Murdoch University Senate

Statement of Governance Principles
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Introduction

On 16/08/2004 Murdoch University’s Senate approved and adopted this Statement of Governance Principles (“SGP”). It applies to both the Senate and its various standing committees and working parties. The SGP consolidates and codifies:

- the role and functions of the Senate and its standing committees and working parties;
- a code of conduct/ethics for Senators; and
- the standing orders that apply to meetings of the Senate and its committees and working parties.

The SGP consolidates and replaces a number of previous resolutions of Senate dealing with various aspects of the material covered.

All new Senators and persons co-opted onto committees and/or working parties, will receive a copy of the SGP for information and guidance, and are expected to familiarise themselves with its contents.

1. Definitions

1.1. Throughout this document:

1.1.1. “Controlled Entity” has the meaning ascribed in section 50AA of the Corporations Act.


1.1.4. “National Governance Protocols” means the National Governance Protocols as specified in the Commonwealth Grant Scheme Guidelines gazetted on 7 June 2004.

1.1.5. “Senate” means the governing body of Murdoch University, and includes any committees and working parties appointed by the Senate.

1.1.6. “Senator” means a member of the Senate.


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Senate Charter

1. General

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. This dictates that a comprehensive professional focus on effective governance must take high priority.

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.³

1.3. As part of its ongoing commitment to improving Murdoch’s governance standards, the Senate has adopted this SGP. The purpose of this statement is to set out the guiding governance principles and practices that should be upheld at all times. The statement 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. The Senate’s role and responsibilities

2.1. The Senate’s role and responsibilities are derived from two sources, namely the Murdoch Act and specific resolutions that the Senate has passed.

2.2. The Murdoch Act:

2.2.1. specifies that the Senate is the governing body of the University⁴;

2.2.2. 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"⁵; and

2.2.3. provides that the Senate:

2.2.3.1. will appoint, and may vary or terminate the appointment of, the academic and other staff, officers and servants of the University⁶;

2.2.3.2. in the name and on behalf of the University and in accordance with the University’s statutes and regulations, has the power to award degrees and other academic distinctions, and may grant honorary degrees and other distinctions

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⁴ Sub-section 17(1) of the Murdoch Act.
⁵ Paragraph 17(2)(a) of the Murdoch Act.
⁶ Paragraph 17(2)(b) of the Murdoch Act.
to approved persons, and may for good cause deprive persons of any degree or other distinction granted or awarded by the University⁷;

2.2.3.3. in the name and on behalf of the University, may, with the approval of the Governor and in the manner and to the extent permitted by the Murdoch Act, make, alter and repeal by-laws for the purpose of managing, preserving and protecting the University’s land and regulating the use of those lands by any person and the conduct of persons when on or upon those lands⁸;

2.2.3.4. may, with the approval of the Governor and in the manner provided by the Murdoch Act, make, alter and repeal statutes with respect to the constitution, management, good government and discipline of the University⁹.

2.3. The Murdoch Act also permits the Senate to delegate any of its functions (other than its power of delegation and making statutes, by-laws and regulations)¹⁰.

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

2.4.1. The appointment and performance management of the Vice Chancellor

2.4.2. Setting strategic directions for the University

2.4.3. Monitoring University performance against strategic objectives, including, through the Vice Chancellor and Academic Council, the academic activities of the University

2.4.4. Setting risk management policy and critically monitoring the management of risk across the University, including commercial undertakings

2.4.5. Setting policy on strategic matters and on other matters reserved for Senate

2.4.6. 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

2.4.7. Oversight of management

2.4.8. Overview of any controlled entities

2.4.9. Legislative role, including ensuring that the University is acting ethically and in conformity with all legal requirements

2.5. Management should use the Senate as a sounding board to test ideas. On very important issues, papers should be distributed in advance of any Senate meeting and questions/issues invited from Senators, to help flag matters needing to be covered in the final documentation for the Senate agenda.

2.6. Each year the Senate will set its goals/priorities for the coming year, in addition to any for the University.

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⁷ Paragraph 17(2)(c) of the Murdoch Act.
⁸ Paragraph 17(2)(d) of the Murdoch Act.
⁹ Paragraph 17(2)(e) of the Murdoch Act.
¹⁰ Sub-section 18(1) of the Murdoch Act.
3. The Senate’s powers

3.1. The following is a list of powers, the exercise of which is reserved to the Senate:

3.1.1. Electing:
   3.1.1.1. the Chancellor; and
   3.1.1.2. the Pro-Chancellor

3.1.2. Co-opting Senators

3.1.3. Making, altering and/or repealing by-laws, statutes and regulations

3.1.4. Recommending any proposed amendments to the Murdoch Act

3.1.5. Approving the University’s strategic plan

3.1.6. Receiving annual reports on any substantial variations, both positive and negative, from the desired outcomes in the University’s strategic plan

3.1.7. Appointing the Vice Chancellor, and extending or terminating his or her employment

3.1.8. Appointing an Acting Vice Chancellor when the Vice Chancellor is ill or absent for more than one month

3.1.9. Determining any guidelines for the remuneration and conditions of service of the Vice Chancellor

3.1.10. Delegating to the Vice Chancellor the appointment of professorial selection committees, to be selected after consultation with the President of the Academic Council

3.1.11. Delegating to the Vice Chancellor the appointment of members of the senior executive (Pro Vice Chancellors and Executive Deans), subject to the selection committee for any such position including a Senator appointed by the Senate on the nomination of the Vice Chancellor

3.1.12. Receiving and noting reports from the Vice Chancellor in relation to the structure and remuneration of the senior executive group

3.1.13. Authorising persons to act under the by-laws

3.1.14. Naming rights for an academic post

3.1.15. Determining any question arising as to whether a person is, or is not, a member of University staff

3.1.16. Approving conditions for the award of Senate Medals

3.1.17. Borrowing and investing money, acquiring and disposing of property, giving security, and granting leases up to 21 years

3.1.18. Establishing investment common funds

3.1.19. Approving investment policy and guidelines

3.1.20. Acting as a trustee

3.1.21. Redeeming debentures

3.1.22. Negotiating loans

3.1.23. Establishing a superannuation scheme

3.1.24. Approving Guild subscriptions

3.1.25. Approving the annual University operating budget

3.1.26. Authorising expenditure from the Development Fund, for amounts above the Vice Chancellor’s delegation

3.1.27. Establishing foundations
3.1.28. Approving the appointment of trustees for the Murdoch University Foundation and the Murdoch University Veterinary Trust
3.1.29. Determining what fees and charges may be imposed
3.1.30. Authorising write-offs above $50,000
3.1.31. Ensuring the effectiveness of accounting and financial management information systems
3.1.32. Authorising certification of the University’s annual financial statements and the certificate of compliance for the annual report
3.1.33. 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
3.1.34. Developing or acquiring a new campus
3.1.35. Adopting a master plan for use of University land
3.1.36. Naming of buildings or facilities
3.1.37. 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
3.1.38. 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
3.1.39. Designating the office of the University
3.1.40. Establishing and naming Divisions
3.1.41. Determining the arrangements that will apply where a particular academic organisation unit not be located in a Division
3.1.42. 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
3.1.43. Approving incorporation of a University Controlled Entity
3.1.44. 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
3.1.45. Approving the University’s annual report
3.1.46. Adopting the University’s logo
3.1.47. Approving policy on public comment by members of University staff
3.1.48. Authorising the use of the University’s official seal
3.1.49. Determining which degrees, diplomas and certificates the University offers; their titles, and conditions of their award
3.1.50. Determining the Senate’s standing orders
3.1.51. Appointing the Chair of Senate committees
3.1.52. Discussing sensitive University matters, especially legal/industrial ones

4. Duties and obligations of Senators

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.
4.2. *Senators* represent the University and must act in all respects in the best interests of the University as a whole, irrespective of the manner of a particular *Senator’s* appointment or any constituency that a *Senator* may feel representative of.

4.3. Each *Senator* must comply with the provisions of the *Senators’ Code of Conduct* in performing his or her obligations and responsibilities.

