

Senate Statement of Governance Principles

INTRODUCTION:

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

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

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

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

1. GOVERNANCE FRAMEWORK AT MURDOCH UNIVERSITY

1.1. Purpose of a governance framework

The general purpose of a governance framework is to enable the University to strive to achieve the goals set in its [Strategic Plan](#).

1.2. Framework

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

In turn, strong governance requires:

- Commitment to best practice and clear communication at all levels of the organisation;

¹ Resolution S/12/2014

- Policies and procedures that support the achievement of best practice;
- Promulgation of and accountability for policies and procedures as well as ongoing review;
- A culture of accountability;
- Clear definition of roles of Senate and Management;
- Transparent clear and concise reporting; and
- Commitment to continuous improvement.

For a university this will result in:

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

Whereas bad governance practices can result in:

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

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

1.3. Instruments

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

- 1.3.1 An “Act” is a formal law or decision made by a Federal or State legislature.
- 1.3.2 A “Code” is statement of mandatory requirements guiding the behaviour of the University’s community.
- 1.3.3 A “By-Law” is delegated legislation established under the Murdoch University Act 1973 which regulates the University. By-Laws pertain to the use of University lands and buildings and provide for penalties for breaches.
- 1.3.4 A “Policy” is a statement of mandatory principles guiding the University’s operations and significant decision making.
- 1.3.5 “Policy Documents” are Codes, charters, Policies, frameworks, terms of reference, plans, principles, statements, Procedures, standards and guidelines.
- 1.3.6 A “Procedure” is a statement of the University’s mandatory processes and responsibilities which give effect to a Policy.
- 1.3.7 A “Regulation” is a delegated legislation established under the Murdoch University Act 1973 and is designed to control or govern procedure or conduct.

- 1.3.8 A “Rule” is delegated legislation established under the Murdoch University Act 1973 governing a particular matter.
- 1.3.9 A “Statute” is established under the Murdoch University Act 1973. It is a law or directive or mandate intended to be or a permanent or long-lasting that governs the internal affairs of the University and prescribes the University’s structure, procedure or practice.
- 1.3.10 “University Legislation” means the Murdoch University Act 1973 and University By-Laws, Statutes, Regulations and Rules.

1.4. Regulatory environment

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

- *Murdoch University Act 1973 (WA)* (“**Murdoch Act**”)
- *Higher Education Support Act 2003 (Cth)*
- *Education Services for Overseas Students Act 2000 (Cth)*
- Many other State and Federal acts

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

1.5. Structures

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

1.5.1 Main committees:

- (a) Senate (the governing body; Chancellor as Chair);
- (b) Senate subcommittees;
- (c) Academic Council (principal academic governance committee);
- (d) Academic Council subcommittees; and
- (e) School committees.

1.5.2 Management:

- (a) Vice Chancellor;
- (b) Deputy Vice Chancellors;
- (c) Pro Vice Chancellors;
- (d) School Deans;
- (e) Chief Financial Officer; and
- (f) Directors and other senior managers.

1.6. Senate as the primary governing body

Section 17 of the *Murdoch Act* provides:

² Universities Australia, Voluntary Code of Best Practice for the Governance of Australian Universities, <https://www.universitiesaustralia.edu.au/efficiency-and-governance/legislation-and-governance/University-Governance/University-Governance>

- (1) *The governing body of the University shall be the Senate.*
- (2) *Subject to the provisions of this Act, the Senate –*
 - a. *shall have the entire control and management of the affairs and concerns of the University and may act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University;*
 - b. *shall appoint, and may vary or terminate the appointment of, the academic staff and other staff, officers and employees of the University;*
 - c. *in the name and on behalf of the University and in accordance with the Statutes and regulations made under Section 26, shall have the power to award degrees and other academic distinctions, and may grant honorary degrees and other distinctions on approved persons, and may for good cause deprive persons of any degree or other distinction granted or awarded by the University;*
 - d. *in the name and on behalf of the University, may, with the approval of the Governor and in the manner and to the extent by this Act provided, make, alter and repeal by-laws for the purpose of managing, preserving and protecting the lands of the University and regulating the use of those lands by any person and the conduct of persons when on or upon those lands;*
 - e. *may, with the approval of the Governor and in the manner by this Act provided, make, alter and repeal Statutes with respect to the constitution, management, good government and discipline of the University.*

Section 18(1) provides that:

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

- (a) member of the Senate; or*
- (b) committee, council or other body of the University; or*
- (c) officer of the University.*

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

1.7. Academic Council as the peak academic body

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

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

- Determining the policies of the University on academic aspects of the University, including teaching and learning, admission of students, credit for prior learning, assessment and academic progress of students, and research; and
- Determining the courses and majors to be offered by the University, subject to the authority of the Vice Chancellor as chief executive officer and academic principal of the University after taking advice from the Academic Council;
- Recommending to Senate on the making, amending or repealing of Regulations concerning the requirements for the award of degrees, diplomas and certificates (other than honorary awards);
- Conducting periodic reviews of the quality of teaching and research within Schools; and
- Awarding degrees, diplomas and certificates and University Medals.

While the Academic Council is not a subcommittee of Senate, it is separately established under the *Murdoch Act*, there is a close relationship between the two arms of governance – corporate and academic.

Each set of Academic Council minutes are submitted to Senate. Senate may raise matters addressed in these minutes and seek advice from the President of Academic Council, who is an *ex officio* member of Senate. Senate receives two reports a year from the President of Academic Council. Senate may refer matters to Academic Council for advice. Although it is not a criterion for election to the Senate, the academic staff member may be a member of both bodies.

2. SENATE CHARTER

2.1. General

- 2.1.1 Good governance promotes better performance. All of Murdoch's stakeholders are entitled to demand performance, fairness, transparency, accountability and appropriate disclosure from the Senate. A comprehensive professional focus on effective governance must take high priority.
- 2.1.2 The Senate recognises that it is not always easy to distinguish between what is properly governance, and therefore the responsibility of the Senate and what is management. The Senate adopts the following as a useful starting point in differentiating between the two roles:

³ [Statute No. 5 - Academic Council](#)

There is a world of difference between governance and management. Governance involves the responsibility for approving the mission and goals of the institution; the oversight of its resources; the approval of its policies and procedures; the appointment, review and support of its president; and an informed understanding of its programs and activities. Management, in contrast, involves the responsibility for the effective operation of the institution and the achievement of its goals within the policies and procedures set by the board; the effective use of its resources; the creative support and performance of teaching, research and service; and maintenance of the highest standards of scholarly integrity and professional performance. The responsibility of a board is to govern but not to manage. "Noses in, fingers out" remains sound and tested advice to board members.⁴

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

2.2. The Senate's role and responsibilities

- 2.2.1 The Senate's role and responsibilities are derived from Section 17 of the *Murdoch Act* and specific resolutions that the Senate has passed.
- 2.2.2 The *Murdoch Act* permits the Senate to delegate any of its functions (other than its power making Statutes, By-laws and Regulations).
- 2.2.3 The Senate has resolved that it will have the following, primary responsibilities:
- 2.2.3.1. The appointment and performance management of the Vice Chancellor;
 - 2.2.3.2. Setting strategic directions for the University;
 - 2.2.3.3. Monitoring University performance against strategic objectives, including, through the Vice Chancellor and Academic Council, the academic activities of the University;
 - 2.2.3.4. Setting risk management policy and critically monitoring the management of risk across the University, including commercial undertakings;
 - 2.2.3.5. Setting policy on strategic matters and on other matters reserved for Senate;
 - 2.2.3.6. Setting and monitoring broad budget and planning frameworks, approving the annual budget and business plan, ensuring that the University finances are sound and taking major financial decisions;

⁴ Association of Governing Boards of Universities and Colleges, Glion Declaration II: The Governance of Universities, 2000, page 6.

- 2.2.3.7. Oversight of management;
- 2.2.3.8. Overview of any incorporated entities with limited liability, and of which the University has majority ownership or control ("**Controlled Entities**");
- 2.2.3.9. Oversight of regulatory requirements relevant to Murdoch University including the TEQSA Act 2011, the Higher Education Standards Framework (2021), the ESOS Framework alongside other state based and funding legislation;
- 2.2.3.10. Oversight of corporate governance, monitoring and accountability as set out in the Higher Education Standards Framework (2021) sub-domain 6.1 and 6.2;
- 2.2.3.11. Legislative role, including ensuring that the University is acting ethically and in conformity with all legal requirements; and
- 2.2.3.12. Setting risk management policy and critically monitoring the management of risk across the University.

2.3. The Senate's powers

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

- (a) Electing:
 - (i) the Chancellor; and
 - (ii) the Deputy Chancellor;
- (b) Co-opting members of Senate;
- (c) Making recommendations for the altering and/or repealing of By-laws and Statutes and making, altering and/or repealing Regulations;
- (d) Recommending any proposed amendments to the *Murdoch Act*;
- (e) Approving the University's Strategic Plan;
- (f) Receiving annual reports on any substantial variations, both positive and negative, from the desired outcomes in the University's Strategic Plan;
- (g) Appointing the Vice Chancellor and Interim Vice Chancellor, and extending or terminating his or her employment;
- (h) Appointing an Acting Vice Chancellor when the Vice Chancellor or Interim Vice Chancellor is ill or absent for more than one month;
- (i) Determining the remuneration and conditions of service of the Vice Chancellor;
- (j) Delegating to the Vice Chancellor the appointment of professorial selection committees;
- (k) Delegating to the Vice Chancellor the appointment of members of the senior executive subject to the selection committee for any

such position including a Senate member appointed by the Chancellor on the nomination of the Vice Chancellor;

- (l) Authorising persons to act under the By-laws;
- (m) Approving conditions for and the award of Senate Medals;
- (n) The award of Honorary Degrees;
- (o) Borrowing and investing money, acquiring and disposing of property, giving security, and granting leases of between 10 and 21 years;
- (p) Establishing investment common funds;
- (q) Approving investment policy and guidelines;
- (r) Acting as a trustee;
- (s) Redeeming debentures;
- (t) Establishing a superannuation scheme;
- (u) Approving Guild regulations;
- (v) Approving the annual University operating budget;
- (w) Authorising expenditure from the Development Fund, for amounts above the Vice Chancellor's delegation;
- (x) Establishing foundations;
- (y) Authorising write-offs of debts and other public property up to \$100,000 and recommending write-offs to the Minister where the value exceeds \$250,000⁵;
- (z) Ensuring the effectiveness of accounting and financial management information systems;
- (aa) Authorising certification of the University's annual financial statements and the certificate of compliance for the annual report;
- (bb) Deciding whether or not to accept external funding of any University posts and facilities where the project, or acceptance of funds from that donor, would be contrary to official University policy or to the statement of the University's mission and values as approved by the Senate;
- (cc) Developing or acquiring a new campus;
- (dd) Adopting a master plan for use of University land;
- (ee) Approving new buildings and other capital works (including road works and car parks) on campus, their location, and of funds to be allocated to them;
- (ff) Modifying and/or revoking any declaration by the Vice Chancellor under By-law 3 (about access to or use of University land) which gives effect to a Senate resolution;
- (gg) Designating the office of the University;

⁵ *Financial Management Act (2006) WA, section 48(2), (3) and (4)*

- (hh) Approving incorporation of a University Controlled Entity;
- (ii) For each Controlled Entity, receiving a report on the University's continued involvement after a 5-yearly review, and deciding whether the body should continue without change; continue with changes; or be wound up;
- (jj) Approving the University's annual report;
- (kk) Adopting the University's logo;
- (ll) Authorising the use of the University's official seal;
- (mm) Determining the Senate's standing orders; and
- (nn) Appointing the Chair and Deputy Chair of Senate committees.

2.4. Duties and obligations of Senate members

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

2.5. Composition of the Senate

- 2.5.1 The *Murdoch Act* sets out the size and composition of the Senate. The maximum size of the Senate is seventeen (17), comprised as follows:
 - (a) Chancellor;
 - (b) Vice Chancellor;
 - (c) One person who is a member of the academic staff of the University elected by the academic staff of the University;
 - (d) One person who is a member of the non-academic staff of the University elected by the non-academic salaried staff of the University;
 - (e) Two persons who are students:
 - (i) One undergraduate student elected by the University's undergraduate students; and
 - (ii) One postgraduate student elected by the University's postgraduate students;
 - (f) Two persons who are graduates of the University, who cannot be either staff or students of the University, and who are elected by graduates of the University;
 - (g) Three persons, who cannot be either staff or students of the University, appointed by the Governor on the recommendation of the Minister;
 - (h) Not more than five persons, who cannot be either staff or students of the University, co-opted by an absolute majority of the Senate; and

- (i) The person for the time being the President of Academic Council.

