1. MEMBERSHIP

The Chancellor welcomed Mr Philip Hocking, the newly elected general staff member of Senate who will be replacing Ms Pat Allen when her term expires in April.

2. APOLOGIES

Judge Kate O’Brien, Sir William Heseltine, Mr Bob Pett, Mr Malcolm Macpherson, Ms Margaret Banks, Mr Terry Budge.

3. DECLARATIONS OF INTEREST (SENATE STANDING ORDERS CLAUSE 4.2)

Nil.

4. SENATE RETREAT AND 2005 PRIORITIES

The Chancellor gave a brief overview of the Senate retreat held on 12-13 March, noting in particular that:

- feedback was very positive
- one of the key messages for members of Senate is that they should make greater use of their networks both within and outside of the University
- the general feeling is that the University is operating on a solid foundation, with good lines of communication established

Senate noted that it had yet to resolve its priorities for 2005. In view of the number of apologies for this meeting, it was resolved to defer this item until the next meeting of Senate.
Resolved: To defer identifying Senate’s priorities for 2005 and allocating responsibility for preparing discussion papers on them, until Senate’s next meeting (in May).

5. NATIONAL GOVERNANCE PROTOCOLS – DRAFT AMENDING LEGISLATION

Senate noted a detailed analysis of the Universities Legislation Amendment Bill 2005 prepared by the General Counsel & University Secretary. There was a general discussion in relation to a number of issues, including:

- It was not possible to include a transitional provision for the Guild President because the Protocols mandated that this position cease to be an ex officio member of Senate and this had to be in effect as at 31 August.
- The provision dealing with elected Convocation members should not exclude honorary or adjunct academic staff. In general, the exclusion from eligibility for election should apply only to staff employed on a fulltime or more than 50% part-time contract.
- The existing quorum for Senate (i.e. 8) does not need to be adjusted.
- The Parliamentary Counsel’s Office had shown a strong preference to draft the duties by reference to the WA Statutory Corporations (Liability of Directors) Act, rather than by reference to the Commonwealth Corporations Act, notwithstanding the request of the 4 universities.
- The proposed duty in clause 1(1)(c) of the Bill’s Schedule, i.e. always acting in the best interests of the University will involve an objective assessment of the circumstances, i.e. what would a reasonable person in the same situation regard as in the best interests of the University.
- Where a member of Senate breaches one of the new duties, the University should have the ability to pursue civil action to recover any detriment caused by that member’s conduct. This presents little difference from the current situation whereby the Minister or Attorney General could take action for breach of the general fiduciary duty that applies by virtue of the Statutory Corporations (Liability of Directors) Act.

Resolved: (i) Subject to and within the parameters of the following points of clarification, to authorise the Legislation Committee to review, negotiate as necessary and provide final sign-off of the drafting of the Universities Legislation Amendment Bill 2005 (WA). In conferring this authorisation, the Senate recognises that compromises may need to be made and accepts that Legislation Committee will seek to achieve the best outcome for the University bearing in mind that the Bill must be enacted and implemented prior to 31/08/2005 in order for the University to comply with the National Governance Protocols.

(ii) To confirm and clarify resolution S/125/2004, specifically, candidates for election as an elected Convocation member of Senate must be a member of Convocation, but cannot be an existing member of the academic or general staff or a current student of the University, subject to this exclusion not applying to Honorary or Adjunct Members of staff, staff employed on a less than 50% part-time contract or casual basis.

(iii) The drafting of the Bill should include or address the following issues:

(a) The existing quorum for Senate meetings (i.e. 8) should be retained.
(b) Senate should retain the flexibility of co-opting up to 3 members of Senate.

(c) Senate should have the option to impose alternative sanctions for breach of duty, e.g. censure and/or suspension.

(d) The duties for members of Senate ideally should be drafted to mirror the equivalent provisions in the Commonwealth Corporations Act, rather than the Statutory Corporations (Liability of Directors) Act 1996 (WA).

