

# ANU Foundation Board Charter

*The ANU Foundation Board ensures that Council and the Vice-Chancellor has advice and assurance on the governance, management and performance of the University's fundraising activities and of all gift funds. It has a membership made up of senior officers of the University, independent experts, staff and students.*

## Introduction

1. The ANU Foundation was established on 1 January 2019 by *The Australian National University (ANU Foundation) Statute 2018*. The current instrument is [The Australian National University \(ANU Foundation\) Statute 2023](#). The ANU Foundation Board (Board) has been established within the University in accordance with Division 3.1, Clause 9 of the Statute.
2. This Charter sets out the Board's objective, authority, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

## Objective

3. The objective of the Board is to maintain effective oversight of and advise Council and the Vice-Chancellor on governance, management and performance of the ANU Foundation and the gift funds established within it and fundraising-related matters, consistent with the University's pursuit of excellence in all aspects of its work.

## Authority

4. The Statute authorises the Board, within the scope of its role and responsibilities, to:
  - operate with the assistance of specialist or special-purpose committees; and
  - consult with:
    - committees and members of Council;
    - committees and working groups of the Board;
    - other University committees;
    - officers and staff of the University; or
    - other University entities or their members.
  - 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.

## Composition and Tenure

5. The Committee will consist of at least twelve members as follows:
  - at least five members appointed by Council, including a Chair and Deputy Chair, who are not a member of staff or a student of the University;
  - the Chancellor;
  - the Pro-Chancellor;
  - the Vice-Chancellor;
  - the Provost;
  - two other persons occupying executive positions in the University nominated in writing by the Vice-Chancellor; and
  - the post-graduate or undergraduate student member of Council, appointed in writing by the Vice-Chancellor, after consulting both student members of Council.
6. If there is no Indigenous person holding a position on the Board, the Vice-Chancellor may, in writing, appoint a member of staff who is an Indigenous person as the Indigenous Member of the Board, after consulting with the Tjabal Indigenous Higher Education Centre. The appointment is for no longer than four years. The Indigenous Member may be reappointed.
7. The Council must appoint a Council-appointed member as the Chair and another Council-appointed member as the Deputy Chair. Appointments are for no longer than four years and may be reappointed subject to Clause 8.
8. Council-appointed members are appointed for a period decided by Council but no longer than four years. Council-appointed members are eligible for reappointment but must not hold office as a Council-appointed member for longer than eight consecutive years, unless Council considers it appropriate.
9. The student member is appointed for a period decided by the Vice-Chancellor but no longer than one year. The student member is eligible for reappointment.
10. The members occupying executive positions are ex-officio appointments and they will cease to be members if they leave their position.
11. In addition to required capabilities, the Council will have regard to a balanced

membership, including with respect to the diversity of the Australian community and the University, and the need for both continuity and regular renewal, in filling the Council-appointed positions on the Board.

## Roles and Responsibilities

12. The Board exercises such functions, responsibilities and authorities as assigned by the Statute. It may also be assigned or delegated functions by Council and Vice-Chancellor from time to time, but may only exercise such powers as are explicitly delegated to it.
13. The Board's responsibilities relating to fund governance and fundraising-related are to monitor, review and, where appropriate, make recommendations to Council and the Vice-Chancellor in respect to:
  - The governance, management and performance of the ANU Foundation and the gift funds established within it;
  - The assets of those funds, including their application, investment and proper use;
  - Accounting for, and reporting on, the application, investment and proper use of the assets of those funds;
  - Accountability to donors for gifts made to the University, including consultation with, and reporting to, donors about the application, investment and proper use of their gifts;
  - Oversight and management of risks associated with the ANU Foundation and the University's fundraising activities;
  - The strategic direction, coordination, management and performance of the University's fundraising activities;
  - Review of and, where required, amendments to the University's policies and procedures relating to fund governance and fundraising-related matters; and
  - Any other matter either assigned by Council or the Vice-Chancellor or related to ensuring the University maintains the highest standards in relation to fund governance and fundraising-related matters.
14. The Board may establish committees and working groups to assist it to exercise its functions.

## Responsibilities of Members

15. Members of the Board 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*.
16. Members are also expected to:

- 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;
- act in good faith, honestly and for a proper purpose;
- exercise appropriate care and diligence;
- not improperly use their position to gain an advantage for themselves or someone else; and
- disclose and avoid conflicts of interest.

