



Murdoch
UNIVERSITY

Senate Statement of Governance Principles



Edition 7 - 2015

Murdoch University

Senate Statement of Governance Principles

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Introduction

At Murdoch University the Senate is the governing body. The role of senates was described in 1995 in the Report of the Higher Education Management Review Committee ("the Hoare Committee"):

The governing body exists to oversee the development and adoption of institutional strategic plans and key policies, to monitor and review the institution's overall performance and to bear ultimate accountability for the institution. Its activities should be principally those of guidance and review, rather than executive management, and its members should recognize their overriding responsibility to bring diverse viewpoints together for the advancement of the institution rather than to represent sectional interests.

To help Senate fulfil its role, Senate has approved and adopted¹ this Statement of Governance Principles ("SGP"). It applies to the Senate and its standing committees and working parties. The SGP contains the following sections:

1. Governance Framework at Murdoch University
2. Senate Charter
3. Senate Code of Conduct
4. Senate Standing Orders
5. Senate Committees and Working Parties
6. Terms of Reference for Senate Standing Committees

¹ Resolution S/12/2014

1. Governance Framework at Murdoch University

1.1 Purpose of a governance framework

The general purpose of a governance framework is to enable the University to strive to achieve its vision².

1.2 Framework

A governance framework is the structures, processes and relationships that are used in decision making. It is a controlled environment that makes an organisation reliable in achieving its objectives with an acceptable degree of risk. Universities, as large complex organisations, require good governance.

In turn, good governance requires:

- Commitment to best practice and clear communication at all levels of the organisation
- Policies and procedures that support the achievement of best practice
- Promulgation of and accountability for policies and procedures as well as ongoing review
- Culture of accountability
- Clear definition of roles of Senate and management
- Transparent clear and concise reporting
- Commitment to continuous improvement

For a University this will result in:

- Attraction and retention of high quality employees and students
- Enhanced reputation
- Confidence of stakeholders
- Improved operational performance

Whereas bad governance practices can result in:

- Loss of high quality students and staff
- Damage to reputation
- Loss of stakeholder confidence

Governance 'happens' within a legislative framework which comprises structures, processes and relationships.

1.3 Instruments

Governance is steered by instruments of various kinds. The following broad definitions apply:

- a. An **Act** is a formal law or decision made by a Federal or State legislature.
- b. A **Statute** is a law or directive or mandate intended to be of a permanent or long-lasting nature that governs the internal affairs of an organisation and prescribes the organisation's structure, procedure or practice. The Statutes of the University are a form of delegated legislation pertaining to the conduct of University business that the Murdoch University Act 1973 provides may be prescribed by Statute and are approved by the Governor.
- c. A **By-law** is delegated legislation which regulates the organisation to which it applies. By-laws pertain to the use of University lands and buildings and provide for penalties for breaches. By-laws are required or permitted to be prescribed under

authority granted by the Murdoch University Act 1973, are approved by the Governor and apply within the boundaries of the University lands.

- d. A **Regulation** is delegated legislation designed to control or govern procedure or conduct. At Murdoch University Regulations are approved by Senate and include a framework for decision-making to implement and comply with provisions in the Murdoch University Act 1973 or a Statute made pursuant to that Act.
- e. A **Rule** is delegated legislation governing a particular matter. At Murdoch University, Rules normally support the implementation of and/or compliance with a University Statute or Regulation and are approved by Senate, Academic Council or the Vice Chancellor.
- f. A **Policy** is a concise, formal and mandatory statement principle which provides a framework for decision-making. Policies are approved by relevant committees or officers.
- g. **Procedures** are a statement of the mandatory steps required to implement and comply with a Policy or a set of Regulations or Rules and meet its intent used to implement policies. Procedures are approved by relevant officers.

1.4 Regulatory environment

Murdoch University sits within a regulatory environment and is subject to State and Federal legislation. Examples (in no particular order) include:

- a. Murdoch Act 1973 (State legislation)
- b. Higher Education Support Act (2003) (Federal Legislation)
- c. Education Services for Overseas Students (2000) (Federal Legislation)
- d. Many other State and Federal Acts

In addition the Senate has adopted the *Voluntary Code of Best Practice for the Governance of Australian Universities*².

² <http://www.universitiesaustralia.edu.au/page/australia-s-universities/university-governance/>

1.5 Structures

Governance structures at Murdoch comprise a committee structure and a management structure.

Main Committees

Senate – the governing body
(Chancellor as Chair)
Senate subcommittees
Academic Council (principal academic
governance committee)
Academic Council subcommittees
School Committees

Management

Vice Chancellor
Provost
Deputy Vice Chancellors
Pro Vice Chancellors
School Deans
Chief Operating Officer
Academic Registrar
Chief Financial Officer
Directors and other senior managers

1.6 Senate as the primary governing body

Section 17 of the Murdoch University Act (1973) provides:

- (1) The governing body of the University shall be the Senate.
- (2) Subject to the provisions of this Act, the Senate –
 - a. shall have the entire control and management of the affairs and concerns of the University and may act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University;
 - b. shall appoint, and may vary or terminate the appointment of, the academic staff and other staff, officers and servants of the University;
 - c. in the name and on behalf of the University and in accordance with the Statutes and regulations relating thereto, shall have the power to award degrees and other academic distinctions, and may grant honorary degrees and other distinctions on approved persons, and may for good cause deprive persons of any degree or other distinction granted or awarded by the University;
 - d. in the name and on behalf of the University, may, with the approval of the Governor and in the manner and to the extent by this Act provided, make, alter and repeal by-laws for the purpose of managing, preserving and protecting the lands of the University and regulating the use of those lands by any person and the conduct of persons when on or upon those lands;
 - e. may, with the approval of the Governor and in the manner by this Act provided, make, alter and repeal Statutes with respect to the constitution, management, good government and discipline of the University.

Section 18(1) provides that –

The Senate may, in relation to any matter of class of matters, or in relation to any activity or function of the University, by resolution, delegate all or any of its powers and functions under this Act (except this power of delegation and its powers in relation to the making of by-laws, Statutes, and regulations) to any-

- (a) Committee, council or other body; or
- (b) Officer or officers of the University.

These two sections of the Murdoch University Act set the scene for the corporate governance framework.

1.7 Academic Council as the peak academic body

Of major importance in a university is academic governance. Section 21 of the Murdoch University Act provides for the establishment by Statute³ of an Academic Council.

As the peak academic body of the University, Academic Council's functions include:

- determining the policies of the University on academic aspects of the University, including teaching and learning, admission of students, credit for prior learning, assessment and academic progress of students, research, and determining the courses and majors to be offered by the University;
- recommending to Senate on the making, amending or repealing of Regulations concerning the requirements for the award of degrees, diplomas and certificates (other than honorary awards);
- conducting periodic reviews of the quality of teaching and research within Schools; and
- awarding degrees, diplomas and certificates and University Medals.

While the Academic Council is not a subcommittee of Senate, it is separately established under the Act, there is a close relationship between the two arms of governance – corporate and academic. Each set of Academic Council minutes are submitted to Senate. Senate may raise matters addressed in these minutes and seek advice from the President of Academic Council, who whilst not a member of Senate⁴, attends Senate meetings as an observer and may speak at the invitation of the Chancellor. In addition Senate receives two reports a year from the President of Academic Council. Senate may refer matters to Academic Council for advice. Although it is not a criterion for election to the Senate, academic staff members are, at times, members of both bodies.

³ Statute No. 5 <https://policy.murdoch.edu.au/docview/?docid=582&public=true>

⁴ When the Murdoch University Act was amended in 2005 with the implementation of the National Governance Protocols the State Government decided not to include the President of Academic Council as an ex officio position on Senate in any of the West Australian universities. This is in contrast to the Eastern States where the presiding member of the academic board is an ex officio member of the governing body. Since November 2011 as at the time of publication, the current President of Academic Council is a member of Senate by virtue of his election as an academic staff member.

2. Senate Charter

2.1 General

2.1.1 Good governance promotes better performance. All of Murdoch's stakeholders are entitled to demand performance, fairness, transparency, accountability and appropriate disclosure from the Senate. A comprehensive professional focus on effective governance must take high priority.