2.6. Senators

- 2.6.1 The composition of the Senate will accord with the following requirements:
 - 2.6.1.1. At least two Senators with financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector);
 - 2.6.1.2. At least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector);
 - 2.6.1.3. At least two lay members (not including the President of Academic Council) to have experience at a senior governance or leadership role within the higher education sector;
 - 2.6.1.4. There shall be a mix of skills, knowledge and experience among Senators as determined by Senate to be appropriate from time to time;
 - 2.6.1.5. The Senate comprises a majority of external, independent Senators, who are neither enrolled as a student nor employed by the University;
 - 2.6.1.6. No Senator who is a current member of any State or Commonwealth parliament or legislative assembly, unless the Senate has specifically selected that person; and
 - 2.6.1.7. A target of at least 50 per cent of members across those appointed or co-opted under Sections 12(1)(g) and 12(1)(h) of the *Murdoch University Act* to be women.
- 2.6.2 For an external Senator to be regarded as independent, he or she must not have significant, material interest or relationship with the University. Generally, an external, independent Senator is someone who:
 - (a) Is not an employee of the University or any of its Controlled Entities;
 - (b) Is not a student enrolled at the University;
 - (c) Has not been a senior employee (i.e. at or above Director or School Dean level) of the University in the last 3 years;
 - (d) Is not a principal or employee of a professional adviser to the University;
 - (e) Is not a significant supplier or customer of the University, or an employee of a significant supplier or customer of the University;
 - (f) Has no significant contractual relationship with the University, outside of his or her appointment as a Senator; and

- (g) Is free from any interest or relationship which could, or could reasonably be perceived to, materially interfere with his or her ability to act in the best interests of the University.
- 2.6.3 Senate members are remunerated as in accordance with an annual Determination of the State Government's Salaries and Allowances Tribunal. In order to receive the remuneration specified each eligible member must make an annual application in response to a call from the University Secretary. If an eligible member does not make an annual application, their remuneration fees will be \$0.
- 2.6.4 External members of Senate committees are remunerated at the rate of half the rate paid to Senate Committee members; and otherwise in accordance with the Determination Variation of the Salaries and Allowances Tribunal dated 27 May 2019.

2.7. Committees and working parties

- 2.7.1 To assist it in carrying out its responsibilities the Senate has established committees in accordance with Sections 12(3), 13 and 18(1) of the *Murdoch Act*.
- 2.7.2 The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee.
- 2.7.3 The Senate's committees are:
 - (a) Audit and Risk Committee;
 - (b) Chancellor's and Nominations Committee;
 - (c) Honorary Awards and Ceremonial Committee;
 - (d) Resources Committee; and
 - (e) People, Safety and Culture Committee.
- 2.7.4 The Senate may use working parties where concentrated attention needs to be given to a specific task for a short period of time, usually only several months, and rarely more than a year.
- 2.7.5 Working parties will be used sparingly and will not duplicate the work of Management or of a committee.
- 2.7.6 When establishing a working party, the Senate will nominate a Chair from among the members of the working party and allocates a specific task or tasks and a reporting date for the working party.

2.8. Conduct of Senate and committee business

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

2.9. Controlled entities

- 2.9.1 The Senate oversees the University undertaking all commercial and consulting activities through Controlled Entities.

- 2.9.2 All Controlled Entities (including the structure of their boards) will comply with the University's policies on the establishment, governance and operations of Controlled Entities.

2.10. Advice

- 2.10.1 The Chancellor and Senators should ordinarily look to the University Secretary for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters as the University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.
- 2.10.2 Subject to obtaining the prior approval of the Chancellor, Senators, through the University Secretary, may seek independent professional advice at the University's expense, to assist in carrying out their Senate duties.
- 2.10.3 Senators are not limited to obtaining University information from the Vice Chancellor. In exercising their responsibilities and duties, Senators may seek information from the specific Senior Executive Group member nominated on the briefing paper, for information about that proposal.

2.11. Senate performance

- 2.11.1 At least every 2 years Senate will conduct a performance evaluation that includes:
- (a) Review of the Senate and its performance, including a review of its duties and responsibilities in the context of what has happened during the period since the previous review;
 - (b) Consideration of the results of a survey of Senate members, seeking feedback on aspects of the operation of the Senate;
 - (c) Setting the goals and objectives of the Senate for the following year, including identification of needed skills and expertise for the future; and
 - (d) Consideration of developments in best practice governance and implementation of any improvements to the University's governance practices considered necessary or desirable.
- 2.11.2 The performance evaluation will be conducted in such manner as the Senate considers appropriate and may include the use of external advisers.
- 2.11.2.1. Senate will conduct an internal performance review that will include an individual peer-driven evaluation.
- 2.11.2.2. After each Senate meeting each member will be invited to undertake a self-evaluation exercise and will be encouraged to complete an anonymous electronic survey in accordance with the Senate Code of Behaviours (see Appendix 1).
- 2.11.3 Senate will conduct an external review at least once every 7 years⁶.

⁶ The next external review of Senate will take place in 2028.

2.12. Induction and development for Senators

- 2.12.1 The Senate recognises the importance of induction for new Senators, and for continuing education/development for all Senators.
- 2.12.2 At the time of being invited to join, or nominating for election to, the Senate, the University Secretary gives prospective Senators information about what is involved in being a Senator.
- 2.12.3 As soon as practicable after a becoming a Senator an induction session is arranged at which a copy of the SGP is provided.
 - 2.12.3.1. An induction session will be arranged as per the Recruitment and Selection, Induction, Professional Development and Review Framework for Senate Members (see Appendix 2).
- 2.12.4 The Senate has adopted a professional development framework for all Senators. The framework offers a range of education and development activities that cater for the Senate as a collective, the Senate's various committees and working parties and individual needs of Senators (see Appendix 2)⁷.
- 2.12.5 Any Senator may contact the University Secretary on a confidential basis to discuss the availability of any professional development courses that are available to assist the Senator. These courses may be offered at the University or by outside bodies.
- 2.12.6 Specific financial training is provided to any Senator appointed to either the Audit and Risk Committee or the Resources Committee who does not possess adequate financial training and/or experience to enable him or her to read and understand a set of financial accounts.
- 2.12.7 The University Secretary will, as may be required from time to time, facilitate seminars for Senators dealing with the duties that apply to Senators and what they involve and provides the Senate with updates on relevant governance developments and practices.
- 2.12.8 The University pays reasonable expenses incurred by Senators in relation to continuing approved professional development.

2.13. Role and independence of the University Secretary

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

⁷ Senate Resolution S/19/2022.

- 2.13.3 The University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.
- 2.13.4 The occupant of the University Secretary position discharges their responsibilities independently, without fear or favour. To this end the Chancellor's and Nominations Committee has oversight of this position.
- 2.13.5 In relation to Senate, the responsibilities of the University Secretary include:
 - 2.13.5.1. to assist the Chancellor in the discharge of their duties as Chair of the Senate and Senate committees Chairs in the discharge of their duties as Chair of the Senate Committees, including providing advice and procuring legal advice as required;
 - 2.13.5.2. to work with the Senate, Chancellor and the Vice-Chancellor to establish and implement good governance practices;
 - 2.13.5.3. to manage all aspects of the meeting arrangements for Senate and Senate committees, including the coordination of the production and distribution of papers for the Senate and Senate committees, ensuring the accuracy of draft minutes of those bodies;
 - 2.13.5.4. to coordinate the Induction Program and professional development programs for Senate and Committee members;
 - 2.13.5.5. to maintain the Senate Register of Interests; and
 - 2.13.5.6. to be the main point of contact for Senate and Senate committee members

3. SENATE CODE OF CONDUCT

3.1. Rationale for the Code

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

- (b) To promote good practice and appropriate behaviours among Senators, in the interests of the Senate, individual Senators, and the University as a whole.
- (c) Senate by Resolution S/47/2021 has approved the adoption of the Senate Code of Behaviours attached at **Appendix 1**. Senate will conduct its business in a positive manner with an aspiration to be collaborative and constructive in support of the objectives of the University.

3.2. Legal responsibilities, liabilities and protection

- 3.2.1 The *Murdoch Act* gives the Senate responsibility for “the entire control and management of the affairs and concerns of the University” and empowers it to “act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University”⁸.
- 3.2.2 It is neither practicable nor appropriate for the Senate to involve itself in the minutiae of the control and management of the University, and it therefore delegates operational responsibility for the management of the University to the Vice Chancellor.
- 3.2.3 In its Charter, the Senate has defined for itself a role as steward and custodian of the University, in which it exercises a broad overview of strategic direction, monitors performance against established goals, and monitors, guides and supports the work of the Vice Chancellor.
- 3.2.4 The sources of individual Senators’ responsibilities, duties and protections comprise:
 - (a) the *Murdoch Act* (in particular Schedule 1);
 - (b) the *Corporations Act 2001 (Cth)*;
 - (c) the general law (including the Common Law and Equity) given the fiduciary nature of the relationship between Senators and the University, including the duty to act in good faith and the duty to act with reasonable care, skill and diligence; and
 - (d) this Code of Conduct.

Acting solely in the interests of the University

- 3.2.5 A Senator must at all times act in the best interests of the University and give precedence to the interests of the University over the interests of any person appointing or electing him or her⁹.

Exercising care and diligence

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

⁸ Paragraph 17(2)(a) of the *Murdoch University Act 1973*.

⁹ Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(c).

position would reasonably be expected to exercise in the Senate's circumstances¹⁰.

Acting in good faith

- 3.2.7 A Senator must at all times act honestly in the performance of his or her functions as a member of the Senate, whether within or outside the State¹¹.

Improper use of position

- 3.2.8 A Senator must not make improper use of his or her position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause detriment to the University¹².

Improper use of information

- 3.2.9 A Senator must not, whether within or outside the State, make improper use of information that he or she acquires by virtue of his or her position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause detriment to the University¹³. This duty is not restricted to information that the general law would protect as confidential. It extends to cover any information obtained in the capacity of a Senator. Information acquired at Senate meetings is confidential save to the extent it is reported in the Minutes. Senators should not share this information with any person who is not a member or observer at Senate.

Material personal interests

- 3.2.10 A Senator must declare standing or ongoing interests for recording in the Register of Interests which is held by the University Secretary.
- 3.2.11 In addition to 3.2.10, a Senator who has a material personal interest in a matter being considered or about to be considered by the Senate must as soon as possible after the relevant facts have come to the his or her knowledge, disclose the nature and extent of the interest at a meeting of the Senate¹⁴.
- 3.2.12 A Senator who has a material personal interest in a matter that is being considered by the Senate must not be present at a meeting while the matter is being considered or vote on the matter, whether at a meeting or otherwise¹⁵.
- 3.2.13 The Senate may pass a resolution that:
- (a) Specifies the Senator, the interest and the matter; and
 - (b) States that the members voting for the resolution are satisfied that the interest should not disqualify the Senator from considering or voting on the matter.¹⁶

¹⁰ Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(b).

¹¹ Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(a).

¹² Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(e).

¹³ Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(d).

¹⁴ Schedule 1, Division 2, of the *Murdoch University Act 1973*, paragraph 2(1). The disclosure will be recorded in the minutes of the relevant meeting.

¹⁵ Schedule 1, Division 2, of the *Murdoch University Act 1973*, paragraph 3.

¹⁶ Schedule 1, Division 2, of the *Murdoch University Act 1973*, paragraph 4. The affected Senator must not be present during debate concerning, nor vote on, a resolution under the provision. For the purposes of this provision, the Senate's quorum is 7 members.

- 3.2.14 The WA Minister for Education may, on the application of a Senator, declare that paragraph 3.2.12 does not apply in relation to a specified matter, either generally or in voting on particular resolutions¹⁷.
- 3.2.15 If the Chancellor perceives there to be a material personal interest of which a Senator may be unaware, the Chancellor will raise it with the Senator concerned before the meeting. Chairs of committees will do likewise with meetings of their committees.
- 3.2.16 Examples of potential material personal interest include:
- (a) Employment by, material shareholding in or directorship of a company dealing with the University;
 - (b) Membership of a body that is in competition or conflict with the University;
 - (c) For University employees, outsourcing or restructuring of their work sections;
 - (d) Any matter under discussion that would result in personal financial advantage; and
 - (e) Government officials who are responsible for an aspect of policy or operations which affects a matter under consideration by the University.
- 3.2.17 A matter that arises from membership of the group qualifying the Senator for election to the Senate, and which is not otherwise special or personal to the Senator, is not a material personal interest (e.g. students voting on assessment policy, or staff voting on a salary increase for all staff).
- 3.2.18 A contravention of this requirement by a Senator does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Potential liabilities

- 3.2.19 Senators may be held accountable for perceived or actual mismanagement in a range of ways. For example, the Senate would be accountable for:
- (a) Any decision it made which was contrary to the law or clearly negligent;
 - (b) Decisions which it has no authority to make, particularly if it could be shown that such decisions were taken with the intent of causing harm;
 - (c) Mismanagement, where this could be shown to be the outcome of failure to ensure the existence of adequate procedures or policies within the University; or
 - (d) Financial mismanagement, where this could be shown to be the outcome of negligence in monitoring financial reports and compliance with audit requirements.

¹⁷ Schedule 1, Division 2, of the *Murdoch University Act 1973*, paragraph 6(1).

