



The University of Sydney
Australia

Senate



Handbook for Fellows of Senate

© University of Sydney
1 December 2011

Contents

1. Key legislation ... p2
2. Role of the Senate ... p2
3. Roles of the Chancellor, Deputy Chancellor & Pro Chancellor ...
p4
4. Role of the Vice-Chancellor ... p5
5. Senate membership and method of appointment ... p6
6. Role of the Academic Board in relation to Senate ... p9
7. Senate committees ... p11
8. A Guide to Duties and Protections for Fellows of Senate ... p21
9. Meetings of Senate ... p26
10. Reviewing Senate's performance ... p29
11. Media relations ... p29
12. Attendance at functions ... p29
13. Fellows' contact details ... p30
14. Unsolicited mail to Fellows ... p30
15. Facilities available for Fellows ... p30
16. Fellows also receive ... p30
17. Graduates in Engineering & Information Technologies, Law and
Medicine ... p31
18. On-line resources ... p31
19. Definitions ... p33



As at April 2011

1. Key legislation

- *University of Sydney Act 1989 (as amended)*
- *University of Sydney By-law 1999 (as amended)*
- *University of Sydney (Amendment Act) Rule 1999 (as amended)*
- *University of Sydney (Senate) Rule 1999*
- Resolutions of the Senate:
 - Election of Principal Officers of the Senate and of Committees of the Senate and of the Fellow referred to in Section 9(c) of the Act
 - Senate Committees
 - Pro Chancellors
 - University Governance

2. Role of the Senate

The Senate is the governing body of the University. It (a) acts for and on behalf of the University in the exercise of the University's functions; (b) has the control and management of the affairs and concerns of the University; (c) and may act in all matters concerning the University in such manner as appear to the Senate to be best calculated to promote the object and interests of the University. The statutory powers and responsibilities of the Senate are defined under Section 16 of the University of Sydney Act 1989 (as amended) (and elsewhere in the Act, By-law and Rules). In this regard, the Senate should, without fettering such powers and discretions as derive from the office, undertake the following:

- Monitor the performance of the Vice-Chancellor;
- Oversee the University's performance;
- Oversee the academic activities of the University;
- Approve the University's mission, strategic direction, annual budget and business plan;
- Oversee risk management and risk assessment across the University;
- Approve and monitor systems of control and accountability for the University;
- Approve significant University commercial activities;
- Establish policies and procedural principles for the University consistent with legal requirements and community expectations;
- Ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act are published in a form that is readily accessible to the public;
- Regularly review its own performance;
- Adopt a statement of its primary responsibilities (*please see below*); and
- Make available for Fellows a program of induction and of development relevant to their role as a Fellow.

Senate has adopted the following statement of its primary responsibilities, without prejudice to Senate's capacity to debate whether there are any more primary responsibilities to be added to the Statement:

The Senate's primary responsibilities are:

- (a) appointing the Vice-Chancellor as the principal executive officer of the university, and monitoring his or her performance;
- (b) approving the mission and strategic direction of the university, as well as the annual budget and business plan;
- (c) overseeing and reviewing the management of the university and its performance;
- (d) establishing policy and procedural principles, consistent with legal requirements and community expectations;
- (e) approving and monitoring systems of control and accountability, including general overview of any controlled entities;
- (f) overseeing and monitoring the assessment and management of risk across the university, including commercial undertakings;
- (g) overseeing and monitoring the academic activities of the university.

Senate's role is not to engage in management itself. Rather it is, in an encouraging way, to hold management accountable for the performance of management's responsibilities. The Remuneration Committee, without in any way supplanting Senate's overriding responsibilities for governance, plays a significant role, particularly *vis a vis* the Vice-Chancellor; that is in setting goals with him for the ensuing year, in assessing his performance for bonus purposes, and in reviewing with him the performance of his senior executive team in that context.

3. Roles of the Chancellor, Deputy Chancellor and Pro Chancellor

3.1 Chancellor

The Chancellor is elected by the Senate for a four year term of office 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 University of Sydney Act 1989 (as amended) (and elsewhere in the Act, By-law and Rules). The Chancellor should, without fettering such powers and discretions as derive from the office, undertake the following:

- 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.
- 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.
- 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.
- 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.
- 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.

3.2 Deputy Chancellor

The Deputy Chancellor is elected by Senate for a two year term of office to assist the Chancellor in his or her role, acting as Chancellor when required or when the Chancellor is absent from the University or can otherwise not attend to the functions of the position.

Whilst acting as Chancellor, the Deputy Chancellor has the full rights and responsibilities of the Chancellor.

3.3 Pro Chancellor

The role of the Pro Chancellor is to carry out, by arrangement with the Chancellor, the functions of delegate of the Chancellor to preside at graduation ceremonies when the Chancellor is not available, in addition to the Deputy Chancellor and the Chair of the Academic Board. At any given time there will normally be two Fellows appointed to the position of Pro-Chancellor.

An appointment to the position of Pro Chancellor is normally for a period of two years.

Consistent with Senate's resolution establishing the position of Pro Chancellor (endorsed by Senate on the recommendation of the Chancellor) and recognising that the Chancellor is responsible for the manner in which the functions of his or her office are carried out, recommendations for the position of Pro Chancellor are put forward by the Chancellor for endorsement by Senate, noting that it is open to the Chancellor to put forward the names of more nominees than there are positions to be filled. On such occasions the determination of which candidates are to be appointed will be by an election conducted by the Secretary to Senate. Fellows appointed to the position of Pro Chancellor are eligible for re-appointment.

4. Role of the Vice-Chancellor

The Vice-Chancellor is the principal executive officer of the University and is, by virtue of that role, a Fellow of Senate. The statutory responsibilities of the Vice-Chancellor are defined under Section 12 of the Act (and elsewhere in the Act, By-law and Rules). The Vice-Chancellor should, without fettering such powers and discretions as derive from the office, undertake the following:

- 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;
- Manage all the business of the University except where the Senate has explicitly determined limitations;
- 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;
- Establish supporting systems to monitor the performance of the University against agreed strategic direction and operating plans;
- 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;
- Provide Senate with the particular background knowledge to support Fellows in the discharge of their governance responsibilities;
- 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.

