

University Governance (as amended)

Approved by: Senate on 5 November 2001

Latest amendment approved by: Senate on 15 June 2009

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Introduction

Following an extensive process of consultation by Cordiner King and a constructive meeting between the senior executive group and Senate, on the 6th October 2001, the Senate of the University of Sydney met in colloquium. The Senate considered a lengthy report on governance from Cordiner King and discussed a number of suggestions that were made in that document. The Senate reached a clear resolution on those matters for final ratification at a subsequent November 2001 Senate meeting.

The discussions centred on the working arrangements and governance role of the Senate. It was recognised that executive matters properly rested with the Vice-Chancellor and his team seeking the counsel of Senate, as appropriate, and ultimately accountable to the Senate as the governing body of the University under its Act. It was recognised that academic matters fell within the purview of the Academic Board, advising the Vice-Chancellor and Senate under the Rules.

In the broadest sense, the Senate felt that there are two main groupings of their resolutions, those that relate to outcomes and those that refer to means of achieving outcomes.

The first group reinforces the fundamental that governance is vested solely in the Senate through the collective action of the Fellows, presided over by the Chancellor and supported and advised by the Vice-Chancellor, directing the development of policy, assessing strategy, monitoring performance and reporting to the community. Those resolutions define the following:

1. Role of the Senate
2. Role of the Chancellor
3. Role of the Vice-Chancellor
4. Evaluation of Senate Performance

The second group gives effect to Senate's determination to be fully supported in this governance role, through the establishment of working committees, the development of governance skills in Fellows, the review of Senate performance and the provision of adequate resources:

5. Executing the Senate's Task
6. Establishing Committees and Task Forces
7. Induction and Development of Fellows
8. Support for the Office of Chancellor and the Senate

To give effect to the outcome of the colloquium, Senate ratified resolutions earlier reached in or to the effect of the following matters pertaining to governance.

1. Role of the Senate

The Senate is the governing body of the University. It is accountable for the delivery of teaching, learning and research outcomes which extend the knowledge base of the wider community taking into account the resources available to the University. The executive is accountable to it. The statutory powers and responsibilities of the Senate are defined under Section 16 of the Act (and elsewhere in the Act, By-laws and Rules). In this regard, the Senate should, without fettering such powers and discretions as derive from the office, undertake the following:

- 1.1 Accept the fiduciary responsibilities and accountability of Fellows as derive from the office while respecting academic freedom, ethical standing and legal requirements.
- 1.2 Ensure that academic standards are maintained, working through the Academic Board and the Vice-Chancellor.
- 1.3 Set and continually review the relevance of important policy and strategy, ensuring that it is properly informed about matters pertaining to its governance functions.
- 1.4 Appoint the Vice-Chancellor, agree on limitations to executive authority and regularly evaluate performance.
- 1.5 Set strategic direction within overall University policy on the advice of the Vice-Chancellor.
- 1.6 Reconcile capital plans and operating budgets against the strategic direction agreed with the Vice-Chancellor.
- 1.7 Monitor the progress of plans and audit compliance with overall policy.
- 1.8 Deepen and widen the links and communication between the University and the wider community.
- 1.9 Report formally to the wider community on strategic direction and outcomes.
- 1.10 Develop the collective knowledge of the Senate through a process of comprehensive induction of Fellows and ongoing learning.
- 1.11 Seek out expert advice from knowledgeable authorities on major issues to complement the skill base and experience of the Fellows and from within the University.
- 1.12 Formally review the collective performance of the Senate in discharging its responsibilities. (See 4)
- 1.13 Elect the Chancellor in accordance with the Act.

Insofar as certain of these functions may from time to time be properly carried out in Committee, this is only to be done under that authority and without detracting from the Senate's ultimate accountability. (See 6) Interaction between the Senate and senior executives should be based on mutual respect and the maintenance of high standards.