5. **Composition of the Senate**

5.1. The *Murdoch Act* dictates the size and composition of the *Senate* \(^{11}\). Currently, the maximum size of the *Senate* is 25, being made up as follows:

5.1.1. Chancellor
5.1.2. Vice Chancellor
5.1.3. A nominee of the Minister for Education
5.1.4. Guild President
5.1.5. 4 persons elected by and from the University’s full-time academic staff
5.1.6. 1 person elected by and from the University’s full-time non-academic staff
5.1.7. 2 persons elected by and from the University’s students
5.1.8. 3 persons elected by the Alumni
5.1.9. 6 persons nominated by the Governor, who cannot be either full-time academic staff or students
5.1.10. A nominee of each of the Premier and the Leader of the Opposition, who cannot be serving members of parliament
5.1.11. Up to 3 persons co-opted by an absolute majority of the *Senate*, who cannot be University staff or employees of any other tertiary institution.

5.2. In compliance with the *National Governance Protocols*, the size of the *Senate* will be reduced to 19. Amendments to the *Murdoch Act* to effect this change are pending. When the amendments come into effect, the *Senate* will be comprised as follows:

5.2.1. Chancellor
5.2.2. Vice Chancellor
5.2.3. 3 persons elected by and from the University’s full-time academic staff
5.2.4. 1 person elected by and from the University’s full-time non-academic staff
5.2.5. 2 persons elected by and from the University’s students
5.2.6. 2 persons elected by the Alumni
5.2.7. 6 persons nominated by the Governor, who cannot be either full-time academic staff or students
5.2.8. Up to 3 persons co-opted by an absolute majority of the *Senate*, who cannot be University staff or employees of any other tertiary institution.

5.3. Section 14 of the *Murdoch Act* regulates the term of appointment of *Senators* as follows:

5.3.1. A *Senator* elected by students has a 1 year term.

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\(^{11}\) Sub-section 12(1) of the *Murdoch Act*. 
5.3.2. A Senator elected other than by students or appointed to the Senate, has a 3 year term commencing from the date he or she took office, and is eligible to hold office for two further such 3 year terms.

5.3.3. A co-opted Senator holds office for a term to be fixed by the Senate, but not exceeding 3 years.

5.3.4. An elected, appointed or co-opted Senator is not eligible to hold office after 3 successive terms, unless he or she first takes at least a 12 month break.

5.4. Other than with respect to elected Senators, the Senate has delegated the role of making recommendations as to potential new Senators to its Nominations Committee. The Senate selects such Senators on the basis of their capacity to contribute to the effective working of the Senate by having:

5.4.1. needed skills, knowledge and experience;

5.4.2. an appreciation of the values of the University and its core activities of teaching and research, its independence and academic freedom; and

5.4.3. the capacity to appreciate what the University’s external community needs and expects from it.

5.5. When vacancies are due among:

5.5.1. the 6 positions on the Senate appointed by the Governor, the Nominations Committee will identify the sorts of skills and knowledge that should be sought in filling these positions, and recommend to the Minister on the appointment or re-appointment to that vacancy; and

5.5.2. the 3 co-opted positions on the Senate, the Nominations Committee will identify the sorts of skills and knowledge that should be sought in filling these positions, and recommend to the Senate on the appointment or re-appointment to that vacancy.

6. Independence of Senators

6.1. In accordance with the National Governance Protocols, the composition of the Senate will include the following:

6.1.1. At least 2 Senators will have financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector)

6.1.2. At least 1 Senator will have commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector)

6.1.3. The Senate will comprise a majority of external, independent Senators, who are neither enrolled as a student nor employed by the University

6.1.4. No Senator will be a current member of any State or Commonwealth parliament or legislative assembly, unless the Senate has specifically selected that person.

6.2. For an external Senator to be regarded as independent he or she must be able to maintain autonomy and independence in decision-making. Generally, an external, independent Senator is someone who:

6.2.1. is not associated directly or indirectly with, or employed by, the University or any of its Controlled Entities;

6.2.2. is not a student enrolled at the University;
6.2.3. has not been employed in an executive capacity by the University in the last 3 years;
6.2.4. is not a principal or employee of a professional adviser to the University;
6.2.5. is not a significant supplier or customer of the University, or otherwise associated directly or indirectly with a significant supplier or customer of the University;
6.2.6. has no significant contractual relationship with the University, outside of his or her appointment as a Senator;
6.2.7. 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.

7. Committees and working parties

Committees
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.
7.1.1. 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.
7.2. The delegated authority of each committee is strictly limited to its terms of reference. A committee may:
7.2.1. investigate any activity within the ambit of its terms of reference;
7.2.2. obtain such information as it considers necessary from any employee or officer of the University; and
7.2.3. obtain external legal or other independent advice, as it considers necessary.
7.3. The Senate’s current committees are detailed below. Annexure “A” provides details of each committee’s terms of reference, composition and membership criteria.
7.3.1. Audit & Risk Management Committee
7.3.2. Chancellor’s Committee
7.3.3. Environmental Committee
7.3.4. Equity & Equal Opportunity Committee
7.3.5. Honorary Awards & Ceremonial Committee
7.3.6. Legislation Committee
7.3.7. Nominations Committee
7.3.8. Resources Committee
7.3.9. Summer Committee
7.4. Committee membership will be for a term of up to 3 years, with staggered terms.
7.4.1. Members may be reappointed for a further term(s).
7.4.2. Whenever a casual vacancy arises on a committee, it will be filled for a full term, not just the balance of the term of the departing member.
7.5. The Senate will appoint the Chair of each committee.

7.5.1. In the year prior to any committee Chair falling vacant, the Chancellor, Pro Chancellor and Vice Chancellor will bring forward recommendations to the November Senate meeting on whom to appoint as the committee Chair.

7.6. Subject to the following, the Chancellor will appoint the members of all committees, other than the Chair.

7.6.1. The individual Chair of each committee will recommend to the Chancellor who should be the members of his or her committee, taking account of the knowledge and skills needed.

7.6.2. The University Secretary will coordinate the membership process (to ensure no Senators are left without a committee), and submit the Chair’s selections to the Chancellor for approval, with the final committee appointments reported to the February Senate meeting.

7.7. For each committee, there will be a chart of the range of essential and desirable knowledge and skills needed amongst its members. The membership criteria will be used in filling positions, taking precedence over the committee preferences of individual Senators.

7.7.1. At least 50% of the members of any committees will be lay Senators, unless the committee’s terms of reference and composition provides otherwise.

7.7.2. Each committee will have at least one member of each gender.

7.7.3. The Chair of each committee will be a lay Senator. Where a committee decides it needs a Deputy Chair, it will appoint one from among the Senators on the committee.

7.7.4. The University Secretary will keep a register of committee appointments, including terms and when vacancies will arise.

7.8. Every Senator is expected to serve on at least one committee, in addition to any appointments to working parties.

7.9. 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.

7.10. The Vice Chancellor and Guild President will be members ex officio of all committees, with the exception that:

7.10.1. the Vice Chancellor will not be a member of the Audit & Risk Management Committee; and

7.10.2. neither the Vice Chancellor nor the Guild President will be members of the Chancellor’s Committee.

7.11. The Chancellor is not appointed to membership of committees, but may attend any meeting and, when doing so, is regarded as a member for the purpose of achieving a quorum.

7.12. Membership of all committees is for a term of up to 3 years (i.e. it may be less than 3 years in some cases, such as where a Senator’s term expires before then, or a person is added to a committee for a period when it has a particular focus).

7.12.1. The terms of membership of all committees will be staggered.

7.12.2. Committee members may be reappointed for a further term(s).
7.12.3. Whenever a casual vacancy arises on a committee, it will be filled for a full term, not just the balance of the term of the departing member.

7.13. All committees and working parties have the power to co-opt up to 2 persons (from inside or outside the University).

7.13.1. A co-opted appointment may be for a defined term or project, or for a full 3 year term.

7.13.2. The Senate must endorse any co-opted appointments.


7.14.1. The Chair of a committee will choose a replacement member and submit this name to the Chancellor for approval.

**Working parties**

7.15. 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.

7.16. Working parties will:

7.16.1. be used sparingly; and

7.16.2. not duplicate the work of management or of a committee.