5. Senate membership and method of appointment

From the *University of Sydney Act 1989 (as amended)*

5.1 Constitution of Senate

(1) The Senate is to consist of:

- (a) 3 official members, being:
 - (i) the Chancellor (if the Chancellor is not otherwise a member of the Senate), and
 - (ii) the Vice-Chancellor, and
 - (iii) the person for the time being holding the office of presiding member of the Academic Board (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Board (if the presiding member is the Vice-Chancellor), and
- (b) 6 external persons appointed by the Minister, one of whom is nominated by the Senate for appointment otherwise than pursuant to subsection (2) (below), and
- (c) one external person appointed by the Senate, and
- (d) 4 persons:
 - (i) who are members of the academic staff of the University, and
 - (ii) who have such qualifications as may be prescribed by the by-laws, and
 - (iii) who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and
- (e) one person:
 - (i) who is a member of the non-academic staff of the University, and
 - (ii) who has such qualifications as may be prescribed by the by-laws, and
 - (iii) who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and
- (f) one person:
 - (i) who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and
 - (ii) who has such qualifications as may be prescribed by the by-laws, and
 - (iii) who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and
- (g) one person:
 - (i) who is a postgraduate student of the University but who is not a member of the academic or non-academic staff of the University, and
 - (ii) who has such qualifications as may be prescribed by the by-laws, and
 - (iii) who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and
- (h) 5 external persons:
 - (i) who are graduates of the University, and
 - (ii) who have such qualifications as are prescribed by the by-laws, and
 - (iii) who are elected by graduates of the University in the manner prescribed by the by-laws.

(2) The Minister may appoint a person who is a member of the Parliament of New South Wales under subsection (1) (b) but only if the person is nominated by the Senate for appointment. No more than 2 such persons may hold office at any one time as appointed members under subsection (1) (b).

- (3) Of the members of the Senate:
- (a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and
 - (b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).
- (4) All appointed members of the Senate must have expertise and experience relevant to the functions exercisable by the Senate and an appreciation of the object, values, functions and activities of the University.
- (5) The majority of members of the Senate must be external persons.
- (6) A reference to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.
- (7) The need to maintain an appropriate balance of experienced and new members on the Senate must be taken into account by the Minister and the Senate, when appointing members to the Senate.
- (8) A person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Senate otherwise resolves in relation to the person).
- (9) The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Senate.
- (10) Schedule 1 has effect in relation to the members and procedure of the Senate.

5.2 Membership of Senate

CHANCELLOR (*official member*):

(1 June 2011 to 31 May 2015)

Her Excellency Professor Marie Bashir AC CVO

DEPUTY CHANCELLOR:

(30 March 2010 - 6 February 2012)

Mr Alan Cameron AO

VICE-CHANCELLOR AND PRINCIPAL (*official member*):

(From 11 July 2008)

Dr Michael Spence

CHAIR OF THE ACADEMIC BOARD (*official member*):

(From 12 December 2010 to 31 December 2012)

Associate Professor Peter McCallum

SIX FELLOWS APPOINTED BY THE MINISTER FOR EDUCATION AND TRAINING:

(Four year term of office: 1 January 2010 to 30 November 2013)

Mr Alec N Brennan

Mr Alan Cameron AM *(on the nomination of Senate)*

Mrs Dorothy J Hoddinott AO

Mr Kevin McCann AM *(from 9 March 2010)*

Mr David A Mortimer AO

Ms Rachel Perkins *(from 1 August 2011)*

FELLOW APPOINTED BY SENATE:

(Two year term of office: 1 March 2011 to end February 2015)

Mr Robert Leece AM

FOUR FELLOWS ELECTED BY AND FROM THE ACADEMIC STAFF:

(Two year term of office: 1 June 2011 to 31 May 2013)

Professor Marian P Baird

Professor Richard (Dick) Bryan

Professor Christopher R Murphy

Associate Professor Ariadne Vromen

FELLOW ELECTED BY AND FROM THE NON-ACADEMIC STAFF:

(Two year term of office: 1 June 2011 to 31 May 2013)

Ms Kim Wilson

FELLOW ELECTED BY AND FROM THE UNDERGRADUATE STUDENTS:

(One year term of office: 1 December 2011 to 30 November 2012)

Mr Benjamin G Veness

FELLOW ELECTED BY AND FROM THE POSTGRADUATE STUDENTS:

(One year term of office: 1 December 2011 to 30 November 2012)

Mr James Flynn

FIVE FELLOWS ELECTED BY AND FROM THE GRADUATES OF THE UNIVERSITY:

(Four year term of office: 1 December 2009 to 30 November 2013)

Dr Barry R Catchlove

Dr Michael C Copeman

Mr Peter J FitzSimons AM

Ms Jane F Spring

Mr David W Turner

6. Role of the Academic Board in relation to Senate

6.1 General Functions

Subject to the governing authority and powers of the Senate and the powers of the Vice-Chancellor, the Academic Board has principal responsibility:

- To maintain the highest standards in teaching, scholarship and research and, in that process, to safeguard the academic freedom of the University;
- To oversee and monitor the development of all academic activities of the University; and
- To communicate with the academic community through the Faculties, colleges and boards of studies and similar organisational units.

6.2 Advisory functions

The Academic Board will provide advice to the Senate and the Vice-Chancellor on:

- Academic matters relating to and affecting the University's teaching and research activities and its educational programs, including general advice on the academic priorities and policies of the University;
- Academic aspects of the formulation and review of the University's strategic plan;
- Policies concerning the academic aspects of the conditions of appointment and employment of academic staff;
- Any academic matters it considers to be of strategic importance, including any Faculty plans; and
- The maintenance of academic standards.

6.3 Specific functions

Subject to the governing authority and powers of the Senate and to the powers of the Vice-Chancellor, the functions of the Academic Board are to:

- Exercise authority as delegated to the Academic Board to approve new academic courses and changes to existing courses, the delegation being subject to:
 - The Academic Board's reporting to the Senate on important implications of the proposals; and
 - The final endorsement of proposals by Senate, it being intended that Senate would:
 - Normally endorse the Academic Board's decisions;
 - Ordinarily give its endorsement promptly;
 - Refer decisions back to the Academic Board only in exceptional circumstances; and
 - Exercise its capacity for independent decision again only in exceptional circumstances.
- Determine policy concerning the programs of study or examinations in any Faculty, college or Board of Studies and within such policy, determine requirements to be satisfied by candidates for the award of degrees, diplomas or certificates;
- Determine the terms and conditions of awards, scholarships and prizes established within the University and make awards;

- Formulate and review policies, guidelines and procedures in relation to academic matters;
- Request reports from, or refer matters to Faculties, colleges and boards of studies and similar organisational units for consideration and action as required;
- Consider and take action as required on reports or academic submissions from Faculties, colleges or boards of studies or similar organisational units;
- Play an active role in assuring the quality of teaching, scholarship and research in the University and co-ordinate and maintain an overview of the academic activities of Faculties, colleges and boards of studies and similar organisational units;
- Initiate and oversee a formal and regular program of review of academic activities of Faculties, colleges and boards of studies, and similar organisational units;
- Provide a forum to facilitate information flow and debate within the University and between the senior executive officers of the University and the wider academic community;
- Make regular reports on the range of its activities to the Senate after each meeting of the Academic Board and make a formal, annual report on its activities and its assessment of its performance to the Senate;
- Consider and report on all matters referred to it by the Senate or the Vice-Chancellor; and
- Exercise any powers and perform any other duties delegated to it by the Senate.

