

La Trobe University
Council

ESTATES DEVELOPMENT & INFRASTRUCTURE COMMITTEE

Establishment

The Estates Development and Infrastructure Committee (EDIC) was established by the Council on 6th June 2022 (Council meeting #514).

Membership

| Composition | Member | Appointment status |
|---|--|-------------------------------------|
| A Chair (Member of Council) | Meredith Sussex AM | Appointed |
| B Chancellor | Hon John Brumby AO | Ex Officio |
| C Vice Chancellor or nominee | Professor Theo Farrell AO | Appointed |
| D Finance and Resources Committee Chair or nominee | Deborah Radford | Appointed |
| E Corporate Governance Audit Risk Committee Chair or nominee | Christine Christian AO | Appointed |
| F Academic Board Chair | Professor Carol McInstry | Appointed |
| G 3 x members of Council | Margaret Burdeu Jacqui Savage Paul Hardy | Appointed Appointed Appointed |
| H External member with commercial, property and financial expertise | Tim Bamford | Appointed Jan 2023 |

| In Attendance | Member | Appointment status |
|--|--------------|--------------------|
| Chief Operating Officer | Mark Smith | In attendance |
| Executive Director, Asset Transformation | Gerard Blood | In attendance |

Attendees

Secretariat support staff from Infrastructure and Operations (as agreed by the Vice-Chancellor or Chair).

The Vice-Chancellor or Chair may invite other persons to attend particular meetings to advise the committee or participate in discussion – it is anticipated that in most cases, the authors of papers or reports will be expected to attend.

Role

The EDIC as governance committee, constituted by Council, has responsibility to oversee and govern all estate and infrastructure developments undertaken by the University.

The EDIC is only empowered to make decisions in relation to matters delegated to it by the Council (pursuant to Section 18(1)(b) of the La Trobe University Act 2009 (Vic) (LTU Act)). The EDIC will report regularly to Council.

Terms of Office

- A Member in Category A is appointed by Council on the recommendation of the Chancellor in consultation with the Vice-Chancellor for a period of three years or until the expiry of their membership of Council (whichever is shorter).
- G, H Members in Category G and H are appointed by Council on the recommendation of the Chancellor in consultation with the Vice-Chancellor and the Chair of EDIC for a period of two years.

Governing Principles

The EDIC will:

1. ensure that its deliberations include consideration of the promotion of sustainability and socially responsible behaviour that reflect the University's broader community objectives with regards to environmental, social and governance issues;
2. consider La Trobe's governance requirements applicable to the relevant issue under consideration, in keeping with the University's Compliance Management Framework;
3. regularly consider the University's Risk Appetite Statement by:
 - a. monitoring the strategic and enterprise risk profiles of all relevant capital projects across all of the University's campuses; and
 - b. ensuring appropriate and effective risk mitigation strategies are in place.
4. monitor the potential impact and opportunities that University developments are likely to have on surrounding communities and other stakeholders and in circumstances where matters are likely to engender controversy or reputational impact for the University, EDIC may determine to refer these to Council.

Terms of Reference

1. The responsibilities of the EDIC with respect to University City of the Future (UCoF) related matters are to:
 - a) oversee the University's relationship with its Master Development Partner in line with obligations and responsibilities related to the UCoF Masterplan, Business Plan and Strategic Partnering Agreement;
 - b) oversee and review management of the UCoF and its performance against the UCoF Business Plan, providing direction for corrective actions if required;
 - c) consider the UCoF Business Plan and Strategic Partnering Agreement and make recommendations to Council on this Plan and Agreement;
 - d) review and provide direction to management on proposals related to the University's participation in capital projects in line with its delegated authority reflected in Schedule 1;
 - e) consider and advise Council on all matters and responsibilities that fall beyond its delegated authority for the UCoF reflected in Schedule 1;
2. In addition to the responsibilities outlined above, EDIC's responsibilities are to:
 - a) consider strategic Masterplans for the University's campuses and recommend these plans to Council for approval;
 - b) in addition to its delegated roles in relation to the UCoF Masterplan and Business Plan, review proposed business cases for capital projects in excess of \$5 million arising from other campus

Masterplans and as appropriate, recommend to Council for approval via the Finance and Resources Committee to consider in line with the overall LTU Budget Framework;

- c) Consider reports on the progress of all major capital projects. Reports are to be provided quarterly or as decided;
- d) in addition to its delegated roles in relation to the UCoF Masterplan and Business Plan, consider proposals and make recommendations to Council on significant changes to University land holdings outside the UCoF including the purchase or sale of University land;
 - a. make recommendations to Council for any projects that are not in accordance with the Masterplans;
- e) consider proposals for amendments to University land holding planning zones and make recommendations to Council as required;
- f) consider proposals for major commercial leases (with a NPV in excess of \$5 million) of significant University landholdings, buildings or facilities;
- g) consider proposals for approval for the naming of University buildings and facilities in accordance with the Naming of Buildings and Assets Policy and make recommendations as required.
- h) endorse and oversee the Stakeholder Engagement Strategies for relevant capital projects across all of the University's campuses.