(e) Proposed clause 1(1)(c) of the Schedule should stipulate that when acting as a member of Senate, members must always act in the best interests of the University as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her. This duty should be described in terms that it is assessed by an objective standard, i.e. what would a reasonable person regard as being in the best interest of the University.

(f) The operation of the Statutory Corporations (Liability of Directors) Act 1996 (WA) should ideally be excluded on implementation of the specific duties for members of Senate.

(g) Members of Senate who breach any of the specified duties, in addition to removal as a member, should also incur civil liability to the same extent that a director of a company who breaches the duties in sections 180-183 of the Corporations Act is exposed to civil liability. This includes the defences and protections afforded by sections 180(1), 189 and 1318 of the Corporations Act.

6. VICE CHANCELLOR’S REPORT

The Vice Chancellor spoke to his March report to Senate.

Resolved:
S/17/2005

To extend Senate’s congratulations to:

(i) Professor Jan Thomas on her appointment to Chair the AUQA panel that will be reviewing Central University of Queensland;

(ii) Professor Vassilios Agelidis on his election as Vice President, Operations of the Power Electronics Society of the prestigious Institute of Electrical and Electronic Engineers; and

(iii) Professor Goen Ho on his election as a Fellow of the Institution of Engineers, Australia.
7. **AUQA AUDIT UPDATE**

Prof Jan Thomas, the PVC (Academic) provided an update on Murdoch’s preparations for the upcoming AUQA audit, including the following:

- She expects to receive advice as to when the AQUA audit will take place any day
- The University’s preparations are on track and there has been a very positive response to information sessions provided across the University
- Templates have been set up for the purpose of data gathering, which will take place over the next 3 months
- The 4 PVCs are chairing working parties responsible for content of the University’s portfolio which correspond with the 4 areas in the strategic plan
- Ideally, an external member of Senate should be a member of each of the working parties (the Chancellor encouraged external members of Senate to volunteer in this regard)
- In the immediate future the University’s Quality website will be updated to become a resource for further information.

8. **WOMEN’S SERVICE GUILD TRUST VARIATION**

Senate noted a briefing paper prepared by the Director of Development (supported by the Acting Vice Chancellor).

**Resolved:**

S/18/2005

To authorise the University, as trustee of the Women’s Service Guild Trust, to execute a deed of variation in the terms annexed, altering the members of the Trust’s Advisory Board.

9. **DEPARTING MEMBERS OF SENATE**

The Chancellor’s expressed the Senate’s deep gratitude to Ms Pat Allen, Ms Melanie Strawbridge and Dr Michael McCall, whose terms will be expiring in the immediate future. He noted that all had made significant contributions to the University during their time as members of Senate and that they will all be missed.

10. **MINUTES**

Subject to correction of a typographical error and including within the minutes the actual terms of the vote of thanks to the former University Secretary, Senate confirmed the minutes of the meeting held on 22/02/2005. It also noted a report of action taken to implement previous resolutions of Senate.

There was a general discussion regarding the content of the Senate’s minutes. Key points raised included:

- Should the minutes include a more detailed account of matters discussed?
- The critical issue is that minutes accurately record the decisions of Senate
Whilst minutes of Senate may not need to include a detailed account of deliberations, it was important that minutes of committee deliberations be sufficiently detailed to enable Senate to properly understand the reasoning that underpins decisions and recommendations.

The minutes should not be a detailed or semi-Hansard record of Senate’s deliberations.

The Chancellor invited any members of Senate who have continuing concerns in relation to the minutes to prepare a paper detailing their concerns and forward it to him for further consideration. As necessary, the Chancellor will raise the matter at the next meeting of Senate.

11. ACADEMIC COUNCIL

Senate noted the minutes of the meeting of the Academic Council held on 16/03/2005, including the fact that they contain a number of recommendations to Senate, details of which are yet to be reviewed by the Legislation Committee. The recommendations will be referred to Senate after this has occurred.