- 3.2.20 Senators contribute to the operation of the Senate and therefore, to the extent that they breach their legal responsibilities as detailed above, they may be exposed to legal action. Such legal action could include claims for damages, injunctions and/or account of profits.
- 3.2.21 The following parties can take action where a Senator breaches one of the duties described above¹⁸:
- (a) The Governor may terminate a Senator's appointment for inability, inefficiency or misbehaviour;
 - (b) The WA Minister for Education and/or the WA Attorney General can enforce the duties described where a breach contravenes the *Statutory Corporations (Liability of Directors) Act 1996 (WA)*;
 - (c) The University (or any third party who sustains loss) can take action in respect of a breach of any of the specific duties contained in the *Murdoch Act*; and
 - (d) The University can enforce the general law duties that arise from the fiduciary relationship between individual Senators and the University (i.e. acting in good faith and honestly). Third parties are not able to take action against a Senator for breach of any of these general law duties.
- 3.2.22 In addition to the potential exposures described in paragraph 3.2.21, the Senate:
- (a) Can censure a Senator who breaches his or duties or any other requirement of this Code of Conduct; and
 - (b) May, by a two-thirds majority, remove a Senator from office for breaching one of the statutory duties contained in the *Murdoch Act*. The Senate also has power to suspend a Senator pending a final determination of a motion to remove.
- 3.2.23 There are also various statutory offences in respect of which Senators may be liable where the University commits a wrongful act.
- There is an increasing tendency for legislation to impose heavy penalties on corporations for offences under the legislation, and to make the directors and other officers and managers personally liable as well. Examples include legislation relating to Occupational Health and Safety, Trade Practices, Environment Protection, Equal Opportunity, and Fair Trading. Much of this legislation is capable of applying to the University, and of rendering Senators and others personally liable for an offence by the University.
- 3.2.24 Finally, in addition to risk of legal claims, Senators may become the target, either as part of the Senate, or as individuals, of public or media attention over particular issues. Senators may be held responsible by the public and the media for the effect of unpopular decisions. Similarly if they make decisions which are, or are perceived to be, poor or negligent, exposure of those decisions through the media may have an adverse impact on their personal reputations.

¹⁸ See [Murdoch University Act 1973](#) section 15A

Protection from liability

3.2.25 Where a Senator is, or may be, liable for a breach of any of the duties discussed at paragraphs 3.2.5 to 3.2.24 and:

- (a) has acted honestly; and
- (b) ought fairly to be excused having regard to all the circumstances of the case, including those connected with the Senator's appointment;

a court may relieve the Senator either wholly or partially from liability on such terms as the court thinks fit¹⁹. However, a court will only excuse a Senator from liability if he or she acted honestly and reasonably²⁰. Honest bungling is not an appropriate basis for relief from liability²¹.

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

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

3.3. General responsibilities

Understanding the role of the Senate

3.3.1 Senators will:

- (a) Take advantage of the opportunities provided for induction and professional development;
- (b) Develop and maintain a clear understanding of the role and purpose of the Senate within the context of the changing nature of the University's activities;
- (c) Familiarise themselves with the contents of the Senate's Charter;
- (d) Develop an understanding of the political and social environment in which the Senate operates;
- (e) Stay informed about all relevant activities affecting the Senate; and
- (f) Develop and maintain a clear understanding of the role of any Senate committee on which they serve.

¹⁹ Section 17B of the *Murdoch University Act 1973*.

²⁰ *Commonwealth Bank of Australia v Friedrich* (1991) 5 ACSR 115 at 196 (VIC Supreme Court, Tadgell J).

²¹ *AWA Ltd v Daniels (t/as Deloitte Haskins & Sells)* (1992) 9 ACSR 383 at 402 (NSW Supreme Court, Rogers CJ Comm D).

Being active

3.3.2 Senators will:

- (a) Submit an apology if attendance at any meeting is not possible;
- (b) Obtain leave of absence if absence will extend for more than two consecutive meetings²²;
- (c) Familiarise themselves with the contents of key University documents provided to them;
- (d) Actively seek to understand enough about proposals before the Senate to be able to make appropriately informed decisions and prepare for meetings and seminars/retreats by reading and considering all papers circulated with the agenda;
- (e) Participate, as far as they reasonably find themselves able to do so, in Senate functions which are held from time-to-time and also in functions of the University where the attendance of Senators is appropriate;
- (f) Contribute to the functioning of the Senate and standing, ad-hoc committees and other committees of the University, and may expect to sit on at least one committee of Senate; and
- (g) Participate actively and work co-operatively with fellow Senators and stakeholders to achieve agreed goals.

Raising concerns

3.3.3 Senators will:

- (a) Refrain from pursuing complaints or grievances on behalf of others. This is not part of the role of a Senator. The University has a comprehensive [Complaints Management Policy](#). Senators must direct others who come to them with complaints or grievances to utilise the [Complaints Management Policy](#). However, if a Senator believes that the complaint raises issues of a systemic failure of University culture, policies, operations or systems, they may bring the matter to the attention of the Chair of the People, Safety and Culture Committee;
- (b) If they have a concern about the effective functioning of the Senate, raise their concern with the Chancellor;
- (c) If they have a concern about operational matters at the University, raise their concern through the University's Complaints Management processes. Concerns should not be raised in this manner until after the Senator has made reasonable enquiries with relevant University management about the concern in accordance with paragraph [2.11.3](#); and
- (d) Ensure that the business of Senate is conducted at Senate meetings. It is essential for transparency and accountability that

²² Sub-section 15(5) of the *Murdoch University Act 1973* provides, in effect, that a Senator's position will be vacated if, without obtaining leave of absence, he or she is absent from either all Senate meetings during any period of 6 consecutive months, or from more than half of the Senate's meetings during any period of 12 consecutive months.

Senate business is conducted within and not outside the formal Senate process.

Professional conduct

3.3.4 Senators will:

- (a) Treat each other, and University staff and students with professionalism, courtesy and respect;
- (b) Not improperly influence other Senators;
- (c) Not allow sectional or factional interests to deflect the Senate's focus on the University's general welfare;
- (d) Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Senate;
- (e) Whilst recognising that free and open debate is welcomed and encouraged with Senate meetings and that a Senator's dissent may be recorded in the minutes, accept collective responsibility for and be fully supportive of Senate decisions;
- (f) Promote confidence in the integrity of the University and protect its reputation;
- (g) Not engage in activities that may bring the University into disrepute; and
- (h) Recognise the obligation, at all times, to comply with the spirit, as well as the specific principles contained in this Code of Conduct.

Public comment

3.3.5 Whenever public comment is to be made on behalf of the Senate or the University concerning a matter discussed and/or resolved by the Senate, such comment will be made only by the Chancellor or by his or her nominee.

3.3.6 Wherever public comment by a Senator, although made in a private capacity, may appear to be an official comment on behalf of the University or the Senate, the Senator will preface his or her remarks with a clear indication that they express the Senator's personal view and do not represent the official view of the University or of the Senate.

Confidentiality and security of information

3.3.7 Senators will:

- (a) Ensure that they take appropriate care to ensure the security of sensitive Senate and other University documents, whether in paper or electronic form;
- (b) Avoid discussing confidential Senate or University business in public places where there is a likelihood of being overheard;
- (c) Recognise that confidential information received by them in the course of their duties as Senators remains the property of the University and ensure that it is not disclosed, or allow it to be

disclosed, unless that disclosure has been authorised by the University, or is required by law;

- (d) Ensure they take appropriate care to ensure the security of any notes taken at Senate (which are University documents) for their personal use; and not to use these in future correspondence outside the Senate meeting; and
 - (e) Dispose of duplicate copies of records no longer required, in accordance with archive procedures.
- 3.3.8 As a public body, agendas of the Senate and its committee papers are not confidential, unless marked as such. Senators are free to consult colleagues or others about matters on an agenda, and to advise them of the outcome.
- 3.3.9 Confidential or otherwise sensitive Senate and committee papers will be marked “Commercial in Confidence”, and if printed will be on bright blue paper.
- 3.3.10 Where an agenda paper or other document is marked confidential, Senators may seek further informed advice or consult interested parties within the University, after obtaining the approval of the Chancellor or Chair of the relevant committee. This approval to be sought through the University Secretary. The Chancellor or Chair, as the case may be, will identify any limits on consultations, and inform Senators of this. In seeking such advice, Senators may indicate the nature of the proposal, though not the details.
- 3.3.11 Save as reported in the Minutes, discussions and outcomes of deliberations at Senate meetings must be treated as strictly confidential. Even if the University goes public with the matter, details of the committee discussions remain confidential.

3.4. Conflicts of interest

Gifts and gratuities

- 3.4.1 Senators should not accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals. Senators will not, in their capacity as Senators:
- (a) Seek or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind;
 - (b) Use their position for personal profit, gain or advantage; or
 - (c) Accept a gift if it could be seen by the public, knowing the full facts, as intended or likely to cause the Senator to act in a particular way or deviate from public duty.

Private interests

3.4.2 Senators are expected to place the public interest above personal interests and not to use their position for personal gain or advantage. Conflicts between private interests and public duties can arise when:

- (a) A Senator (or that Senator's spouse or partner, child or near relative) stands to make a financial gain from, or to be otherwise advantaged by a Senate decision; or
- (b) A Senator (or that Senator's spouse or partner, child or near relative or close associate) holds membership of, or ownership in another organisation likely to benefit from a Senate decision.

3.5. The University's obligations to Senators

3.5.1 The University will:

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

4. SENATE STANDING ORDERS

4.1. Scheduling of meetings

- 4.1.1 There are normally six scheduled meetings of the Senate each year, the dates for which are determined in the previous year.
- 4.1.2 If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that there is insufficient business for a meeting, the meeting may be cancelled.
- 4.1.3 If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that a matter has arisen which requires the urgent attention of the Senate, a special meeting will be arranged.
- 4.1.4 If the University Secretary receives a written request from at least five Senators stating the proposed business of the meeting a special

meeting may be held. A meeting requested by Senators will be held not more than 14 or less than 3 working days after the request is received.

- 4.1.5 If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that a matter is urgent and non-controversial, they may authorise a decision by circulation. Such decisions require an absolute majority of Senate members. Where a decision by circulation is sent out, members may pose questions through the Secretary who will share the answers with all members.
- 4.1.6 A meeting may be adjourned to a later date if a quorum is not achieved or if the business of the meeting is not complete in the time allocated.
- 4.1.7 Each year (at such time as the Senate determines), the Senate will hold an annual retreat, at which it will conduct an analysis of strategic issues.

4.2. Notice of meetings and agenda

- 4.2.1 Any Senator may request that an item be placed on the agenda. The Chancellor may exercise discretion as to whether or not to include it in the agenda. If any two Senators request that an item be placed on the agenda, it will be included, however in the absolute discretion of the Chancellor any request by two Senators may be referred to the appropriate committee of the Senate, prior to the item being included in the agenda for a meeting of Senate.

- 4.2.2 Senators who want to communicate their views in writing to all other Senators between meetings of the Senate will do so via the University Secretary, preferably by email, with a request that this be forwarded to all Senators.

Where the Chancellor uses their discretion to refuse to circulate correspondence requested by a Senator through the University Secretary to other Senators, the Chancellor will report in the Chancellor's report to Senate, their use of discretion and a general indication of the nature of the correspondence and the reason for refusal.

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

Senate and Committee agenda and papers should be loaded onto Diligent (governance software) by University Secretary Office staff, with the first distribution point being normally 7 days before the scheduled Senate meeting, and the final distribution point being normally no later than 3 days.

- 4.2.4 The agenda of each regular meeting of the Senate include the following:
 - (a) Acknowledgement of Country;
 - (b) Declarations of conflicts of interest;
 - (c) Confirmation of previous minutes;
 - (d) An update from the Chancellor;

- (e) A report from the Vice Chancellor;
 - (f) Other items for discussion and/or decision (Part A) including:
 - (i) Strategic Thematic Enquiry Topic;
 - (ii) Reporting of Key Performance Indicators – Portfolio Presentations;
 - (iii) Report to Senate by the Chair of Audit and Risk Committee;
 - (iv) Report to Senate by the Chair of Chancellor's and Nominations Committee;
 - (v) Report to Senate by the Chair of Resources Committee; and
 - (vi) Report to Senate by the President of Academic Council.
 - (g) Items for decision *en bloc* (Part B)²³; and
 - (h) Items for noting (Part C) (including a report detailing the documents to which the official seal has been affixed²⁴).
- 4.2.5 Each Senate agenda item containing a significant recommendation will have a briefing paper in the form set out by the University Secretary's Office.
- Briefing paper templates are available through the Senate intranet site.
- 4.2.6 The Chair of any Senate committee will approve any report from that committee to the Senate before circulation with the Senate agenda papers.
- 4.2.7 The University Secretary has authority on behalf of the Senate to require agenda papers to be rewritten to meet the format requirements and information needs of the Senate.
- 4.2.8 Unless otherwise agreed by the Chancellor, at a special meeting, only the business specified in the notice of meeting will be considered.
- 4.2.9 Unless otherwise agreed by the Chancellor, at an adjourned meeting, only the outstanding or incomplete business of the meeting from which it is an adjournment, will be considered.
- 4.2.10 Agenda papers of Senate may be made available to a University staff member 'upon request' to the University Secretary, subject to:
- 4.2.10.1. The matter which the paper relates has been approved by Senate.
 - 4.2.10.2. The minutes relating to that matter have been approved by Senate.
 - 4.2.10.3. Papers marked as confidential are out of the scope of any request.
 - 4.2.10.4. The papers are provided to the staff member on a 'for your eyes only' basis.

²³ A member may request that an item be moved from Part B or Part C to Part A.

²⁴ In accordance with Senate Resolution S/51/2007.

- 4.2.11 Subject to the full agenda of Senate being approved and shared to the Senate membership, a short-form of the non-confidential Senate agenda will be made available to Murdoch University staff through the University intranet 7 days before the Senate meeting.