7.17. When establishing a working party, the Senate will:

7.17.1. nominate a Chair from among the members of the working party; and

7.17.2. allocate a specific task and a reporting date for the working party.

8. **Conduct of Senate and committee business**

8.1. The Senate must meet on a regular basis to consider the University’s business.

8.1.1. Generally, the Senate will hold 7 meetings per year, with no meeting in December or January.

8.1.2. No later than the November meeting of the Senate, the University Secretary will provide:

8.1.2.1. a list of proposed dates for the following year’s meetings to the Senate; and

8.1.2.2. a programme for the following year.

8.2. 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 standing orders, save that the quorum for all committees and working parties will be 50% of the respective membership.

9. **Documentation of decisions**

9.1. As a public body, all decisions must be transparent. The Senate will ensure that:

9.1.1. all decisions and processes are documented;

9.1.2. minutes of all official meetings are prepared and retained; and

9.1.3. adequate procedures are observed for documenting all decisions, events and transactions involving the Senate.
9.2. Sometimes highly sensitive matters are discussed by the Senate. These may be discussed with only Senators present and in strict confidence. Nevertheless all decisions should be documented and appropriate minutes prepared, while according certain records an extra level of security. The Senate will:

9.2.1. ensure that confidential records are subject to appropriate access procedures;
9.2.2. respect confidential information and observe any restrictions agreed by the Senate (subject to Freedom of Information Act requirements);
9.2.3. maintain confidentiality and not divulge information deemed confidential or sensitive (if Senators are uncertain, they should seek direction from the Chancellor as Chair of the Senate).

10. Controlled entities

10.1. The Senate has adopted the following governance guidelines in relation to investments or conduct of commercial activities by the University.

10.1.1. The University will undertake all commercial and consulting activities through Controlled Entities with limited liability.

10.1.2. All Controlled Entities (including the structure of their boards) will comply with the Senate’s policies on:

10.1.2.1. Governance of University Entities12; and
10.1.2.2. Establishment and Operation of Incorporated Entities13.

10.1.3. The University will maintain the position of ‘University Company Secretary’, the role of which will be:

10.1.3.1. to provide company secretariat services to the University’s Controlled Entities, the Resources Committee and such Senate working parties as appropriate; and
10.1.3.2. to act as custodian for all material documents associated with the University’s Controlled Entities.

10.1.4. The University will take out and maintain insurance cover for directors and officers liability and for professional indemnity in a sum not less than $20M.

10.1.4.1. The Vice Chancellor will regularly review the nature and extent of required cover for directors and officers and professional indemnity insurance to ensure all employees of the University are adequately and appropriately protected with reference to the current and expected future activities of the University.

11. Independent advice

11.1. Subject to obtaining the prior approval of the Chancellor, Senators may seek independent professional advice at the University’s expense, to assist in carrying out their Senate duties.

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12 Approved by resolution S/83/2002, passed at the Senate’s 07/10/2002 meeting.
11.2. 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):

11.2.1. senior executives; and

11.2.2. the contact person named on any briefing paper of an agenda item, for information about that proposal.

12. Senate performance

12.1. Each year (at such time as the Senate determines), the Senate will hold an annual retreat, at which it will conduct:

12.1.1. an analysis of strategic issues;

12.1.2. an annual performance evaluation that includes:

12.1.2.1. 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;

12.1.2.2. consideration of the results of an annual survey of Senators, to be conducted prior to the retreat, seeking feedback on aspects of the operation of the Senate;

12.1.2.3. comparison of the performance of the Senate and its committees with the requirements of this SGP;

12.1.2.4. setting forth the goals and objectives of the Senate for the following year, including identification of needed skills and expertise for the future;

12.1.2.5. review of the University’s conformance with the National Governance Protocols; and

12.1.2.6. consideration of developments in best practice governance and implementation of any improvements to the University’s governance practices considered necessary or desirable.

12.2. The performance evaluation will be conducted in such manner as the Senate considers appropriate and may include the use of external advisers.

13. Induction and continuing education for Senators

13.1. The Senate recognises the importance of induction for new Senators, and for continuing education for all Senators.

Induction:

13.2. At the time of being invited to join, or nominating for election to, the Senate, the University Secretary will give prospective Senators a copy of the SGP and other written information about what is involved in being a Senator.

13.3. As soon as practicable after a becoming a Senator:

13.3.1. The University Secretary will give the new Senator a comprehensive information pack, containing the following documents/information:

13.3.1.1. a welcome letter

13.3.1.2. a copy of this SGP
13.3.1.3. a guide for Senators, including an explanation of duty of care and conflict of interest principles; the University’s professional indemnity policy; more information on the responsibilities of Senators; and how to log on to the University website (for structure etc plus password)

13.3.1.4. the University’s strategic plan

13.3.1.5. the Murdoch Act, together with a list of University statutes and regulations, and relevant parts of the Financial Administration and Audit Act 1985 (WA)

13.3.1.6. the University’s Annual Report for the previous year

13.3.1.7. glossary of terms

13.3.1.8. an organisational chart

13.3.1.9. minutes of the last meeting of the Senate, and of the committee to which he or she is being appointed

13.3.1.10. a list of all Senators, with profiles and photographs

13.3.1.11. comparative information on the higher education sector

13.3.1.12. a list of the University’s Controlled Entities and their role

13.3.1.13. where on the web to find key University policies, e.g. student issues, equity, health and safety, environmental

13.3.1.14. name tag to wear at University meetings and functions, in big letters

13.3.1.15. a library card (not applicable for elected members of staff and/or students)

13.3.1.16. a parking permit (not applicable for elected members of staff and/or students)

13.3.2. The new Senator will receive the following briefings:

13.3.2.1. a welcome lunch hosted by the Chancellor (or, in his or her absence, the Pro Chancellor), focusing on the role and functioning of the Senate;

13.3.2.2. an informal briefing by the Vice Chancellor, focusing on orientation to the University’s organisation and campus, including current issues, major projects, risks, financial situation, overview of higher education and the University’s place in the big picture; and

13.3.2.3. an informal briefing by the University Secretary, focusing on Senate procedures.

13.3.3. The Vice Chancellor, or his or her nominee, will:

13.3.3.1. introduce the new Senator to the University’s campuses at Murdoch and Rockingham, by way of a drive and walk through, including commercial developments, library, refectories, and teaching areas;

13.3.3.2. offer the new Senator the opportunity to meet with senior managers (Pro Vice Chancellors, General Counsel, Executive Deans, and Directors of Offices, if they are interested; and

13.3.3.3. inform the Head of the School with closest related interests to any new lay Senator, and invite him or her to make contact with the new Senator.

13.3.4. The Chancellor will assign a mentor (from among the experienced Senators) to each new Senator. The mentor will provide a “guiding hand” for the first few meetings, be available for informal advice and introduce the new Senator at functions.

13.3.4.1. No Senator is obliged to agree to act as a mentor.

13.3.5. All Senators will wear their nametags at Senate meetings.
13.3.6. Each Executive Dean will give an annual presentation about his or her academic Division at a *Senate* function, which all Heads of School in that Division will be invited to attend as guests.

13.4. *Senators* who are elected from the staff and/or student ranks may not need or require the full induction. The University Secretary will discuss this with such *Senators* to agree on what elements of the full induction are not required and/or necessary.

**Continuing professional development**

13.5. The *Senate* encourages all *Senators* to take advantage of relevant courses offered by the Australian Institute of Company Directors. In addition:

13.5.1. any *Senator* may contact the University’s Director – Human Resources on a confidential basis to discuss the availability of any professional development courses that are available to assist the *Senator*; and

13.5.2. at least once per year, the General Counsel will conduct a seminar for *Senators* dealing with the duties that apply to *Senators* and what they involve.

13.6. The General Counsel and University Secretary will provide the *Senate* with an update on governance practices each quarter and will arrange for update sessions on other issues to be provided at quarterly intervals.

13.7. The University will pay all reasonable expenses incurred by *Senators* in relation to continuing professional development.

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

14.1. **Role of the University Secretary:**

14.1.1. The University Secretary 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:

14.1.1.1. 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.

