CHANCELLOR’S COMMITTEE
MINUTES OF DECISION (BY CIRCULATION)

Effective date: Wednesday, 09/03/2005

Result: In accordance with Senate Standing Order 3.9.5, an absolute majority of members of the committee voted in favour of the resolution below.

Members voting:
- Em. Prof Geoffrey Bolton
- Judge Kate O’Brien
- Mr Malcolm Macpherson
- Mr Bob Pett
- Dr Michael McCall
- Sir William Heseltine

Secretary: John Pike

Apologies: Not applicable

Official attendees: Not applicable

Observers: Not applicable

1. DECLARATIONS OF INTEREST (SENATE STANDING ORDERS CLAUSE 4.2)
   Alison Gaines declared a conflict of interest given her position at the Law Society, of which Mr Pease is a member, and did not vote.

2. CONFIRMATION OF MINUTES
   Not applicable.

3. RATIFICATION OF APPOINTMENT OF GENERAL COUNSEL & UNIVERSITY SECRETARY
   The committee noted the Chancellor’s advice that the Vice Chancellor had appointed John Pease to the General Counsel & University Secretary position based on a due diligence review by the Director of Human Resources in relation to Mr Pease’s qualifications and experience against the new position description.

   Resolved: To ratify the decision of the Vice Chancellor to appoint John Pease to the General Counsel & University Secretary position.

4. NEXT MEETING
   Not applicable.
Changes to clause 14 of the Senate Charter

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

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.

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. Independence of the role:

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, 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

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<tr>
<th>ALL MEMBERS</th>
<th>AMONG THE MEMBERS</th>
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<tr>
<td>• Respect for confidentiality of the discussions</td>
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<tr>
<td>• Not staff or students of the University</td>
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<td>• Some members with experience as senior executives or as an employer of senior executives</td>
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Proposed new standing order 4.7A

4.7A. Where a member of Senate requires that an item included in the ‘en bloc’ part of the agenda for any meeting of Senate be removed for discussion and debate at the meeting, the member will notify the General Counsel & University Secretary of the requirement no later than 12 noon on the business day immediately preceding the date of the relevant meeting.

4.7A.1. A notice under standing order 4.7A will include brief particulars of the Senate member’s concerns or questions about the particular agenda item.

4.7A.2. On receipt of a notice under standing order 4.7A, the General Counsel & University Secretary will immediately advise: (i) the Chancellor; and (ii) the Vice Chancellor and/or the appropriate member of the Senior Executive Group, with a view to ensuring that, as necessary, additional information is provided to the Senate member in advance of the meeting with the objective of resolving the requirement for debate and/or discussion during the Senate’s meeting.

4.7A.3 Where a notice under standing order 4.7A has not been given, the Chair of the relevant meeting retains a discretion whether or not to permit a member of Senate to request that an item included in the ‘en bloc’ part of the agenda be removed for discussion and debate at that meeting.