2.1.2 The Senate recognises that it is not always easy to distinguish between what is properly governance, and therefore the responsibility of the Senate and what is management. The Senate adopts the following as a useful starting point in differentiating between the two roles:

There is a world of difference between governance and management. Governance involves the responsibility for approving the mission and goals of the institution; the oversight of its resources; the approval of its policies and procedures; the appointment, review and support of its president; and an informed understanding of its programs and activities. Management, in contrast, involves the responsibility for the effective operation of the institution and the achievement of its goals within the policies and procedures set by the board; the effective use of its resources; the creative support and performance of teaching, research and service; and maintenance of the highest standards of scholarly integrity and professional performance. The responsibility of a board is to govern but not to manage. "Noses in, fingers out" remains sound and tested advice to board members.⁵

2.1.3 The purpose of this Charter is to set out the guiding governance principles and practices to be upheld at all times. The Charter is also intended to bring together the policies and procedures that the Senate adopts from time to time and which form part of best practice governance.

2.2 The Senate's role and responsibilities

2.2.1 The Senate's role and responsibilities are derived from the Murdoch Act Section 17 and specific resolutions that the Senate has passed.

2.2.2 The Murdoch Act permits the Senate to delegate any of its functions (other than its power of delegation and making statutes, by-laws and regulations).

2.2.3 The Senate has resolved that it will have the following, primary responsibilities:

- a. The appointment and performance management of the Vice Chancellor
- b. Setting strategic directions for the University
- c. Monitoring University performance against strategic objectives, including, through the Vice Chancellor and Academic Council, the academic activities of the University
- d. Setting risk management policy and critically monitoring the management of risk across the University, including commercial undertakings
- e. Setting policy on strategic matters and on other matters reserved for Senate
- f. Setting and monitoring broad budget and planning frameworks, approving the annual budget and business plan, ensuring that the University finances are sound and taking major financial decisions
- g. Oversight of management
- h. Overview of any incorporated entities with limited liability, and of which the University has majority ownership or control ("Controlled Entities")
- i. Legislative role, including ensuring that the University is acting ethically and in conformity with all legal requirements.

⁵ Association of Governing Boards of Universities and Colleges, Glion Declaration II: The Governance of Universities, 2000, page 6.

2.3 The Senate's powers

The following is a list of powers, the exercise of which is reserved to the Senate and/or its standing committees:

- a. Electing:
 - the Chancellor; and
 - the Deputy-Chancellor
- b. Co-opting members of Senate
- c. Making recommendations for the altering and/or repealing of by-laws and statutes and making, altering and/or repealing regulations
- d. Recommending any proposed amendments to the *Murdoch Act*
- e. Approving the University's strategic plan
- f. Receiving annual reports on any substantial variations, both positive and negative, from the desired outcomes in the University's strategic plan
- g. Appointing the Vice Chancellor, and extending or terminating his or her employment
- h. Appointing an Acting Vice Chancellor when the Vice Chancellor is ill or absent for more than one month
- i. Determining any guidelines for the remuneration and conditions of service of the Vice Chancellor
- j. Delegating to the Vice Chancellor the appointment of professorial selection committees, to be selected after consultation with the President of the Academic Council
- k. Delegating to the Vice Chancellor the appointment of members of the senior executive subject to the selection committee for any such position including a Senate member appointed by the Senate on the nomination of the Vice Chancellor
- l. Authorising persons to act under the by-laws
- m. Approving conditions for the award of Senate Medals
- n. Borrowing and investing money, acquiring and disposing of property, giving security, and granting leases of between 10 and 21 years
- o. Establishing investment common funds
- p. Approving investment policy and guidelines
- q. Acting as a trustee
- r. Redeeming debentures
- s. Negotiating loans
- t. Establishing a superannuation scheme
- u. Approving Guild subscriptions
- v. Approving the annual University operating budget
- w. Authorising expenditure from the Development Fund, for amounts above the Vice Chancellor's delegation
- x. Establishing foundations
- y. Approving the appointment of trustees for the Murdoch University Foundation and the Murdoch University Veterinary Trust
- z. Determining what fees and charges may be imposed
- ab. Authorising write-offs of debts and other public property up to \$50,000 and recommending write-offs to the Minister where the value exceeds \$50,000

- ac. Ensuring the effectiveness of accounting and financial management information systems
- ad. Authorising certification of the University's annual financial statements and the certificate of compliance for the annual report
- ae. Deciding whether or not to accept external funding of any University posts and facilities where the project, or acceptance of funds from that donor, would be contrary to official University policy or to the statement of the University's mission and values as approved by the Senate
- ag. Developing or acquiring a new campus
- ah. Adopting a master plan for use of University land
- ai. Approving new buildings and other capital works (including road works and car parks) on campus, their location, and of funds to be allocated to them
- aj. Modifying and/or revoking any declaration by the Vice Chancellor under By-law 3 (about access to or use of University land) which gives effect to a Senate resolution
- ak. Designating the office of the University
- al. Determining the arrangements that will apply where a particular academic organisation unit not be located in a School
- am. Deciding whether an institution will be affiliated with the University, and which of its units will be acceptable for admission or for credit towards the University's degrees or diplomas
- an. Approving incorporation of a University Controlled Entity
- ao. For each Controlled Entity, receiving a report on the University's continued involvement after a 5-yearly review, and deciding whether the body should continue without change; continue with changes; or be wound up
- ap. Approving the University's annual report
- ar. Adopting the University's logo
- as. Authorising the use of the University's official seal
- at. Determining the Senate's standing orders
- au. Appointing the Chair of Senate committees

2.4 Duties and obligations of Senate members

- 2.4.1 Being a Senator carries with it responsibilities and obligations. The Senate expects all Senators to take an active interest and role in the governance of the University and to act in the best interests of the University as a whole.
- 2.4.2 Each Senator must comply with the provisions of the Senate Code of Conduct.

2.5 Composition of the Senate

- 2.5.1 The Murdoch Act sets out the size and composition of the Senate. The maximum size of the Senate is 19, comprised as follows:
 - a. Chancellor
 - b. Vice Chancellor
 - c. 3 persons elected by and from the University's full-time academic staff
 - d. 1 person elected by and from the University's full-time non-academic staff
 - e. 2 persons elected by and from the University's students
 - f. 2 persons elected by and from the University's alumni, who cannot be either staff or students of the University

- g. 6 persons nominated by the Governor, who cannot be either staff or students of the University
- h. Up to 3 persons co-opted by an absolute majority of the Senate, who cannot be either staff or students of the University

2.6 Senators

2.6.1 The composition of the Senate will accord with the following requirements :

- a. At least 2 Senators with financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector)
- b. At least 1 Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector)
- c. There shall be a mix of skills, knowledge and experience among Senators as determined by Senate to be appropriate from time to time
- d. The Senate comprises a majority of external, independent Senators, who are neither enrolled as a student nor employed by the University
- e. No Senator who is a current member of any State or Commonwealth parliament or legislative assembly, unless the Senate has specifically selected that person.

2.6.2 For an external Senator to be regarded as independent, he or she must not have significant, material interest or relationship with the University. Generally, an external, independent Senator is someone who:

- a. is not an employee of the University or any of its Controlled Entities;
- b. is not a student enrolled at the University;
- c. has not been a senior employee (i.e. at or above director or school dean level) of the University in the last 3 years;
- d. is not a principal or employee of a professional adviser to the University;
- e. is not a significant supplier or customer of the University, or an employee of a significant supplier or customer of the University
- f. has no significant contractual relationship with the University, outside of his or her appointment as a *Senator*; and
- g. is free from any interest or relationship which could, or could reasonably be perceived to, materially interfere with his or her ability to act in the best interests of the University.

2.7 Committees and working parties

2.7.1 To assist it in carrying out its responsibilities the Senate has established committees in accordance with sections 12(3) and 18(1)(a) of the *Murdoch Act*.

2.7.2 The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee.

2.7.3 The Senate's committees are:

- Audit and Risk Management Committee
- Chancellor's Committee
 - Remuneration Subcommittee
- Honorary Awards and Ceremonial Committee
- Governance and Nominations Committee
- Resources Committee

- Summer Committee

- 2.7.4 The Senate may use working parties where concentrated attention needs to be given to a specific task for a short period of time, usually only several months, and rarely more than a year.
- 2.7.5 Working parties will be used sparingly and will not duplicate the work of management or of a committee.
- 2.7.6 When establishing a working party, the Senate will nominate a Chair from among the members of the working party and allocates a specific task or tasks and a reporting date for the working party.

2.8 Conduct of Senate and committee business

- 2.8.1 Subject to the ruling of the Chancellor or Chair (as the case may be), all Senate, committee and working party meetings will be conducted in accordance with the Senate Standing Orders.

2.9 Documentation of decisions

- 2.9.1 As a public body, all decisions must be transparent. The Senate ensures that:
- a. all decisions and processes are documented;
 - b. minutes of all official meetings are prepared and retained;
 - c. adequate procedures are observed for documenting all decisions, events and transactions involving the Senate; and
 - d. records relating to confidential matters considered by Senate are accorded an appropriate level of security.