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

14.1.1.3. 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 University Secretary must ensure that all information and advice that he or she provides is impartial and accurate.

14.1.1.3.1. It is important that the 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).

14.1.3.2. It is good practice for the Chancellor, the Vice Chancellor and the University Secretary to work closely together.

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

14.1.2. The 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.

14.1.3. If the 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:

14.1.3.1. the Chancellor; and

14.1.3.2. the General Counsel, either generally or in the General Counsel’s capacity as the University’s designated officer to receive disclosures under the Public Interest Disclosure Act 2003 (WA).

14.1.4. Where the role of the 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.

14.1.4.1. If the 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.

14.1.4.2. 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 University Secretary an opportunity to respond. The Chancellor may refer the issue to the Senate for consideration.

14.2. The role of the General Counsel:

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

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

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

14.3. Independence of the roles:

14.3.1. In recognition of the need to maintain the independence of the roles of the University Secretary and the General Counsel, the Senate must approve the appointment and removal of either position.
### Annexure “A” – Details of Standing Committees

1. **Audit & Risk Management Committee**

   1.1. **Terms of reference:**
      
      1.1.1. To ensure on behalf of the *Senate* that:
         
         1.1.1.1. the internal audit function is operating effectively, independently and in accordance with the Standards for the Professional Practice of Internal Auditing;
         
         1.1.1.2. adequate attention is paid to the effectiveness, efficiency and economy of the University’s operations;
         
         1.1.1.3. adequate systems of internal control are in operation so as to produce accurate and meaningful management information;
         
         1.1.1.4. appropriate and timely action is taken by the relevant managers to rectify major areas of concern identified by internal and/or external audit;
         
         1.1.1.5. risk management issues (financial, legal, ethical, reputational or other risks for the University) are being adequately addressed within the University, including monitoring risks associated with legal action taken against the University and complaints lodged with the Human Rights and Equal Opportunities Commission and similar bodies;
         
         1.1.1.6. the Internal Audit and Risk Management team is adequately funded to fulfil its purpose and has been given access to all necessary information;
         
         1.1.1.7. the University has in place sufficient policies, procedures and processes to ensure that it complies with all legal requirements.

   1.1.2. To report to the *Senate*:
      
      1.1.2.1. at least quarterly on its deliberations, by furnishing its minutes to the *Senate*;
      
      1.1.2.2. on any pressing matters, to report to the Chancellor before that time;
      
      1.1.2.3. once a year to provide an overview of audit and risk management matters.

   1.2. **Composition:**
      
      1.2.1. 4 *Senators* who are not university staff
      
      1.2.2. Guild President
      
      1.2.3. The membership will include at least one male and at least one female.
      
      1.2.4. Standing observers: Vice Chancellor, Pro Vice Chancellor (Resource Management), General Counsel and a nominee of the Auditor General.
      
      1.2.5. Secretary: Director of Internal Audit and Risk Management

   1.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• High sense of probity</td>
<td>• At least one member (preferably the Chair) with financial skills and experience</td>
</tr>
<tr>
<td>• Questioning mind and willingness to ask probing questions</td>
<td>• One lay member with the skills and time to also serve on Resources Committee</td>
</tr>
<tr>
<td>• Independence from University management</td>
<td>• At least one member with experience of risk management</td>
</tr>
<tr>
<td>• Not staff of the University</td>
<td>• Strategic thinking skills</td>
</tr>
<tr>
<td>• A basic financial understanding (ability to understand a set of accounts), or be trained in it.</td>
<td></td>
</tr>
</tbody>
</table>
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, where the Chancellor seeks such advice.

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: University Secretary

2.3. Membership criteria

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

3.1. **Terms of reference:**

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

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

3.1.3. To monitor the key environmental indicators and oversee the implementation of the environmental management plan.

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

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

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

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

3.1.8. To recommend the environmental parameters for campus development.

3.1.9. To advise Resources Committee on the environmental aspects of the campus Master Plan.

3.2. **Composition:**

3.2.1. 3 members of the Senate (one as Chair)

3.2.2. 4 members of the academic staff with environmental expertise, including at least one with a clear understanding of the interrelationship between the physical, social and economic environment

3.2.3. A member of general staff with environmental expertise, including a clear understanding of the interrelationship between the physical, social and economic environment

3.2.4. Vice Chancellor

3.2.5. Guild President

3.2.6. The membership will include at least one male and at least one female.

3.2.7. Standing observer: Director of Facilities Management

3.2.8. Secretary: Environmental Officer

3.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Commitment to high environmental standards</td>
<td>• Expertise in the built environment</td>
</tr>
<tr>
<td>• Both generalised and particularised knowledge of what is required and ability to draft the appropriate information</td>
<td>• Expertise in the natural environment</td>
</tr>
<tr>
<td></td>
<td>• Expertise in waste management</td>
</tr>
<tr>
<td></td>
<td>• Experience in assessing the success of policy</td>
</tr>
<tr>
<td></td>
<td>• Persons with a clear understanding of the interrelationship between the physical, social and economic environment</td>
</tr>
</tbody>
</table>
4. **Equity & Equal Opportunity Committee**

4.1. **Terms of reference:**
   
   4.1.1. To recommend on equity priorities for the University, on a 3 year cycle.
   
   4.1.2. To recommend targets for the equity priority areas, using management recommendations as a starting point for its discussion.
   
   4.1.3. To review performance against targets in these areas, for each of the designated equity groups, and to report annually on these to the Senate, including any recommendations for changes to targets and/or strategies. This annual report will include an executive summary of the strengths and weaknesses of the University’s equity performance.

4.2. **Composition:**

   4.2.1. 3 lay Senators
   
   4.2.2. Vice Chancellor
   
   4.2.3. Guild President
   
   4.2.4. 1 academic member of staff with expertise in measurement of outcomes, appointed by the President of Academic Council
   
   4.2.5. The membership will include at least one male and at least one female
   
   4.2.6. Standing observers: President of Academic Council, Equity Manager
   
   4.2.7. Secretary: Equity Manager

4.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Philosophical commitment to equity and to improved equity outcomes for the University</td>
<td>• People who work in areas where some innovation in EEO has been achieved (or at least aimed for)</td>
</tr>
<tr>
<td></td>
<td>• Some members with a strong focus on (or expertise in) measurement of outcomes</td>
</tr>
<tr>
<td></td>
<td>• Representation of academic staff, general staff and students</td>
</tr>
</tbody>
</table>
5. **Honorary Awards & Ceremonial Committee**

5.1. **Terms of reference:**

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

5.1.2. To determine who will deliver occasional addresses at Graduation Ceremonies and the annual Murdoch Lecture. Where a decision needs to be finalised before the next meeting of the Committee, the Chancellor may decide on its behalf.

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

5.2. **Composition:**

5.2.1. Chancellor (chair)

5.2.2. Pro Chancellor

5.2.3. Vice Chancellor

5.2.4. Guild President

5.2.5. 1-2 lay *Senators*

5.2.6. 1 academic staff *Senator*

5.2.7. 2 professors/associate professors, appointed by Academic Council

5.2.8. the general staff *Senator*

5.2.9. The membership will include at least one male and at least one female

5.2.10. Standing observer: Director of Community Relations

5.2.11. Secretary: University Secretary

5.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Respect for confidentiality of the discussions</td>
<td>• Some senior academic members</td>
</tr>
<tr>
<td></td>
<td>• Knowledge of (and preferably personal acquaintance with) leaders in academic, business and political circles and the community</td>
</tr>
</tbody>
</table>
6. **Legislation Committee**

6.1. **Terms of reference:**

6.1.1. To advise the Senate on the form of all proposed changes to University Statutes, Regulations and By-laws, and to ensure they are both clear and legally sound. Where the content of the changes does not fall within the scope of another Senate committee or of Academic Council, the committee may also advise on the policy behind the changes.

6.1.2. To advise the Senate on changes to the Murdoch Act.

6.1.3. To recommend to the Senate any changes to the University’s internal legislation that the committee regards as necessary or desirable to give effect to approved policies or to place the University on a sound legal footing.