2. Role of the Chancellor

The Chancellor is elected by the Senate to facilitate its work and collegiality by effective and ethical means, providing a focal point to ensure the high standing of the University in the wider community. The statutory powers and responsibilities of the Chancellor are defined under Section 10 of the Act (and elsewhere in the Act, By-laws and Rules). The Chancellor should, without fettering such powers and discretions as derive from the office, undertake the following:

- 2.1 Preside over Senate meetings, oversee the development of Senate agendas and exercise the functions conferred by the By-laws working collaboratively with the Senate, the Vice-Chancellor and the University community; promoting the aims, ethos, independence, morale and spirit of the University and encouraging high standards.
- 2.2 With the Vice-Chancellor, ensure the Senate, the senior executives and the relevant Committees work fairly, with integrity, respecting confidentiality within transparent process and in an atmosphere of mutual trust and respect in an informed fashion; in particular ensuring that the Senate functions as it should, as a cohesive, accessible, effective, enquiring and informed body with a paramount fiduciary duty of loyalty to act in

- the best interests of the University owed by its members both individually and collectively. (See 3.6)
- 2.3 Preside on important ceremonial occasions such as graduation ceremonies, public lectures or seminars, sharing that responsibility as the Chancellor judges appropriate and facilitating the visibility and accessibility of the Senate within the University community and in particular to staff, students and alumni.
 - 2.4 Work co-operatively with the Vice-Chancellor, available to give counsel and encouraging free, trusting and frank communication on all issues concerning the well being of the University.
 - 2.5 In consultation with the Vice-Chancellor, provide a high level bridge to members of the wider community, promoting the aims of the University and responding to interest and concerns of society. (See 3.8)

In particular:

- (1.) Regarding graduation ceremonies:-
 - (a) a small Task Force will review the post-2002 format and procedures, to report to the Senate meeting in December 2001 (and Fellows may contact the Chancellor by e-mail about joining this Task Force),
 - (b) in 2002 the Chancellor will preside at about three-quarters of the graduations, including Hong Kong and Singapore, and the rest will be shared between the Deputy Chancellor and the Chair of the Academic Board, by mutual arrangement.
- (2.) Regarding reporting of the Chancellor's role:
 - (a) the personal assistant to the Chancellor will keep a record of public appearances by the Chancellor and Senators in a representative role for tabling at Senate meetings.
- (3.) Regarding communications about University matters:
 - (a) the overriding principle is that the Senate should be properly informed on all important matters or matters pertaining to the exercise of the Senate's functions.
 - (b) the Vice-Chancellor is free to communicate directly to Senate Fellows keeping the Chancellor informed. (See 8)
 - (c) sensitivity in particular cases may justify communication first to the Chancellor, then at an appropriate time for the Senate to be informed, by the Chancellor or as agreed by the Vice-Chancellor, although this and other communications may be with safeguards to maintain confidentiality, where this is warranted.

3. Role of the Vice-Chancellor

The Vice-Chancellor is the Chief Executive Officer of the University and while a Fellow, is in essence the only officer of the University employed as such while a member of the Senate, other than officers of the Senate Secretariat (see 8). The statutory responsibilities of the Vice-Chancellor are defined under Section 12 of the Act (and elsewhere in the Act, By-laws and Rules). The Vice-Chancellor should, without fettering such powers and discretions as derive from the office, undertake the following:

- 3.1 Promote the interests of and further the development of the University through prudent, effective and ethical means as chief executive and Fellow of the Senate and as the senior representative of its academic body, participating in ceremonial occasions.
- 3.2 Manage all the business of the University except where the Senate has explicitly determined limitations, such as:
 - matters of self interest or reward;
 - the appointment and termination of particular officers serving the Senate (the Secretariat); (See 8)
 - the composition of the Academic Board; and

