authority, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

Objective

3. Council renamed the Council COVID-19 Committee on 14 June 2024 to the Council Exceptional Business Committee for the purpose of supporting the University response to relevant major incidents, for example pandemics, and to advise Council on relevant issues.

Authority

4. The Council authorises the Committee, within the scope of its responsibilities, to:
 - obtain any information it needs from any employee and/or external party (subject to their legal obligation to protect information);
 - discuss any matters with external parties (subject to confidentiality considerations);
 - request the attendance of any ANU employee, officer of a controlled entity, or Council member at Committee meetings; and
 - obtain external legal or other professional advice, as considered necessary to meet its responsibilities, at the University's expense.
 - approve total expenditure to a maximum of \$50million (see also Section 15).

Composition and Tenure

5. The Committee shall consist of the:
 - Chancellor (Chair);
 - Vice-Chancellor;
 - Pro-Chancellor;
 - Chair, Finance Committee; and
 - Chair, Audit and Risk Management Committee.
6. The Committee will meet as required at the discretion of the Chancellor.

Responsibilities of the Committee

7. The Committee responsibilities, subject to revision by Council, are to monitor, review, and where appropriate, make recommendations and endorse actions to Council in relation to any aspect of the University's response to a relevant incident, especially including in respect of financial matters and strategies to manage liquidity issues.

The Committee may make, endorse or note decisions and actions, within existing delegated authorities.

8. The Committee exercises such functions, responsibilities and authorities as may be assigned or delegated to it from time to time by Council.

Responsibilities of Members

9. Members of the Committee are expected to understand and observe the legal requirements of the ANU Act 1991 and the *Public Governance, Performance and Accountability Act 2013*.

10. Members are also expected to:

- a. act always in the best interests of the University as a whole, with this obligation to be observed in priority over any duty a member may owe to those electing or appointing them;
- b. act in good faith, honestly and for a proper purpose;
- c. exercise appropriate care and diligence;
- d. not improperly use their position to gain an advantage for themselves or someone else; and
- e. disclose and avoid conflicts of interest (with appropriate procedures for that purpose similar to those for public companies)¹.

Reporting

11. When it has met, the Committee shall report on its deliberations at the next available Council meeting.
12. Where the Committee identifies exposure (or potential exposure) to material financial, commercial, operational, health-related, reputational or other risk to the University, the Council is to be notified of the matter at the earliest opportunity.

Administrative Arrangements

13. The Committee shall meet as required, and as determined by the Chancellor.
14. A quorum shall consist of 50 per cent of Committee members (rounded up to the nearest whole number).

¹ As outlined in the Voluntary Code of Best Practice for the Governance of Australian Universities (2018)
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15. Council is to be given notice of all meetings of the Committee at the earliest possible opportunity, including main items listed on the agenda, and especially those concerned with authorised expenditure as outlined in Section 4.
16. Council members will have access to all Committee documents and be permitted to observe any meeting of the Committee.
17. The University Secretary to the Council is the Secretary to the Committee.

Assessment and Review

18. The Chair of the Committee will initiate a review of the performance of the Committee and this Charter following the resolution of the incident it was convened to consider with the outcomes to be reported to Council. The review of performance will be conducted on a self-assessment basis unless otherwise determined by the Council.

Approved by the ANU Council on 1 May 2020 and amended by Council on 14 June 2024.