6.2. **Composition:**

6.2.1. Up to 4 Senators (including one academic staff Senator)

6.2.2. Vice Chancellor

6.2.3. Guild President

6.2.4. Dean of Law (ex officio)

6.2.5. General Counsel

6.2.6. The membership will include at least one male and at least one female

6.2.7. Secretary: University Secretary

6.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
</table>
| • Good attention to detail
| • At least 2 members with legal expertise |
| • Used to working with legislation | • An academic and a student Senator, who can see the educational context within which the regulations are framed |
7. Nominations Committee

7.1. Terms of reference:

7.1.1. To identify the skills, experience and knowledge that should be sought in filling any appointed vacancies on the Senate and:

7.1.1.1. to recommend to the Minister on the appointment or re-appointment of any of the 6 positions on the Senate appointed by the Governor;

7.1.1.2. to liaise with the Premier or the Leader of the Opposition on the appointment or re-appointment of the positions on the Senate appointed by them, respectively;14

7.1.1.3. to recommend to the Senate on the appointment or re-appointment to of any of the 3 co-opted positions on the Senate.

7.1.2. To recommend to the Senate a systematic and transparent process and criteria for filling Senate vacancies, including who should be consulted.

7.1.3. In making its recommendations, the committee will also take into account the following criteria:

7.1.3.1. the National Governance Protocols mandate that there:

7.1.3.1.1. must be 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

7.1.3.1.2. must be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and

7.1.3.1.3. must not be current Senators of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself;

7.1.3.2. 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;

7.1.3.3. 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

7.1.3.4. the extent to which the experience of the persons being considered will contribute to the effective working of the Senate.

7.2. Composition:

7.2.1. Chancellor (chair)

7.2.2. Pro Chancellor

7.2.3. Vice Chancellor

7.2.4. Guild President

14 This is subject to the amendments to the size and composition of Senate as discussed at paragraph 5.2.
7.2.5. 1-2 lay Senators
7.2.6. A Senator from those elected by the staff
7.2.7. The membership will include at least one male and at least one female
7.2.8. Secretary: University Secretary

7.3. Membership criteria:

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Respect for confidentiality of the discussions</td>
<td>• People used to negotiating sensitive selections</td>
</tr>
<tr>
<td></td>
<td>• Knowledge of (and preferably personal acquaintance with) leaders in business and political circles and the community</td>
</tr>
</tbody>
</table>
8. Resources Committee

8.1. Terms of reference:

8.1.1. To oversee the management of the resources of the University and advise the Senate on these and related matters. In particular, the committee will:

8.1.1.1. towards the end of each year, 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;

8.1.1.2. consider quarterly financial statements (including statements of income and expenditure) and report to the Senate on the general financial situation of the University, drawing attention to any significant variations from the budget;

8.1.1.3. receive and report to the Senate on the annual audited financial statements;

8.1.1.4. recommend to the Senate on any proposed variations in the annual budget;

8.1.1.5. oversee the investment of all monies of the University (including monies held in trust);

8.1.1.6. recommend to the Senate on any matter relating to the borrowing of money by the University;

8.1.1.7. approve the placement of orders and/or the payment of accounts which are of a value above the Vice Chancellor's financial delegation (currently $500,000), subject to the order/payment falling within budget allocations;

8.1.1.8. exercise oversight of the finances of:

8.1.1.8.1. all University subsidiary companies, including consideration and approval of a draft business plan before the commencement of each financial year, and review of at least quarterly reports against the business plan and the annual audited financial statements;

8.1.1.8.2. all University trusts and foundations; and

8.1.1.8.3. the Guild of Students.

8.1.1.9. recommend to the Senate on all approvals of write-offs of funds owing to the University;

8.1.1.10. approve the signatories to the University bank accounts;

8.1.1.11. consider any other matter related to the resources of the University referred to it by the Senate or by the Vice Chancellor.

8.1.2. To 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:

8.1.2.1. revisions to the approved Master Plan for the use of University lands;

8.1.2.2. 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.

8.1.3. To decide whether selected tenders should be used for capital projects, and, if so, which companies will be invited to tender.

8.2. Composition:

8.2.1. Up to 6 Senators (including one academic staff Senator)
8.2.2. Vice Chancellor
8.2.3. Guild President
8.2.4. The membership will include at least one male and at least one female
8.2.5. Standing observers: Pro Vice Chancellor (Resource Management) and General Counsel
8.2.6. Secretary: University Company Secretary

8.3. Membership criteria:

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Good attention to detail</td>
<td>• One member with expertise in the property market</td>
</tr>
<tr>
<td>• Ability to understand a set of accounts</td>
<td>• At least 2 members with extensive high level business experience</td>
</tr>
<tr>
<td>• Knowledge of the University strategic plan</td>
<td>• Sensitivity to the interests of all stakeholders on campus</td>
</tr>
<tr>
<td>• Knowledge of university funding issues</td>
<td>• One lay Senator with the skills and time to also serve on Audit &amp; Risk Management Committee</td>
</tr>
</tbody>
</table>
9. **Summer Committee**

9.1. **Terms of reference:**

9.1.1. 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.

9.2. **Composition:**

9.2.1. Chancellor

9.2.2. Vice Chancellor

9.2.3. 3 other *Senators* appointed by the *Senate* at its November meeting each year, with power to co-opt for particular issues

9.2.4. The membership will include at least one male and at least one female

9.2.5. Secretary: University Secretary

9.3. **Membership criteria:**

<table>
<thead>
<tr>
<th>All members</th>
<th>Among the members</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Good attention to detail</td>
<td>• a broad cross-section of <em>Senate</em> membership, e.g. may include one staff member</td>
</tr>
<tr>
<td>• Availability over the period December, January and February</td>
<td></td>
</tr>
</tbody>
</table>
Code of Conduct

Membership of the Senate carries prestige, but also responsibilities and obligations. The Senate has adopted this Code of Conduct to provide guidance for its Senators in relation to:

- the duties and responsibilities that apply to them as Senators; and
- the minimum standard of conduct that the Senate expects from its Senators.

1. Rationale for the Code

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.

1.2. All Senators are responsible and accountable to the Senate. When exercising his or her functions, 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.

1.3. This Code of Conduct is intended:

1.3.1. 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

1.3.2. to promote good practice and appropriate behaviours among Senators, in the interests of the Senate, individual Senators, and the University as a whole.

1.4. Senators who are also employees or students of the University should also be aware of and comply with the University’s Code of Ethics.

2. Legal responsibilities, liabilities and protection

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"\(^{15}\).

2.1.1. 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.

2.1.2. 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 directions, monitors performance against established goals, and monitors, guides and supports the work of the Vice Chancellor.

2.2. Currently, the sources of individual Senators’ responsibilities and duties comprise:

2.2.1. the Murdoch Act

2.2.2. the Statutory Corporations Act

2.2.3. the general law (including the Common Law and Equity)

2.2.4. this Code of Conduct.

\(^{15}\) Paragraph 17(2)(a) of the Murdoch Act.
2.3. This Code of Conduct assumes that the Murdoch Act will be amended to comply with the requirements of the National Governance Protocols. The duties are detailed below and include responsibilities, duties and protections, generally speaking, consistent with those imposed:

2.3.1. on directors of companies incorporated under the Corporations Act\(^\text{16}\)

2.3.2. members of the governing bodies of public statutory corporations by virtue of the Statutory Corporations Act; and

2.3.3. by the general law 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.

2.4. Until the amendments to the Murdoch Act become law, Senators will continue to be subject to the requirements of the Statutory Corporations Act and the general law requirements. Broadly speaking, those requirements are in all respects identical to the duties listed below.

**Acting solely in the interests of the University**

2.5. A Senator must always act solely in the interests of the University, taken as a whole, and without regard to any duty that he or she may owe to those electing or appointing him or her.

2.5.1. Generally speaking, as a collective, this involves setting goals for the University; to appoint the Vice Chancellor; overseeing management’s plans for the acquisition and organisation of financial and human resources towards attainment of the University’s goals; and to review, at reasonable intervals, the University’s progress towards achieving its goals\(^\text{17}\).