- the work of the internal auditor and audit committee.
- 3.3 Delegate to senior officers and academics the conduct of that business as appropriate and ensure that such delegations are effectively monitored.
- 3.4 Ensure that the Senate is thoroughly informed of administrative or academic implications and fiduciary risks or legal constraints which affect policy recommendations and strategic direction.
- 3.5 Establish supporting systems to monitor the performance of the University against agreed strategic direction and operating plans.
- 3.6 With the Chancellor, ensure the Senate, the senior executives and the relevant Committees work fairly, with integrity respecting confidentiality within transparent process and in an atmosphere of mutual trust and respect in an informed fashion; in particular ensuring that the Senate functions as it should, as a cohesive, accessible, effective, enquiring and informed body with a paramount fiduciary duty of loyalty to the University to act in the best interests of the University owed by its members both individually and collectively. (See 2.2)
- 3.7 Provide Senate with the particular background knowledge to support Fellows in the discharge of their governance responsibilities. (See 7)
- 3.8 Act as the key representative of the University with the wider community; sharing that responsibility with nominated officers and Fellows as appropriate and, in particular, with the Chancellor. (See 2.5)

4. Evaluation of Senate Performance

The prime concern of Senate and, indeed, all executive and academic leaders, must be on outcomes which improve the University. There is an increasing emphasis on a range of performance measures, which apply to the Vice-Chancellor and senior executive officers. However, the Senate itself should undertake a process of self-evaluation and form a collective view of its own performance.

Every two years there should be a facilitated assessment of the Senate's performance. The Senate should consider disclosing the result to the University.

Annually, there should also be an assessment of past performance of the University against its earlier goals, and a determination of goals for the ensuing year. The goals will be derived from the present Strategic Plan, as refined from time to time, and others identified by the Vice-Chancellor and his executive team.

Although this annual assessment will need to be coordinated with the budget process, the goals in question are likely to be not only budgetary, but of a qualitative nature related to the Strategic Plan.

5. Executing the Senate's Task

The policy making role of Senate is not an isolated task, but requires informed views and the input of those who will, in due course, implement policy. So, meetings of Senate require a structured approach. Senate should:

- 5.1 Ensure that Fellows have ready access to all relevant information about the University through, inter alia:
 - well developed induction processes for new Fellows (See 7);
 - direct access by Fellows via the Vice-Chancellor to any officer to develop a background understanding;
 - direct requests for information to the most senior officers, being the senior executive team;

- channelled requests for more detailed information via the Secretariat; (See 5.3) and
 - focussed background issue papers for meetings and colloquia.
- 5.2 Recognise that, subject to 1.3 above, the provision of information for Fellows should not unduly burden the officers concerned. It should be relevant to key issues of interest to the Senate as a whole and focussed in terms of scope and detail. The Chancellor and Vice-Chancellor may be asked to intercede in cases where requests are too onerous. (See 2.2)
- 5.3 Provide and separately account for the Secretariat (which would include the Secretary to the Chancellor) responsible for the concise assembly of material, in conjunction with the Secretary to Senate, to enable Senate to consider relevant issues in a fully informed manner and with appropriate input. The Secretariat will prepare and issue draft agendas and minutes for Senate and Committees of Senate and support the Fellows in other official aspects of their roles. (See 8)
- 5.4 Establish agendas for meetings of Senate through the Chancellor and Vice Chancellor that reflect, in order:
- priorities for important issues of policy and strategy;
 - urgent decisions for ratification;
 - matters of a legal or compliance nature;
 - progress reports on operating performance and strategic goals;
 - minutes of Committee or Taskforce work;
 - review of matters deferred from other meetings;
- and other important initiatives of a policy nature.
- 5.5 Establish, subject to the necessary rule changes, a reduced number of six routine Senate meetings per year in the Senate room. Routine Senate meetings will consist of whatever is not allocated to Senate colloquia within the ambit of Senate business. (See 5.6).

In addition, routine Senate meetings should have an identified opportunity, where practicable for the consideration of confidential matters, after which time the public may enter to listen to proceedings in public session.