4.3. Apologies

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

4.4. Meetings

- 4.4.1 At any meeting of the Senate, eight Senators will constitute a quorum²⁵. If a quorum is not present 30 minutes after the scheduled meeting time, the meeting will lapse.
- 4.4.2 The Chancellor will chair all meetings of the Senate or, in the absence of the Chancellor the Deputy Chancellor²⁶. In the absence of both the Chancellor and the Deputy Chancellor, the meeting will elect a Chair from among the Senators present.
- 4.4.3 Each Senator will have a deliberative vote. If there is an equality of votes, the Chair will also have a casting vote²⁷.
- 4.4.4 The Senate may adjourn any meeting or debate to a future meeting.
- 4.4.5 The minutes of the Senate will contain the names of those present, the substance of debate and the precise terms of each resolution. Where the deliberations have been held *in camera*, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will be confirmed at the next regular meeting and the minutes will be signed by the Chair.
- 4.4.6 The Chancellor, or if the Chancellor is not available, the Deputy Chancellor, may determine that proxy voting will be permitted in respect of a specific item or items for consideration by Senate in the following circumstances and subject to the following conditions:
- (a) The Chancellor or Deputy Chancellor must form the reasonable opinion that a matter to be considered by the Senate is a matter

²⁵ Sub-section 12(6) of the *Murdoch University Act 1973*.

²⁶ Sub-sections 10(4) and 11(3) of the *Murdoch University Act 1973*.

²⁷ Sub-section 12(7) of the *Murdoch University Act 1973*.

of significance to the University and the vote of as many Senators as possible on the matter is desirable.

- (b) For whatever reason, more than 25 per cent of the members of Senate will not be in attendance at the meeting convened to consider the matter and that it is not feasible or practicable to delay dealing with the matter.
- (c) A Senator who is entitled to vote on a matter in respect of which a determination to permit proxy voting has been made, may by signed notice ("**Proxy Notice**") appoint the chair of the relevant meeting to vote for that Senator.
- (d) At any time prior to the exercise of a proxy vote by the Chair appointed as the proxy of a Senator, the Senator may revoke the appointment by giving written notice to the Chair.

4.4.7 With the consent of the Chair, a Senator may participate in the meeting by teleconference, videoconference or other electronic means. Any such participation will be indicated in the minutes. Subject to the prior consent of two thirds of the Senators, a meeting may be held entirely by any of these means, provided all participating Senators are capable of communicating with each other instantaneously at all times during the proceedings.

4.4.7A Protocols governing meetings held entirely by electronic means:

- (a) Senate Standing Orders as set out in Section 4 apply.
- (b) The University's preferred videoconferencing/teleconferencing technology is Microsoft Teams. With the prior approval of the Chancellor alternative technology may be used.
- (c) Instructions on how to connect to the meeting will be provided in the calendar invitation emailed via Outlook. Training will be provided for members where required.
- (d) The Secretary will open the meeting 15 minutes prior to the scheduled meeting time to allow members to join.
- (e) Members should announce their name as they enter the meeting so that their attendance may be recorded.
- (f) It is preferred that members use the video function in order than they can be seen (if their internet connection precludes this, they should turn on their video when they speak).
- (g) Members should mute microphones unless they are speaking to avoid 'feedback' interrupting the meeting.
- (h) Microsoft Teams includes a "chat" function where members may type that they wish to speak. This will be monitored by the Chancellor/Chair and/or Secretary and people will be invited to speak in the order in which they indicated their wish. No other comments should be made on the chat function.
- (i) Members should take reasonable steps to minimise the risk of being overheard when engaged in a Senate meeting (e.g. wearing headphones or moving to a separate room).

- (j) The record function of Microsoft Teams will not be used.
 - (k) In accordance with 4.4.8, a question will be decided by the voices. The Chancellor or Chair will put the proposed resolution and will ask that anybody wishing to vote against the proposed resolution make this known by speaking up. This will be recorded in the usual way by the Secretary.
- 4.4.8 A question will be decided on the voices or by a show of hands unless a ballot is requested by at least five Senators.

4.5. Conduct of business

- 4.5.1 Each agenda of the Senate will have a standing item “Declarations of conflicts of interest”, at which point the Chair will ask if any Senator has a material personal interest to declare.
- 4.5.2 Where there is a material personal interest, future papers on this matter might not be made available to the Senator concerned. All declarations of interest will be minuted, along with any ensuing action.
- 4.5.3 The following topics are included in the Senate’s annual programme:
 - (a) Setting of Senate strategic goals.
 - (b) An address from the Vice Chancellor on the state of the University.
 - (c) A report on changes to the University’s external environment.
 - (d) A review of performance against the strategies in each of the Operational Plans in the University’s Strategic Plan.
 - (e) A presentation on the University’s budget for the following year and on financial issues facing the University.
 - (f) Quarterly reports on the University’s finances. The Senate’s Resources Committee will first consider these reports.
 - (g) A biannual report on enrolment trends for international and domestic students.
 - (h) An annual report on the University’s compliance with the HESF.
 - (i) Reports summarising the findings and agreed actions arising from academic and administrative unit reviews.
 - (j) Chancellor’s use of discretion under the Senate Statement of Governance Principles to deny a request be reported as part of the Chancellor’s report.
 - (k) The Senate membership skills and experience matrix (Appendix 2) is discussed in Senate at least annually.
- 4.5.4 Unless notice of the motion has been given, a motion to rescind any decision of the Senate must be carried by an absolute majority of the Senate.

Invitees and observers

- 4.5.5 Observers may attend meetings of Senate or Senate Committees at the discretion of the Chancellor or Chair.

- 4.5.6 No meeting shall be filmed or otherwise electronically recorded without permission of the Chancellor or Chair of the meeting.
- 4.5.7 Any person wanting to attend a meeting of Senate as an observer must give written notice of his or her request to do so to the University Secretary. A person may request attendance for a specific meeting or on a standing basis. The University Secretary shall facilitate a decision by the Chancellor or the Chair as to whether a specific invitation or a standing invitation will be extended to that person.
- 4.5.8 Where there is insufficient space to accommodate all persons wanting to observe any meeting of Senate, subject to the discretion of the Chancellor or Chair, access will be granted in order of the timing of notice given to the University Secretary under paragraph 4.5.7.
- 4.5.9 The Chancellor may revoke any standing invitation issued at his or her discretion.
- 4.5.10 A person who is not a Senator is not permitted to speak (unless invited to do so by the Chancellor).
- 4.5.11 Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

4.6. Rules of debate

- 4.6.1 The business of Senate is normally conducted through informal discussion based on the principles set out in the Code of Conduct and at the discretion of the Chair.
- 4.6.2 If Senate decides to apply formal rules of debate to an agenda item, the following rules apply:
 - (a) The Chair, if desiring to participate in a debate, will vacate the chair and call upon another Senator to act as Chair.
 - (b) Any Senator desiring to speak will address the Chair by turning their nameplate on its side.
 - (c) When two or more Senators indicate that they wish to speak, the Chair will call upon the Senator who, in the opinion of the Chair, first indicated an intention to speak.
 - (d) A reply will be allowed to a Senator who has moved a substantive motion, but not to any Senator who has moved an amendment.
 - (e) No Senator may speak to any question after it has been put by the Chair and the show of hands or ballot has been taken on that question.
 - (f) Any Senator may move a motion of which notice has been given.
 - (g) A motion may be amended or withdrawn by the mover, by permission of the Senators present.
 - (h) Any motion or amendment not seconded will not be discussed or be recorded in the minutes. A motion or amendment moved by the Chair does not require a seconder.

- (i) When one or more amendments have been proposed and defeated or withdrawn, the question will be put as originally proposed.
 - (j) A question may be superseded by a motion that “the Senate proceed to the next business” or by the motion that “the Senate do now adjourn”, either of which, if seconded will be put immediately without debate.
 - (k) The debate on a question may be closed by the motion that “the question be now put”. If the motion is seconded and carried, the question will be put immediately without amendment or debate.
- 4.6.3 A Senator may at any time move that the strict order of debate be followed and the motion will be put to the vote without debate. If such a motion is carried, or the Chair so rules:
- (a) Unless the Chair permits, no Senator will speak twice during the debate on the original motion, except that the mover of the original motion may reply, or that on one amendment being defeated, a Senator may second a further amendment.
 - (b) A Senator who may have been misrepresented or misunderstood will be allowed to explain immediately before the mover replies.
 - (c) When an amendment becomes the question, it will be open to discussion as though it were an original motion.
- 4.6.4 Any of these standing orders concerning rules of debate may be suspended for the time being if a motion to that effect is carried by a majority of Senators present.
- 4.6.5 Should questions which are not dealt with in these standing orders arise at any meeting, the decision of the Chair will be final.
- 4.6.6 A Senator can move dissent from a ruling of the Chair on whether or not to allow a motion, or from a ruling not covered by standing orders, but not on matters of procedure or points of order. If such a motion of dissent is moved:
- 4.6.6.1. the Chair will vacate the chair while the motion is under consideration; and
 - 4.6.6.2. the mover and the Chair will have the opportunity to speak, after which the motion will be put to the vote.
- 4.6.7 Any Senator, having already approached the Chancellor or Chair with concerns to amend the confidential classification of an item and the Chancellor or Chair has not agreed to the change, may move a procedural motion in Senate/Committee meeting that an item on the agenda be changed from confidential item to a non-confidential item. The formal rules of debate to an agenda item will apply.

4.7. Electronic Environment

- 4.7.1 Meeting documents are shared with members via Diligent Boards, a cloud-based content management solution for creating, distributing, and collaborating on board meeting materials.

- 4.7.2 Members may request a Murdoch University email address and login (“MAIS”) which will provide access to the University’s web pages.
- 4.7.3 Members must delete University documents relating to their membership of Senate when their term on Senate expires.
- 4.7.4 Members who do not have access to suitable devices will be loaned a wireless-enabled iPad for the duration of their membership term to enable them to access meeting documents. The iPad must be protected using the “Passcode Lock” function including that data on the iPad is deleted when the Passcode is incorrectly input 10 times. Use of the iPad is subject to the University’s policies.
- 4.7.5 The iPads remain the property of the University and will be treated as an “attractive item”, will be bar-coded and will be disposed of in accordance with the [Assets - Fixed Asset Disposal/Write-off Procedure \(1101c\)](#).
- 4.7.6 The University’s IT Services will provide basic support for a provided iPad within normal University business hours; however members are asked to arrange this support through the University Secretary’s Office due to the confidential nature of documents that will be held on the iPad.
- 4.7.7 Support for Diligent is provided via a 24/7 toll-free number (from Australia 1800 106 454) and also online via the member portal.

4.8. Minutes and minutes-related practices

- 4.8.1 Minute-taking practices will be aligned with the principles related to the taking of board minutes, as outlined by the Australian Institute of Company Directors and the Government Institute of Australia²⁸ and will be harmonised with the Public Sector Commission Governance Manual for WA Government Boards and Committees²⁹. These key documents will be monitored by the University Secretary to ensure that the University’s practices continue to align.
- 4.8.2 As a public body, all decisions must be transparent. The Senate ensures that:
 - 4.8.2.1. All decisions and processes are documented.
 - 4.8.2.2. Minutes of all official meetings are prepared and retained.
 - 4.8.2.3. Adequate procedures are observed for documenting all decisions, events and transactions involving the Senate.
 - 4.8.2.4. Records relating to confidential matters considered by Senate are accorded an appropriate level of security.
 - 4.8.2.5. Minutes will capture the basis of decisions taken, with the reasons apparent in the minutes recorded.

²⁸ <https://www.aicd.com.au/board-of-directors/meeting/minutes/new-guidance-for-directors-on-minute-taking-law-and-practice.html> accessed 23aug2022

²⁹ <https://www.wa.gov.au/government/publications/governance-manual-western-australian-government-boards-and-committees> accessed 23aug2022

- 4.8.2.6. Senate Committee minutes will record the number of member's votes attributed to dissent and abstention.
- 4.8.3 As a public body, minutes of the Senate are not confidential, unless marked as such. However, details of discussions held, beyond that reported in the minutes, are to be kept confidential.
- 4.8.4 Confidential sections of the minutes and papers of Senate and Committees are to be limited to:
 - 4.8.4.1. Where the items or paper contains commercially sensitive information.
 - 4.8.4.2. Where the item or paper contains personal or private information about a staff member, student or other person; or
 - 4.8.4.3. Where the item or paper contains potentially legally privileged information.
 - 4.8.4.4. Where there is a direction from a regulatory body that the matter be held confidential.
- 4.8.5 The Chancellor has the final responsibility for determining the sections of the minutes that are to be kept confidential.
- 4.8.6 The minutes of the Senate will contain the substance of debate and the precise terms of each resolution. Where the deliberations have been held in camera, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will be confirmed at the next regular meeting and the minutes will be signed by the Chair. Notably, the minutes of Senate include the following information:
 - 4.8.6.1. The place, date and starting time;
 - 4.8.6.2. Chair name, attendees, invited guests;
 - 4.8.6.3. Membership;
 - 4.8.6.4. Any Senator participating in the meeting by any electronic means;
 - 4.8.6.5. Apologies accepted;
 - 4.8.6.6. Acknowledgment of Country;
 - 4.8.6.7. Up-to-date register of interests;
 - 4.8.6.8. Declarations of conflict of interest;
 - 4.8.6.9. Confirmation/noting of minutes of the previous meeting, materials distributed before and during the meeting, proceedings of the meeting and resolutions made;
 - 4.8.6.10. Action items;
 - 4.8.6.11. When attendees leave and re-enter the room;
 - 4.8.6.12. Details of votes against resolution or abstentions;
 - 4.8.6.13. An update from the Chancellor;
 - 4.8.6.14. A report from the Vice Chancellor;

- 4.8.6.15. Other items for discussion and/or decision (Part A) including:
 - 4.8.6.15.1. Strategic Thematic Enquiry Topic;
 - 4.8.6.15.2. Reporting of KPI – Portfolio presentations;
 - 4.8.6.15.3. Report to Senate by Chair of Audit and Risk Committee;
 - 4.8.6.15.4. Report to Senate by Chair of Chancellor's and Nominations Committee;
 - 4.8.6.15.5. Report to Senate by Chair of Honorary Awards and Ceremonial Committee;
 - 4.8.6.15.6. Report to Senate by Chair of People, Safety and Culture Committee;
 - 4.8.6.15.7. Report to Senate by Chair of the Resources Committee; and
 - 4.8.6.15.8. Report to Senate by the President of Academic Council.
- 4.8.6.16. Items for decision en block (Part B); and
- 4.8.6.17. Items for noting (Part C).
- 4.8.7 Any Senator may require their vote or decision to abstain to be recorded in the minutes.
- 4.8.8 Minutes will be prepared within one month of the meeting and sent to members for feedback, with a final set of minutes presented to the next meeting or confirmed by circular decision at the discretion of the Chair.
- 4.8.9 Publication of approved non-confidential minutes will be made available to Murdoch University staff through the University intranet.