7. Senate committees

7.1 Buildings and Estates Committee

Terms of Reference

The role of the Committee is to monitor and advise Senate on matters of planning, development and general oversight of the management of the University's real property and physical infrastructure with particular reference to: major capital developments; infrastructure management; operating resource allocation; sustainability and ensuring effective risk management in the areas covered by the Committee's remit.

Constitution

— *Ex-officio*:

- The Chancellor
- The Deputy Chancellor
- The Vice-Chancellor and Principal

— The Chair of the Committee who is a Fellow of Senate (not a staff member or student) and is elected by Senate.

— Two Fellows of Senate appointed by Senate after consultation by the Chair of the Committee with the Chancellor and Vice-Chancellor

— Two external members with appropriate professional expertise and experience appointed by Senate on the recommendation of the Chair of the Committee following consultation by the Chair with Fellows of Senate and others as appropriate. The Secretary to Senate will assist the Chair by seeking suggestions from Fellows of Senate when it is known that there is a position to be filled.

— Senate may, on the advice of the Committee, or on its own volition, appoint additional members as required.

Term of Office

Appointed members have a term of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee, three members shall form a quorum.

Reporting to Senate

In addition to a report to the Senate, a copy of the agenda and minutes of meetings will be made available to Fellows on the secure Senate website.

7.2 Chair Appointments Committee

Terms of Reference

The Chair Appointments Committee has delegated authority to:

- approve appointment of:
 - a Pro Vice-Chancellor
 - a Dean
- approve appointment to:
 - a University Chair
 - a Chair, including Challis Chair and McCaughey Chair, and appointment by invitation or on nomination or without advertisement
- approve variation of contract at Level E
- approve the award of academic title for non-professorial staff who occupy the position of:
 - Deputy Vice-Chancellor
 - Pro Vice-Chancellor
 - Dean
 - other senior executive positions as approved by Senate
- approve the award of the title of:
 - Emeritus Professor
 - Conjoint Professor, includes holders of NHMRC, ARC and other nationally competitive fellowships
 - Bosch/Challis/Kellion/McCaughey/Peter Nicol Russell Professor
 - Visiting Professor (12 months or more)
 - Adjunct Professor (12 months or more)
 - Clinical Professor (12 months or more)
 - Senior Principal Research Fellow - for non-staff members (12 months or more)
- approve promotion of academic staff to Level E
- approve proposals for the establishment of/change of name of named lectureships, senior lectureships, associate professorships and chairs
- advise the Vice-Chancellor on appropriate procedures relating to senior academic appointments

Constitution

— *Ex-officio*:

- The Chancellor (Chair)
- The Deputy Chancellor
- The Vice-Chancellor and Principal
- The Chair of the Academic Board
- A Deputy Vice-Chancellor on the nomination of the Vice-Chancellor (currently the Provost)

— Five Fellows of Senate, elected by Senate

— Senate may, on the advice of the Committee, or of its own volition, appoint additional members as required.

Chair Appointments Committee continued**Term of office**

Elected and appointed members have terms of office of two years and no member is to serve for more than two consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee three members shall form a quorum.

Meetings

The Committee meets prior to each meeting of Senate.

Reporting to Senate

The Vice-Chancellor reports decisions of the Chair Appointments Committee in the confidential section of the Senate agenda. (Names of those promoted to Professor and those awarded the title of Emeritus Professor are reported to Senate; where offers of appointment or titles have been made, names are not reported.)

Items by circulation

The Committee has resolved:

- that unanimous recommendations of Selection Committees meeting during the holiday period, including any second and third choices, be considered by the Chair Appointments Committee by circulation;
- that they would need to be approved by the Chair Appointments Committee *nem con*; and
- that any recommendations of Selection Committees which were not unanimous would need to be considered by a meeting of the Chair Appointments Committee.

7.3 Finance and Audit Committee

Terms of Reference

The role of the Committee is to monitor and advise Senate on issues relating to the financial performance and sustainability of the University of Sydney. It performs this role by reviewing and evaluating information provided by management on the financial impact of strategic proposals, on budget and planning priorities and on resource and capital allocation. The Committee has responsibility for oversight of the University's audit function, including reliability of financial management and reporting, compliance with laws and regulations and the maintenance of an effective and efficient audit capability.

The Committee also monitors and advises Senate on matters relating to the University's IT infrastructure with particular reference to: major system development and acquisition; infrastructure management; operating resource allocation and sustainability. The Committee also has the responsibility of ensuring the effective management of financial risk across the University, including the financial risks of subsidiaries and controlled entities.

The Committee is authorised by Senate to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any requests made by the Committee.

The Committee is authorised by Senate to obtain outside legal or other professional advice and to secure the attendance of external advisers with relevant experience and expertise if it considers this necessary, after consultation with the Chancellor.

Constitution

— *Ex-officio:*

- The Chancellor
- The Deputy Chancellor
- The Vice-Chancellor and Principal
- The Chair of the Academic Board

— The Chair of the Finance and Audit Committee who is a Fellow of Senate (not a staff member or student) and is elected by Senate.

— Two Fellows of Senate appointed by Senate after consultation by the Chair of the Committee with the Chancellor and Vice-Chancellor.

— Two external members with appropriate professional expertise and experience appointed by Senate on the recommendation of the Chair of the Committee following consultation by the Chair with Fellows of Senate and others as appropriate. The Secretary to Senate will assist the Chair by seeking suggestions from Fellows of Senate when it is known that there is a position to be filled.

— Senate may, on the advice of the Committee, or of its own volition, appoint additional members as required.

Finance and Audit Committee continued**Terms of office**

Appointed members have a term of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee three Fellows shall form a quorum.

Reporting to Senate

In addition to a report to Senate a copy of the agenda and minutes of meetings will be made available to Fellows on the secure Senate website.

7.4 Human Resources Committee

Terms of Reference

The role of the Committee is to:

- Monitor and advise Senate on matters relating to the University's strategies and policies supporting the recruitment and management of its academic and non-academic staff.
- Review the performance of the Vice-Chancellor and determine his or her incentive payments, recommend to Senate the terms of employment of the Vice-Chancellor and review and approve the Vice-Chancellor's travel plans.
- Review and approve the Vice-Chancellor's recommendations regarding the remuneration, terms of employment and performance assessment of his direct reports.
- Ensure the effective management of risk in areas within the Committee's remit.