2.10 Controlled entities

- 2.10.1 The Senate oversees the University undertaking all commercial and consulting activities through Controlled Entities.
- 2.10.1 All Controlled Entities (including the structure of their boards) will comply with the University's policies on the establishment, governance and operations of Controlled Entities.

2.11 Advice

- 2.11.1 The Chancellor and Senators should ordinarily look to the University Secretary for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters as the University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.
- 2.11.2 Subject to obtaining the prior approval of the Chancellor, Senators, through the University Secretary, may seek independent professional advice at the University's expense, to assist in carrying out their Senate duties.
- 2.11.3 Senators are not limited to obtaining University information from the Vice Chancellor. In exercising their responsibilities and duties, Senators are entitled to seek information from (but not limited to) senior staff; and the contact person named on any briefing paper of an agenda item, for information about that proposal.

2.12 Senate performance

- 2.12.1 Each year Senate will conduct an annual performance evaluation that includes:

- a. review of the Senate and its performance, including a review of its duties and responsibilities in the context of what has happened during the year;
 - b. consideration of the results of an annual survey of Senate members, seeking feedback on aspects of the operation of the Senate;
 - c. setting the goals and objectives of the Senate for the following year, including identification of needed skills and expertise for the future; and
 - d. consideration of developments in best practice governance and implementation of any improvements to the University's governance practices considered necessary or desirable.
- 2.12.2 The performance evaluation will be conducted in such manner as the Senate considers appropriate and may include the use of external advisers.
- 2.12.3 Senate will conduct an external review every three years⁶.

2.13 Induction and development for Senators

- 2.13.1 The Senate recognises the importance of induction for new Senators, and for continuing education/development for all Senators.
- 2.13.2 At the time of being invited to join, or nominating for election to, the Senate, the University Secretary gives prospective Senators a copy of the SGP and other written information about what is involved in being a Senator.
- 2.13.3 As soon as practicable after a becoming a Senator an induction session is arranged.
- 2.13.4 The Senate has adopted a professional development framework ("PDF") for all Senators. The PDF offers a range of education and development activities that cater for the Senate as a collective, the Senate's various committees and working parties and individual needs of Senators.
- 2.13.5 Any Senator may contact the University Secretary on a confidential basis to discuss the availability of any professional development courses that are available to assist the Senator. These courses may be offered at the University or by outside bodies.
- 2.13.6 Specific financial training is provided to any Senator appointed to either the Audit and Risk Management Committee or the Resources Committee who does not possess adequate financial training and/or experience to enable him or her to read and understand a set of financial accounts.
- 2.13.8 The University Secretary will, as may be required from time to time, facilitate seminars for Senators dealing with the duties that apply to Senators and what they involve and provides the Senate with updates on relevant governance developments and practices.
- 2.13.9 The University pays reasonable expenses incurred by Senators in relation to continuing approved professional development.

2.14 Role and independence of the University Secretary

- 2.14.1 The University Secretary is the University's senior governance advisor. The Director Legal Services is the University's senior legal adviser. Amongst other things, the University Secretary is responsible for working with the Director Legal Services to facilitate the provision of accurate, timely and focussed governance and legal advice to the Senate and individual Senators (on matters pertaining to their role on Senate).
- 2.14.2 The Chancellor and Senators should ordinarily look to the University Secretary, and through the University Secretary, to the Director Legal Services for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters.

⁶ The next external review of Senate will take place in 2013.

- 2.14.3 The University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.
- 2.14.4 The occupant of the University Secretary position discharges their responsibilities independently, without fear or favour. To this end the Chancellor's Committee has oversight of this position.



3. Senate Code of Conduct

3.1 Rationale for the Code

- 3.1.1 The Senate and its Senators represent a prestigious public institution. They should always act to promote the interests of the University, its reputation and standing. However, uninformed or ill-advised actions may have the contrary effect.
- 3.1.2 All Senators are responsible and accountable to the Senate. A Senator must always act in the best interests of the University. It is essential for the University's well-being that all Senators understand and fully accept the responsibilities of their membership.
- 3.1.3 This Code of Conduct is intended:
- a. to ensure that, from the outset of their membership of the Senate, Senators are aware of, and accept, the legal and other responsibilities associated with that membership; and
 - b. to promote good practice and appropriate behaviours among Senators, in the interests of the Senate, individual Senators, and the University as a whole.

3.2 Legal responsibilities, liabilities and protection

- 3.2.1 The Murdoch Act gives the Senate responsibility for "*the entire control and management of the affairs and concerns of the University*" and empowers it to "*act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University*"⁷.
- 3.2.2 It is neither practicable nor appropriate for the Senate to involve itself in the minutiae of the control and management of the University, and it therefore delegates operational responsibility for the management of the University to the Vice Chancellor.
- 3.2.3 In its Charter, the Senate has defined for itself a role as steward and custodian of the University, in which it exercises a broad overview of strategic direction, monitors performance against established goals, and monitors, guides and supports the work of the Vice Chancellor.¹
- 3.2.4 The sources of individual Senators' responsibilities, duties and protections comprise:
- a. the Murdoch Act (in particular Schedule 1)
 - b. the Corporations Act
 - c. the general law (including the Common Law and Equity) given the fiduciary nature of the relationship between Senators and the University, including the duty to act in good faith and the duty to act with reasonable care, skill and diligence.
 - d. this Code of Conduct.

Acting solely in the interests of the University

- 3.2.5 A Senator must at all times act in the best interests of the University and give precedence to the interests of the University over the interests of any person appointing or electing him or her⁸.

Exercising care and diligence

- 3.2.6 A Senator must at all times exercise the degree of care and diligence in the performance of his or her functions as a member of the Senate, whether within or

⁷ Paragraph 17(2)(a) of the Murdoch Act.

⁸ Schedule 1, Division 1, of the Murdoch Act, paragraph 1(1)(c).

outside the State, that a reasonable person in that position would reasonably be expected to exercise in the Senate's circumstances⁹.

Acting in good faith

- 3.2.7 A Senator must at all times act honestly in the performance of his or her functions as a member of the Senate, whether within or outside the State¹⁰.

Improper use of position

- 3.2.8 A Senator must not make improper use of his or her position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause detriment to the University¹¹.

Improper use of information

- 3.2.9 A Senator must not, whether within or outside the State, make improper use of information that he or she acquires by virtue of his or her position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause detriment to the University¹². This duty is not restricted to information that the general law would protect as confidential. It extends to cover any information obtained in the capacity of a Senator.

Material personal interests

- 3.2.10 A Senator must declare standing or ongoing interests for recording in the Register of Interests which is held by the University Secretary.
- 3.2.11 In addition to 3.2.10 a Senator who has a material personal interest in a matter being considered or about to be considered by the Senate must as soon as possible after the relevant facts have come to the his or her knowledge, disclose the nature and extent of the interest at a meeting of the Senate¹³.
- 3.2.12 A Senator who has a material personal interest in a matter that is being considered by the Senate must not be present at a meeting while the matter is being considered or vote on the matter, whether at a meeting or otherwise¹⁴.
- 3.2.13 The Senate may pass a resolution that (a) specifies the Senator, the interest and the matter; and (b) states that the members voting for the resolution are satisfied that the interest should not disqualify the Senator from considering or voting on the matter.¹⁵
- 3.2.14 The WA Minister for Education may, on the application of a Senator, declare that paragraph 3.2.12 does not apply in relation to a specified matter, either generally or in voting on particular resolutions¹⁶.
- 3.2.15 If the Chancellor perceives there to be a material personal interest of which a Senator may be unaware, the Chancellor will raise it with the Senator concerned before the meeting. Chairs of committees will do likewise with meetings of their committees.
- 3.2.16 Examples of potential material personal interest include:

⁹ Schedule 1, Division 1, of the Murdoch Act, paragraph 1(1)(b).

¹⁰ Schedule 1, Division 1, of the Murdoch Act, paragraph 1(1)(a).

¹¹ Schedule 1, Division 1, of the Murdoch Act, paragraph 1(1)(e).

¹² Schedule 1, Division 1, of the Murdoch Act, paragraph 1(1)(d).

¹³ Schedule 1, Division 2, of the Murdoch Act, paragraph 2(1). The disclosure will be recorded in the minutes of the relevant meeting.

¹⁴ Schedule 1, Division 2, of the Murdoch Act, paragraph 3.