5. SENATE STANDING COMMITTEES

5.1. Principles for Senate Standing Committees

- 5.1.1 To assist it in carrying out its responsibilities the Senate has established committees in accordance with Sections 12(3), 13 and 18(1) of the *Murdoch Act*.
- 5.1.2 The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee, and other matters that the Senate considers appropriate.
- 5.1.3 The delegated authority of each committee is strictly limited to its terms of reference. A committee may:
 - (a) Investigate any activity within the ambit of its terms of reference;
 - (b) Obtain such information as it considers necessary from any employee or officer of the University; and

- (c) Obtain external legal or other independent advice, as it considers necessary and as approved by the Chancellor in consultation with the University Secretary.
- 5.1.4 The Senate appoints the Chair of each committee.
- 5.1.5 The Chair of each committee will be a lay member of Senate. Each committee shall have a Deputy Chair, appointed from among the lay Senators on the committee.
- 5.1.6 On recommendation from the Chair of the committee and in consultation with the University Secretary, the Chancellor will appoint the members of all Senate committees, other than the Chair.
- 5.1.7 Committee membership will be for a term of up to 3 years, with staggered terms and with members eligible for reappointment.
- 5.1.8 The terms of reference for each committee, will include a list of the range of essential and desirable knowledge and skills needed amongst its members. These membership criteria will be used in filling positions, taking precedence over the committee preferences of individual Senators.
- 5.1.9 At least 50 per cent of the members of any committee will be lay members of Senate, unless the committee's terms of reference provides otherwise.
- 5.1.10 Each committee will have at least one member of each gender.
- 5.1.11 All Senators are free to attend meetings of any committee or working party (other than the Chancellor's and Nominations Committee) as an observer, provided that they do not have any actual or potential conflict of interest.
- 5.1.12 The terms of reference of the committee list the standing observers. The Chair of the committee may approve that others be invited to attend for particular items or an entire meeting.
- 5.1.13 The Chancellor and Vice Chancellor are members *ex officio* of all Senate standing committees, with the exception that the Vice Chancellor is not a member of the Audit and Risk Committee or the Chancellor's and Nominations Committee.
- 5.1.14 A person who misses three consecutive committee meetings without having approved leave of absence loses membership of that committee.
- 5.1.15 The quorum for the committee is 50 per cent of members unless the committee's terms of reference provides otherwise.
- 5.1.16 Unless a committee's terms of reference provide otherwise, all committees shall have the power to co-opt up to two persons as members, provided that any such co-opted appointments are endorsed by the Senate.
- 5.1.17 The minutes will be prepared within one month of the meeting and sent to members for feedback, with a final set of minutes presented to the next meeting or confirmed by circular decision at the discretion of the Chair, and the confirmed minutes of the meetings of the

committees will be forwarded to Senate. If it is not possible to have confirmed minutes for the Senate meeting the Chair will make a report at the Items for Discussion of Senate.

- 5.1.18 Minute-taking practices will be aligned with the principles related to the taking of board minutes, as outlined by the Australian Institute of Company Directors and the Government Institute of Australia and will be harmonised with the Public Sector Commission Governance Manual for WA Government Boards and Committees. These key documents will be monitored by the University Secretary to ensure that the University's practices continue to align.
- 5.1.19 Minutes of Committees except the Honorary Awards and Ceremonial Committee will record the number of members dissenting votes and abstention.
- 5.1.20 Minutes will capture the basis of decisions taken with the reason recorded in the minutes.
- 5.1.21 Minutes of Senate Committees are available only to members of Senate and Committees.
- 5.1.22 Agendas of Senate and Senate Committees will be made available to Senate members on a confidential basis, with the following exceptions:
 - 5.1.22.1. Agenda papers of the Chancellor's and Nominations Committee.
 - 5.1.22.2. Agenda papers of the Honorary Awards and Ceremonial Committee.
 - 5.1.22.3. Commercial-in-confidence papers where third parties are involved.
 - 5.1.22.4. The Chancellor maintains the right to withhold papers from being loaded onto the governance software, with a requirement that this right not be unreasonably exercised, and that the reasons of the Chancellor be fully explained to Senate upon request.

5.2. Roles and responsibilities of Chairs of Committees

- 5.2.1 The Chair of each Committee of Senate will be responsible for:
 - 5.2.1.1. Chairing meetings of the Committee..
 - 5.2.1.2. Providing leadership to the relevant Committee
 - 5.2.1.3. Taking responsibility for the Committee's development.
 - 5.2.1.4. In conjunction with Management, ensuring the Committee receives proper information.
 - 5.2.1.5. Planning and conducting Committee meetings effectively, including in relation to declaration of interests and dealing with actual or potential conflicts of interest.
 - 5.2.1.6. Following up on actions or resolutions of the Committee.
 - 5.2.1.7. Engaging the Committee in assessing and improving its performance.

- 5.2.1.8. Overseeing the induction and development of new Committee members.
- 5.2.1.9. Providing a report at each Senate meeting on the deliberations of the Committee, except for the Honorary Awards and Ceremonial Committee.
- 5.2.1.10. To advise Senate of controversies in relation to decisions made or matters discussed at the Committee.

6. TERMS OF REFERENCE FOR SENATE STANDING COMMITTEES

6.1. Audit and Risk Committee

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

6.1.1 Terms of reference:

1. Purpose

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

2. Authority

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

3. Accountability

The Committee reports directly to Senate and has oversight of:

3.1 Risk management

- (a) Ensures there is a risk management framework and a risk appetite in place that is appropriate for the University.
- (b) Receives regular reports and presentations on the management of the University's significant risks.

3.2 Internal controls and internal audit

- (a) Receives reporting on systems of internal control.

- (b) Approves the Assurance Map and Internal Audit's Annual Audit Plans.
- (c) Oversees the internal audit function, including the performance of the outsourced internal audit providers, confirming that it is adequately resourced and operating effectively.
- (d) Monitors appropriate and timely action is taken by the relevant management on findings identified by internal and external audit.
- (e) Oversees the University's fraud and integrity framework, including its appropriateness and being notified of any action taken under the policy and ensuring all significant losses are properly investigated and referred as appropriate.
- (f) Regularly assesses the risk arising from the University's involvement in the ownership of any entities.
- (g) Receives and reviews internal audit reports.

3.3 Financial Reporting

- (a) Reviews the annual financial statements, key performance indicators and Annual Report considering whether they are consistent with information known to Committee members, and reflect appropriate accounting principles.
- (b) Reviews and recommends the annual statutory accounts, key performance indicators, certifications and Annual Report to Senate.
- (c) Reviews significant accounting policy changes made by the University.
- (d) Oversees the reliability and integrity of financial and related information systems.
- (e) Receives copies of quarterly financial statements for information purposes.
- (f) Oversees financial risk, as referred by other sub-Committees of the Senate, above defined thresholds for expenditure or in circumstances defined by Senate.

3.4 External audit

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

3.5 Compliance

- (a) Reviews the effectiveness of the system for monitoring compliance with laws and regulations and

the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.

- (b) Receives regular updates from Management regarding compliance matters, including reporting on external reviews.
- (c) Oversees regulatory activity with the University's regulator, TEQSA, including compliance audits against the HESF, oversight of any outcomes and actions that come from these activities, and findings from academic committees that monitor compliance with academic related Threshold Standards.
- (d) Submits an annual summary report to Senate of the University's compliance performance.

3.6 Ethics

- (a) Receives an annual report from the Animal Ethics Committee and the Human Ethics Committee.

3.7 Policy

- (a) Oversees and recommends to Senate governance-level policy review.
- (b) Oversees the University's policy renewal processes.

4. Reporting

To report to the Senate:

- 4.1 Following each Audit and Risk Committee meeting on its deliberations, by furnishing its minutes to the Senate and in addition at each Senate meeting the Chair reports on any events or developments relating to the matters under discussion by the Audit and Risk Committee. In the absence of the Chair, the Deputy Chair reports.
- 4.2 On any pressing matters, to report to the Chancellor before that time.
- 4.3 Once a year to provide an overview of audit and risk management matters.
- 4.4 Reviewing the Terms of Reference and the Internal Audit Charter annually and recommending changes to Senate as necessary.

6.1.2 Membership and composition:

- (a) At least three Senators who are not University staff or students;
- (b) At least three co-opted external members who are not Senators or University staff;
- (c) Membership may not exceed nine members;
- (d) All members must be independent from University Management;
- (e) The membership will include at least one male and at least one

female; and

- (f) Chair and Deputy Chair will be appointed from among the members by the Senate.

6.1.3 Committee skills mix:

- (a) High sense of probity;
- (b) Questioning mind and willingness to ask probing questions;
- (c) Financial understanding (ability to understand a set of accounts);
- (d) At least one member with financial skills and experience and who is a member of a recognised accounting body;
- (g) An understanding of the tertiary sector;
- (e) At least one member with experience in higher education regulatory compliance and academic risk;
- (f) At least one member with experience in risk management; and
- (g) Information Technology skills and experience.

6.1.4 Terms of office:

Members are appointed for a term up to 3 years.

6.1.5 Standing observers:

- (a) Vice Chancellor;
- (b) Chief Financial Officer;
- (c) Director Audit, Risk and Compliance Management;
- (d) Director Quality and Standards; and
- (e) Nominee of the Office of the Auditor General.

6.1.6 Secretary:

University Secretary.

6.1.7 Meetings:

The Committee meets at least four times a year.

6.1.8 Quorum:

The quorum is three members.

6.2. Chancellor's and Nominations Committee

The Chancellor's and Nominations Committee is a standing committee of Senate established in accordance with Sections 12(3), 13 and 18(1) of the *Murdoch Act*. The Committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

6.2.1 Terms of reference:

1. Remuneration

- 1.1 To determine the remuneration (including but not limited to base pay (or salary), performance bonus payments, retention bonus payments, and termination payments)

and conditions of service of the Vice Chancellor and Senior Officers.

For the purposes of these Terms of Reference, the Senior Officers comprise of the Deputy Vice Chancellors, Chief Financial Officer, Chief Experience Officer and Chief People Officer.

- 1.2 To recommend to the Senate on the performance objectives for the Vice Chancellor.
- 1.3 To approve the performance objectives for the Senior Officers.
- 1.4 To determine succession planning for the Vice Chancellor and Senior Officers.
- 1.5 To undertake the Vice Chancellor's annual performance appraisal while involving the full committee, allowing for structured input by all Senate and being ultimately reported to the full Senate for noting. The process is to be led by the Chancellor and shall provide for appropriate input by the Vice Chancellor.
- 1.6 To receive a report from the Vice Chancellor on the review of the performance of the Senior Officers each year.
- 1.7 To provide an annual report to Senate for noting concerning the current succession plan for the Vice Chancellor and senior officers.

2. Nominations

- 2.1 To maintain lists of persons who are eligible and willing to be appointed to any vacancy or casual vacancy in the office of any member of the Senate who is appointed by the Governor or the Senate.
- 2.2 To recommend to the Minister suitable candidates for appointment to a vacancy of casual vacancy in the office of any member of the Senate who is appointed under Section 12(1)(g) of the *Murdoch Act* (members appointed by the Governor on recommendation of the Minister).
- 2.3 To recommend to Senate suitable candidates for appointment by co-option under Section 12(1)(h) of the *Murdoch Act* (members co-opted by the Senate by an absolute majority of the other members).
- 2.4 (a) The *Murdoch Act* at Section 12(2a) stipulates that there are at least two Senators having financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector) and at least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector).