Constitution

— *Ex-officio*:

- The Chancellor
- The Deputy Chancellor
- The Chair of the Finance and Audit Committee (Chair)

— One Fellow of Senate (not a staff member or student) appointed by Senate after appropriate consultation by the Chair of the Committee

— One external member with appropriate professional expertise and experience appointed by Senate on the recommendation of the Chair of the Committee following consultation by the Chair with Fellows of Senate and others as appropriate. The Secretary to Senate will assist the Chair by seeking suggestions from Fellows of Senate when it is known that there is a position to be filled.

— Senate may, on the advice of the Committee, or on its own volition, appoint additional members as required.

Term of Office

Appointed members have a term of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair (who is the Chair of the Finance and Audit Committee) has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee, three members shall form a quorum.

Reporting to Senate

The Committee reports to Senate.

7.5 Investment and Commercialisation Committee

Terms of Reference

The role of the Committee is to monitor and advise Senate on matters relating to the University's investment portfolio and commercialisation activities with particular reference to: the appropriateness of policies and the success of investment and commercialisation strategies; sustainability and ensuring the effective management of risk in areas covered by the Committee's remit.

The Committee is authorised by Senate to receive recommendations as to the appointment and retirement, as appropriate, of consultants and external managers, and make such decisions subject to reporting to Senate after the event. It will oversee and approve strategy for management of University investments (including policies, mandates, asset allocations, earnings targets, spending goals, and financial risks).

Constitution

— *Ex-officio*:

- The Chancellor
- The Deputy Chancellor
- The Vice-Chancellor and Principal

— The Chair of the Investment and Commercialisation Committee who is a Fellow of Senate (not a staff member or student) and is elected by Senate.

— Two Fellows of Senate appointed by Senate after consultation by the Chair of the Committee with the Chancellor and Vice-Chancellor.

— Two external members with appropriate professional expertise and experience appointed by Senate on the recommendation of the Chair of the Committee following consultation by the Chair with Fellows of Senate and others as appropriate. The Secretary to Senate will assist the Chair by seeking suggestions from Fellows of Senate when it is known that there is a position to be filled.

— Senate may, on the advice of the Committee, or of its own volition, appoint additional members as required.

Term of office

Appointed members have a term of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee three members shall form a quorum.

Reporting to Senate

In addition to a report to the Senate, a copy of the agenda and minutes of meetings will be made available to Fellows on the secure Senate website.

7.6 Nominations and Appointments Committee

Terms of Reference

1. With respect to Appointed Fellows of Senate the role of the Committee is specified in Clause 46B of Chapter 4A of the University of Sydney By-Law as follows:

(1) If the Senate is required to make a nomination as referred to in section 9(1)(b) of the Act or intends to make a nomination as referred to in section 9(2) of the Act, the Senate is to request the Nominations Committee to identify persons who may be suitable for nomination.

(2) If the Senate is required to appoint a person under section 9(1)(c) of the Act, the Senate is to request the Nominations Committee to identify persons who may be suitable for appointment.

(3) The Committee is:

(a) to determine which of the persons identified under subclause (1) or (2) are to be recommended to the Senate:

- (i) for nomination for consideration for appointment by the Minister, or
 - (ii) for appointment by the Senate,
- as the case may be, and

(b) to recommend the length of appointment for each such person, and

(c) to forward those recommendations to the Senate.

(4) In determining the persons to be recommended under subclause (3)(a), the Committee is to have regard to:

- (a) the skills and experience of the continuing Fellows, and
- (b) the matters referred to in section 9(3) and (4) of the Act.

(5) The Senate:

(a) is to consider the recommendations forwarded by the Nominations Committee, and

(b) is to determine which of the recommended persons are to be nominated for appointment and may select one or more other persons for nomination in place of one or more of the recommended persons, and

(c) is to determine which of the persons referred to in paragraph (b) are to be:

- (i) nominated for consideration for appointment by the Minister, or
- (ii) appointed by the Senate,

as the case may be, and

(d) is to determine:

(i) in the case of the persons referred to in paragraph (c)(i), the recommended length of appointment for each such person, or

(ii) in the case of the persons referred to in paragraph (c)(ii), the length of appointment for each such person.

(6) The Senate is, when selecting a person for nomination other than a person recommended by the Nominations Committee, to have regard to the matters referred to in subclause (4)(a) and (b).

(7) The Chancellor is to forward the determinations referred to in subclause (5)(c)(i) and (d)(i) to the Minister.

Nominations and Appointments Committee continued

2. With respect to honorary awards the Committee is to consider suggestions for honorary degrees and honorary fellowships and submit a report to Senate. Documentation received by the Committee will be available to Fellows for inspection.

3. With respect to nomenclature the Committee is to review and make recommendations to Senate as regards naming proposals, changes to existing names or the discontinuation of existing names in relation to: University buildings and other significant assets; scholarships and prizes; centres and institutes and foundations.

4. With respect to governance the Committee is to monitor and advise Senate on governance issues generally as they relate to Senate and the University including induction and continuing education of Fellows, Senate performance reviews, committee structure and remits, and related matters.

5. With respect to the approval of appointments other than to chairs the Committee is authorised by Senate to approve appointments to University-related entities subject to reporting to Senate after the event.

Constitution

— *Ex-officio:*

- The Chancellor (Chair)
- The Deputy Chancellor
- The Vice-Chancellor and Principal
- The Chair of the Academic Board

— Three Fellows of Senate who are external Fellows within the meaning of s9(9) of the University of Sydney Act and are appointed by Senate

— Two Fellows of Senate, elected by Senate

— Senate may, on the advice of the Committee, or of its own volition, appoint additional members as required.

Term of Office

Elected and appointed members have terms of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee four members shall form a quorum.

Reporting to Senate

The Committee reports to Senate.

7.7 Safety and Risk Management Committee

Terms of Reference

The role of the Committee is to monitor and advise Senate on matters relating to the safety of staff, students and others who have occasion to be present on the University's campuses and specifically to the maintenance of occupational health and safety standards and practices and compliance with occupational health and safety laws and regulations as they apply to the University. The Committee will regularly review occupational health and safety reports prepared by management and may request reports on specific matters as it sees fit. The Committee also has responsibility for ensuring the effective management of risk in areas within its remit and for monitoring non-financial risk matters generally within the University unless they are dealt with by another committee of Senate.

Constitution

— *Ex-officio*:

- The Chancellor
- The Deputy Chancellor
- The Vice-Chancellor and Principal

— The Chair of the Committee who is a Fellow of Senate (not a staff member or student) and is elected by Senate.

— Two Fellows of Senate appointed by Senate after consultation by the Chair of the Committee with the Chancellor and Vice-Chancellor.

— Two external members with appropriate professional expertise and experience in risk management and the occupational health and safety field appointed by Senate on the recommendation of the Chair of the Committee following consultation by the Chair with Fellows of Senate and others as appropriate. The Secretary to Senate will assist the Chair by seeking suggestions from Fellows of Senate when it is known that there is a position to be filled.