12. CHANCELLOR’S COMMITTEE

Senate noted the minutes of the meeting of the Chancellor’s Committee held on 12/03/2005.

There was a discussion regarding proposed standing order 4.7A, including the following:

- Notwithstanding the proposed discretion in the Chair to permit questions without notice, the proposed standing order might be seen as an impediment to discussion

- Senate need to focus on informed debate, not just debate, and this meant giving timely notice of matters that members of Senate wanted to discuss

The Chancellor withdrew the recommendation, indicating that he will leave matters on a voluntary basis and review the position should a voluntary approach not be consistent with the efficient and effective disposal of Senate business

Senate resolved as follows with regard to the balance of the recommendations contained in the minutes.

**Resolved:**

S/19/2005

(i) To amend clause 14 of the Senate Charter and the terms of reference for the Chancellor’s Committee in the terms attached (amendments marked up).

(ii) To rescind Senate resolution S/09/2005(ii) as its terms are inconsistent with, and replaced by, clause 14.2 of the Senate Charter as amended.

(iii) To amend the terms of reference for the Nominations Committee by adding the Director of Human Resources as a standing observer/invitee to the committee’s membership.
13. ENVIRONMENTAL COMMITTEE

Senate noted the minutes of the meeting of the Environmental Committee held on 09/03/2005 and resolved as follows in accordance with the recommendations contained in the minutes.

The Vice Chancellor provided a verbal update on negotiations in relation to the ‘Ag. Centre’ and its implications for the University. Comments during the course of discussions included:

- This is one of the most exciting initiatives that the University has undertaken. However, if successful, the University must not be complacent and needs to look for the next significant achievement.
- The Vice Chancellor has established a working party involving key stakeholders to ensure a complete and successful integration with the University campus.
- All proposals for integration are consistent with existing facilities and the campus master plan that Senate has endorsed and the City of Melville is happy with.
- The Government has not made any final decisions as yet and therefore it is premature to assume what specific aspects will be coming to the campus.

Resolved: To amendment to clause 3.1.3 of the terms of reference for the Environmental Committee in the terms attached (amendments marked up).

14. RESOURCES COMMITTEE (COMMERCIAL IN CONFIDENCE)

Senate noted the minutes of the Resources Committee (by way of circular resolution) made on 18/03/2005, together with a supplementary briefing paper in relation to the Paragen transaction (RC/06/2005).

It was confirmed that there was no meeting of the Resources Committee and that these matters were by way of circulation and, therefore, there was no discussion involved. The resolutions were passed by majority of the committee.

Senate resolved in accordance with the recommendations of the Resources Committee (as amended) as follows:

S/20/2005 See attached, confidential minute of resolution in relation to Paragen Pty Ltd.

S/22/2005 See attached, confidential minute of resolution in relation to the Murdoch WestScheme Enterprise Partnership.

15. OFFICIAL SEAL

Senate noted the attached report provided in accordance with resolution S/54/2004.

Signed as a true record of the meeting of the Senate held on 29/03/2005.

EMERITUS PROFESSOR GEOFFREY BOLTON - CHAIR

Dated: 24 May, 2005
Women's Service Guild Trust Variation:

Deed of variation of the Women’s Service Guild Trust Deed

BY

MURDOCH UNIVERSITY

LEGAL & GOVERNANCE

South Street          Tel:  (08) 9360 6826
MURDOCH WA 6150      Fax:  (08) 9360 6847
This Deed is made on [blank] April, 2005.

**Parties:**

This deed is made by:

**MURDOCH UNIVERSITY** of South Street, Murdoch, Western Australia ("Trustee").

**INTRODUCTION:**

(a) *Murdoch* is a body corporate established pursuant to section 4 of the *Murdoch University Act 1973* (WA).

(b) The *Trust* was established pursuant to the *Trust Deed*.