¹⁵ Schedule 1, Division 2, of the Murdoch Act, paragraph 4. The affected Senator must not be present during debate concerning, nor vote on, a resolution under the provision. For the purposes of this provision, the Senate's quorum is 7 members.

¹⁶ Schedule 1, Division 2, of the Murdoch Act, paragraph 6(1).

- a. employment by, material shareholding in or directorship of a company dealing with the University;
 - b. membership of a body that is in competition or conflict with the University;
 - c. for University employees, outsourcing or restructuring of their work sections;
 - d. any matter under discussion that would result in personal financial advantage; and
 - e. government officials who are responsible for an aspect of policy or operations which affects a matter under consideration by the University.
- 3.2.17 A matter that arises from membership of the group qualifying the Senator for election to the Senate, and which is not otherwise special or personal to the Senator, is not a material personal interest (e.g. students voting on assessment policy, or staff voting on a salary increase for all staff).
- 3.2.18 A contravention of this requirement by a Senator does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Potential liabilities

- 3.2.19 Senators may be held accountable for perceived or actual mismanagement in a range of ways. For example, the Senate would be accountable for:
- a. any decision it made which was contrary to the law or clearly negligent;
 - b. decisions which it has no authority to make, particularly if it could be shown that such decisions were taken with the intent of causing harm;
 - c. mismanagement, where this could be shown to be the outcome of failure to ensure the existence of adequate procedures or policies within the University; or
 - d. financial mismanagement, where this could be shown to be the outcome of negligence in monitoring financial reports and compliance with audit requirements.
- 3.2.20 Senators contribute to the operation of the Senate and therefore, to the extent that they breach their legal responsibilities as detailed above, they may be exposed to legal action. Such legal action could include claims for damages, injunctions and/or account of profits.
- 3.2.21 The following parties can take action where a Senator breaches one of the duties described above:
- a. the Governor may terminate a Senator's appointment for inability, inefficiency or misbehaviour;
 - b. the WA Minister for Education and/or the WA Attorney General can enforce the duties described where a breach contravenes the *Statutory Corporations Act*;
 - c. the University (or any third party who sustains loss) can take action in respect of a breach of any of the specific duties contained in the *Murdoch Act*; and
 - d. the University can enforce the general law duties that arise from the fiduciary relationship between individual Senators and the University (i.e. acting in good faith and honestly). Third parties are not able to take action against a Senator for breach of any of these general law duties.
- 3.2.22 In addition to the potential exposures described in paragraph 3.2.21, the Senate:
- a. can censure a Senator who breaches his or duties or any other requirement of this Code of Conduct; and
 - b. may, by a two-thirds majority, remove a Senator from office for breaching one of the statutory duties contained in the *Murdoch Act*. The Senate also has power to suspend a Senator pending a final determination of a motion to remove.

- 3.2.23 There are also various statutory offences in respect of which Senators may be liable where the University commits a wrongful act.

There is an increasing tendency for legislation to impose heavy penalties on corporations for offences under the legislation, and to make the directors and other officers and managers personally liable as well. Examples include legislation relating to Occupational Health and Safety, Trade Practices, Environment Protection, Equal Opportunity, and Fair Trading. Much of this legislation is capable of applying to the University, and of rendering Senators and others personally liable for an offence by the University.

- 3.2.24 Finally, in addition to risk of legal claims, Senators may become the target, either as part of the Senate, or as individuals, of public or media attention over particular issues. Senators may be held responsible by the public and the media for the effect of unpopular decisions. Similarly if they make decisions which are, or are perceived to be, poor or negligent, exposure of those decisions through the media may have an adverse impact on their personal reputations.

Protection from liability

- 3.2.25 Where a Senator is, or may be, liable for a breach of any of the duties discussed at paragraphs 3.2.5 to 3.2.24 and: (a) has acted honestly; and (b) ought fairly to be excused having regard to all the circumstances of the case, including those connected with the Senator's appointment, a court may relieve the Senator either wholly or partially from liability on such terms as the court thinks fit¹⁷. However, a court will only excuse a Senator from liability if he or she acted honestly and reasonably¹⁸. Honest bungling is not an appropriate basis for relief from liability¹⁹.

- 3.2.26 The protection described in paragraph 3.2.25 is in addition to, and does not affect, any defence, protection, exemption or indemnity otherwise available to a Senator under any other law, agreement or otherwise, including the following:

Senators are covered for non-criminal negligence and other liabilities as described in the policy by directors' and officers' liability insurance ("D&O Cover") held by the University. The Senate has further resolved that, to the extent that it is lawful to do so and provided the person has acted honestly and reasonably in the circumstances, the University will indemnify Senators, third parties co-opted onto Senate committees and working parties and employees of the University, where the D&O Cover does not otherwise provide protection.

3.3 General responsibilities

Understanding the role of the Senate.

- 3.3.1 Senators will:
- a. take advantage of the opportunities provided for induction and professional development;
 - b. develop and maintain a clear understanding of the role and purpose of the Senate within the context of the changing nature of the University's activities;
 - c. familiarise themselves with the contents of the Senate's Charter;
 - d. develop an understanding of the political and social environment in which the Senate operates;
 - e. stay informed about all relevant activities affecting the Senate; and
 - f. develop and maintain a clear understanding of the role of any Senate committee on which they serve.

¹⁷ Section 17B of the Murdoch Act.

¹⁸ *Commonwealth Bank of Australia v Friedrich* (1991) 5 ACSR 115 at 196 (VIC Supreme Court, Tadgell J).

¹⁹ *AWA Ltd v Daniels (t/as Deloitte Haskins & Sells)* (1992) 9 ACSR 383 at 402 (NSW Supreme Court, Rogers CJ Comm D).

Being active

3.3.2 Senators will:

- a. submit an apology if attendance at any meeting is not possible;
- b. obtain leave of absence if absence will extend for more than two consecutive meetings²⁰;
- c. familiarise themselves with the contents of key University documents provided to them;
- d. actively seek to understand enough about proposals before the Senate to be able to make appropriately informed decisions and prepare for meetings and seminars/retreats by reading and considering all papers circulated with the agenda;
- e. participate, as far as they reasonably find themselves able to do so, in Senate functions which are held from time-to-time and also in functions of the University where the attendance of Senators is appropriate;
- f. contribute to the functioning of the Senate through membership of standing and ad-hoc committees and other committees of the University; and
- g. participate actively and work co-operatively with fellow Senators and stakeholders to achieve agreed goals.

Raising concerns

3.3.3 Senators will:

- a. express concerns to the Chancellor as Chair of the Senate about decisions or actions that appear contrary to the Senate's public duty, and do so as soon as those concerns arise;
- b. as required under the *Corruption and Crime Commission Act 2003 (WA)*, report to the Commission any information about actual or potentially corrupt or illegal activities preferably through the Chancellor or the Vice Chancellor;
- c. draw relevant matters to the attention of the Chancellor for possible consideration, information or action by the Senate or a University officer; and
- d. approach the Chancellor if at any time they believe that the information provided to Senate is insufficient to enable it to fulfil its responsibilities effectively.

Professional conduct

3.3.4 Senators will:

- a. treat each other, and University staff and students with professionalism, courtesy and respect;
- b. not improperly influence other Senators;
- c. not allow sectional or factional interests to deflect the Senate's focus on the University's general welfare;
- d. be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Senate;
- e. whilst recognising that free and open debate is welcomed and encouraged with Senate meetings and that a Senator's dissent may be recorded in the minutes, accept collective responsibility for and be fully supportive of Senate decisions;
- f. promote confidence in the integrity of the University and protect its reputation;

²⁰ Sub-section 15(5) of the Murdoch Act provides, in effect, that a Senator's position will be vacated if, without obtaining leave of absence, he or she is absent from either all Senate meetings during any period of 6 consecutive months, or from more than half of the Senate's meetings during any period of 12 consecutive months.

- g. not engage in activities that may bring the University into disrepute; and
- h. recognise the obligation, at all times, to comply with the spirit, as well as the specific principles contained in this Code of Conduct.

Public comment

- 3.3.5 Whenever public comment is to be made on behalf of the Senate or the University concerning a matter discussed and/or resolved by the Senate, such comment will be made only by the Chancellor or by his or her nominee.
- 3.3.6 Wherever public comment by a Senator, although made in a private capacity, may appear to be an official comment on behalf of the University or the Senate, the Senator will preface his or her remarks with a clear indication that they express the Senator's personal view and do not represent the official view of the University or of the Senate.