— Senate may, on the advice of the Committee, or of its own volition, appoint additional members as required.

Term of Office

Appointed members have a term of office of two years and no member is to serve for more than two consecutive terms.

The elected Chair has a term of office of two years and is not to serve for more than three consecutive terms.

All term limits are capable of waiver by Senate if recommended by the Nominations and Appointments Committee.

Quorum

At any meeting of the Committee, three members shall form a quorum.

Reporting to Senate

In addition to a report to the Senate, a copy of the agendas and minutes of meetings will be made available to Fellows on the secure Senate website.

8. A Guide to Duties and Protections for Fellows of Senate

8.1 Introduction

8.1.1 The purpose of this document is to summarise briefly:

- the duties of Fellows of Senate; and
- statutory and other forms of protection available to them.

8.1.2 This is a general outline only and professional advice should be sought before applying this information to particular circumstances. Further advice may be obtained from the *Office of General Counsel* or the *Risk Management Office*.

8.2. Duties of Fellows

8.2.1 The University

8.2.1.1 The duties of Fellows must be considered in the context of the University. It is a statutory corporation: section 5 of the University of Sydney Act 1989 (the "University's Act");

8.2.1.2 As a statutory corporation, it can only do what is necessary for or incidental to the execution of its object and functions. The University's object is set out in section 6(1) of the University's Act, as follows:

"The object of the University is the promotion, within the limits of the University's resources, of scholarship, research, free inquiry, the interaction of research and teaching, and academic excellence."

8.2.1.3 The functions of the University are set out in section 6(2) of the University's Act. They are divided into the functions most closely connected with the object of the University, and other functions which include commercial functions and the provision of services to the community.

8.2.1.4 The University is an educational body, with certain duties imposed in the interests of the community.

8.2.2 The Senate

8.2.2.1 The Senate is the governing body of the University, charged amongst other things with the responsibility of controlling and managing the affairs and concerns of the University. The Senate's functions and powers are set out in section 16 of the University's Act.¹

It is important to be familiar with these functions and powers, as they are also part of the context of the duties of Fellows.

8.2.2.2 The Senate is similar to a Board of Directors although the analogy cannot be taken too far because of the special University context.

8.2.3 The National Governance Protocols

NB These are no longer in place.

8.2.3.1 Under section 33-15 of the Higher Education Support Act 2003 (a Commonwealth Act), higher education providers, which include the University, are required to meet the requirements of the Commonwealth's National Governance Protocols ("the Protocols") to qualify for increased Commonwealth funding.

¹ Section 16(1B) was part of the amendments to implement the National Governance Protocols.

8.2.3.2 The Protocols deal mainly with the constitutions of the governing bodies of higher education providers, the duties of their governing bodies as a whole and the duties of individual members of their governing bodies. *The University Legislation Amendment Act 2004* has given effect to the Protocols by amending the University's Act.

8.2.3.3 The Protocols were introduced to assist with good corporate governance of universities.

8.2.4 Corporate governance

8.2.4.1 Corporate governance is a shorthand term for the means by which corporate behaviour is regulated. Broadly speaking, it can be described as the systems by which a corporation is managed and the processes by which executive management of the corporation is supervised. It is defined in Australian Standards 8000:2003 *Corporate Governance Principles* as "the system by which entities are directed and controlled". The term is also used in a more specific sense in relation to the introduction of control systems intended to prevent fraud, conflicts of interest and other improper conduct.

8.2.4.2 The principles of corporate governance have two key objectives. They are:

- to facilitate the efficient and effective management of enterprises by requiring them to follow formal procedures when making important decisions or taking certain actions; and
- to promote honesty and accountability in management by imposing upon directors certain duties in recognition of their special position vis a vis the interests of the company as a whole.

8.2.5 The interests of the University as a whole

8.2.5.1 The interests of the University include:

- the University as a body corporate: section 5 of the University's Act; and
- its members: section 4 of the University's Act. Under that section, the University consists of:
 - (a) the Senate;
 - (b) Convocation;
 - (c) the professors and full-time members of the academic staff of the University and such other members or classes of members of the staff of the University as the by-laws may prescribe; and
 - (d) the graduates and students of the University.

8.2.6 Duties of Fellows: the University's Act

8.2.6.1 Section 26F of the University's Act provides that Fellows have the duties set out in Schedule 2A; see Attachment 1 to this document.²

8.2.6.2 The first duty set out in Schedule 2A is the **duty to act in the best interests of the University as a whole**.

8.2.6.3 For this duty, 'good faith' is required. This relates to the purpose (acting for the University as a whole, not just a sectional interest, whether employee, student or otherwise) and honesty of a Fellow's conduct and also requires the avoidance of conflicts of interests (see paragraph 23 below). As to 'interests of the University as a whole', see paragraphs 14 and 15 above. Exercising a power or function for a 'proper purpose' means that a function must be carried

² These provisions were also part of the amendments to implement the National Governance Protocols.

out, or a power exercised consistently with the purposes for which it was conferred.

- 8.2.6.4 A good example of this duty is the obligation to maintain confidentiality of University communications. This obligation to the University overrides duties owed to those appointing or electing a Fellow.
- 8.2.6.5 The second duty set out in Schedule 2A is **the duty to exercise care and diligence**. Fellows must take reasonable steps to place themselves in a position to carry out the functions of Senate. They are under a continuing obligation to keep themselves informed. This does not require a close analysis of every issue relating to the University's activities but does require general monitoring and regular review, together with the duty to make further enquiry in relation to matters arising from the review. A Fellow is required to attend Senate meetings whenever he or she is reasonably able to do so.³
- 8.2.6.6 Generally speaking, Fellows are not required to bring particular qualifications to the office unless they are appointed to a specific role. The amendments made to the University's Act to implement the Protocols require that at least two Fellows have financial expertise, and that at least one Fellow must have commercial expertise. All appointed members must have expertise and experience relevant to the functions of the Senate and an appreciation of the object, values, functions and activities of the University.
- 8.2.6.7 The third and fourth duties set out in Schedule 2A relate, broadly speaking, to conflicts of interest. Fellows have **duties not to improperly use their position or to improperly use information**. Directors are often told to follow the simple rule: regard all corporate property and information which comes into their possession as a director, as belonging solely to the corporation and unavailable for a director's own use.
- 8.2.6.8 The fifth duty is a **duty to disclose material interests** to a meeting of the Senate. The provision sets out a procedure for disclosure, and for the subsequent determination by the Senate as to whether the disclosing Fellow may be present during any deliberation or take part in any decision making about the matter in relation to which a disclosure was made.