(c) *Murdoch* has from the time of execution of the *Trust Deed* up to and including the date of this Deed continuously held office as *Trustee* and has not done anything so as to prejudice or preclude itself from exercising the *Trustee’s* powers and authority contained in the *Trust Deed*.

(d) Clause 12.1 of the *Trust Deed* permits the *Trustee*, amongst other things, from time to time by deed wholly or in part revoke, add to or alter the trusts declared by the *Trust Deed*.

(e) In accordance with clause 12.2 of the *Trust Deed*, the *Trustee* has been notified by the Deputy Commissioner of Taxation that the amendments proposed to be effected by this Deed will not affect the current status of the *Trust* as a deductible gift recipient.

**OPERATIVE PROVISIONS**

1. **DEFINITIONS AND INTERPRETATION**

1.1. **Definitions**

The following definitions apply to this Deed, unless the context otherwise requires:

1.1.1. “Deed” means this deed.

1.1.2. "Party" means a party to this Deed.

1.1.3. “Trust” means the Women’s Service Guild Trust constituted by the *Trust Deed*, as varied by a deed of variation dated 13/08/1999.

1.1.4. “Trust Deed” means a deed of trust made on or about 14/10/1997 by the *Trustee*, as trustee.

1.2. **Rules for interpreting this Deed**

The following rules apply in interpreting this Deed, except where the context makes it clear that a rule is not intended to apply:

1.2.1. Headings are for convenience only and do not affect interpretation.

1.2.2. A reference to recital, introduction, clause, schedule or annexure is a reference to a recital, introduction, clause, schedule or annexure, respectively, of or to this Deed.

1.2.3. A recital, introduction, clause, schedule or annexure forms part of this Deed.

1.2.4. A reference to this Deed or to any other instrument includes any amendment, variation, novation or replacement of them.

1.2.5. Where an expression is defined in this Deed, another part of speech or grammatical form of that expression will have a corresponding meaning.
1.2.6. A reference to a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, authority, trust, State or Government and vice versa.

1.2.7. A reference to any party means and includes a reference to that party and its executors, administrators, successors, substitutes (including, without limitation, persons taking by novation), transferees and permitted assigns and, if a body corporate, its directors, officers, agents, servants and employees.

1.2.8. A reference to anything (including a right, obligation or concept) includes each part of it.

1.2.9. A singular word includes the plural, and vice versa.

1.2.10. Words denoting any gender include every other gender.

1.2.11. If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

2. VARIATION OF THE TRUST DEED

2.1. Variation

The Trustee declares that the Trust Deed is varied in each of clauses 6.1(a) and 6.1(b), as follows (additions in bold and underlined, deletions in strike-out):

“6.1 The members of the Advisory Board shall be:

6.1(a) the Pro Vice Chancellor (Research) or equivalent Vice Chancellor of each of the Universities, ex officio;

…

6.2(a) Each Pro Vice Chancellor (Research) or equivalent Vice Chancellor may appoint a senior research member of the staff of his or her university to be an alternate Advisory Board member in place of the Pro Vice Chancellor (Research) Vice Chancellor for any period that the Pro Vice Chancellor (Research) Vice Chancellor is absent from Western Australia. The Pro Vice Chancellor (Research) Vice Chancellor may from time to time in writing revoke or alter that appointment.”

2.2. Effective date of this Deed

The Trust Deed is varied and this Deed becomes effective on the last day this Deed is executed by all Parties.

2.3. Rest of Trust Deed unaltered

In all other respects the terms of the Trust Deed remain unaltered.

