



Finance Committee Terms of Reference

1. Role

- 1.1 The role of the Finance Committee (**Committee**) is to assist the Council in discharging its responsibilities in relation to:
 - 1.1.1 financial planning and performance;
 - 1.1.2 financial investment;
 - 1.1.3 financial management of major projects; and
 - 1.1.4 other matters referred by Council from time to time.
- 1.2 The Committee will have regard to the identification and management of risk in the discharge of its responsibilities and will inform the Risk and Audit Committee of relevant matters.

2. Authority

- 2.1 The Committee is a standing committee of Council, established pursuant to Schedule 1, Clause 15(1) of the *Monash University Act 2009 (Vic)* (**the Act**), and is accountable to Council.
- 2.2 Council has delegated to the Committee the functions and powers set out in these Terms of Reference in accordance with section 18(1)(b) of the Act.
- 2.3 The Committee must not delegate any function or power delegated to it by Council.
- 2.4 The Committee may seek external legal or other professional advice as the Committee considered necessary and appropriate. Any such advice may be obtained at the University's expense and independent of management (including the Vice-Chancellor).

3. Membership

- 3.1 Council will appoint and remove the members of the Committee and, with the assistance of the Governance and Nominations Committee, will review the composition of the Committee periodically.
- 3.2 Unless Council determines otherwise, the Committee will comprise:
 - (a) The Chancellor (ex-officio)

- (b) A Deputy Chancellor
 - (c) The Vice-Chancellor & President (ex officio)
 - (d) At least four additional members of Council
- 3.3 The Chair of the Committee will be an external member of Council with appropriate business and finance experience appointed by Council on the recommendation of the Governance and Nominations Committee. If the Chair is unable to attend (for any reason) at the appointed time for the commencement of a meeting, members in attendance may select another member, who must be a Council member, to preside as Chair for the meeting.
- 3.4 The University Secretary (or delegate) will be the Secretary of the Committee.
- 3.5 In accordance with the following procedure, additional persons with appropriate expertise and experience, whether or not members of Council, may be appointed to the Committee provided that at least half the members of the Committee are members of Council:
- 3.5.1 The Committee will consider and approve the selection criteria against which candidates for consideration for appointment as a co-opted member will be assessed.
 - 3.5.2 The Governance and Nominations Committee (together with the Chair of the Committee if they are not also a member of the Governance and Nominations Committee) will identify candidates for the position(s) and recommend a suitable candidate or candidates for consideration and appointment by Council.
 - 3.5.3 Each co-opted member of the Committee will be appointed for a term of up to three-years. The Chair may recommend to the Governance and Nominations Committee, for consideration by Council, the renewal of the term of a co-opted member. Co-opted members may serve a maximum of three terms not exceeding 9 years in total (whether consecutive or not).

4. Responsibilities

The Committee has delegated responsibility to:

- 4.1 Consider and recommend to Council for approval the Monash Group annual consolidated budget (including the annual budgets of individual controlled entities) and the longer-term Group financial plans.
- 4.2 Monitor and report to Council on the financial management and performance of the University and its controlled entities including in relation to:
 - 4.2.1 annual budgets and cash flow projections and longer-term Group financial plans;

- 4.2.2 investments;
 - 4.2.3 debt;
 - 4.2.4 aggregate staffing for all modes of employment; and
 - 4.2.5 major projects.
- 4.3 To recommend to Council key financial indicators for regular monitoring and reporting of performance.
 - 4.4 To consider and recommend to Council for approval financial delegations from Council to committees of Council and management.
 - 4.5 To consider and recommend to Council for approval, or approve, specific matters in accordance with delegations from Council.
 - 4.6 To report to the Risk & Audit Committee on whether the draft annual financial statements and associated notes for the relevant year accord with the Committee's understanding of the financial performance (including cash flows and financial position) of the University and its consolidated entities.
 - 4.7 The Committee will consider and recommend to Council for approval all proposals of significant importance that pertain to financial matters.

5. Meetings

- 5.1 The Committee will meet sufficiently regularly to perform its role effectively. Meetings may be convened with approval of the Chair or, where the Chair has a conflict of interest, any three other members.
- 5.2 Meetings may be held face to face or using any technology which enables members to participate in a discussion. Members located at another physical location are deemed to be present at the meeting, if they are connected by such technology.
- 5.3 Unless otherwise determined by Council, the quorum for a Committee meeting is a majority of the members. Meetings of the Committee shall not proceed if a quorum is not present within half an hour after the appointed commencement time of the meeting.
- 5.4 A decision of the Committee is deemed to have been made at a meeting if the majority of members present and entitled to vote support the recommendation. If the members' votes result in a tie (50% each way), the Chair will have the casting vote.
- 5.5 A member of staff, professional advisor or other person may be invited to attend meetings as an attendee or observer at the discretion of the Chair. The Chair may determine that a person is to be a standing attendee. Non-members will not participate in the deliberations of the Committee unless invited by the Chair.

- 5.6 The Chair may ask any person to withdraw from any part of a meeting where there is an actual, potential or perceived conflict of interest.

6. Conflict of Interest

- 6.1 Members of the Committee must comply with the conflict of interest requirements set out in the Council Charter. For that purpose, references in the Council Charter to the Council are taken to include the Committee and references to a Council member are taken to include a member of the Committee, with any other necessary modifications.

7. Written resolutions

- 7.1 The Committee may deal with matters requiring a decision by way of written resolution sent to all members, with prior approval from the Chair. A written resolution will be deemed to have been passed once a majority of members entitled to vote has approved it by signing, email confirmation or other electronic means, and will be effective on the date the last member constituting the majority approves.

8. Reporting to Council

- 8.1 The Chair will report to Council at the next practicable meeting following each meeting of the Committee on the outcome of matters considered by the Committee.

9. Performance Evaluation

- 9.1 The Committee will conduct an annual assessment of its activities under these Terms of Reference, and report any conclusions and recommendations to the Governance and Nominations Committee.

10. Review of Terms of Reference

- 10.1 The Governance and Nominations Committee shall review the Terms of Reference periodically, in consultation with the Chair, and recommend any proposed changes to Council for approval.

11. Investment Advisory Committee

- 11.1 The Committee may approve the formation, membership (including the chair) and terms of reference of an Investment Advisory Committee as a subcommittee of the Committee.
- 11.2 The chair of the Investment Advisory Committee must have appropriate business, finance and investment experience.
- 11.3 At least one member of the Investment Advisory Committee must be a Government or Council appointed member of Council who is a member of the Finance Committee.

Effective date: 29 June 2026