8.2.7 Removal from office for breach of duty

Section 26G of the University's Act provides that the Senate may remove a Fellow from office for breach of a duty set out in Schedule 2A. Certain procedures must be followed including the provision to the Fellow concerned, of a reasonable opportunity to reply to the motion for removal from office.

8.2.8 Duties of Fellows: non statutory

Senate and individual Fellows also have duties arising from non statutory law. In general terms, they are similar to the duties set out in the University's Act and are as follows.

- The Senate must not abdicate from its duties and retain its discretions. It must not delegate its functions without authority, and it cannot fetter (or inhibit) the future exercise of its discretion.
- The Senate has a duty to give adequate consideration to the matters under consideration. It cannot "let things slide" or act at the direction of another person.

³ The office of a Fellow becomes vacant if the Fellow is absent from three consecutive meetings without being excused by Senate.

- The Senate has a duty to give paramount consideration to the interests of the University in the exercise of its discretions.
- The Senate has a duty to exercise a power consistently with the purposes for which it was conferred - that is, as explained above, for proper purposes.
- Fellows should exercise care, diligence and skill in exercising their powers.
- Fellows are also required to exercise their powers for proper purposes and for the benefit of the University as a whole.

8.2.9 Duties of Fellows: other legislation

In addition, there is other legislation which may apply to Fellows, including:

- discrimination legislation, both Commonwealth and State;
- consumer legislation such as *Trade Practices Act 1974 (Cth)* and *Fair Trading Act 1987 (NSW)*;
- *Occupational Health and Safety Act 2000 (NSW)*;
- *Independent Commission Against Corruption Act 1988 (NSW)*;
- *Public Finance and Audit Act 1983 (NSW)*; and
- *Annual Reports (Statutory Bodies) Act (NSW) 1984*.

8.3 Statutory and Other Protection for Fellows

Clause 5 of Schedule 1 of the University's Act provides a form of statutory protection from personal liability. It provides:

“Liability of Fellows and others

5. *No matter or thing done or omitted to be done by:*
- (a) *the University, the Senate or a Fellow; or*
 - (b) *any person acting under the direction of the University or the Senate*
- if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subjects a Fellow or a person so acting personally to any action, liability, claim or demand”*

Note the conditions that the “matter or thing was done or omitted to be done”

- in good faith, and
- for the purpose of executing this or any other Act.

It is likely that there will be a lack of good faith in any situation where there is fraud, dishonesty, malice, intentional breach of duty, recklessness or improper purpose. A court may find a lack of good faith where the person in question acts honestly but fails to make any real or genuine attempt to discharge his or her duties.

The question as to whether any particular matter or thing was done or omitted to be done for the purpose of executing the Act or any other legislation is likely to turn upon whether the relevant matter or thing (done or omitted) was provided for or required by such Act, or whether the doing or omission of that matter or thing was in order to carry into effect the objects and functions of the University (as set out in section 6 of the University's Act) and the functions of the Senate (as set out in section 16 of the University's Act).

The protection from personal liability afforded by clause 5 will apply irrespective of the identity of the party asserting the liability and will accordingly apply where the party asserting the liability is the Commonwealth Government. However, it is important to note that the level of protection available is limited to the extent that clause 5 is inconsistent with other laws that take precedence (for example, the laws of the Commonwealth).

8.3.1 Insurance Cover

- 8.3.1.1 The University has an insurance policy which includes a Directors' and Officers' Liability ("D&O") contract and a Company Reimbursement contract. The D&O covers Insured Persons (as defined) for loss for which the Insured Person is not indemnified by the University and which the Insured Person is legally obligated to pay on account of a claim. The Company Reimbursement contract covers the University for any indemnity provided to an Insured Person (as permitted or required by law) for loss which the Insured Person has become obligated to pay on account of a claim.
- 8.3.1.2 The policy covers claims made during the period of insurance, irrespective of when the wrongful act was committed. As with all insurance policies, this policy is subject to limitations, conditions and exclusions. Queries about the policy can be directed to the Risk Management Office.

"Insureds"

- 8.3.1.3 The policy provides coverage to the University of Sydney (and various specified associations and unions and their subsidiaries) and to "Insured Persons" who include directors, secretaries and executive officers of the University, and also include the Chancellor, Vice-Chancellor and Fellows of Senate.

Scope of Cover

- 8.3.1.4 "Loss" is defined as the total amount that the Insured Person becomes legally obligated to pay on account of a claim including damages, judgments or settlements made in favour of a claimant, and includes defence costs (as defined).
- 8.3.1.5 "Wrongful act" includes any error, misstatement, misleading statement, act, omission, neglect or actual or alleged breach of duty.
- 8.3.1.6 It is a condition of the policy that the University and Insured Persons shall not disclose the existence of the coverage, the limits of liability or the nature of the liability indemnified, except to the extent that there is a requirement of law to do so, or with the written consent of the insurer.
- 8.3.1.7 If a Fellow is aware of any claims, or of any circumstances that are likely to give rise to a claim, the Fellow must notify either the Risk Management Office or the Office of General Counsel immediately. Any delay in notification may jeopardise coverage.

8.3.2 Indemnification by University

The University may consider the provision of an indemnity to a Fellow or officer of the University for loss arising from a claim. However, in doing so the University:

- must act in accordance with its statutory powers and for a proper purpose (for the benefit of the University); and
- must not make agreements or payments prohibited by the relevant provisions of the *Corporations Act*.

9. Meetings of Senate

9.1 Meetings

Senate normally meets eight times per year at approximately six weekly intervals, with an option to increase the numbers of meetings *ad hoc* where urgency or workload requires.

There is also a Senate Retreat each year (normally August/September).

The Darlington Centre Conference Room is the venue for meetings and Retreats.

Meetings last for approximately three hours. Afternoon tea is provided on arrival, and light refreshments are available after the meeting.

Meetings of Senate may be adjourned to a convenient later time to conclude any unfinished business.

9.2 Chair

The Chancellor is the Chair of Senate and exercises procedural control over meetings. "This includes nominating who is to speak, dealing with the order of business, putting questions to the meeting, declaring resolutions carried or not carried, in due course asking for any general business, and declaring the meeting closed".⁴

The Chancellor presides at all meetings of Senate at which he or she is present.

9.3 Secretary to Senate

The Secretary to Senate is Dr William Adams, and is assisted by the Executive Officer to Senate, Lis Bergmann.

9.4 Senate agenda

9.4.1 Timeframes

A copy of the Senate agenda papers is forwarded to Fellows to the address they nominate normally on the Monday before the regular meeting. Papers are couriered to external addresses or hand-delivered to internal addresses or stored in the Fellows' Room for collection upon request.

Papers can be emailed as well as, or in place of, the hard copies (upon request).

Senate agendas and minutes can also be accessed by Fellows of Senate only from a secure website – "For Fellows only" – available from the Senate website.

