

Finance Committee

Terms of Reference

1. Establishment

- 1.1. The Finance Committee (**Committee**) is an advisory committee established by the Adelaide University (**University**) Transition Council.
- 1.2. The Committee's Terms of Reference are approved by the Transition Council (**Council**):
 - 1.2.1. in accordance with section 15(2)(c)(i) of the *Adelaide University Act 2023 (AU Act)*; and
 - 1.2.2. having regard to section 31 of the AU Act which provides guidance on the matters that ought to be included in Terms of Reference of committees established by Council.
- 1.3. In accordance with section 31 (2) of the AU Act, these Terms of Reference may be varied, substituted or revoked by the Council from time to time.

2. Purpose

The Committee operates under the authority of the Council and is responsible for monitoring the University's financial position and performance and the financial implications of future plans.

3. Membership

- 3.1. The Committee will consist of at least three members of Council that are appointed by Council, including a Deputy Chancellor.
- 3.2. In addition, any Vice Chancellor may be a member of the Committee.
- 3.3. All Committee members must have expertise in financial management.
- 3.4. The Chancellor cannot be a member of the Committee but may attend Committee meetings.
- 3.5. A member of the Committee will be appointed by the Council as Chairperson of the Committee.
- 3.6. The Committee may invite other personnel to attend its meetings from time to time, including representatives of University staff as appropriate.
- 3.7. A Committee member ceases to be a Committee member:

- 3.7.1. when determined by Council;
 - 3.7.2. upon ceasing to be a member of Council; or
 - 3.7.3. upon resigning from the Committee.
- 3.8. The Council Secretary will be the Secretary of the Committee.

4. Functions

The functions of the Committee are to:

- 4.1. oversee and make recommendations to Council on appropriate **guidelines and policies** with respect to the control and management of financial resources;
- 4.2. review the University's annual operating and capital expenditure **budgets** having regard to the University's strategic goals and make recommendations about their adoption to Council;
- 4.3. monitor the **financial position and performance** of the University against its budgets and responses to unfavourable variances;
- 4.4. review the **long-term financial strategies** for the University, including sustainability and growth initiatives;
- 4.5. monitor **external economic conditions** and their potential impact on the University's financial health;
- 4.6. identify, assess, and monitor **financial risks**, including cash flow, investments, and borrowing risks;
- 4.7. oversee **financial contingency planning** of the University;
- 4.8. oversee **compliance** with financial regulatory requirements, noting that reporting and auditing requirements are overseen by the Audit and Risk Committee;
- 4.9. oversee and provide advice regarding the **management of the University's investments** and monitor the performance of external **fund managers** (including in relation to the Student and Research Funds established under the AU Act);
- 4.10. oversee and provide advice regarding the **management, acquisition and disposal of major assets**, such as property and infrastructure;
- 4.11. evaluate proposals for **investment in significant commercial initiatives**;
- 4.12. review proposals for significant **capital projects** or expenditures and monitor progress of major capital expenditure projects;
- 4.13. monitor the University's **property portfolio** and its value maximisation;

- 4.14. receive and provide recommendations advice to Council on proposals relating to the creation, disposal or restructure of **controlled entities**;
- 4.15. receive reports on the **performance of staff superannuation funds**;
- 4.16. monitor compliance with **finance related policies**;
- 4.17. review any other matters or business activities that may have a **material impact** on the University's financial position;
- 4.18. monitor compliance with the Adelaide University Treasury Policy and Treasury Procedure;
- 4.19. approve changes to approved counterparties and exposure limits, and permitted financial instruments in accordance with the Adelaide University Treasury Procedure.

5. Powers

- 5.1. In the absence of powers being delegated to the Committee by Council in accordance with section 32 of the AU Act, the Committee is not a decision-making body, but rather an advisory committee established to provide advice and recommendations to Council.
- 5.2. However, it is noted that in approving these Terms of Reference, the Committee is delegated authority by Council to:
 - 5.2.1. approve changes to approved counterparties, and exposure limits; and
 - 5.2.2. approve permitted financial instruments,as set out in the Adelaide University Treasury Procedure.

6. Meetings and Procedures

- 6.1. The Committee shall meet at least three times a year and as otherwise necessary to fulfill its responsibilities.
- 6.2. A quorum for meetings shall be half of the membership plus one (ignoring any fraction). No business may be transacted at a Committee meeting unless a quorum is present.
- 6.3. If the Chairperson is absent, the Chairperson will nominate another member of the Committee to preside over the meeting. If the Chairperson is unavailable to nominate another member to preside over the meeting, the Chancellor will make such nomination.
- 6.4. The Committee will prepare an annual work plan.

- 6.5. The Committee agenda shall include declaration of any conflict of interest and an in-camera session.
- 6.6. Members of Council may attend meetings as an observer.
- 6.7. The Terms of Reference will be reviewed at least annually or as required.

7. Reporting requirements

- 7.1. The minutes of each meeting shall be recorded by the Council Secretary and provided to next regular meeting of Council.
- 7.2. The Committee will ensure that significant issues or risks identified while it is conducting its business are communicated to the Council as soon as practicable.
- 7.3. The Committee must report that any exercise of the powers afforded to it in accordance with clause 5.2 of these Terms of Reference must be reported to Council at its next regular meeting.

8. Document governance

Policy this procedure supports	Policy Framework Policy
Approving authority	Transition Council
Policy owner	Chancellor
Responsible officer	Council Secretary
Effective from	12 December 2024
Review date	December 2026
Enquiries	Council Secretary
Replaced documents	Terms of Reference dated 12 December 2024

9. History of changes

Date approved	To section/clauses	Description of change
12 December 2024	All	New procedure

8 April 2025	3.2 (new) and 4.7	Amended to provide that the Vice Chancellor(s) are members of the Finance Committee and to make clear that the Finance Committee does not oversee insurance arrangements.
30 September 2025	Inclusion of clauses 4.18, 4.19, 5.2 and 7.3	Amended subsequent to the adoption of Treasure Policy and Management Procedure on 30 September 2025 and the subsequent expansion of the role of the Finance Committee.