## Reporting

17. The Board will regularly, but at least once a year, report to the Council on its operations and activities. The report should include:
  - a summary of the work it performed to fully discharge its responsibilities and functions during the preceding year;
  - any gift determinations as defined in the Statute made by the Vice-Chancellor during the preceding year; and
  - details of membership, including any changes across the reporting period, meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.
18. An annual report on the financial performance of the ANU Foundation will also be provided to Council, following its consideration by both the Board and the Investment Committee.
19. Where the Board identifies exposure (or potential exposure) to material risk to the University in relation to the Board's role, the Council is to be notified of the matter, and it is to be referred (including by informal means during meeting agenda preparation phases) to the Audit, Finance and Risk Committee or other Council Committees for consideration and the development of advice to Council and/or the Vice-Chancellor.
20. The Board may, at any time, report to Council any other matter it deems of sufficient importance to do so.

## Administrative Arrangements

### Meetings and Planning

21. The Board will meet at least three times per year on dates determined by the Board.
22. The Chair is required to call a meeting if asked to do so by Council or if asked by at least a quarter of the persons for the time being holding office as members. The Chair may also call for a Board meeting at any time, with the provision of reasonable notice of the time and place of the meeting to members.

23. A forward meeting plan, including meeting dates and key agenda items, will be agreed by the Board each year. The forward meeting plan will cover all its responsibilities, as detailed in this Charter.
24. The Chair will be updated as necessary or as requested on significant issues relating to fund governance and fundraising-related matters by the relevant member of the University Executive and/or the relevant Director/s most responsible.
25. Meetings will be run in accordance with the procedures outline in the Statute and the [Standing Orders of the ANU Council and Council Committees](#).

## Attendance at Meetings and Quorums

26. Quorum will consist of 51 per cent of Board members (rounded up to the nearest whole number) who hold office for the time being.
27. Where a member is absent, except on leave of absence given by the Board, from three consecutive meetings of the Board, their appointment will be terminated.
28. Meetings can be held in person or by digital means.
29. Members of the University Executive and other relevant persons may, subject to Board direction, attend or be required to attend meetings and contribute to deliberations.
30. The Chair of the Board may request any ANU employee and/or external party to attend Board meetings or participate in certain agenda items.
31. On request, Council Members shall be provided with Board meeting papers and supporting material and may also attend Board meetings.

## Secretariat

32. The University Governance Office (UGO) will provide secretariat support to the Committee.
33. The following portfolios and offices will be responsible for the development and preparation of reports and other papers concerning varying aspects of fund governance and fundraising-related matters at the University for consideration by the Committee:

- Advancement
- Finance and Business Services

Such reports and papers will be submitted to UGO for inclusion in the meeting papers.

34. In supporting the preparation of agenda papers, UGO will provide procedural and contextual advice and drafting support, especially in respect of recommendations being presented to the Board or Council.
35. UGO will ensure the agenda and supporting papers for each meeting are circulated

at least 7 days before the meeting.

36. UGO will ensure the minutes of the meetings are prepared and maintained. Minutes must be authorised by the Chair for circulation to members of the Board for consideration prior to approval being sought from the Board at the next meeting.

## Conflicts of Interest

37. Upon joining the Board and then once a year thereafter, Board members will provide written declarations to the Board and Council declaring any material personal interests that could preclude them from being members of the Board. External members will be asked to consider past employment, consultancy arrangements and related party issues in making these declarations. Council will need to be satisfied that there are sufficient processes in place to manage any real, perceived, or potential conflict.
38. Board members must declare any material personal interests at the start of each meeting or before discussion of the relevant agenda item or topic. Details of material personal interests declared by Board members, and actions taken, will be appropriately recorded in the minutes.

## Induction

39. UGO will maintain a program of induction, training and awareness-raising for Board members, with the objective of enabling the Board to keep abreast of contemporary developments and leading practice to assist members to meet their responsibilities. Other areas of the University will assist UGO in this task whenever requested.

## Assessment and Review

40. The Chair of the Board will initiate a review of the performance of the Board and this Charter at intervals of two years with the outcomes to be reported to Council. The review of performance may be conducted on a self-assessment basis unless otherwise determined by the Council.

*Approved by resolution of the ANU Council on 18 February 2026*