

Special Governance Committee Charter

Following matters of concern raised during a hearing of the Senate Education and Employment Legislation Committee on 12 August 2025, the Australian National University Council has established a Special Governance Committee (**Committee**) in accordance with section 18(1) of the *Australian National University Act 1991* (Cth) and clause 25 of the Australian National University (Governance) Statute 2024.

1. The Committee is constituted by the following members:
 - a. Mr Andrew Metcalfe AO, Council Member (as Chair),
 - b. Professor Joan Leach, Deputy Vice-Chancellor (Academic); and
 - c. Professor Christine Nixon AO, as an external advisor

Functions

2. The Committee's functions are to manage the University's response to the matters raised in the Senate Committee hearing on 12 August 2025, including:
 - a. overseeing and determining next steps in relation to the University's response to the matters raised in the Senate Committee hearing on 12 August 2025;
 - b. obtaining external independent legal and other professional advice to inform the University what responses are required, including but not limited to the management of workplace complaints or grievances and any obligation to refer or report to external agencies;
 - c. assuming responsibility for or providing direction for the management of relevant internal workplace grievances;
 - d. if there is an obligation to refer to external agencies— ensuring referrals or reports are made in a timely and appropriate manner;
 - e. engaging with any external agencies or other external bodies currently conducting investigations into the university's workplace culture, governance and leadership (including but not limited to TEQSA and the ANAO);
 - f. appointing an independent investigator to conduct such investigations as required on terms and scope determined by the Committee;
 - g. determining how best to communicate the actions being taken to the persons directly involved, external agencies, the Senate Committee of Inquiry, the Department, the University community and stakeholders; and
 - h. keeping the Council informed of the Committee's decisions and progress.
3. The Special Governance Committee will be established for a period of 12 months and its term may be extended by the Council.

Power

4. The Committee is authorised to operate independently from the Council members who are potential witnesses or involved in the matters of concern.
5. For the avoidance of doubt, the Committee, within the scope of its role and responsibilities, has the power to:
 - a. obtain any information it needs from any employee and/or external party (subject to their legal obligation to protect information);
 - b. refer any matters to an external agency or body as required by law;

- c. appoint an independent investigator on terms of reference to be determined by the Committee; and
- d. obtain external legal or other professional advice, as considered necessary to meet its responsibilities, at the University's expense.

Roles and Responsibilities

6. The Committee exercises such functions, responsibilities and authorities delegated to it by Council in this delegation and is given all powers necessary and incidental to the exercise of those functions, responsibilities and authorities.
7. The Committee's responsibilities relating to the exercise of its powers and functions include but are not limited to the responsibility to monitor, review and, where appropriate, make recommendations to Council on matters related to the Committee's objective.
8. The Committee is to exercise its powers and functions in a trauma informed manner.
9. Members of the Committee are expected to understand and observe the legal requirements of the *Australian National University 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 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.

Reporting to the Council

11. The Committee will report to the Council as the Committee determines appropriate.
12. Where the Committee identifies exposure (or potential exposure) to material risk to the University in relation to the Committee's role, the Council is to be notified of the matter.

Administrative Arrangements

13. The Committee will have independent, external secretariat support but may also be assisted by the University Governance Office (UGO), as required from time to time.
14. The Committee will be assisted by a member of the University Legal Office (ULO) who holds no conflict of interest, as required from time to time

Conflicts of Interest

15. The Committee members will provide written declarations to Council declaring any material personal interests that could preclude them from being members of the Committee or discharging the Committee's functions.

Approved by resolution of the ANU Council on 16 September 2025 pursuant to s 13 of the *Australian National University Act 1991* (Cth).