- 5.6 Establish up to five Senate colloquia per year, at which matters of broad policy or subjects otherwise appropriate for colloquia will be dealt with and resolutions reached. The colloquia should be held from time to time at other University sites, particularly where a colloquium relates to activities at a certain site.

Such colloquia should be identified as constituting formal Senate meetings. However, these formal meetings would not ordinarily deal with any other matter than the pre-set subject of the colloquium, save exceptional or urgent cases which can be dealt with in short compass. To deal with matters otherwise, a special separate Senate meeting should be convened.

- 5.7 Through the Secretariat (See 8), prepare minutes of all Senate meetings, colloquia and Senate committees, which
- provide concise background on the issue;
 - reflect decisions reached and action agreed; and
 - incorporate key points of dissent from recommendations or where policy might need to be reviewed.

Such minutes should be issued to Fellows as quickly as practicable after Senate meetings. On confidentiality, the general approach should be for all minutes – save those on matters dealt with in confidential session and justifying continuing confidential treatment – to be made publicly available.

- 5.8 Review via a Task Force to be established (also for the purpose of 6.4), the legislative and regulatory implications of limiting consecutive terms of membership of Senate, to

- ensure that Senate retains sufficient history and yet refreshes its objectivity and resources.
- 5.9 Establish a formal procedure of personal commitment to the values and collective unity of the Senate by new Fellows (and at this time initially by all Fellows); and, ways of enhancing collegiality. (See 7.1)
- 5.10 Review with the Vice-Chancellor ways of co-opting both internal and external expertise to assist with specific tasks or strategic goals.

6. Establishing Committees and Task Forces

Initially, the Senate should establish a Convening Committee, comprising the Chancellor, the Deputy Chancellor, the Vice-Chancellor, the Chair of the Finance Committee and the Chair of the Academic Board. This Committee should be responsible for recommending to the Senate the charter, composition, chair and mode of communication of all Committees and Task Forces of the Senate. Like all other Committees, this Convening Committee would not be a decision-making body except where expressly delegated so by the Senate.

The Senate should restructure its Senate Committees so that they include the following Committees (and Task Force) with the following responsibilities and composition (whilst leaving in place those other Committees such as the Advisory Committee for the Selection of Candidates for Honorary Awards (Honorary Awards Committee) now in existence as have separate responsibilities not inconsistent with the restructure):

- 6.1 An Audit Committee, reporting directly to Senate, comprising only non-executive and non-staff Fellows but with the capacity to add outside persons of appropriate expertise, and charged with reviewing:
- compliance with policy;
 - the effectiveness of policy; and
 - the integrity of reporting.
- 6.2 A Finance Committee, to include oversight of investments, controlled or affiliated commercial entities and capital works, as well as oversight of financial, administration and policy implementation matters generally but so that the formation and continuous operation of commercial arrangements, joint ventures and corporate entities shall be reviewed and monitored in such a way that the Senate is kept fully informed by a set of protocols and accountabilities that are prudent and effective, consisting of quantitative and qualitative outcomes measured against pre-set objectives and benchmarks, such to be developed and reviewed by that Committee on a continuous basis.
- 6.3 A Remuneration Committee or Committees, as follows, to deal with sensitive personal aspects relating to:
- the remuneration and performance evaluation of the Vice-Chancellor — to be evaluated by a Committee comprising the Chancellor, the Deputy Chancellor, the Chair of the Finance Committee) and one person appointed from outside the University, and
 - the performance criteria and assessment against the criteria for senior executives, on the recommendation of the Vice-Chancellor – to be evaluated by such Committee that does not include staff or student Fellows,
- with the understanding that once those Committees have established outcomes, they will report back to the Senate.
- 6.4 A Task Force referred to in 5.8 to take submissions on, and then consider, the preferred balance and composition of the Senate in future, and frame any recommendations with regard to Fellows to be appointed to the Senate.
- 6.5 Maintain the Honorary Awards Committee as recommends honorary degrees and Honorary Fellows – in line with the conclusions of the recent review presented to the Senate.