Frequency and format of meetings

At least 9 times per year or as otherwise required, either in person or electronically.

Reporting

The EDIC will report to Council after each meeting.

Quorum

The Chair and at least three other members.

List of any sub committees

None

Secretariat

Infrastructure and Operations (with assistance from the Governance Office as required).

The EDIC membership composition will be reviewed by Council prior to the approval of the inaugural UCoF Business Plan.

Contact Person

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Schedule 1 – Delegated Authority Guidelines

Relationship to other documents

This schedule sits with the La Trobe University *Estates Development and Infrastructure Committee Terms of Reference* document and should also be read in conjunction with:

1. The executed *Strategic Partnering Agreement (SPA)* with the Master Development Partner; and
2. The approved *University City of the Future (UCoF) Business Plan* prepared by the Master Development Partner in consultation with La Trobe.

Review

This schedule will be reviewed and updated in line with related changes to the UCoF Business Plan.

1. Strategic Partnering Agreement (SPA)

Key relevant aspects of the SPA are set out below. As the umbrella agreement that governs the relationship of the University with its development partner, its purpose is to:

- outline the respective roles and responsibilities.
- establish the governance structure for the project.
- establish the basis on which:
 - o the masterplan refresh occurs;
 - o the business plan gets developed and reviewed;
 - o staging and development occurs (in line with the masterplan and the business plan), to best achieves the project objectives;
 - o Individual Development Agreements (IDA) are entered into;
 - o risk is managed; and
 - o infrastructure is to be delivered and compensated.
- set out the key terms and conditions which will establish the overall principles and parameters to apply to the project overall.
- detail any statutory approvals required to facilitate delivery of the UCoF.

2. UCoF Business Plan

The UCoF Business Plan is prepared by the Master Development Partner (in consultation with La Trobe University).

The Business Plan covers the following key topics which guide decision making and approvals relating to the University's participation in capital projects arising from the project:

- 1.0 Vision and Objectives
- 2.0 Masterplan
- 3.0 Commercial Strategy

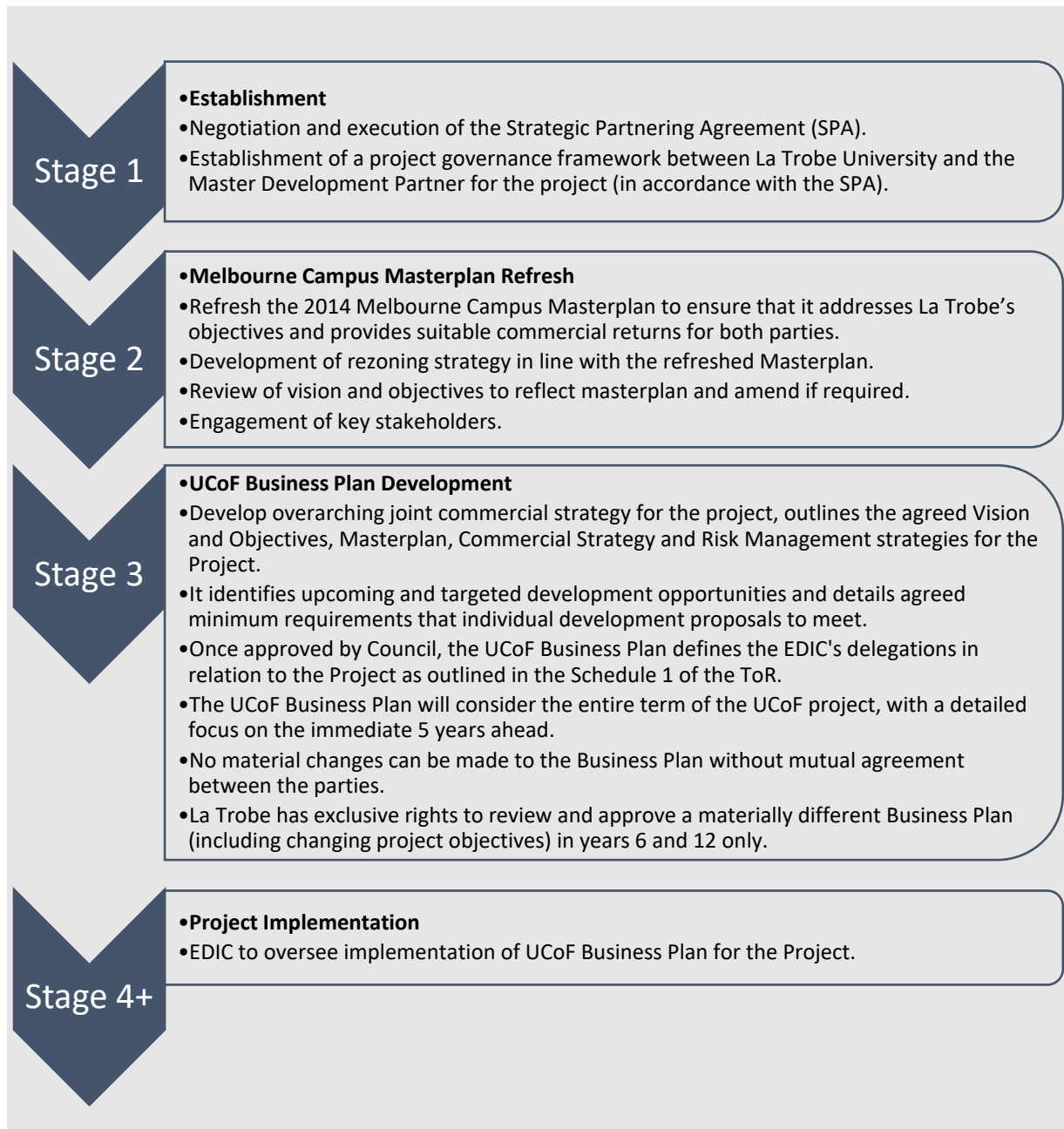
The initial UCoF Business Plan will be reviewed and submitted to EDIC for endorsement for Council's approval. Once approved by Council, the key strategies and parameters from the approved Business Plan sets the governance delegations for the project as captured in this schedule.