EXECUTED as a deed by the parties:
EXECUTED under seal by MURDOCH UNIVERSITY in accordance with clause 1 of Statute 1 and Senate resolution S54/2004

Signature of Chancellor/Pro-Chancellor/Vice-Chancellor

Signature of General Counsel

Full name

Full name
Senate Charter and Chancellor’s Committee terms of reference:

Changes to Senate Charter

14. Role and independence of the General Counsel & University Secretary and the General Counsel

14.1. Role of the General Counsel & University Secretary:

14.1.1. The General Counsel is the University’s senior legal adviser. Amongst other things, he/she is responsible for providing the University, the Senate and individual Senators with legal representation and accurate, timely and focussed legal advice.

14.1.1.1. Where necessary, the General Counsel will issue instructions to external lawyers.

14.1.2. Apart from legal advice relating to the University and its operations generally, the Chancellor and Senators should ordinarily look to the General Counsel for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters.

14.1.3. The General Counsel & University Secretary also plays a key role in supporting the effective operation and conduct of the Senate as the governing body, and in ensuring that appropriate procedures are followed. He or she discharges this role by:

14.1.3.1. Providing secretariat support to the Senate and to those of its committees and working parties determined by the Chancellor. This includes organising meetings, preparing agendas and minutes (subject to approval by the Chancellor), writing background papers as required, and ensuring Senate papers provide clear and sufficient information to enable it to be well informed and reach decisions on the matters before it.

14.1.3.2. Providing the Senate and its Senators with independent, impartial advice on all matters of procedure and on governance. Where any matter raises legal issues (e.g., whether or not any proposed action or decision is ultra vires), the University Secretary must refer the matter to the General Counsel.

14.1.3.3. Supporting a harmonious relationship between the Senate and management, including by coordinating the transmission of business between the Senate and its committees and senior management and facilitating good information flows in both directions. In all respects the General Counsel & University Secretary must ensure that all information and advice that he or she provides is impartial and accurate.

14.1.3.3.1. It is important that the General Counsel & University Secretary both consults and keeps the Vice Chancellor fully informed on the Senate’s business (other than in relation to the consideration of the Vice Chancellor’s emoluments or otherwise where understood with the Chancellor that a matter is confidential).
14.1.3.3.2. It is good practice for the Chancellor, the Vice Chancellor and the General Counsel & University Secretary to work closely together.

14.1.3.4. Monitoring that Senate policy and procedures are followed and advising the Chancellor where they are not.

14.1.4. The General Counsel & University Secretary is accountable to the Senate, through the Chancellor, in the performance of his or her Senate related duties and on all governance matters. He or she is accountable to the Vice Chancellor in the performance of his or her legal, executive and other management related duties.

14.1.5. If the General Counsel & University Secretary considers, on reasonable grounds, that there may be significant breaches of accountability, of compliance with statutory requirements or of corporate ethics and/or there are issues of governance that the University is not adequately dealing with, he/she has a duty to report the matters to the Chancellor and the Vice Chancellor.

14.1.6. Where the role of the General Counsel & University Secretary is combined with any administrative or managerial role within the University, great care must be exercised not to compromise the independence of the secretariat role. The latter must always take priority.

14.1.6.1. If the General Counsel & University Secretary considers, on reasonable grounds, that there is an actual or potential conflict between his/her secretariat and non-secretariat responsibilities, he/she will draw it to the attention of the Chancellor.

14.1.6.2. If the Chancellor believes that such a conflict of interest exists, the Chancellor will ordinarily seek advice from the Vice Chancellor, but will offer the General Counsel & University Secretary an opportunity to respond. The Chancellor may refer the issue to the Senate for consideration.

14.2. The role of the General Counsel:

14.2.1. The General Counsel is the University’s senior legal adviser. Amongst other things, he/she is responsible for providing the University, the Senate and individual Senators with legal representation and accurate, timely and focussed legal advice.

14.2.1.1. Where necessary, the General Counsel will issue instructions to external lawyers.

14.2.2. Apart from legal advice relating to the University and its operations generally, the Chancellor and Senators should look to the General Counsel for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters.