**Exercising care and diligence**

2.6. A Senator must exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would exercise if he or she: (a) were a member of the Senate in the Senate’s circumstances; and (b) occupied the office held by, and had the same responsibilities within the Senate as, the individual Senator.

2.6.1. Senators have the benefit of a business judgment protection where they:

2.6.1.1. make a judgment in good faith for a proper purpose; and

2.6.1.2. do not have a material personal interest in the subject matter of the judgment; and

2.6.1.3. inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and

2.6.1.4. rationally believe that the judgment is in the best interests of the University. The Senator’s belief that the judgment is in the best interests of the University is a rational one, unless the belief is one that no reasonable person in his or her position would hold.

**Acting in good faith**

2.7. A Senator must exercise his or her powers and discharge his or her duties: (a) in good faith in the best interests of the University; and (b) for a proper purpose.

\(^{16}\) Strictly speaking, the provisions of the Corporations Act relating to the duties and liabilities of company directors do not apply to Senators because the University is not incorporated under the Corporations Act, nor is it subject to that piece of legislation.

\(^{17}\) AWA Ltd v Daniels (t/as Deloitte Haskins & Sells) (1992) 7 ACSR 759, per Rogers CJ Comm D.
2.7.1. This obligation requires a Senator to exercise his or her powers in the interests of the University, and not to misuse or abuse his or her power; to avoid conflict between his or her personal interests and those of the University; not to take advantage of his or her position to make secret profits; and not to misappropriate the University’s assets for himself or herself. The duty of good faith also requires a Senator to exercise an independent judgment in relation to proposals put before the Senate.\(^{18}\)

2.7.2. The business judgment protection discussed in paragraph 2.6.1, does not apply to this duty.

**Improper use of position**

2.8. A Senator must not improperly use his or her position to: (a) gain an advantage for himself or herself or someone else; or (b) cause detriment to the University or to another person.

2.8.1. An objective standard applies in determining what amounts to an “improper” use of position. A Senator’s conduct will be tested against the standard of conduct that a reasonable person, who has knowledge of the duties, powers and authority of the Senator’s position and the circumstances of the case, would expect of a person in the position of the Senator. Impropriety is not linked to conscious wrongdoing nor is it restricted to abuses of power, and may be established by the doing of an act that a Senator knows or ought to know that he or she has no authority to do.\(^{19}\)

2.8.2. The business judgment protection discussed in paragraph 2.6.1, does not apply to this duty.

**Improper use of information**

2.9. A Senator who obtains information because of his or her position must not improperly use the information to: (a) gain an advantage for himself or herself or someone else; or (b) cause detriment to the University or to another person.

2.9.1. 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.

2.9.2. The business judgment protection discussed in paragraph 2.6.1, does not apply to this duty.

**Material personal interests**

2.10. A Senator who has a material personal interest in a matter that relates to the affairs of the University must give the other Senators either:

2.10.1. notice of the interest; or

2.10.2. standing notice of the interest.

2.11. The notice of a material personal interest must:

2.11.1. give details of:

2.11.1.1. the nature and extent of the interest; and

2.11.1.2. the relation of the interest to the affairs of the University; and

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\(^{18}\) *Chew v R* (1991) 5 ACSR 473 at 499 (WA Supreme Court, Malcolm CJ); *Blackwell v Moray* (1991) 9 ACLC 924 at 936.

\(^{19}\) *R v Byrnes* (1995) 183 CLR 501 (High Court).
2.11.2. be given at a Senate meeting as soon as practicable after the Senator becomes aware of his or her interest in the matter, with full details of the interest to be recorded in the minutes of the meeting.

2.12. A standing notice of a material personal interest:

2.12.1. may be given:

2.12.1.1. at any time and whether or not the matter relates to the affairs of the University at the time the notice is given; and

2.12.1.2. to the other Senators before the interest becomes a material personal interest.

2.12.2. takes effect as soon as it is given; and

2.12.3. ceases to have effect:

2.12.3.1. if a person who was not a Senator at the time when the notice was given is appointed as a Senator until such time as the standing notice is given to the new Senator; and

2.12.3.2. in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.

2.13. A Senator who has a material personal interest in a matter that is being considered at a Senate meeting must not:

2.13.1. be present while the matter is being considered at the meeting; or

2.13.2. vote on the matter,

unless:

2.13.3. the interest does not need to be disclosed; or

2.13.4. the Senators who do not have a material personal interest in the matter have passed a resolution that:

2.13.4.1. identifies the Senator, the nature and extent of his or her interest in the matter and its relation to the affairs of the University; and

2.13.4.2. states that those Senators are satisfied that the interest should not disqualify the Senator from voting or being present.

2.14. 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.

2.15. Examples of potential material personal interest include:

2.15.1. employment by, shareholding in or directorship of a company dealing with the University;

2.15.2. membership of a body that is in competition or conflict with the University;

2.15.3. for University employees, outsourcing or restructuring of their work sections;

2.15.4. any matter under discussion that would result in personal financial advantage; and

2.15.5. government officials who are responsible for an aspect of policy or operations which affects a matter under consideration by the University.
2.16. 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).

2.17. 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

2.18. Senators may be held accountable for perceived or actual mismanagement in a range of ways. For example, the Senate would be accountable for:

2.18.1. any decision it made which was contrary to the law or clearly negligent;

2.18.2. 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;

2.18.3. 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

2.18.4. financial mismanagement, where this could be shown to be the outcome of negligence in monitoring financial reports and compliance with audit requirements.

2.19. 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.

2.19.1. Such legal action could include claims for damages, injunctions and/or account of profits.

2.19.2. Until the amendments to the Murdoch Act become law:

2.19.2.1. the Governor may terminate a Senator’s appointment for inability, inefficiency or misbehaviour;

2.19.2.2. the WA Minister for Education and/or the WA Attorney General can enforce the duties described above by virtue of the Statutory Corporations Act; and

2.19.2.3. the University can enforce the general law duties that arise from the fiduciary relationship between 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 duties.

2.19.3. When the anticipated amendments to the Murdoch Act become law, in addition to the potential exposures described in paragraph 2.19.2, the Senate will have the power (by a two-thirds majority) to impose the following sanctions against a Senator who breaches his or duties or any other requirement of this Code of Conduct:

2.19.3.1. censure;

2.19.3.2. suspension from office; or

2.19.3.3. removal from office

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

2.20.1. 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 & 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.

2.21. 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. In extreme cases Senators may be legally accountable for the effects of mismanagement within the University, where this can be shown to be the outcome of failure to ensure the existence of proper management procedures.

**Protection from liability**

2.22. The business judgment protection discussed in paragraph 2.6.1, applies only to the duty to exercise care and diligence.

2.23. Where a Senator is, or may be, liable for a breach of any of the duties discussed at paragraphs 2.5 to 2.14 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 person either wholly or partly from liability on such terms as the court thinks fit.

2.23.1. However, a court will only excuse a Senator from liability if he or she acted honestly and reasonably. Honest bungling is not an appropriate basis for relief from liability.

2.24. Senators are covered for non-criminal negligence by directors’ and officers’ liability insurance held by the University. It is not possible to obtain insurance to cover criminal negligence.

2.24.1. The cover provided for Senators does not include indemnification for fines and penalties imposed by a court resulting from a breach of law which could be either civil or criminal. This is because it is against the public interest to be able to insure against the results of a criminal act or a breach of law imposing civil penalties, e.g. a breach of the Occupational Health, Safety and Welfare Act resulting in a fine.

2.25. The University’s directors’ and officers’ cover does not indemnify Senators against liability to the University for breach of their duties to the University. Any such insurance would have to be arranged and paid for by Senators personally.

3. **General responsibilities**

**Understanding the role of the Senate:**

3.1. Senators will:

3.1.1. take advantage of the opportunities provided for induction;

3.1.2. 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;

3.1.3. familiarise themselves with the contents of the Senate’s Charter;

3.1.4. develop an understanding of the political and social environment in which the Senate operates;

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21 AWA Ltd v Daniels (t/as Deloitte Haskins & Sells) (1992) 9 ACSR 383 at 402 (NSW Supreme Court, Rogers CJ Comm D).
3.1.5. stay informed about all relevant activities affecting the Senate; and
3.1.6. develop and maintain a clear understanding of the role of any Senate committee on which they serve.