- (b) The *Voluntary Code of Best Practice for Governance of Australian Universities* (adopted by Senate Resolution S/46/2011) suggests that there be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and who must not be current Senators of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself.
- (c) A target of at least 50 per cent of members across those appointed or co-opted under Sections 12(1)(g) and 12(1)(h) of the *Murdoch Act* to be women.
- (d) Members should have an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom.
- (e) Members should be able to contribute to the Senate by having (or having the capacity to develop) a good understanding of what the external community needs from the University.
- (f) The extent to which the experience of the persons being considered will contribute to the effective working of the Senate.
- (g) To achieve diversity amongst members of Senate and Senate Committees, while not precluded, in the absence of exceptional circumstances, it is preferred that there not be multiple members affiliated with the same organisation.
- (h) Amongst the members of Senate, there should be one or two people with recent senior academic experience including having held senior roles in university management and who are very knowledgeable about contemporary issues and trends in Australian and international higher education.

3. Governance

- 3.1 To make decisions regarding the existence or continuation of the University Secretary position itself (as opposed to hiring or firing individuals), such decisions requiring ratification by Senate.
- 3.2 Subject to being satisfied that it is appropriate to do so, to ratify decisions of the Vice Chancellor relating to the appointment of persons to the University Secretary position and the termination of employment of persons in that position and to advise Senate.
- 3.3 To advise the Senate on amendments to the *Murdoch Act* and University legislation, where in

the opinion of the University Secretary these have not already been reviewed from a policy perspective or require further consideration.

3.4 To regularly review the operating procedures of the Senate, including its committee structures, standing orders, standing resolutions and annual cycle of business and to advise Senate.

3.5 To regularly review the effectiveness of the induction program for new Senate members and the availability and uptake of professional development opportunities for all Senate members and to advise Senate.

4. Advisory

4.1 To advise the Chancellor on governance issues and matters of substance affecting or of concern to the University generally, which are not covered by the Terms of Reference of any other Senate committee, subject to reporting subsequently to the Senate.

5. Reporting

5.1 At each Senate meeting, the Chancellor will report on the matters under discussion by the Committee. In the absence of the Chancellor, the Deputy Chancellor will present.

6.2.2 Membership and composition:

- (a) Chancellor [Chair];
- (b) Deputy Chancellor;
- (c) Chair of Resources Committee;
- (d) Chair of Audit and Risk Committee;
- (e) At least one other member appointed by the Chancellor from amongst the Senators who are not staff or students of the University; and
- (f) A Deputy Chair will be appointed from amongst the members by the Senate.

6.2.3 Committee skills mix:

- (a) Respect for confidentiality of the discussions;
- (b) Director/senior management experience, including with remuneration at a high level;
- (c) Good understanding of the higher education sector, its challenges, current issues and governance;
- (d) Understanding of Murdoch University's values and strategic plan/direction;
- (e) Financial/commercial acumen;

- (f) Knowledge of (and preferably personal experience with) leaders in business and political circles and the community; and
 - (g) Experience in negotiating sensitive selection processes.
- 6.2.4 Terms of office:
Members are appointed under 6.2.2(e) for a term of up to 3 years.
- 6.2.5 Standing observers:
There are no standing observers. The Committee may invite the Vice Chancellor and/or others along to take part in discussion and provide advice from time to time.
- 6.2.6 Secretary:
University Secretary.
- 6.2.7 Meetings:
The Committee meets at least once per year.
- 6.2.8 Quorum:
The quorum is three members.

6.3. Honorary Awards and Ceremonial Committee

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

- 6.3.1 Terms of reference:
 - 1. Role:
 - 1.1 Honorary Degrees
To recommend to Senate on the award of honorary degrees in accordance with policies approved by the Senate, and after receiving nominations in accordance with the [Award of Honorary Degree Policy](#).
 - 1.2 Senate Medals
To award Senate Medals in accordance with policies approved by the Senate, and after inviting nominations from Senators and staff.
 - 1.3 To exercise oversight of Senate guidelines and policy on honorary degrees, Senate Medals, Graduate ceremonies and regalia.
- 6.3.2 Membership and composition:
 - (a) Chancellor [Chair];
 - (b) Deputy Chancellor;
 - (c) Vice Chancellor;

- (d) An elected student member of Senate;
- (e) One to two lay Senators;
- (f) One academic staff Senator;
- (g) Two professors/associate professors, appointed by Academic Council; and
- (h) The general staff Senator.

6.3.3 Committee skills mix:

- (a) Respect for confidentiality of the discussions; and
- (b) Knowledge of (and preferably personal acquaintance with) leaders in academic, business and political circles and the community.

6.3.4 Terms of office:

Members are appointed under 6.3.2(d) to (g) for up to 3 years.

6.3.5 Standing observers:

Director of Advancement.

6.3.6 Secretary:

University Secretary.

6.3.7 Meetings:

The Committee meets at least once a year.

6.3.8 Quorum:

The quorum is five members.

6.4. Resources Committee

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

6.4.1 Terms of reference:

1. Role:

1.1 Financial sustainability

- (a) To review long term financial plans and forecasts, the sensitivity of various factors, and highlight any emerging issues that need to be addressed in the short to medium term.
- (b) Towards the end of each year, or at any stage deemed necessary, consider a draft budget of expenditure for the ensuing year presented by the Vice Chancellor, and recommend a budget to the Senate for approval, together with a statement of expected revenue.

- (c) Consider quarterly financial statements (including statements of income and expenditure) and forward these to Senate with a report on the general financial situation of the University, drawing attention to any significant variations from the budget.
- (d) Monitor the impact of significant change initiatives on the University's financial performance and projections.
- (e) Recommend to the Senate on any proposed variations in the annual budget.
- (f) Recommend to the Senate on any matter relating to the borrowing of money by the University.

1.2 Financial control

- (a) Approve expenditure, above \$5M and below \$10M in accordance with the delegations policy.
- (b) Approve expenditure, above \$1M and below \$5M which is out of budget or not supported by other unbudgeted sources of funds.
- (c)
 - (i) Note the payment of accounts which are of a value above \$500,000, subject to the order/payment falling within budget allocations; and
 - (ii) Note the payment of accounts which are of a value above \$200,000 that are approved outside of budget.
- (d) Recommend to the Senate on all approvals of write-offs of funds owing to the University.
- (e) Approve the signatories to the University bank accounts.

1.3 Investment capability

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

1.4 Campus development

- (a) Advise and make recommendations to the Senate on matters relating to the development, conservation, use and improvement of the

University's real property and, in particular, on the following:

- (i) approve the principles underpinning all campus development;
 - (ii) revisions to the approved Master Plan for the use of University lands; and
 - (iii) proposals for the construction of new buildings and other capital projects, including the construction of road works and car parking facilities, and on the budgets and timetables for such projects.
- (b) Review progress against plan for all major campus projects.
- (c) Review maintenance approach and budget.

1.5 Commercial activities

- (a) Recommend to Senate on the establishment and disestablishment of University incorporated entities.
- (b) In relation to the University's incorporated entities:
- (i) ensure that the entity's board possesses the skills, knowledge, and experience necessary to provide proper stewardship and control of the entity;
 - (ii) as appropriate appoint some directors to the board of the entity who are not members of the governing body or officers or students of the University;
 - (iii) ensure that the board of the entity adopts and regularly evaluates a written statement of its own governance principles;
 - (iv) ensure that the board documents a clear corporate and business strategy which reports on and updates annually the entity's long-term objective and includes an annual business plan containing achievable and measurable performance; and
 - (v) establish and document clear expectations of reporting to the governing body, such as draft business plan for consideration and approval before the commencement of each financial year and at least quarterly reports against the business plan.

- (c) Exercise oversight of the finances of all University incorporated entities, including a review of at least quarterly reports against the business plan and the annual audited financial statements.
- (d) Overview the performance of all major commercial activities.

1.6 Guild performance

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

1.7 Other matters

- (a) Consider any other matter related to the resources of the University referred by the Senate or by the Vice Chancellor.
- (b) In executing its terms of reference, academic and educational perspectives are explicitly considered in overall due diligence and risk analysis processes prior to making recommendations to Senate.

1.8 Reporting

- (a) At each Senate meeting, the Chair will report on any events or developments affecting the financial performance of the University; the major matters under discussion by the Committee; and significant pending milestones or concerns. In the absence of the Chair, the Deputy Chair will report.
- (b) Provide an overview once a year to Senate on matters which have come before the Committee.

6.4.2 Membership and composition:

- (a) Up to six Senators, who are not staff or students of the University;
- (b) Independent Senate member with experience at a senior governance or leadership role within the higher education sector;
- (c) Vice Chancellor;
- (d) Up to three co-opted external members; and
- (e) A Chair and Deputy Chair will be appointed from amongst the members by the Senate.

6.4.3 Committee skills mix:

- (a) Strong financial acumen;
- (b) Seasoned judgement; and

- (c) Attributes:
 - (i) Knowledge of Higher Education Sector issues generally and the University in particular, or a willingness to learn;
 - (ii) Expertise in the property market/industry/innovation;
 - (iii) Extensive high level business experience – shaping strategy, driving implementation;
 - (iv) Sensitivity to the interests of all stakeholders on campus; and
 - (v) Understanding of a global business.

6.4.4 Terms of office:

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

6.4.5 Standing observers:

- (a) Chair Audit and Risk Committee;
- (b) Provost;
- (c) Chief Operating Officer; and
- (d) Chief Financial Officer.

6.4.6 Secretary:

University Secretary.

6.4.7 Meetings:

The Committee meets at least 5 times a year.

6.4.8 Quorum:

The quorum is four members.

6.5. People, Safety and Culture Committee

The People, Safety and Culture Committee is a standing committee of Senate established in accordance with Sections 12(3) and 18(1) of the *Murdoch Act*. The Committee operates in accordance with the Principles for Senate Standing Committees and conducts its business in accordance with the Senate Standing Orders.

6.5.1 Terms of reference:

1. Monitor Strategy and Policy:

- 1.1 Monitor the development and implementation of strategies to enhance people and organisational effectiveness with particular regard to:
 - (a) institutional culture
 - (b) talent management and executive development
 - (c) succession planning
 - (d) staff engagement
 - (e) safety (physical and psychological) of staff and students

- 1.2 Oversee alignment of the University's workforce strategies with the University's strategic and operational plans.
- 1.3 Make recommendations to the Senate on the University's code of conduct (staff and students), University values, corporate responsibility principles and ethical practices.
2. Oversight of Engagement:
 - 2.1 Oversee the implementation of and outcomes from student and staff surveys related to satisfaction, engagement and culture.
 - 2.2 Monitor the development and implementation of industry and community engagement strategies.
3. Safety:
 - 3.1 Take primary responsibility for Senate's oversight of work health and safety, for staff and students, including receiving regular reports on Work Health Safety performance and incident reports on any major incident involving death or significant physical or mental injury.
 - 3.2 Receive regular reports from the University's counselling services concerning the categories of services they offer and the demand for these services.
4. Complaints:
 - 4.1 Assure itself that the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents are monitored and action is taken to address underlying causes, including regularly reviewing the trends, categories and outcomes of staff and student complaints and disciplinary proceedings.
 - 4.2 Provide governance oversight on the management of staff and student complaints.
5. Other:
 - 5.1 To oversee and monitor key performance indicators in relation to gender equity, Aboriginal and Torres Strait Islander employment and other diversity and inclusion metrics.
 - 5.2 To oversee and receive an annual report on the SAGE Athena Swan program.
- 6.5.2 Membership and composition:
 - (a) A Chair from amongst the external members of Senate

- (b) Two external members of Senate
 - (c) Vice Chancellor
 - (d) One Senate member from amongst the staff members of Senate
 - (e) One Senate member from amongst the student members of Senate
 - (f) Up to three co-opted members who are not Senators or University staff
- 6.5.3 Committee skills mix:
- (a) At least one member with experience in safety management;
 - (b) At least one member with experience in people and culture management;
 - (c) An understanding of the tertiary sector;
 - (d) At least one member with experience in higher education.
- 6.5.4 Terms of office:
- Members are appointed for a term up to 3 years.
- 6.5.5 Standing observers:
- (a) Chief People Officer
 - (b) Director Access, Wellbeing and Equity
 - (c) Head of Health, Safety and Wellbeing
 - (d) Chief Experience Officer
- 6.5.6 Secretary:
- University Secretary.
- 6.5.7 Meetings:
- The Committee meets at least four times a year.
- 6.5.8 Quorum:
- The quorum is four members.

