

**Institute Board**  
**Terms of Reference**

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**Purpose** The Institute Board (the board) of the Institute for Sustainable Futures (the institute) is accountable for making institute-wide strategic decisions to shape the direction and practices of the institute.

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**Terms of Reference** The board provides governance oversight for matters relating to the institute at UTS on behalf of Academic Board. The board is responsible for considering the following matters and making recommendations to the applicable decision-making authority:

- 1) within the framework of the UTS Rules, including, with the Vice-Chancellor's designation under Rule 1.3 as being equivalent to a faculty board for the purposes of UTS Rules, doing all things required by a faculty board under UTS Rules in relation to the students and functions of the institute
- 2) leading the development and oversight of the institute's strategy, including research and teaching and learning strategies and business planning and implementation
- 3) overseeing governance of the Research Leadership Committee, the Transformation and Learning Committee, strategic initiatives and working groups
- 4) informing institute planning and decision-making
- 5) evaluating benchmarks and monitoring performance.

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**Membership** The length of membership term, including for boards of studies and co-opted members, will be two years for staff and one year for students, commencing from 1 January, consistent with the term of membership for members of faculty boards. (AB/17-1/18.3).

Gender balance and diversity of the membership of the board will be supported through encouragement of nominations from across the organisation.

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Members	Member type, number	Number	Appointment
	Director, Chair	1	Ex officio
	Head of Operations, Secretary	1	Ex officio
	Associate Directors	2	Ex officio
	Program Lead	1	Ex officio
	Research staff	3	Elected <sup>1,2</sup>
	Professional staff	2	Elected <sup>3</sup>
	Staff representatives	1	Ex-officio (separately elected) <sup>4</sup>
	Student representatives	1	Ex-officio (separately elected) <sup>5</sup>
	Co-opted members (as required)		Appointed <sup>6</sup>

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**Elections, appointments**

The election of board members will occur as per UTS General Rules: Part 3 and satisfy the following:

- 1) Research and corporate staff are elected by and from all continuing and fixed-term staff
- 2) Three research staff members are to include at least one mid-career (levels B, C) and one early career researcher (levels 5-7/A)
- 3) Two corporate staff members are to include one manager (levels 7-9) and one officer (levels 5, 6)
- 4) One staff representative is separately elected by and from staff for a term of two years commencing from the date of the first meeting of the board after the staff representative is declared elected. Staff representatives are elected by and from all continuing and fixed-term staff
- 5) One student representative is elected from the HDR student body for a term of one calendar year as per the election process administered by the UTS Governance Support Unit
- 6) Appointed members can be co-opted for a period up to two years where such appointments progress the committee's purpose.

Members may be eligible for re-election or reappointment at the discretion of the management team.

The election of a Deputy Chair will occur as per Faculty Board Standing Order 3.3 and:

- 1) shall be by and from the board's members at a board meeting
- 2) will be an appointment for a one-year term of office, commencing 1 January

Upon expiry of the one-year term, the presiding Deputy Chair is eligible for re-election as deputy chair.

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**Meetings**

If the Chair is absent for a meeting(s), the Deputy Chair will have all of the Chair's functions for the duration of the meeting(s). In the absence of the Chair and Deputy Chair the board will elect one of its members to preside at the meeting.

There will be at least four meetings in each calendar year. Meetings occur each quarter on a date nominated by the Director in accordance with the agreed meeting schedule.

The quorum shall be one-half of the current members of the committee, if one-half is not a whole number, the next higher whole number shall be used. Vacant positions on the committee do not count toward the total membership of which one-half is required to reach a quorum.

At least seven calendar days' written notice will be given by the head of operations (or nominee) for ordinary meeting, including the meeting's time and place and the agenda.

Special meetings will be convened as per Faculty Board Standing Order 4.5.

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**Out of session business**

In exceptional circumstances, items of board business can be dealt with between formal meetings, usually for matters of particular urgency or when a scheduled meeting is cancelled, for example, due to a lack of quorum as per Faculty Board Standing Order 5.

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**Sub-committees**      The board may establish sub-committees as appropriate.

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**Meeting  
governance,  
recordkeeping**

The Head of Operations will:

- 1) be the Secretary to the board
  - 2) ensure proper record keeping of the board
  - 3) ensure the University Secretary is notified on or before 1 December each year, of the names of the members of the board for the next calendar year, and
  - 4) make board papers available to Academic Board as required
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