Confidentiality and security of information:

- 3.3.7 Senators will:
 - a. ensure that they take appropriate care to ensure the security of sensitive Senate and other University documents, whether in paper or electronic form;
 - b. avoid discussing confidential Senate or University business in public places where there is a likelihood of being overheard;
 - c. recognise that confidential information received by them in the course of their duties remains the property of the University and ensure that it is not disclosed, or allow it to be disclosed, unless that disclosure has been authorised by the University, or the person from whom the information was provided, or is required by law; and
 - d. dispose of duplicate copies of records no longer required, in accordance with archive procedures.
- 3.3.8 As a public body, agenda and minutes of the Senate and its committee papers are not confidential, unless marked as such. Senators are free to consult colleagues or others about matters on an agenda, and to advise them of the outcome. However details of discussions held, beyond that reported in the Minutes, are to be kept confidential.
- 3.3.9 Confidential or otherwise sensitive Senate and committee papers will be marked "Commercial in confidence", and, if printed will be on bright blue paper.
- 3.3.10 Where an agenda paper or other document is marked confidential, Senators may seek further informed advice or consult interested parties within the University, after obtaining the approval of the Chancellor or Chair of the relevant committee. The Chancellor or Chair, as the case may be, will identify any limits on consultations, and inform Senators of this. In seeking such advice, Senators may indicate the nature of the proposal, though not the details.
- 3.3.11 If during the meeting an agenda item is treated as confidential, the discussion and the outcome must be treated as strictly confidential. Even if the University goes public with the matter, details of the committee discussions remain confidential.

3.4 Conflicts of interest

Gifts and gratuities

- 3.4.1 Senators should not accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals. Senators will not, in their capacity as Senators:
 - a. seek or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind;
 - b. use their position for personal profit, gain or advantage; or

- c. accept a gift if it could be seen by the public, knowing the full facts, as intended or likely to cause the Senator to act in a particular way or deviate from public duty.

Private interests

- 3.4.2 Senators are expected to place the public interest above personal interests and not to use their position for personal gain or advantage. Conflicts between private interests and public duties can arise when:
 - a. a Senator (or that Senator's spouse or partner, child or near relative) stands to make a financial gain from, or to be otherwise advantaged by a Senate decision; or
 - b. a Senator (or that Senator's spouse or partner, child or near relative or close associate) holds membership of, or ownership in another organisation likely to benefit from a Senate decision.

3.5 The University's obligations to Senators

- 3.5.1 The University will:
 - a. provide complete, succinct and accurate information in respect of all matters to be considered by the Senate and in respect of all of the Senate's identified functions, in sufficient time to allow adequate consideration;
 - b. provide feedback and reports on the outcomes flowing from the Senate's decisions;
 - c. provide opportunities for Senators to provide input into the formation and development of the University's strategic directions;
 - d. provide such legal and financial or other advice as may be necessary to enable Senators to discharge their duties;
 - e. ensure that all requirements in respect of the Senate as set out in the Murdoch Act, University legislation, legislation applicable to the University and processes approved by the Senate are met;
 - f. provide training and professional development opportunities for Senators as required; and
 - g. to the extent permissible by law, maintain adequate levels of insurance cover to indemnify and keep indemnified each Senator in respect of liability arising out of his or her discharge of obligations.

4 Senate Standing Orders

4.1 Scheduling of meetings

- 4.1.1 There are normally six scheduled meetings of the Senate each year, the dates for which are determined in the previous year.
- 4.1.2 If the Chancellor, or if the Chancellor is not available, the Deputy-Chancellor, is satisfied that there is insufficient business for a meeting, the meeting may be cancelled.
- 4.1.3 If the Chancellor, or if the Chancellor is not available, the Deputy-Chancellor, is satisfied that a matter has arisen which requires the urgent attention of the Senate, a special meeting will be arranged.
- 4.1.4 If the University Secretary receives a written request from at least 5 Senators stating the proposed business of the meeting a special meeting may be held. A meeting requested by Senators will be held not more than 14 or less than 3 working days after the request is received.
- 4.1.5 If the Chancellor, or if the Chancellor is not available, the Deputy-Chancellor, is satisfied that a matter is urgent and non-controversial, they may authorise a decision by circulation. Such decisions require an absolute majority of Senate members.
- 4.1.6 A meeting may be adjourned to a later date if a quorum is not achieved or if the business of the meeting is not complete in the time allocated.
- 4.1.7 Each year (at such time as the Senate determines), the Senate will hold an annual retreat, at which it will conduct an analysis of strategic issues.

4.2 Notice of meetings and agenda

- 4.2.1 Any Senator may request that an item be placed on the agenda. The Chancellor may exercise discretion as to whether or not to include it in the agenda. If any 3 Senators request that an item be placed on the agenda, it will be included, however in the absolute discretion of the Chancellor any request by 3 Senators may be referred to the appropriate committee of the Senate, prior to the item being included in the agenda for a meeting of Senate.
- 4.2.2 Senators who want to communicate their views in writing to all other Senators between meetings of the Senate will do so via the University Secretary, preferably by email, with a request that this be forwarded to all Senators.
- 4.2.3 The deadline for all agenda papers is 12 calendar days before the Senate meeting.
- 4.2.4 The agenda of each regular meeting of the Senate include the following:
 - a. declarations of interest;
 - b. confirmation of previous minutes;
 - c. A report from the Vice Chancellor;
 - d. Other items for discussion and/or decision (Part A)
 - e. Items for decision en bloc (Part B) ²¹
 - f. Items for noting (Part C) (including a report detailing the documents to which the official seal has been affixed²²)
- 4.2.5 Each Senate agenda item containing a significant recommendation will have a cover sheet in the form set out by the University Secretary's Office.

²¹ A member may request that an item be moved from Part B or Part C to Part A.

²² In accordance with Senate Resolution S/51/2007

- 4.2.6 The Chair of any Senate committee will approve any report from that committee to the Senate before circulation with the Senate agenda papers.
- 4.2.7 The University Secretary has authority on behalf of the Senate to require agenda papers to be rewritten to meet the format requirements and information needs of the Senate.
- 4.2.8 Unless otherwise agreed by the Chancellor, at a special meeting, only the business specified in the notice of meeting will be considered.
- 4.2.9 Unless otherwise agreed by the Chancellor, at an adjourned meeting, only the outstanding or incomplete business of the meeting from which it is an adjournment, will be considered.

4.3 Apologies

- 4.3.1 Any Senator unable to attend a meeting may record their apology by advising the University Secretary or their office prior to the meeting.
- 4.3.2 Where a Senator anticipates being absent for two or more consecutive meetings, they should apply to the Senate, through the University Secretary, for leave of absence.
- 4.3.3 The University Secretary will report independently to Senate where, without obtaining leave from the Senate, any Senator has been absent from:
 - a. all meetings of Senate for 6 consecutive months; or
 - b. more than one-half of the meetings of Senate during any period of 12 consecutive months.

4.4 Meetings

- 4.4.1 At any meeting of the Senate, 8 Senators will constitute a quorum²³. If a quorum is not present 30 minutes after the scheduled meeting time, the meeting will lapse.
- 4.4.2 The Chancellor will chair all meetings of the Senate or, in the absence of the Chancellor the Deputy-Chancellor²⁴. In the absence of both the Chancellor and the Deputy-Chancellor, the meeting will elect a Chair from among the Senators present.
- 4.4.3 Each Senator will have a deliberative vote. If there is an equality of votes, the Chair will also have a casting vote²⁵.
- 4.4.4 The Senate may adjourn any meeting or debate to a future meeting.
- 4.4.5 The minutes of the Senate will contain the names of those present, the substance of debate and the precise terms of each resolution. Where the deliberations have been held *in camera*, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will be confirmed at the next regular meeting and the minutes will be signed by the Chair.
- 4.4.6 The Chancellor, or if the Chancellor is not available, the Deputy Chancellor, may determine that proxy voting will be permitted in respect of a specific item or items for consideration by Senate in the following circumstances and subject to the following conditions:
 - a. The Chancellor or Deputy Chancellor must form the reasonable opinion that a matter to be considered by the Senate is a matter of significance to the University and the vote of as many Senators as possible on the matter is desirable.

²³ Sub-section 12(6) of the Murdoch Act.

²⁴ Sub-sections 10(4) and 11(3) of the Murdoch Act.

²⁵ Sub-section 12(7) of the Murdoch Act.