⁴ Joske's law and Procedure at Meetings in Australia, p.32

9.4.2 Open and confidential sessions

A Senate meeting includes both open and confidential sessions.

(a) In confidential session:

The first items are held in confidential session.

One item is “Declaration of interest” where Fellows should indicate any conflict of interest regarding any item in the agenda.

(b) In open session:

The remaining items are held in open session.

During the open session of Senate any member of the University community, or other observers, may be present as long as there is seating available.

9.4.3 Pre-Senate agenda meeting

The Chancellor meets with the Vice-Chancellor and the Secretary to Senate to finalise the Senate agenda.

9.5 Protocols

Senate does not have standing orders as such, although a number of procedures are set out in the *University of Sydney (Amendment Act) Rule 1999*.

In general, normal meeting procedures are followed, and the source used in this document is Joske’s *Law and Procedure at Meetings in Australia*.

9.5.1 Motions

Except for a motion moved by the Vice-Chancellor which, in the opinion of the Vice-Chancellor and the Chancellor is a matter of urgency, no motion initiating a subject for discussion at a meeting of the Senate may be made unless that motion is included in the notice of meeting given by the Secretary to Senate under Rule 7(1), or in a notice of the previous meeting.⁵ It is preferable if the notice of motion is given prior to the Pre-Senate agenda meeting (see 9.4.3 above).

Motions should be clear and unambiguous and couched in the affirmative. No motion can be put in the absence of the person putting the motion unless there is a designated and authorised proxy, that is, another Fellow of Senate with voting rights.

9.5.2 Tabled papers

In general, tabling of papers at meetings is kept to a minimum.

Any papers which a Fellow of Senate wishes to table at a meeting must be submitted to the Chancellor’s office prior to the meeting with sufficient time for copies to be provided to the meeting. Papers will only be tabled if the subject matter fits within the Terms of Reference for the meeting.

⁵ University of Sydney (Amendment Act) Rule 1999 (as amended)

9.5.3 Voting

For normal agenda items, voting is conducted by a show of hands by a quorum of those entitled to vote with the majority vote being conclusive.

Where all members present have voted in the affirmative, the result is deemed to be unanimous.

In some circumstances a poll (a recording of votes by writing) may be required, upon which the vote by a show of hands is abandoned.

The voting numbers are not normally recorded, but will be recorded on the request of a Fellow of Senate. Similarly, abstentions from voting or voting in the negative by individual Fellows are not normally recorded, but will be recorded on the request by the Fellow of Senate concerned.

A secret ballot may be required in certain circumstances, such as voting to choose a new Fellow.

9.5.4 Quorum

At any meeting of Senate, a majority of the total numbers of Fellows for the time being constitutes a quorum, i.e. 12 Fellows when there are 22 Fellows (or 11 Fellows when there are 21 Fellows of Senate). No business can be conducted without a quorum being present.

9.6 Attendance

Records of attendance are kept for every meeting and attendance is also recorded in the minutes of the meeting. Fellows should advise in advance if they are unable to attend and apologies will appear in the agenda.

The office of a Fellow becomes vacant if the Fellow is absent from 3 consecutive meetings of the Senate of which reasonable notice has been given to the Fellow personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Senate for his or her absence.⁶

9.7 Preparation for the meeting

As many items will not be discussed in detail, or at all, at the meeting, Fellows are advised to read the papers carefully prior to the meeting's commencement so that they can participate fully in the decision-making process.

9.8 Meeting protocols

All Fellows of Senate have an equal right to participate and to be heard and there is an expectation that Fellows will show courtesy and respect at all times.

All questions and remarks should be addressed through the Chair and Fellows should only speak when acknowledged by the Chair and in the order decided by the Chair.

When proposing a motion or amendment, the speaker must be brief and concise and, although it may be permissible to speak to the motion in a more comprehensive way, the speaker will usually only be permitted to do so once, unless asked for an explanation or clarification.⁷

⁶ Revised Act, Schedule 1(2)(i)

⁷ Joske's, p.41

“Speakers must keep to the particular matter then before the meeting, whether it be a motion, an amendment, a point of order or a personal explanation. Discussion which is irrelevant should not be allowed”.⁸

10. Reviewing Senate’s performance

One of Senate’s roles is to regularly review its own performance, which is done every two years. The next review will be conducted in 2012.

Reviews were held in 2002, 2003, 2005, 2006 and 2009 – reports are available on the secure Senate website.

11. Media relations

If Fellows receive requests for interviews from members of the media, they should be aware that the University’s Media Office is available for help and advice. Ms Sarah Stock is Head of Media and Public Relations, and her telephone number is 9114 0748 or her mobile number is 0419 278 715.

If the Executive Officer to Senate receives requests for interviews with Fellows of Senate from members of the media, they will be passed on to the Fellow concerned.

12. Attendance at functions

12.1 Functions

Fellows will be invited to a range of functions by various areas of the University of Sydney.

12.2 Graduations

Fellows are encouraged to attend graduation ceremonies, and the Graduations Officer will provide the schedule at the beginning of each year. Please advise Danny O’Brien, the Graduations Officer, on 8627 8221 when you are intending to attend a graduation so that appropriate seating can be allocated.

As graduations come under the authority of Senate, Fellows are honoured guests and are given a special place in the academic procession and in the front row of the stage seating. Fellows who have nominated to attend a ceremony should attend the Senate Room 15-20 minutes prior to commencement time. Academic dress may be provided if required. Fellows should advise the Graduations Officer of these requirements.

12.3 Report to Senate

The Chancellor’s Assistant prepares a report to each Senate meeting on Fellows’ attendance as representatives of Senate at University functions since the previous meeting.

This information is compiled from information provided to the Chancellor’s Assistant by Fellows.

⁸ Joske’s, p.42

13. Fellows' contact details

Contact details for Fellows of Senate are maintained by the Executive Officer to Senate and are kept confidential unless a Fellow of Senate requests otherwise.

University invitations for Fellows of Senate are forwarded to the Executive Officer to Senate, who then arranges to send out the invitations.

14. Unsolicited mail to Fellows

Senate has resolved that an electronic copy of unsolicited mail to Fellows (apart from invitations – please see 12 above) would be included on the secure Senate website, with Fellows so advised by email.

Large material would be delivered to Fellows or copies brought to the Senate meeting, according to the timeframe available.

Such material on the website is also organised, and thus able to be retrieved, by subject matter.

15. Facilities available for Fellows

15.1 Fellows' Room

The Senate Fellows' Room is Room P2.04 and the entrance is located to the right of the Memorial Arch Door in the Quadrangle. Tea and coffee making facilities, a telephone (9351 5590), two computers and a printer are available. Entry to the Room is gained by using an access card which is issued to all Fellows.