Being active:

3.2. Senators will:

3.2.1. submit an apology if attendance at any meeting is not possible;
3.2.2. obtain leave of absence if absence will extend for more than two consecutive meetings;\(^{22}\)
3.2.3. familiarise themselves with the contents of key University documents provided to them;
3.2.4. conscientiously seek to understand enough about the business of the University and the environment in which it operates to be able to make a reasonably well informed assessment of advice tendered to the Senate;
3.2.5. conscientiously 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;
3.2.6. 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;
3.2.7. contribute to the functioning of the Senate through membership of standing and ad-hoc committees and other committees of the University; and
3.2.8. participate actively and work co-operatively with fellow Senators and stakeholders to achieve agreed goals.

Raising concerns:

3.3. Senators will:

3.3.1. 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;
3.3.2. as required under the Corruption & 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;
3.3.3. draw relevant matters to the attention of the Chancellor for possible consideration, information or action by the Senate or a University officer; and
3.3.4. 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:

3.4. Senators will:

3.4.1. treat each other, and University staff and students with professionalism, courtesy and respect;

\(^{22}\) 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.
3.4.2. not improperly influence other Senators;

3.4.3. not allow sectional or factional interests to deflect the Senate’s focus on the University’s general welfare;

3.4.4. 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;

3.4.5. 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;

3.4.6. promote confidence in the integrity of the University and protect its reputation;

3.4.7. not engage in activities that may bring the University into disrepute; and

3.4.8. 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:

3.5. Public comment by Senators includes public speaking engagements, comments on radio and/or television or in letters to newspapers, on the internet and expressing views in books, journals or notices where it is expected that the comments will spread to the community at large.

3.6. As individual members of the community, Senators have the right to make public comment and enter into public debate on political and social issues. However, there are some circumstances in which such comment is inappropriate.

3.7. 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.

3.8. 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:

3.9. Senators will:

3.9.1. ensure that they take appropriate care to ensure the security of sensitive Senate and other University documents, whether in paper or electronic form;

3.9.2. avoid discussing confidential Senate or University business in public places where there is a likelihood of being overheard;

3.9.3. recognise that confidential information received by them in the course of their duties remains the property of the University (from which it was obtained) 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

3.9.4. dispose of duplicate copies of records no longer required, in accordance with archive procedures.

3.10. 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. There are several caveats to this:
3.10.1. Confidential or otherwise sensitive Senate and committee papers will be marked "Commercial in confidence", and printed on bright blue paper.

3.10.2. 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.

3.10.2.1. In seeking such advice, Senators may indicate the nature of the proposal, though not the details

3.10.3. 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.

3.10.4. On some matters, it might be inappropriate to flag the University's intentions or problems with our competitors. Whilst Senators may talk more openly on campus than elsewhere, they must be aware of the need to be discreet. In cases of doubt, Senators should consult the Chair of the relevant committee.

4. **Conflicts of interest**

This section should be read in conjunction with the legal duty discussed at paragraphs 2.10 and following.

**Gifts and gratuities**

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:

4.1.1. seek or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind;

4.1.2. use their public position for personal profit, gain or advantage; or

4.1.3. 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**

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:

4.2.1. a Senator (or that Senator’s spouse, child or near relative) stands to make a financial gain from, or to be otherwise advantaged by a Senate decision; or

4.2.2. a Senator (or that Senator’s spouse, child or near relative or close associate) holds membership of, or ownership in another organisation likely to benefit from a Senate decision.
5. The University’s obligations to Senators

The University will:

5.1. 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;

5.2. provide feedback and reports on the outcomes flowing from the Senate’s decisions;

5.3. provide opportunities for Senators to provide input into the formation and development of the University’s strategic directions;

5.4. provide such legal and financial advice as may be necessary to enable Senators to discharge their duties;

5.5. provide other administrative assistance as may be required from time to time including payments for expenses incurred by Senators and arrangements for car parking as required;

5.6. 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;

5.7. provide training and professional development opportunities for Senators as required, including for special responsibilities such as acting as a director of a related or controlled company; and

5.8. 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.
Standing Orders

1. Notice of meetings & agenda

1.1. Each Senator will be given at least 3 working days notice in writing of the date, time and place of a meeting or adjourned meeting. The notice of meeting will set out the business of the meeting.

1.2. The Chancellor, or if the Chancellor is not available, the Pro-Chancellor, may allow additional business to be circulated with less notice, or the Chair may allow it to be tabled at the meeting, but the Senate may resolve that any such additional or tabled business will not be considered at the meeting.

1.3. 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. Subject to paragraph 1.3.1, if any 3 Senators request that an item be placed on the agenda, it will be included.

1.3.1. The Chancellor may, in his absolute discretion, refer any request by 3 Senators to the appropriate committee of the Senate, prior to the matter being placed on the agenda.

1.4. Senators wanting to have items, motions or papers included with the Senate agenda will provide them to the University Secretary by no later than 12 calendar days before the meeting. At least one week before this deadline, the University Secretary will send an eMail to all Senators:

1.4.1. inviting any issues or questions they would like raised at the Senate meeting;

1.4.2. indicating items that are currently anticipated to appear on the coming agenda; and

1.4.3. inviting Senators to advise of any aspects they would like to see covered in the agenda papers.

1.5. The answers to questions submitted by Senators will, where feasible, be provided to the Senator in advance of the Senate meeting. If the Senator so desires, both the question and answer will be included in the Senate agenda papers or copied separately to all Senators. Discretion rests with the Chancellor to limit questions from a Senator if they become excessive in the time required to prepare responses.

1.6. 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.

1.7. The deadline for all agenda papers is 12 calendar days before the Senate meeting.

1.8. Each Senate agenda item containing a significant recommendation will have a two-page cover sheet (in the form of annexure “A” to these standing orders, containing the following information:

1.8.1. purpose, background and summary (including any prior consideration by the Senate);

1.8.2. issues and alternatives considered;

1.8.3. linkage to the University’s Strategic Plan;

1.8.4. risk management;

1.8.5. who has been consulted, attachments, further information available (including the URL if on the web);

1.8.6. person to contact if a Senator wants to obtain further information or to discuss the matter before the meeting; and
1.8.7. the recommendation (in the form of a draft resolution(s)).

1.9. The Chair of any Senate committee will approve any report from that committee to the Senate before circulation with the Senate agenda papers.

1.10. 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.

2. Apologies

2.1. Any Senator unable to attend a meeting may record her or his apology by advising the University Secretary or chair prior to the meeting; and

2.2. Where a Senator anticipates being absent for two or more consecutive meetings, he or she should apply to the Senate for leave of absence. Leave of absence may be granted only by resolution of the Senate. Grounds for leave of absence include:

2.2.1. travel commitments
2.2.2. illness
2.2.3. bereavement (or similar compassionate grounds); or
2.2.4. any other reason that the Senate considers appropriate.

3. Meetings

3.1. The Senate will decide the date of its regular meetings in advance in a schedule for the forthcoming year.

3.2. The Chancellor, if of the opinion that there is not sufficient business to justify a meeting of the Senate, may cancel that meeting.

3.3. A special meeting of the Senate will be held if:

3.3.1. convened by the Chancellor or, in the absence of the Chancellor, the Pro-Chancellor or, in the absence of the Pro-Chancellor, the Vice Chancellor; or

3.3.2. the University Secretary receives a written request from at least 5 Senators stating the proposed business of the meeting. A meeting requested by Senators will be held not more than 14 or less than 3 working days after the request is received.

3.4. At any meeting of the Senate, 8 Senators will constitute a quorum. If a quorum is not present 30 minutes after the scheduled meeting time, the meeting will lapse.

3.5. The Chancellor will chair all meetings of the Senate or, in the absence of the Chancellor or whenever there is a vacancy in the office of Chancellor, the Pro-Chancellor. In the absence of both the Chancellor and the Pro-Chancellor, the meeting will elect a Chair from among the Senators present.

3.6. Each Senator will have a deliberative vote. If there is an equality of votes, the Chair will also have a casting vote.