- b. For whatever reason, more than 25% of the members of Senate will not be in attendance at the meeting convened to consider the matter and that it is not feasible or practicable to delay dealing with the matter.
 - c. A Senator who is entitled to vote on a matter in respect of which a determination to permit proxy voting has been made, may by signed notice ("Proxy Notice") appoint the chair of the relevant meeting to vote for that Senator.
 - d. At any time prior to the exercise of a proxy vote by the Chair appointed as the proxy of a Senator, the Senator may revoke the appointment by giving written notice to the Chair.
- 4.4.7 With the consent of the Chair, in exceptional cases, a Senator may participate in the meeting by teleconference, videoconference or other electronic means. Any such participation will be indicated in the minutes. Subject to the prior consent of two thirds of the Senators, a meeting may be held entirely by any of these means, provided all participating Senators are capable of communicating with each other instantaneously at all times during the proceedings.
- 4.4.8 A question will be decided on the voices or by a show of hands unless a ballot is requested by at least 5 Senators. Any Senator may require her or his vote or abstention to be recorded in the minutes.

4.5 Conduct of business

- 4.5.1 Each agenda of the Senate will have a standing item "Declarations of interest", at which point the Chair will ask if any Senator has a material personal interest to declare.
- 4.5.2 Where there is a material personal interest, future papers on this matter might not be made available to the Senator concerned. All declarations of interest will be minuted, along with any ensuing action.
- 4.5.3 The following topics are included in the Senate's annual programme:
- a. Setting of Senate strategic goals
 - b. An address from the Vice Chancellor on the state of the University
 - c. A report on changes to the University's external environment.
 - d. A review of performance against the strategies in each of the Operational Plans in the University's Strategic Plan.
 - e. A presentation on the University's budget for the following year and on financial issues facing the University.
 - f. Quarterly reports on the University's finances. The Senate's Resources Committee will first consider these reports.
 - g. A biannual report on enrolment trends for international and domestic students.
- 4.5.4 Unless notice of the motion has been given, a motion to rescind any decision of the Senate must be carried by an absolute majority of the Senate.

Invitees and observers

- 4.5.5 Observers may attend meetings of Senate or Senate Committees at the discretion of the Chancellor or Chair.
- 4.5.6 No meeting shall be filmed or otherwise electronically recorded without permission of the Chancellor or Chair of the meeting.
- 4.5.7 Any person wanting to attend a meeting of Senate as an observer must give written notice of his or her request to do so to the University Secretary. A person may request attendance for a specific meeting or on a standing basis. The University Secretary shall facilitate a decision by the Chancellor or the Chair as to whether a specific invitation or a standing invitation will be extended to that person.

- 4.5.8 Where there is insufficient space to accommodate all persons wanting to observe any meeting of Senate, subject to the discretion of the Chancellor or Chair, access will be granted in order of the timing of notice given to the University Secretary under paragraph 4.5.7.
- 4.5.9 The Chancellor may revoke any standing invitation issued at his or her discretion.
- 4.5.10 A person who is not a Senator is not permitted to speak (unless invited to do so by the Chancellor).
- 4.5.11 Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

4.6 Rules of debate

- 4.6.1 The business of Senate is normally conducted through informal discussion based on the principles set out in the Code of Conduct and at the discretion of the Chair.
- 4.6.2 If Senate decides to apply formal rules of debate to an agenda item, the following rules apply:
 - a. The Chair, if desiring to participate in a debate, will vacate the chair and call upon another Senator to act as Chair.
 - b. Any Senator desiring to speak will address the Chair.
 - c. When two or more Senators indicate that they wish to speak, the Chair will call upon the Senator who, in the opinion of the Chair, first indicated an intention to speak.
 - d. A reply will be allowed to a Senator who has moved a substantive motion, but not to any Senator who has moved an amendment.
 - e. No Senator may speak to any question after it has been put by the Chair and the show of hands or ballot has been taken on that question.
 - f. Any Senator may move a motion of which notice has been given.
 - g. A motion may be amended or withdrawn by the mover, by permission of the Senators present.
 - h. Any motion or amendment not seconded will not be discussed or be recorded in the minutes. A motion or amendment moved by the Chair does not require a seconder.
 - i. When one or more amendments have been proposed and defeated or withdrawn, the question will be put as originally proposed.
 - i. A question may be superseded by a motion that "the Senate proceed to the next business" or by the motion that "the Senate do now adjourn", either of which, if seconded will be put immediately without debate.
 - j. The debate on a question may be closed by the motion that "the question be now put". If the motion is seconded and carried, the question will be put immediately without amendment or debate.
- 4.6.3 A Senator may at any time move that the strict order of debate be followed and the motion will be put to the vote without debate. If such a motion is carried, or the Chair so rules:
 - a. Unless the Chair permits, no Senator will speak twice during the debate on the original motion, except that the mover of the original motion may reply, or that on one amendment being defeated, a Senator may second a further amendment;
 - b. a Senator who may have been misrepresented or misunderstood will be allowed to explain immediately before the mover replies;
 - c. when an amendment becomes the question, it will be open to discussion as though it were an original motion.

- 4.6.4 Any of these standing orders concerning rules of debate may be suspended for the time being if a motion to that effect is carried by a majority of Senators present.
- 4.6.5 Should questions which are not dealt with in these standing orders arise at any meeting, the decision of the Chair will be final.
- 4.6.6 A Senator can move dissent from a ruling of the Chair on whether or not to allow a motion, or from a ruling not covered by standing orders, but not on matters of procedure or points of order. If such a motion of dissent is moved:
 - a. the Chair will vacate the chair while the motion is under consideration; and
 - b. the mover and the Chair will have the opportunity to speak, after which the motion will be put to the vote.



5 Senate Standing Committees

5.1 Principles for Senate Standing Committees

- 5.1.1 To assist it in carrying out its responsibilities the Senate has established committees in accordance with sections 12(3) and 18(1)(a) of the Murdoch Act.
- 5.1.2 The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee, and other matters that the Senate considers appropriate.
- 5.1.3 The delegated authority of each committee is strictly limited to its terms of reference. A committee may:
 - a. investigate any activity within the ambit of its terms of reference;
 - b. obtain such information as it considers necessary from any employee or officer of the University; and
 - c. obtain external legal or other independent advice, as it considers necessary and as approved by the Chancellor in consultation with the University Registrar.
- 5.1.4 The Senate appoints the Chair of each committee.
- 5.1.5 The Chair of each committee will be a lay member of Senate. Where a committee decides it needs a Deputy Chair, it will appoint one from among the lay Senators on the committee.
- 5.1.6 On recommendation from the chair of the committee and in consultation with the University Secretary, the Chancellor will appoint the members of all Senate committees, other than the Chair.
- 5.1.7 Committee membership will be for a term of up to 3 years, with staggered terms and with members eligible for reappointment.
- 5.1.8 The terms of reference for each committee, will include a list of the range of essential and desirable knowledge and skills needed amongst its members. These membership criteria will be used in filling positions, taking precedence over the committee preferences of individual Senators.
- 5.1.9 At least 50% of the members of any committee will be lay members of Senate, unless the committee's terms of reference provides otherwise.
- 5.1.10 Each committee will have at least one member of each gender.
- 5.1.11 All Senators are free to attend meetings of any committee or working party (other than the Chancellor's Committee) as an observer, provided that they do not have any actual or potential conflict of interest.
- 5.1.12 The Terms of Reference of the committee list the standing observers. The Chair of the committee may approve that others be invited to attend for particular items or an entire meeting.
- 5.1.13 The Chancellor and Vice Chancellor are members *ex officio* of all Senate standing committees, with the exception that the Vice Chancellor is not a member of the Audit and Risk Management Committee or the Chancellor's Committee.
- 5.1.14 A person who misses 3 consecutive committee meetings without having approved leave of absence loses membership of that committee.
- 5.1.15 The quorum for the committee is 50% of members unless the committee's terms of reference provides otherwise.
- 5.1.16 Unless a committee's terms of reference provide otherwise, all committees shall have the power to co-opt up to two persons as members, provided that any such co-opted appointments are endorsed by the Senate.
- 5.1.17 The minutes of the meetings of the committees will be forwarded to Senate.

6 Terms of Reference for Senate Standing Committees

6.1

Audit & Risk Committee



Terms of Reference

The Audit and Risk Committee is a standing committee of Senate established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The Committee operates in accordance with the *Principles for Senate Standing Committees* and conducts its business in accordance with the *Senate Standing Orders*.

1. Purpose

- 1.1 The Committee's purpose is to assist Senate meet its governance risk and compliance oversight responsibilities.
- 1.2 In particular, the Committee assists Senate in setting risk management policy and critically monitoring the management of risk across the University, including commercial undertakings.

2. Authority

- 2.1 The Committee has authority to investigate any activity under its Terms of Reference and obtain information from any employee or officer of the University. The Committee may obtain independent advice, as approved by the Chancellor in consultation with the University Secretary. This advice will be at the University's cost.
- 2.2 The Committee has no executive powers unless expressly delegated.