15.2 Parking spaces on Senate days

On days when Senate meets, parking spaces are set aside for Fellows near the meeting room.

16. Fellows also receive the following:

16.1 Parking permits

Fellows are entitled to a complimentary parking permit.

Fellows are asked to ensure that the permit is displayed on the dashboard on each occasion that you are on campus, so that it is clearly visible from outside the vehicle. Fellows of Senate displaying the appropriate Parking Permit in their cars are permitted to park in bays reserved for "University-owned Vehicles", "University Annual Permit Holders" or those generally available for other public access. Please note that "Loading Zones", "Disabled Access" areas and parking areas that are time-limited, i.e. "1/4P" or "1P" are not for general parking and their limitations need to be observed.

16.2 Business cards

Fellows are entitled to receive Fellows of Senate business cards.

16.3 Media updates

Daily Media Updates are emailed to Fellows.

16.4 Staff News

The weekly *Staff News* is emailed to Fellows.

16.5 eSydney

The monthly *eSydney* is emailed to Fellows.

16.6 Sydney Alumni Magazine

Fellows receive the publication *Sydney Alumni Magazine* at the address nominated.

16.7 Library cards

Fellows and former Fellows are entitled to free borrowing privileges from the University Library.

17. Graduates in Engineering and Information Technologies, Law and Medicine

Fellows of the Senate who are graduates in Engineering and Information Technologies, Law and Medicine are entitled to be members of the Faculties of Engineering, Law and Medicine respectively.

18. On-line resources

18.1 Senate website

The Senate website is at sydney.edu.au/senate/ and provides the following information:

- About Senate
 - Senate FAQs
 - Senate Terms of Reference
 - Senate Delegations of Authority
 - Senate Rules & Resolutions
 - The Mace
 - Senate history
 - Secretaries to Senate
 - Senate news
- For Fellows only – a secure website which requires Unikey
- Senate Fellows
 - About Senate's membership
 - Current Fellows of Senate
 - All Fellows from 1850
- Senate meetings
 - About Senate meetings
 - Meeting schedule
 - Senate agendas
 - Senate minutes
 - Senate decisions
 - Agenda deadlines
 - For contributors to Senate agendas
 - For presenters at Senate meetings
 - Senate Room

- Gallery
- Senate committees
 - Overview
 - Buildings & Estates Cttee
 - Chair Appointments Cttee
 - Finance & Audit Cttee
 - Human Resources Cttee
 - Investment & Commercialisation Cttee
 - Nominations & Appointments Cttee
 - Safety & Risk management Cttee
- Senate elections
 - Introduction
 - List of elections
 - FAQs
 - 2011 elections
 - 2012 elections
 - 2012 elections
- Honorary awards
 - About honorary awards
 - 2011 recipients
 - All recipients
 - Writing a citation
 - History of honorary awards
 - Gallery
- Online exhibitions:
 - The Quadrangle
 - Anniversaries
 - Students
 - Graduations
 - Royal visitors

18.2 Other useful information about the University

The following information is available on-line:

- **Faculty handbooks** at <http://sydney.edu.au/handbooks/>
- **Graduate Studies Handbook** at http://sydney.edu.au/handbooks/postgrad_hb/
- **Policy online** at http://fmweb01.ucc.usyd.edu.au/FMPro?-db=POL_Main.fp5&-format=/pol/pol_search.html&-lay=www&-view which provides a full list of current policies, procedures and guidelines of the University.
- **University Annual Report** at http://sydney.edu.au/about/publications/annual_report/index.shtml
- **University Calendar Archive** at <http://calendararchive.usyd.edu.au/index.php>
- **University News** at <http://www.usyd.edu.au/news/83.html>

19. Definitions

Please note that a glossary of acronyms and terminology commonly used within the University is available for Fellows of Senate and members of the University community generally. It can be found in Policy online at <http://sydney.edu.au/ab/policies/Glossary.pdf>

Attachment 1

Fellows of Senate: A Guide to Duties and Protections Schedule 2a Duties of Fellows (The University of Sydney Act 1989)

(Section 26F)

1. Duty to act in best interests of University

A Fellow must carry out his or her functions:

- (a) in good faith in the best interests of the University as a whole, and
- (b) for a proper purpose.

2. Duty to exercise care and diligence

A Fellow must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.

3. Duty not to improperly use position

A Fellow must not make improper use of his or her position:

- (a) to gain, directly or indirectly, an advantage for the Fellow or another person, or
- (b) to cause detriment to the University.

4. Duty not to improperly use information

A Fellow must not make improper use of information acquired because of his or her position:

- (a) to gain, directly or indirectly, an advantage for the Fellow or another person, or
- (b) to cause detriment to the University.

5. Disclosure of material interests by Fellows

(1) If:

- (a) a Fellow has a material interest in a matter being considered or about to be considered at a meeting of the Senate, and
- (b) the interest appears to raise a conflict with the proper performance of the Fellow's duties in relation to the consideration of the matter, the Fellow must, as soon as possible after the relevant facts have come to the Fellow's knowledge, disclose the nature of the interest at a meeting of the Senate.

(2) A disclosure by a Fellow at a meeting of the Senate that the Fellow:

- (a) is a member, or is in the employment, of a specified company or other body, or
- (b) is a partner, or is in the employment, of a specified person, or
- (c) has some other specified interest relating to a specified company or other body or to a specified person,

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).

(3) Particulars of any disclosure made under this clause must be recorded by the Senate in a book kept for the purpose and that book must be open at all

- reasonable hours for inspection by any person on payment of a reasonable fee determined by the Senate.
- (4) After a Fellow has disclosed the nature of an interest in any matter, the Fellow must not, unless the Senate otherwise determines:
 - (a) be present during any deliberation of the Senate with respect to the matter, or
 - (b) take part in any decision of the Senate with respect to the matter.
 - (5) For the purpose of the making of a determination by the Senate under subclause (4), a Fellow who has a material interest in a matter to which the disclosure relates must not:
 - (a) be present during any deliberation of the Senate for the purpose of making the determination, or
 - (b) take part in the making by the Senate of the determination.
 - (6) A contravention of this clause does not invalidate any decision of the Senate.
 - (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Senate pursuant to section 26G.
 - (8) This clause applies to a member of a committee of the Senate and the committee in the same way as it applies to a member of the Senate and the Senate.
 - (9) For the purposes of this clause, a Fellow has a material interest in a matter if a determination of the Senate in the matter may result in a detriment being suffered by or a benefit accruing to the Fellow or an associate of the Fellow.
 - (10) In this clause:

associate of a member means any of the following:

 - (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the Fellow,
 - (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the Fellow,
 - (c) any other person who is known to the Fellow for reasons other than that person's connection with the University or that person's public reputation.