14.2. Independence of the roles:

14.2.1. It is critical that the occupant of the General Counsel & University Secretary position is able to discharge his or her responsibilities independently, without fear or favour.
14.2.1.1. The Vice Chancellor (in consultation with the Chancellor) has primary responsibility for decisions relating to:

14.2.1.1.1. the appointment of persons to the position; and
14.2.1.1.2. the termination of employment of persons in the position.

14.2.1.2. However, in recognition of the need to maintain the independence of the role of the University Secretary and the General Counsel, any decision of the Vice Chancellor in this regard must be referred to the Chancellor’s Committee for ratification or otherwise as deemed appropriate.

14.2.1.3. The Chancellor’s Committee has primary responsibility for decisions relating to the existence or continuation of the position itself (as opposed to hiring or firing individuals). Decisions of the Chancellor’s Committee in this regard must be referred to the Senate for ratification or otherwise as deemed appropriate.

Changes to terms of reference for Chancellor’s Committee

2. Chancellor’s Committee

2.1. Terms of reference:

2.1.1. To determine the remuneration and conditions of service of the Vice Chancellor.
2.1.2. To recommend to the Senate on what should be the performance objectives of the Vice Chancellor.
2.1.3. To review the Vice Chancellor’s performance each year against these objectives.
2.1.4. To advise the Chancellor on governance issues and matters of substance affecting or of concern to the University generally, where the Chancellor seeks such advice.
2.1.5. Subject to being satisfied that it is appropriate to do so, to ratify decisions of the Vice Chancellor relating to the appointment of persons to the General Counsel & University Secretary position and the termination of employment of persons in that position.
2.1.6. To make decisions regarding the existence or continuation of the General Counsel & University Secretary position itself (as opposed to hiring or firing individuals), such decisions requiring ratification by the Senate.

2.2. Composition:

2.2.1. Chancellor (chair)
2.2.2. Pro Chancellor
2.2.3. Chair of Resources Committee
2.2.4. At least 2 other members appointed by the Chancellor from amongst the Senators, who are not staff or students of the University.
2.2.5. The membership will include at least one male and at least one female.
2.2.6. Secretary: General Counsel & University Secretary

2.3. Membership criteria

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
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<tr>
<td>• Respect for confidentiality of the discussions</td>
<td>• Some members with experience as senior executives</td>
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<tr>
<td>• Not staff or students of the University</td>
<td>or as an employer of senior executives</td>
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Environmental Committee terms of reference:

1.1 Environmental Committee

6.1. Terms of reference:

1.1.1. To develop an environmental policy for the University within the context of the University’s vision and strategic plan.

1.1.2. Based on this policy to develop environmental plan for the University’s campuses which address all lands and facilities including key environmental indicators for the built and natural environments, the farm lands and sporting fields and human activity on campus.

1.1.3. To oversee the implementation of the environmental management plan and monitor those key environmental indicators within the plan. To monitor the key environmental indicators and oversee the implementation of the environmental management plan.

1.1.4. To report annually to the Senate on the state of the campus environment.

1.1.5. To periodically review and update the environmental policy and environmental management plan.

1.1.6. To advise the Senate on any environmental issues that are referred to it.

1.1.7. To promote environmental related activities on and off campus.

1.1.8. To recommend the environmental parameters for campus development.

1.1.9. To advise Resources Committee on the environmental aspects of the campus Master Plan.
**SENATE RESOLUTION S/54/2004**

**REPORT OF DOCUMENTS TO WHICH THE OFFICIAL SEAL HAS BEEN APPLIED**

<table>
<thead>
<tr>
<th>Date</th>
<th>Other party</th>
<th>Subject matter</th>
</tr>
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<tbody>
<tr>
<td>15/02/2005</td>
<td>Grains Research &amp; Development Corporation</td>
<td>Deed of amendment of funding grant</td>
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<tr>
<td>15/02/2005</td>
<td>Former member of staff</td>
<td>Deed of settlement</td>
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<tr>
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