3. Accountability

- 3.1 The Committee reports directly to Senate and has oversight of:

Risk Management

- 3.1.1 Ensures there is a risk management framework in place that is appropriate for the university.
- 3.1.2 Receives regular reports and presentations on the management of the University's significant risks.

Internal Controls and Internal Audit

- 3.1.3 Receives reporting on systems of internal control.
- 3.1.4 Approves Internal Audit's Strategic and Annual Audit Plans.
- 3.1.5 Oversees the internal audit function, confirming that it is adequately resourced and operating effectively.
- 3.1.6 Monitors appropriate and timely action is taken by the relevant management on findings identified by internal and external audit.

- 3.1.7 Oversees the University's policy on fraud, including being notified of any action taken under the policy and ensuring all significant losses are properly investigated and referred as appropriate.

Financial Reporting

- 3.1.7 Reviews the annual financial statements, key performance indicators and Annual Report considering whether they are consistent with information known to Committee members, and reflect appropriate accounting principles.
- 3.1.8 Reviews and recommends the annual statutory accounts, key performance indicators, certifications and Annual Report to Senate.
- 3.1.9 Reviews significant accounting policy changes made by the University.
- 3.1.10 Oversees the reliability and integrity of financial and related information systems.
- 3.1.11 Receives copies of quarterly financial statements for information purposes.

External Audit

- 3.1.12 Considers the audit plan, opinion, audit findings and other reports provided to the Committee by the Auditor General.

Compliance

- 3.1.13 Reviews the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- 3.1.14 Receives regular updates from management regarding compliance matters, including reporting on external reviews.

4. Reporting

4.1 To report to the Senate:

- 4.1.1 Following each ARC meeting (usually quarterly) on its deliberations, by furnishing its minutes to the Senate.
- 4.1.2 On any pressing matters, to report to the Chancellor before that time.
- 4.1.3 Once a year to provide an overview of audit and risk management matters.
- 4.1.4 Reviewing this Terms of Reference and the Internal Audit Charter annually and recommending changes to Senate as necessary.

5. Membership and Composition

- 5.1 Three Senators who are not University staff or students.
- 5.2 Up to three co-opted external members who are not Senators or University staff.
- 5.3 All members must be independent from University management.
- 5.4 The membership will include at least one male and at least one female.

6. Committee Skills Mix

A broad mix of the following skills:

- 6.1 High sense of probity.

- 6.2 Questioning mind and willingness to ask probing questions.
- 6.3 Financial understanding (ability to understand a set of accounts).
- 6.4 At least one member with financial skills and experience and who is a member of a recognized accounting body.
- 6.5 An understanding of the tertiary sector.
- 6.6 At least one member with experience in risk management.

7. Terms of Office

Members are appointed for a term up to three years.

8. Standing Observers

Vice Chancellor
Chief Operating Officer
Chief Financial Officer
Senior Executive Director, Campus and Facilities Management
Nominee of the Office of the Auditor General

9. Secretary

University Secretary

10. Meetings

The Committee meets at least four times a year.

11. Quorum

The Quorum is three members.

6.2

Chancellor's Committee



Terms of Reference

The Chancellor's Committee is a standing committee of Senate established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

1. Role:

- 1.1 On recommendation from the Remuneration Subcommittee:
 - 1.1.1 to determine the remuneration (including but not limited to base pay (or salary), performance bonus payments, retention bonus payments, and termination payments) and conditions of service of the Vice Chancellor and Senior Officers¹;
 - 1.1.2 recommend to the Senate on the performance objectives for the Vice Chancellor;
 - 1.1.3 to approve the performance objectives for the Senior Officers;
 - 1.1.4 to determine succession planning for the Vice Chancellor and Senior Officers.
- 1.2 To review the Vice Chancellor's performance each year by reference to performance measures to be determined by the Chancellor in consultation with the Vice Chancellor.
- 1.3 To receive a report from the Vice Chancellor on the review of the performance of the Senior Officers each year.
- 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.
- 1.5 To make decisions regarding the existence or continuation of the University Secretary position itself (as opposed to hiring or firing individuals), such decisions requiring ratification by Senate.
- 1.6 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 University Secretary position and the termination of employment of persons in that position.

2. Membership and Composition:

- 2.1 Chancellor (Chair)
- 2.2 Deputy Chancellor

¹ For the purposes of these Terms of Reference, the Senior Officers comprise of the Provost, Deputy Vice Chancellors, Chief Operating Officer and Chief Financial Officer.

2.3 Chair of Resources Committee

2.4 At least 2 other members appointed by the Chancellor from amongst the Senators, who are not staff or students of the University.

3. Committee Skills mix:

3.1 Respect for confidentiality of the discussions

3.2 Some members with experience as senior executives or as an employer of senior executives

4. Terms of Office:

Members are appointed under 2.4 for a term of up to 3 years.

5. Standing Observers:

There are no standing observers. The Committee may invite non-members along to take part in discussion and provide advice from time to time.

6. Secretary:

University Secretary

7. Meetings:

The Committee meets at least once per year.

8. Quorum:

The quorum is three members.

6.2(a)

Remuneration Sub-Committee



Terms of Reference

The Remuneration Sub-Committee is a sub-committee of the Chancellor's Committee established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

1. Role:

- 1.1 To recommend to the Chancellor's Committee on the remuneration (including but not limited to base pay (or salary), performance bonus payments, retention bonus payments, and termination payments) and conditions of service for the Vice Chancellor and Senior Officers.²
- 1.2 To recommend to the Chancellor's Committee on the performance objectives for the Vice Chancellor and Senior Officers.
- 1.3 To recommend to the Chancellor's Committee on succession planning for the Vice Chancellor and Senior Officers.
- 1.4 To receive advice from the Vice Chancellor on matters not involving the Vice Chancellor.
- 1.5 To receive an annual report from the Vice Chancellor on performance, goals and remuneration for members of the Strategic Leadership Group (SLG).
- 1.6 To ratify the preferred candidate following a selection process for a staff position where the appointee would be a member of the Strategic Leadership Group (SLG).
- 1.7 To consider such other matters as the Chancellor or the Chancellor's Committee may from time to time refer.

2. Membership and Composition:

- 2.1 Chancellor
- 2.2 Deputy Chancellor
- 2.3 Chair of Resources Committee
- 2.4 Up to one other lay Senator
- 2.5 Vice Chancellor (in respect of Senior Officers items only)

3. Committee Skills mix:

- 3.1 Independence from University management
- 3.2 Respect for confidentiality

² For the purposes of these Terms of Reference, the Senior Officers comprise of the Provost, Deputy Vice Chancellors, Chief Operating Officer and Chief Financial Officer.

4. Terms of Office:

All members are appointed ex officio. Members appointed under 2.4 are for a term of up to 2 years.

5. Standing Observers:

Director People and Culture

6. Secretary:

University Secretary

7. Meetings:

The sub-committee meets at least once a year.

8. Quorum:

The quorum is three members.



6.3

Governance and Nominations Committee



Terms of Reference

The Governance and Nominations Committee is a standing committee of Senate established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

1. Role:

- 1.1 Rescinded
- 1.2 Rescinded
- 1.3 Rescinded
- 1.4 Rescinded
- 1.5 To advise the Senate on matters relating to the overall governance policy of the University, to ensure that it adheres to the best governance principles and practice.
- 1.6 To advise the Senate on changes to the Murdoch University Act.
- 1.7 To advise the Senate on amendments to University Legislation where in the opinion of the University Secretary's Office these have not already been reviewed from a policy perspective.
- 1.8 To regularly review the operating procedures of the Senate, including its committee structures, standing orders, standing resolutions and annual cycle of business.
- 1.9 To advise on any other governance issues referred to it by the Senate or the Chancellor.

2. Membership and Composition:

- 2.1 Chancellor (Chair)
- 2.2 Deputy Chancellor
- 2.3 Vice Chancellor
- 2.4 An elected student member of Senate
- 2.5 one to two lay Senators
- 2.6 A Senator from those elected by the staff

3. Committee Skills mix:

- 3.1 Respect for confidentiality of the discussions.
- 3.2 Amongst the members:
 - a. People used to negotiating sensitive selections

- b. Knowledge of (and preferably personal acquaintance with) leaders in business and political circles and the community
- c. Experience and knowledge in relation to developments and best practice in governance policy and practices

4. Terms of Office:

Members are appointed under 2.4, 2.5 and 2.6 for a term of up to 3 years.