The Business Plan cannot materially change without mutual agreement between the University and the Master Development Partner. The approved Business Plan is subject to detailed review and approval by La Trobe at the expiration of each 6 year period. La Trobe can only amend or alter the

project objectives without the approval of the Master Development Partner at the expiration of each 6 year period.

3. Project Commencement

Upon conferment of the preferred status of the Master Development Partner by the University Council, the following key tasks will be undertaken to commence the project:



4. Project Governance Delegation

The table below details the relevant governance delegations for matters related to the UCoF project (once the initial UCoF Business Plan is approved by Council in early 2023):

1.0 Vision and Objectives

| | | Conforming | | Non-Conforming | | |
|-----|--|---|----------|---|---|----------|
| | | Measure | Approval | Measure | Process | Approval |
| 1.1 | Mission and Strategic Direction of the project | Compliance with approved Vision and Objectives as outlined in the approved UCoF Business Plan | EDIC | Material changes to the Vision and Objectives | EDIC to review and make recommendation to Council | Council |
| 1.2 | Stakeholder Engagement Strategy | Compliance with approved Stakeholder Engagement Strategy as outlined in the approved UCoF Business Plan | EDIC | Material changes to Stakeholder Engagement Strategy | EDIC to review and make recommendation to Council | Council |

2.0 Masterplan

| | | Conforming | | Non-Conforming | | |
|-----|--|--|----------|------------------------------------|---|----------|
| | | Measure | Approval | Measure | Process | Approval |
| 2.1 | Masterplan for the project | Compliance with approved Masterplan as outlined in the approved UCoF Business Plan | EDIC | Material changes to the Masterplan | EDIC to review and make recommendation to Council | Council |
| 2.2 | Planning Scheme Amendments for the project | Compliance with approved Masterplan as outlined in the approved UCoF Business Plan | EDIC | Material changes to the Masterplan | EDIC to review and make recommendation to Council | Council |

3.0 Commercial Strategy

| | | Conforming | | Non-Conforming | | |
|-----|------------------|--|----------|---|---|----------|
| | | Measure | Approval | Measure | Process | Approval |
| 3.1 | Targeted returns | Compliance with or above approved targeted returns as defined in the SPA as per UCoF Business Plan | EDIC | More than [10%] below approved targeted returns as defined in the | EDIC to review and make recommendation to Council | Council |

| | | | | | | |
|-----|-----------------------|--|------|---|---|---------|
| | | | | SPA as per UCoF Business Plan | | |
| 3.2 | Financial Commitments | Compliance with financial commitments considered in the UCoF Business Plan | EDIC | Financial commitments not considered or 15% greater than those considered in the UCoF Business Plan | EDIC to review and make recommendation to Council | Council |
| 3.3 | Land Tenure | Compliance with approved Land Tenure terms set out in the UCoF Business Plan | EDIC | Land Tenure terms outside the approved parameters set out in the UCoF Business Plan | EDIC to review and make recommendation to Council | Council |