3.7. The Senate may adjourn any meeting or debate to a future meeting.

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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.
3.8. The minutes of the Senate will contain the names of the Senators present, the substance of debate and the precise terms of each resolution. Where the deliberations have been in committee, 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.

3.9. Where the Chancellor decides that a meeting of the Senate is not feasible or is not warranted due to lack of sufficient business, or decides that a matter is urgent and requires determination before the next meeting, he or she may authorise a matter to be determined by circulation. Any decision made by this means has the full authority of a Senate decision. The following procedural requirements apply:

3.9.1. The item can be circulated by eMail, mail or fax.

3.9.2. The proposal must contain:

3.9.2.1. adequate background information to explain the matter;

3.9.2.2. an explicit recommendation on which all Senators are asked to vote;

3.9.2.3. the name of the person or body making the recommendation; and

3.9.2.4. a deadline for voting which is at least 3 working days.

3.9.3. Senators must be given the options of declaring an interest, voting yes or no, or suggesting an amendment or alternative, or requesting that the matter be considered at a meeting.

3.9.4. Voting can be by eMail, letter or fax.

3.9.5. The majority needed for a decision is a majority of all Senators, i.e. an absolute majority.

3.9.6. Non-respondents are not counted; it is not permissible to treat silence as a vote for or against the proposal.

3.9.7. If an absolute majority vote in favour of the proposal prior to the deadline, then that can be taken as a decision and actioned then, rather than having to wait for the deadline.

3.9.8. If 5 Senators request that a meeting be held to decide the matter, then the item will be held over to the next meeting or a special meeting convened.

3.9.9. The decision will appear as an information item in the agenda of the next meeting, under “Decisions taken by Circulation”, and be included as part of the minutes of that meeting, with a resolution number and the date the decision took effect.

3.10. In exceptional circumstances, and with the consent of the meeting, 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.

3.11. 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. Conduct of business

4.1. The business to be conducted and the order in which it is to be conducted at each regular meeting will be determined by the Senate from time to time.
4.2. The start of 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.

4.3. Senators must declare the nature, character and extent of any material personal interest. In case of doubt, a possible material personal interest must be declared.

4.4. 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.

4.5. When amended, the Murdoch Act will contain detailed provisions dealing with material personal interests. Until then, the Code of Conduct provisions relating to material personal interests and conflicts of interest will apply.

4.6. 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.

4.7. The agenda of each regular meeting of the Senate will be organised in the following manner:

4.7.1. declarations of interest;

4.7.2. strategic matters;

4.7.3. other issues and recommendations for debate; and

4.7.4. all other items.

4.8. Except by permission of an absolute majority of Senators or as provided in sub-clause 1.2, no Senator will introduce for discussion at a meeting, a subject which has not been included on the notice paper for that meeting.

4.9. Papers can be tabled at a Senate meeting only with the approval of the Chair. When such approval is granted, adequate reading time will be provided to Senators, or, if the item is not urgent, the item may be postponed to another meeting.

4.10. If a meeting of the Senate has not completed its business after two hours, there will be a break of at least 5 minutes, after which the meeting will recommence.

4.11. The Senate will receive the following reports each year to enable it to exercise oversight of the strategic direction and performance of the University:

4.11.1. At its first meeting each year, the Senate will set its strategic goals for the coming year, and will receive from the Vice Chancellor an address on the state of the University and a report on any changes to the University’s external environment.

4.11.2. The Senate will receive an annual review of performance against the strategies in each of the Operational Plans in the University’s Strategic Plan. Only one such report will be presented to any one Senate meeting. These reports will include:

4.11.2.1. performance against key performance indicators;

4.11.2.2. comparative data for the university sector;

4.11.2.3. risk management; and

4.11.2.4. a discussion paper on key issues for the University in that area.

4.11.3. At its November meeting each year, the Senate will receive a presentation on the University’s budget for the following year and on financial issues facing the University.
4.11.4. The Senate will receive quarterly reports on the University's finances. The Senate's Resources Committee will first consider these reports.

4.12. At least once each year the Senate will conduct a review of its own performance.

**Invitees and observers**

4.13. The Pro Vice Chancellors, President of Academic Council, General Counsel, Director of Corporate and Public Relations and Equity Manager are invited to attend meetings of the Senate, and may be called upon by the Chancellor to assist the Senate in its deliberations. The Chancellor or the Senate may also invite other persons to attend, and to address the meeting.

4.14. The NTEU (Murdoch Branch), the CPSU, and the ALH MWU may each have one representative attend Senate meetings as an invited observer. They are entitled to ask the Chancellor in advance for permission to address the Senate or enter into the debate on specific agenda items. Such requests must be made at least two working days before the relevant Senate meeting, and may be granted at the absolute discretion of the Chancellor. They may also be invited by the Chancellor to speak during the course of Senate's debate without prior notice, if the Chancellor believes that would assist the Senate.

4.15. Other Senators of the University are entitled to attend as non-participating observers, provided they advise the University Secretary in advance and space is available. Observers are not allowed to speak (unless invited to do so by the Chancellor), or to bring recording equipment or cameras into the meeting. Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

**Suspension to deal with confidential business**

4.16. The regular order of business may be suspended at any meeting by permission of the Senators present.

4.17. The meeting may resolve to consider any matter in committee, during which attendance will be restricted to Senators of the Senate, the University Secretary and any person invited by the Chancellor to be present for that item of business. The agenda will identify items proposed to be considered in committee. However, any other business may be dealt with in committee if the meeting so resolves upon the ground that it is a confidential matter.

**Special and adjourned meetings**

4.18. At a special meeting, only the business specified in the notice of meeting will be considered.

4.19. At an adjourned meeting, only the outstanding or incomplete business of the meeting from which it is an adjournment, will be considered.

5. **Rules of debate**

5.1. The Chair, if desiring to participate in a debate, will vacate the chair and call upon another Senator to act as Chair.

5.2. Any Senator desiring to speak will address the Chair.

5.3. 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.

5.4. A reply will be allowed to a Senator who has moved a substantive motion, but not to any Senator who has moved an amendment.
5.5. 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.

5.6. Any Senator may move a motion of which notice has been given.

5.7. A motion may be amended or withdrawn by the mover, by permission of the Senators present.

5.8. Any motion or amendment not seconded will not be discussed or be recorded in the minutes.

5.9. When one or more amendments have been proposed and defeated or withdrawn, the question will be put as originally proposed.

5.10. A question may be superseded:

5.10.1. by a motion that “the Senate proceed to the next business”; or

5.10.2. by the motion that “the Senate do now adjourn”,

either of which, if seconded will be put immediately without debate.

5.11. 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.

5.12. The Chair will exercise her or his discretion about the manner in which a meeting is conducted. A strict order of debate will be followed only if the meeting so resolves or the Chair so rules.

5.13. 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:

5.13.1. no Senator, without the permission of the Chair, 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;

5.13.2. a Senator who may have been misrepresented or misunderstood will be allowed to explain immediately before the mover replies;

5.13.3. when an amendment becomes the question, it will be open to discussion as though it were an original motion.

5.14. 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.

6. General

6.1. 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. Should questions which are not dealt with in these standing orders arise at any meeting, the decision of the Chair will be final.

6.2. 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.

6.2.1. If such a motion of dissent is moved:

6.2.1.1. the Chair will vacate the chair while the motion is under consideration; and

6.2.1.2. the mover and the Chair will have the opportunity to speak, after which the motion will be put to the vote.
**Annexure “A” – Standing Order 1.8 (form of cover page for agenda items)**

<table>
<thead>
<tr>
<th>Date:</th>
<th>DD/MM/YYYY</th>
<th>From:</th>
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</thead>
</table>

**Purpose:**


**Background and summary:**


**Issues & alternatives considered:**


**Linkage to the University’s Strategic Plan:**


**Risk management:**


**Who has been consulted:**


**Attachments:**


**Further information available:**


**Contact person if any Senate member wants further information or to discuss the matter before the meeting:**


**Recommendation/Proposal:**

Senate:

1. Notes the contents of this paper.
2. Resolves <>.

Signed:  

Supported:  

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