5. Standing Observers:

There are no standing observers. The Committee may invite non-members along to take part in discussion and provide advice from time to time.

6. Secretary:

University Secretary

7. Meetings:

The Committee meets at least once a year.

8. Quorum:

The quorum is three members.

6.4

Honorary Awards and Ceremonial Committee



Terms of Reference

The Honorary Awards and Ceremonial Committee is a standing committee of Senate established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

1. Role:

1.1 Honorary Degrees:

To award honorary degrees in accordance with policies approved by the Senate, and after receiving nominations from Senators and staff.

1.2 Senate Medals:

To award Senate Medals in accordance with policies approved by the Senate, and after inviting nominations from Senator and staff.

1.3 To exercise oversight of Senate guidelines and policy on honorary degrees, Senate Medals, Graduation Ceremonies and regalia.

2. Membership and Composition:

2.1 Chancellor (chair)

2.2 Deputy Chancellor

2.3 Vice Chancellor

2.4 An elected student member of Senate

2.5 1-2 lay Senators

2.6 1 academic staff Senator

2.7 2 professors/associate professors, appointed by Academic Council

2.8 the general staff Senator

3. Committee Skills mix:

3.1 Respect for confidentiality of the discussions

3.2 Knowledge of (and preferably personal acquaintance with) leaders in academic, business and political circles and the community

4. Terms of Office:

Members are appointed under 2.4 to 2.7 for up to 3 years.

5. Standing Observers:

There are no standing observers.

6. Secretary:

University Secretary

7. Meetings:

The Committee meets at least once a year.

8. Quorum:

The quorum is five members.



6.5

Nominations Committee



Terms of Reference

The Nominations Committee is a standing committee of Senate established in accordance with section 13 of the *Murdoch University Act 1973*. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

1. Role:

- 1.1 To maintain lists of persons who are eligible and willing to be appointed to any vacancy or casual vacancy in the office of any member of the Senate who is appointed by the Governor or the Senate;
- 1.2 To recommend to the Minister suitable candidates for appointment to a vacancy or casual vacancy in the office of any member of the Senate who is appointed under Section 12(1)(g) of the *Murdoch University Act 1973* (members appointed by the Governor on recommendation of the Minister);
- 1.3 To recommend to the Senate suitable candidates for appointment by co-option under Section 12(1)(h) of Murdoch University Act 1973 (members co-opted by the Senate by an absolute majority of the other members)
- 1.4 In making its recommendations, the committee will also take into account the following:
 - a. the Murdoch University Act 1973 at 12(2a) stipulates that there are at least two Senators having financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector) and at least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector); and
 - b. the *Voluntary Code of Best Practice for Governance of Australian Universities* (adopted by Senate Resolution S/46/2011) suggests that there be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and who must not be current Senators of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself;
- 1.5 whether those considered have an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom;
 - a. whether they can contribute to the Senate by having (or having the capacity to develop) a good understanding of what the external community needs from the University; and
 - b. the extent to which the experience of the persons being considered will contribute to the effective working of the Senate.
- 1.6 To advise on any other governance issues referred to it by the Senate or the Chancellor.

2. Membership and Composition:

- 2.1 Chancellor (Chair)
- 2.2 Deputy Chancellor
- 2.3 Up to four Senators from amongst those appointed by the Governor or co-opted by Senate.

3. Committee Skills mix:

- 3.1 Respect for confidentiality of the discussions.
- 3.2 Amongst the members:
 - a. People used to negotiating sensitive selections.
 - b. Knowledge of (and preferably personal acquaintance with) leaders in business and political circles and the community.
 - c. Experience and knowledge in relation to developments and best practice in governance policy and practices.

4. Terms of Office:

Members are appointed under 2.3 for a term of up to 3 years.

5. Standing Observers:

Vice Chancellor

6. Secretary:

University Secretary

7. Meetings:

The Committee meets as required.

8. Quorum:

The quorum is three members.

6.6

Resources Committee



Terms of Reference

The Resources Committee is a standing committee of Senate established in accordance with sections 12(3) and 18(1) of the Murdoch University Act 1973. The committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders

1. Role:

1.1 Financial Sustainability:

- a. To review long term financial plans and forecasts, the sensitivity of various factors, and highlight any emerging issues that need to be addressed in the short to medium term.
- b. Towards the end of each year, or at any stage deemed necessary, consider a draft budget of expenditure for the ensuing year presented by the Vice Chancellor, and recommend a budget to the Senate for approval, together with a statement of expected revenue.
- c. Consider quarterly financial statements (including statements of income and expenditure) and forward these to Senate with a report on the general financial situation of the University, drawing attention to any significant variations from the budget.
- d. Monitor the impact of significant change initiatives on the University's financial performance and projections.
- e. Recommend to the Senate on any proposed variations in the annual budget.
- f. Recommend to the Senate on any matter relating to the borrowing of money by the University.

1.2 Financial Control

- a. Approve expenditure, above \$2M and below \$5M in accordance with the delegations policy.
- b. Approve expenditure, above \$1M and below \$5M which is out of budget or not supported by other unbudgeted sources of funds.
- c. (i) Note the payment of accounts which are of a value above \$500,000, subject to the order/payment falling within budget allocations; and
(ii) Note the payment of accounts which are of a value above \$200,000 that are approved outside of budget.
- d. Recommend to the Senate on all approvals of write-offs of funds owing to the University.
- e. Approve the signatories to the University bank accounts.

1.3 Investment Capability:

- a. Oversee the development of the University's key strategy of building 'wealth' to support the University's long term educational goals.
- b. Oversee the investment of all monies of the University (including monies held in trust).
- c. Exercise oversight of the finances of all University trusts and foundations.

1.4 Campus Development:

- a. Advise and make recommendations to the Senate on matters relating to the development, conservation, use and improvement of the University's real property and, in particular, on the following:
 - (i) Approve the principles underpinning all campus development
 - (ii) revisions to the approved Master Plan for the use of University lands;
 - (iii) proposals for the construction of new buildings and other capital projects, including the construction of road works and car parking facilities, and on the budgets and timetables for such projects.
- b. Review progress against plan for all major campus projects.
- c. Review maintenance approach and budget

1.5 Commercial Activities:

- a. Recommend to Senate on the establishment and disestablishment of University incorporated entities;
- b. Exercise oversight of the finances of all University incorporated entities, including a review of at least quarterly reports against the business plan and the annual audited financial statements.
- c. Overview the performance of all major commercial activities

1.6 Guild Performance:

- a. Exercise oversight of the finances of the Guild of Students, recognising the Committee can only provide advice, and not manage or control, the Guild's activities.

1.7 Other Matters:

- a. Consider any other matter related to the resources of the University referred by the Senate or by the Vice Chancellor.

2. Membership and Composition:

- 2.1 Up to 6 *Senators*
- 2.2 Vice Chancellor
- 2.3 Up to two co-opted external members

3. Committee skills mix:

A broad mix of the following skills and experience is required:

- 3.1 Strong financial acumen
- 3.2 Seasoned judgement
 - a. Knowledge of university funding issues
 - b. Expertise in the property market
 - c. Extensive high level business experience – shaping strategy, driving implementation
 - d. Sensitivity to the interests of all stakeholders on campus

4. Terms of office:
Members are appointed for a term of up to 3 years.

5. Standing observers:
Provost
Chief Operating Officer
Chief Financial Officer
Academic Registrar

6. Secretary:
University Secretary

7. Meetings:
The Committee meets at least 5 times a year.

8. Quorum:
The quorum is four members.



6.7

Summer Committee



Terms of reference

The Summer Committee is established in accordance with sections 12(3) and 18(1)(a) of the *Murdoch University Act 1973*. The committee operates in accordance with the *Principles for Senate Standing Committees* and conducts its business in accordance with the *Senate Standing Orders*.

1. Role:

To exercise all of the powers of the Senate, except the power to make statutes, by-laws and regulations, during the period between the last Senate meeting of the year and the first Senate meeting of the new year.

2. Membership and Composition:

- 2.1 Chancellor
- 2.2 Vice Chancellor
- 2.3 3 other Senators appointed by the Senate at its December meeting each year, with power to co-opt for particular issues

3. Committee Skills mix:

- 3.1 Good attention to detail
- 3.2 Availability over the period December, January and February
- 3.3 All Senators are eligible for appointment under 2.3.

4. Terms of Office:

Members are appointed annually at the last meeting of Senate of the calendar year for a term of one summer period.

5. Secretary:

University Secretary

6. Meetings:

The Committee meets as required.

7. Quorum:

The quorum is three members.