Related Documents:

[Award of Honorary Degree Policy](#)

Education Services for Overseas Students Act 2000 (Cth)

[Financial Delegations Policy \(510\)](#)

[Guild Regulations](#)

Higher Education Support Act 2003 (Cth)

[Regalia Policy](#)

[Responsible Investment Charter](#)

[Senate Medal Policy](#)

[Statute No. 5 - Academic Council](#)

[Strategic Plan](#)

[Murdoch University Act 1973 \(WA\)](#)

Approval and Implementation:

Approval Authority:	Senate
Responsible Officer(s):	University Secretary
Contact Officer:	University Secretary

Revision History:

Version	Date Approved	Effective Date (if later than 'Date Approved')	Next Review Date	Resolution No. (if applicable)
Administrative amendments	09/05/2024			
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Recommended to Senate by ARC	07/03/2024			ARC/07/2024
Approved	12/12/2023		06/12/2024	S/49/2023 S/48/2023
Recommended to Senate by PSCC	16/11/2023			PSCC/03/2023
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Recommended to Senate by PSCC	17/08/2023			PSCC/02/2023
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Recommended to Senate by RC	01/05/2023			RC/08/2023
Recommended to Senate by HACC	30/03/2023			HACC/01/2023
Recommended to Senate by PSCC	23/03/2023			PSCC/01/2023
Administrative amendments	09/05/2023			S/05/2023
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Administrative amendments	17/03/2023			
Administrative amendments	13/03/2023			
Approved	06/12/2022		06/12/2024	S/72/2022 S/71/2022 S/70/2022
Recommended to Senate by CNC	24/11/2022			CNC/12/2022 CNC/11/2022 CNC/07/2022
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Recommended to Senate by CNC	17/10/2022			CNC/06/2022 CNC/05/2022
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Recommended to Senate by HACC	05/10/2022			HACC/04/2022
Approved	30/08/2022		06/12/2024	S/34/2022
Approved	30/08/2022		06/12/2024	S/29/2022
Approved	19/07/2022		06/12/2024	S/23/2022
Recommended to Senate by ARC	15/06/2022			ARC/06/2022
Approved	19/07/2022		06/12/2024	S/21/2022
Approved	19/07/2022		06/12/2024	S/19/2022
Approved	19/07/2022		06/12/2024	S/18/2022
Approved	10/05/2022		06/12/2024	S/11/2022
Approved	10/05/2022		06/12/2024	S/10/2022 and S/10A/2022
Approved	10/03/2022		06/12/2024	S/03/2022
Recommended to Senate by RC	25/02/2022			RC/01/2022
Approved	06/12/2021		06/12/2024	S/58/2021
Recommended to Senate by RC	03/12/2021			RC/35/2021
Recommended to Senate by CNC	02/12/2021			CNC/12/2021
Recommended to Senate by ARC	23/11/2021			ARC/19/2021
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Approved	10/5/2021		13/03/2022	S/20/2021
Recommended by RC to Senate	15/03/2021			RC/02/2021
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Recommended by ARC to Senate	15/02/2021			ARC/01/2021 and ARC/02/2021
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Recommended by ARC to Senate	03/07/2020			ARC/07/2020
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Recommended by CNC to Senate	21/08/2019			CNC/12/2019
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Recommended by CNC to Senate	08/03/2019			CNC/03/2019
Approved CNC amended	12/12/2018		13/03/2022	S/32/2018
Recommended by CNC to Senate	07/11/2018			CNC/11/2018
Approved CNC amended	26/04/2018			S/08/2018
Recommended by CNC to Senate	11/04/2018			CNC/02/2018
Approved	13/12/2017			S/36/2017(ii)
GNC amended	09/03/2017			S/4/2017(iii)
Nominations Committee established	09/03/2017			S/4/2017(ii)
RemC amended	09/12/2015			S/44/2015(a)(b)
CC amended	09/12/2015			S/44/2015(a)
Position titles updated	06/08/2015			S/31/2015
CC, RemC amended	06/08/2015			S/30/2015
ARC amended	06/08/2015			S/29/2015
CC amended	09/03/2015			S/13/2015
RemC amended	09/03/2015			S/12/2015
ARC amended	10/12/2014			S/43/2014
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RC amended	12/03/2014			S/7/2014
Approved	05/12/2012		05/12/2015	S/42/2012(ii)
CC, RemC amended	07/12/2011			S/43/2011
Environmental Committee, Legislation Committee, Investment Subcommittee disestablished	06/10/2010			S/52/2010(iii)
ARC, CC, RemC, GNC, HACC, RC, SC amended	06/10/2010			S/52/2010(ii)
Approved	06/10/2010		06/10/2013	S/52/2010(i)
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Amended	26/04/2007			S/20/2007
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Amended	22/11/2005			S/71/2005(iii)
ARMC, GNC, HACC, LC, RC amended	22/11/2005			S/71/2005(ii)
SC amended	22/11/2005			S/68/2005(iii)
GNC amended	11/10/2005			S/62/2005(ii)
RC amended	16/08/2005			S/51/2005(i)
Equity and Equal Opportunity Committee discontinued	24/05/2005			S/30/2005
EnvC amended	24/05/2005			S/29/2005(i)
GNC amended	24/05/2005			S/28/2005(ii)
Nominations Committee renamed Governance and Nominations Committee	24/05/2005			S/25/2005(i)
Amended	24/05/2005			S/25/2005(ii)
EnvC amended	29/03/2005			S/20/2005
NC amended	29/03/2005			S/19/2005(iii)
CC amended	29/03/2005			S/19/2005(i)
RC amended	22/02/2005			S/13/2005
EEOC amended	22/02/2005			S/10/2005
CC amended	22/02/2005			S/9/2005(iii)
HACC amended	27/09/2004			S/105/2004(a)

Approved	16/08/2004		16/08/2007	S/91/2004(a)
RC amended	05/07/2004			S/74/2004(b)
NC amended	17/05/2004			S/58/2004
Summer Committee established	17/05/2004			S/56/2004
CC amended	29/03/2004			S/18/2004(b)
Remuneration Subcommittee established	29/03/2004			S/18/2004(a)
ARMC amended	23/02/2004			S/6/2004
HACC, LC, RC amended	24/02/2003			S/5/2003
Standing Committees amended	19/08/2002			S/69/2002(a)
Honorary Degrees and Ceremonial Committee and Senate Medals Committee merged into Honorary Awards and Ceremonial Committee	08/07/2002			S/54/2002(d)
RC amended	08/07/2002			S/54/2002(g)
EEOC amended	08/07/2002			S/54/2002(f)
Audit Committee renamed Audit and Risk Management Committee	08/07/2002			S/54/2002(b)
CC amended	08/07/2002			S/54/2002(c)
Executive Committee abolished	08/07/2002			S/54/2002(a)
EnvC amended	08/04/2002			S/30/2002
EnvC amended	25/02/2002			S/14/2002(a)
AC amended	26/11/2001			S/109/2001
Environmental Committee established	08/10/2001			S/84/2001(a)(b)
Amended	10/09/2001			S/67/2001
AC amended	10/09/2001			S/76/2001
EEOC amended	29/11/1999			S/112/1999
AC amended	11/10/1999			S/92/1999(b)

CC amended	09/08/1999			S/62/1999
CC, EEOC, HDCC, RC amended	09/08/1999			S/61/1999
EEOC amended	05/10/1998			S/71/1998
Finance and Staffing Committee renamed Resources Committee	24/06/1996			S/76/1996(i)
Property Committee disestablished	24/06/1996			S/76/1996(i)
Standing Committees amended	24/06/1996			S/76/1996(i)
Equity and Equal Opportunity Committee replaced Equal Opportunity Committee	25/03/1996			S/32/1996
General Purposes Committee, Superannuation Committee abolished	26/02/1996			S/18/1996
Chancellor's Committee established	26/06/1995			S/80/1995 (ii)(iii)(iv)(v)(vi)
FSC amended	28/11/1994			S/138/1994
AC amended	28/11/1994			S/137/1993
EOC amended	17/08/1991			S/116/1992
AC amended	02/12/1991			S/126/1991
EOC amended	08/04/1991			S/39/1991
FC amended	25/02/1991			S/9/1991
Audit Committee established	26/03/1990			S/39/1990
EOC amended	23/11/1987			S/130/1987
GPC amended	25/05/1987			S/48/1987
SC amended	27/08/1984			S/80/1984(a)(b)
Superannuation Committee re- established	24/10/1983			S/125/1983
University Health Service Committee disestablished	28/09/1981			S/78/1981(x)

Public Relations Subcommittee, Campus Services Subcommittee established	28/09/1981			S/78/1981(xi)
EOC amended	28/09/1981			S/78/1981(viii)
HDCC amended	28/09/1981			S/78/1981(vii)
ASFC amended	28/09/1981			S/78/1981(v)
SC amended	28/09/1981			S/78/1981(vi)
EOC amended	25/08/1980			S/102/1980
Amenities and Services Fees Committee established	22/03/1979			S/37/1979
Superannuation Committee established	22/02/1979			S/20/1979 (ii)(iii)(iv)
EOC amended	07/09/1978			S/149/1978(i)
LC amended	06/07/1978			S/107/1978
University Health Service Committee established	13/04/1978			S/50/1978(i)(ii)
EOC amended	23/02/1978			S/13/1978
Equal Opportunity Committee established	24/11/1977			S/218/1977(a)(c)
FSC, GPC, PC, LC, HDCC amended	26/08/1976			S/104/1976(i)
GPC amended	26/06/1975			S/88/1975
FSC amended	26/06/1975			S/84/1975
FSC, GPC, PC amended	26/06/1975			S/73/1975
Finance and Staffing Committee, General Purposes Committee, Honorary Degrees Committee, Property Committee established	22/05/1975			S/58/1975
Ceremonial Committee, Public Relations	22/05/1975			S/58/1975(i)

Committee disbanded				
SGPC amended	22/08/1974			S/111/1974
PRC amended	27/06/1974			S/84/1974
Public Relations Committee established	02/05/1974			S/68/1974(i)(ii)
SGPC amended	02/05/1974			S/61/1974
FC amended	28/03/1974			S/37/1974
FC, HDC, PC, SGPC amended	28/03/1974			S/31/1974
Legislation Committee established	28/02/1974			S/11/1974(i)
Nominations Committee established	28/02/1974			S/10/1974
Staffing and General Purposes Committee established	28/02/1974			S/8/1974(i)
FC amended	22/11/1973			S/55/1973
Property Committee established	25/10/1973			S/40/1973
FC amended	25/10/1973			S/32/1973
Finance Committee established	27/09/1973			S/25/1973
Buildings Committee established	27/09/1973			S/24/1973

Note: All enquiries relating to Legislation should be referred to the University Secretary's Office.

Appendix 1 - Senate Code of Behaviours approved by Senate Resolution S/47/2021

<h3>Integrity</h3> <ul style="list-style-type: none"> ➤ We act with integrity and trust in the best interests of the University. ➤ We defend and express academic freedom at all times with civility and responsibility 	<h3>Purpose</h3> <ul style="list-style-type: none"> ➤ "Everything we do must matter". ➤ We are responding assertively to the changing higher education sector. ➤ We are performance based, accountable and empowered. 	<h3>Respect & Diversity</h3> <ul style="list-style-type: none"> ➤ We are about people and for people, irrespective of background. ➤ We embrace and value the many individuals and organisations that support our endeavours. 	<h3>Excellence & Future Focus</h3> <ul style="list-style-type: none"> ➤ We promote the highest standards of intellectual inquiry and rigour. ➤ We are future-focused and active in creating our success. ➤ We embrace continual improvement. ➤ We value, celebrate and reward the success of our people.
<ul style="list-style-type: none"> • Our focus is on outcomes that holistically support the University • We show unified commitment to all Senate decisions • We listen to understand, question to learn and comment to inspire 	<ul style="list-style-type: none"> • We own our strategy and support its delivery • We invest in understanding governance and apply it to our Senate duties • We are enthusiastically involved in our University 	<ul style="list-style-type: none"> • We pause before we speak to consider our impact on others • We seek a wide contribution of views for balance in debate • We value and appreciate our colleagues for their diversity and their contribution 	<ul style="list-style-type: none"> • We apply Senate insight to trusted data and information flows • We seek expanded data in support of material decision-making • We uphold and display our commitment to governance

Appendix 2 – Senate Recruitment and Selection, Induction, Professional Development and Review Framework for Senate Members approved by Senate Resolution S/19/2022

Purpose:

To establish a framework for recruitment, on-boarding, professional development, and review of Senate members.

This framework refers to processes, governing legislation and practices, and documents related to the structure and development of Senate members. The Senate is the governing body of Murdoch University and is subject to the *Murdoch University Act 1973* (“the Act”).

Related Documentation:

This framework is to be read in conjunction with:

- *Murdoch University Act 1973* (WA)
- Statutes under the Act
- Tertiary Education Quality Standards Agency (TEQSA) Higher Education Standard 6.1
- Voluntary Code of Best Practice for the Governance of Australian Universities (“the Code”)
- Murdoch University Senate Statement of Governance Principles
- TEQSA Guidance Note: Corporate Governance
- Australian Institute of Company Directors (AICD) Director Tools program

Audience:

All Senate members of Murdoch University are bound by this framework. All staff of Murdoch University and members of all University committees, councils or other bodies, or officers of the University (‘University community’) have access to view this framework.

The University Secretary is the custodian of this document.

Objectives:

- To provide clear principles and direction concerning the recruitment, induction, professional development, and review of Senate members.
- To ensure that Senate members are consistently aligning actions with the processes, governing legislation and practices, and documents related to governance.
- To maintain a framework that facilitates efficiency and effectiveness and increases the accountability of Senate members by utilising best practices of governance.

- To promote good governance.

Nominations Committee

The Act provides at section 13:

- 13(1) The Senate must establish and maintain a committee of the Senate called the Nominations Committee.
- 13(2) The Nominations Committee is to consist of not more than six members of the Senate appointed by the Senate.
- 13(3) The following members are not eligible to be appointed to the Nominations Committee:
 - 13(3)(a) the Vice-Chancellor;
 - 13(3)(b) the member of the Senate referred to in section 12(1)(c);
 - 13(3)(c) the member of the Senate referred to in section 12(1)(d);
 - 13(3)(d) the members of the Senate referred to in section 12(1)(e);
 - 13(3)(e) the members of the Senate referred to in section 12(1)(f);
 - 13(3)(f) the President of the Academic Council
- 13(4) The functions of the Nominations Committee are:
 - 13(4)(a) to maintain lists of persons who are eligible and willing to be appointed to any vacancy or casual vacancy in the office of any member of the Senate who is appointed by the Governor or the Senate;
 - 13(4)(b) to recommend to the Minister suitable candidates for appointment to a vacancy or casual vacancy in the office of any member of the Senate who is appointed under section 12(1)(g);
 - 13(4)(c) to recommend to the Senate suitable candidates for appointment by co-option under section 12(1)(h)
- 13(5) The fact that the Nominations Committee or the Senate has not recommended a person for the appointment under section 12(1) does not prevent the person from being appointed or holding office under section 12(1).
- 13(6) The Nominations Committee may regulate its own procedure, but it must comply with any direction given by the Senate.