- 6.6 Consider whether to establish a Human Resources Task Force, with a sunset clause, to assist Senate, after a presentation, through the Vice-Chancellor, on the following:
- identifying and ordering in priority the numerous human resources policies embedded in the Rules and Resolutions of Senate;
 - establishing where those policies do not meet best practice and which might be considered redundant;
 - framing overriding policies which emphasize Senate's commitment to the effective oversight of the University's human resources;
 - issues concerning harassment or the Ombudsman;
 - recruitment, career paths and age distribution actual and projected at different levels within the academic and administration staff; and
 - identifying human resource policy matters and issues that should be reported to Senate on a regular basis.

While human resources play the major part within the University, and related issues cover matters as diverse as student needs and academic resources, it is felt that strong policy-making by the Senate would give the right emphasis to this critical function. However, establishing a Committee, rather than a Task Force, might be seen to unduly interfere in management.

- 6.7 Allow any Senate Fellow to attend any Committee meeting except the Remuneration Committees. In relation to the Finance Committee, it is expected that the Chair will invite Senate Fellows not serving on this Committee to attend it on a rotating basis.

7. Induction and Development of Fellows

Given the widely different nature of appointments and the very diverse backgrounds from which Senate Fellows are drawn, it is critical to the effective working of Senate that Fellows be properly prepared for their role. Senate should:

- 7.1 Design an induction programme which brings new Fellows up to speed with the work of Senate, including:
- governance discussion with the Chancellor and the Vice-Chancellor
 - express formal commitment to the work of the Senate; (See 5.9)
 - comprehensive information package;
 - briefing from two (or more) faculties of the University;
 - mentoring provided by particular experienced Fellows;
 - immediate assignment to a Committee or Taskforce; (See 6)
 - training programme on governance (perhaps from the AGSM), and
 - continuing education.
- 7.2 Ensure on-going maintenance of governance skills through a programme which includes:
- further faculty briefings and review of specific administration functions;
 - mentorship role with new Fellows;
 - transfers between Committees to broaden understanding; (See 6) and
 - feedback from the Chancellor on his/her perception of each Fellow's contribution. (See 4)
- 7.3 Ensure that all Fellows are fully supported in their representative roles within the wider community, by:
- pre-briefing on particular issues by senior executives; and
 - assistance with logistics and communications. (See 8)

8. Support for the Office of Chancellor and the Senate

Fellows give freely of their time and many have onerous commitments outside the University. Most do not have personal resources to facilitate their work as Fellows, yet for the effective working of Senate adequate support for all Fellows is essential. The Senate should:

- 8.1 Ensure the Secretariat has an appropriate line budget and is enabled to support the Senate and the Chancellor in their respective roles. The monitoring of that budget and the approval of expenditure should be the responsibility of the Audit Committee and the amounts should be fully disclosed in the University's annual financial statements.
- 8.2 Maintain an ongoing programme of Faculty briefings. (See 7)

In particular:

1. The resolutions covered in this Section are to be evaluated by the Finance Committee to establish the cost, the principle being full disclosure of:
 - (a) a line item showing the costs of servicing the Senate; and
 - (b) a sub-item of the costs of the Chancellor.
2. It was also agreed that the Chancellor should immediately appoint a suitable person to:
 - (a) act as personal assistant to the Chancellor,
 - (b) be available, through the Chancellor, to Senate,
 - (c) appropriately assist the Chancellor in carrying out the Chancellor's tasks,
 - (d) assist as appropriate in maintaining active communications with Fellows; and
 - (e) facilitate the reasonable requirements of Senate Fellows in relation to their tasks.
3. Consideration will also be given to a system by which individual Fellows can be reimbursed for reasonable out of pocket expenses in the Senate duties.