



## Estates and ESG Committee Terms of Reference

### 1. Role

- 1.1 The role of the Estates and ESG Committee (**Committee**) is to assist Council in discharging its responsibilities in relation to:
  - 1.1.1 planning and managing the Monash Group's estate comprising all domestic and international campuses (including non-University buildings on University campuses) and buildings located off-campus;
  - 1.1.2 the Monash Group's environmental, social and governance (**ESG**) obligations and commitments (other than those areas within another committee's responsibility); and
  - 1.1.3 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) The Vice-Chancellor & President (ex-officio)
  - (c) At least two other members of Council
  - (d) One University Professor with expertise and experience in architecture
  - (e) One University Professor with expertise and experience relevant to the Committee's functions and responsibilities
  - (f) One external member with expertise and experience in architecture
  - (g) One external member with expertise and experience relevant to ESG
  - (h) One external member with expertise and experience in commercial property
- 3.3 The Chair of the Committee is an independent member of Council 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, a Deputy Chancellor or, in the absence of a Deputy Chancellor, an appointed Council member elected by the Committee members in attendance will preside as Chair.
- 3.4 The University Secretary (or delegate) will be the Secretary of the Committee.
- 3.5 The two external members of the Committee will be appointed for a maximum term of six years (two 3-year terms). If the external member with architecture expertise is the Victorian Government Architect, the maximum term for that Committee member may be extended beyond six years for the duration of their appointment as Victorian Government Architect.
- 3.6 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:
- 3.6.1 The Committee will consider and approve the selection criteria against which candidates for consideration for appointment as a co-opted member will be assessed.
  - 3.6.2 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.
  - 3.6.3 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:

##### Values and Vision

- 4.1 Oversee the development of the physical form (including design) and infrastructure of the estate to ensure the campuses effectively enable and support the core current and future pursuits of the University (teaching, research and engagement) in an environmentally and financially sustainable manner.
- 4.2 Oversee the expression of the vision embodied in the campus master plans, through new buildings, major refurbishments and enhancements to campus public spaces.

##### Campus Masterplans

- 4.3 Oversee 5-yearly reviews of campus masterplans and recommend any changes to the campus masterplans to Council for approval.
- 4.4 Monitor and report to Council on University building developments undertaken pursuant to the campus masterplans.
- 4.5 Monitor and report to Council on any issues relating to heritage listing that affect the estate and/or execution of the campus masterplans.

##### Architects and Designers

- 4.6 Review and recommend to Council for approval the policy framework for the selection of architects, planners and designers.

##### Development of Land and Buildings

- 4.7 Oversee proposals for the development of land and buildings forming part of the estate (including acquisition and disposal of interests in land), to ensure that those proposals are consistent with the aims and objectives of campus masterplans and the strategic asset management framework.

##### Environment, Social and Governance Obligations

- 4.8 Oversee the periodic review of the University's ESG Statement and recommend changes to Council for approval.
- 4.9 Monitor the implementation of the ESG Statement, including reviewing reports on such implementation and monitoring the incorporation of ESG principles into the University's planning, budgeting and reporting frameworks and its investment decisions.
- 4.10 Consider at least annually:

- (a) any material risks relating to achievement of the University's commitment to its ESG obligations, or other commitments that are within the Committee's role;
- (b) the adequacy and effectiveness of the risk management strategies, controls and assurance applied to these risks; and
- (c) whether these risks are appropriately captured and considered in the University's Group Risk Profile and Operational Risk Profile,

and make recommendations to the Risk and Audit Committee accordingly.

- 4.11 Review and recommend to Council for approval the University's annual report under the *Modern Slavery Act 2018* (Cth).
- 4.12 Review and recommend to Council for approval disclosures regarding the University's progress in implementing the ESG Statement in the annual report and other public documents, including the adequacy of verification and assurance processes relating to these disclosures.

## **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 four members, including at least one member of Council other than the Chancellor and Vice-Chancellor. 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.

*Effective date: 29 June 2026*