1.

Governing Committees:

The Act at section 12(2)(a) stipulates that there are at least two Senators having “financial expertise (as demonstrated by relevant qualifications)” and “experience in financial management at senior level in the public or private sector)” and at least one Senator with “commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector)”.

The Code provides that the governing body should “include members with strong expertise in and knowledge of higher education and/or other education sectors” with at least two members having financial expertise (as demonstrated by relevant qualifications and financial management experience at a senior level in the public or private sector) and at least one member with commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).

The Code goes on to specify that “there should be a majority of external independent members who are neither enrolled as a student nor employed by the university. There should not be current members of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the governing body itself.”

The Code also provides that members “should be selected on the basis of their ability to contribute to the effective working of the governing body by having needed skills, knowledge and experience, an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom and the capacity to appreciate what the university’s external community needs from that university.”

The Code provides that “the university should adopt systematic procedures for the nomination of prospective members of the governing body for those categories of members that are not elected. The responsibility for proposing such nominations for the governing body may be delegated to a nominations committee of the governing body that the Chancellor would ordinarily chair.”

Chancellor’s and Nominations Committee

Following the requirements of section 13 of the Act and the Code, the Senate has established the Chancellor’s and Nominations Committee (CNC), chaired by the Chancellor, with Terms of Reference which include:

- 2(1) To maintain lists of persons who are eligible and willing to be appointed to any vacancy or casual vacancy in the office of any member of the Senate who is appointed by the Governor or the Senate.
- 2(2) To recommend to the Minister suitable candidates for appointment to a vacancy of casual vacancy in the office of any member of the Senate who is appointed under section 12(1)(g) of the Act (members appointed by the Governor on recommendation of the Minister).
- 2(3) To recommend to Senate suitable candidates for appointment by co-option under section 12(1)(h) of the Act (members co-opted by the Senate by an absolute majority of the other members).
- 2(4)(a) The Act at section 12(2)(a) stipulates that there are at least two Senators having financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector) and at least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector).
- 2(4)(b) The Code suggests that there be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and who must not be currently Senator of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself.
- 2(4)(c) Target of at least 50 per cent of members across those appointed or co-opted under sections 12(1)(g) and 12(1)(h) of the Act are to be women.
- 2(4)(d) Whether those considered have an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom.
- 2(4)(e) Whether they can contribute to the Senate by having (or having the capacity to develop) a good understanding of what the external community needs from the university.
- 2(4)(f) The extent to which the experience of the persons being considered will contribute to the effective working of the Senate.
- 2(4)(g) To achieve diversity amongst members of Senate and Senate Committees, while not precluded, in the absence of exceptional circumstances, it is preferred that there not be multiple members affiliated with the same organisation.

2. Recruitment and Selection:

2.1 Composition and membership of Senate

The Act establishes Senate and provides at section 12 that the Senate should consist of the following members:

- 12(1)(a) the Chancellor
- 12(1)(b) the Vice-Chancellor

- 12(1)(c) one person who is a member of the academic staff of the University and who is elected by the academic staff of the University in the manner prescribed by the Statute
- 12(1)(d) one person who is a member of the non-academic salaried staff of the University, and who is elected by the non-academic salaried staff of the University in the manner prescribed by the Statute
- 12(1)(e) two persons who are students –
 - (i) one of whom is an undergraduate student and who is elected by the undergraduate students in the manner prescribed by the Statute; and
 - (ii) one of whom is a postgraduate student and who is elected by the postgraduate students in the manner prescribed by the Statute
- 12(1)(f) two persons who are graduates of the University and who are elected by the graduates of the University in the manner prescribed by the Statute
- 12(1)(g) three members appointed by the Governor on the recommendation of the Minister
- 12(1)(h) not more than five persons co-opted to serve as members of the Senate by an absolute majority of the other members
- 12(1)(i) the person for the time being the President of the Academic Council

Members serve for three-year terms (except for the student members, whose terms are for one year). Members are eligible to remain members for a maximum of three consecutive terms.

2.2 List of potential candidates for membership of Senate

The Chancellor's and Nominations Committee (CNC) maintains a list of potential candidates for membership of Senate. This list is held confidentially by the University Secretary. In the event of a vacancy on Senate, members of the CNC consult this list, and also consider other potential members from their own networks. Senate members are asked to consider potential members and make suitable nominations.

The University Secretary's Office will create biographies for each of the potential candidates on the list.

2.3 Skills register of Senate members

The CNC maintains information of all individual Senate members regarding each individual's skillset. Skills and attributes of members are noted to include, but is not limited to, the following information:

- Expected end date of term as Senate member
- Outline of whether the Senate member identifies as male or female
- Skills and knowledge regarding financial expertise
- Skills and knowledge regarding commercial expertise
- Outline of whether the Senate member has appreciation and consideration of Murdoch University values

- Outline of whether the Senate member understands external expectations of their role
- Skills and knowledge related to their industry background

The skills register is used to assert gaps in knowledge and expertise in the Senate, allowing for transparency for professional development of existing Senate members or satisfying the void with incoming Senate members.

The skills register and gap analysis is used in conjunction with the list of potential candidates for succession planning of Senate members.

Murdoch University Senate																		
Skills/Experience																		
Senate Member	Industry Background	Role	Category of Membership	Internal (I) or External (E)	Financial expertise ¹	Commercial expertise ²	Contribution to effective working ³	Appreciation of Murdoch's values, etc ⁴	Understands external expectations ⁵	Understands Risk/ Assurance/ Compliance	Higher Education experience at a senior level	Understanding of the University's International Context	TNE experience	External networks	Identify as Indigenous	Woman/ Female Man/Male Non-binary/ Gender Diverse	End of Term	Comments ⁶
		Chancellor	Ex-officio															
		Vice Chancellor	Ex-officio															
		President of Academic Council	Ex-officio															
		Deputy Chancellor	Co-opted by Senate															
		Senator	Appointed by the Governor															
		Senator	Appointed by the Governor															
		Senator	Appointed by the Governor															
		Senator	Co-opted															
		Senator	Co-opted															
		Senator	Co-opted															
		Senator	Co-opted															
Elected:																		
		Senator	Elected by Graduates															
		Senator	Elected by Graduates															
		Senator	Elected by Academic Staff															
		Senator	Elected by non-Academic Staff															
		Senator	Elected by the Undergraduate Students															
		Senator	Elected by the Postgraduate															

1. The Voluntary Code of Best Practice for the Governance of Australian Universities provides for a majority of external members.
2. The Act 12(2a)(a) requires that the Senate must have at least two members with financial expertise (as demonstrated by relevant qualifications and financial management experience at a senior level in the public or private sector). The Voluntary Code of Best Practice for the Governance of Australian Universities reiterates this.
3. The Act 12(12a)(b) requires that the Senate must have at least one member with commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector). The Voluntary Code of Best Practice for the Governance of Australian Universities reiterates this.
4. The Voluntary Code of Best Practice for the Governance of Australian Universities provides that there should not be current members off any State or Commonwealth parliament or legislative assembly other than where specifically selected by the governing body itself. Also that members should

be selected on the basis of their ability to contribute to the effective working of the governing body by having needed skills, knowledge and experience, an appreciation of the values of the university and its core activities of teaching and research, its independence and academic freedom and the capacity to appreciate what a university's external community needs from it.

5. Senate resolved to ensure at least 50% females amongst those appointed by the Governor or co-opted by Senate.
6. The Act 14(2)(b) provides that members may complete three consecutive terms

Skills and experience to be rated according to the rating / classification system attached

Developed by Chancellors and Nominations Committee 12 July 2021

Figure 1 – Murdoch University Senate skills and experience register

Rating / classification system (for guidance in completing the Skills/Experience Matrix for Senate members)

None (A)	<ul style="list-style-type: none"> No professional experience in the relevant area; and/or No formal or informal training or qualification in the relevant area
Developing (B)	<ul style="list-style-type: none"> Some understanding and/or relevant experience
Competent (C)	<ul style="list-style-type: none"> Demonstrated understanding and ability Worked in the area for a period of 5 years or more May hold diploma or similar in the relevant area; and/or May be member of relevant professional body
Advanced (D)	<ul style="list-style-type: none"> Has advanced knowledge and proven ability to provide oversight and acknowledged high level advice in this area Has worked extensively across medium to large organisations for a period of 10 years or more in this area; and/or Has demonstrated ability to think strategically in this area across an organization, enhancing performance as a result
Expert (E)	<ul style="list-style-type: none"> Superior understanding and capability Demonstrated ability to apply knowledge strategically Has significant responsibilities in this area Has worked for 15 or more years in this area and has provided expert technical advice on complex issues; and/or Holds a Masters degree or higher in this, or a directly aligned, discipline

2.4 Selection process

In the event that a vacancy arises, gaps are assessed and potential members are considered in line with their ability to fill the existing gaps of skills and knowledge identified in the register.

The CNC selects candidates from the list of potential members, and the Chancellor, Deputy Chancellor and/or other members of the CNC are arranged to meet with the short-listed candidates. These meetings are scheduled to determine the interest in the role, and determine next steps for the potential members.

The following topics are covered during the course of the courtship of the potential members:

- The Chancellor, Deputy Chancellor and/or other members of the CNC will need to ascertain the willingness and availability of the candidate to be a member of the Senate, taking into account other active roles and possible conflicts.
- The candidate will have the opportunity to undertake checks regarding due diligence on the University, which are organised through the University Secretary's Office. This can include access to Murdoch University's intranet and internal documentation, which will require a non-disclosure agreement to be signed by the candidate.
- Referee checks upon the candidate will need to be completed before an outcome is determined.

The CNC is briefed on the outcomes of the meeting with the potential members of Senate. A recommendation is made to Senate to co-opt or to recommend the candidate to the Governor (through the Office of the Minister for Education).

Once the candidate has been selected, vetted and recommended, upon approval the candidate is then appointed.

3. Induction:

The induction process is referenced to the incoming Senate member via email prior to sitting their first Senate meeting as a Senate member.

The Code provides that "each governing body must make available a programme of induction and professional development for members to build the expertise of the governing body and to ensure that all members are aware of the nature of their duties and responsibilities."

Murdoch University provides an induction program for new members which has been developed with the reference to guidelines and tools set out by the Australian Institute of Company Directors (AICD). The induction program is coordinated by the University Secretary's Office.

The program is tailored for each individual member, aligning with the skills and attributes register.

The program includes the following:

<i>Meeting with University Secretary before sitting first Senate meeting:</i>			
Documents Provided	Topics Covered	Mentoring	External Opportunities may include
<ul style="list-style-type: none"> ▪ Welcome letter ▪ Guide to Senate ▪ Senate Statement of Governance Principles ▪ Murdoch University Act ▪ Voluntary Code of Best Practice for the Governance of Australian Universities ▪ TEQSA Guidance Note: Corporate Governance ▪ MU Strategic Plan ▪ Past Senate minutes ▪ Annual report ▪ Portfolio summary (for Senior Officers) ▪ Contact details of support staff and Senate members 	<ul style="list-style-type: none"> ▪ Duties as a Senate member ▪ Responsibilities of Senate ▪ Code of Behaviours for Senate members ▪ COIs ▪ TEQSA ▪ ACNC ▪ University Governance Framework ▪ Committees ▪ Indemnity/Liability ▪ Remuneration ▪ Meetings ▪ Glossary 	Outline opportunities for mentoring arrangements	<ul style="list-style-type: none"> ▪ UCC/AICD ▪ Other AICD/external as appropriate ▪ Attending UCC biennial conference
<i>Within first 3 months of membership</i>			
Meetings with:	Topic		
Chancellor	Senate – working with management		
Vice Chancellor	University matters – working with Senate		
DVC R&I	Portfolio and/or current topics		
CFO	Portfolio and/or current topics		
Chair RC	Current matters of the Resources Committee		
Chair ARC	Current matters of the Audit and Risk Committee		

In addition to the program, the incoming Senate member is encouraged to attend an Academic Council meeting as an observer and undertake campus tour/s at their

discretion. It is recommended that the Senate member becomes a member of at least one committee.

The Senate members will be expected to interpret and apply the Senate Code of Behaviours, attached as an appendix to the Senate Statement of Governance Principles, to their work as a Senate member of Murdoch University. The Senate Code of Behaviours is intended:

- To ensure that, from the outset of their membership at Senate, Senators are aware of, and accept, the legal and other responsibilities associated with that membership; and
- To promote good practice and appropriate behaviours amongst Senators, in the interests of the Senate, individual Senators, and the University as a whole; and
- Senate will conduct its business in a positive manner with an aspiration to be collaborative and constructive in support of the objectives of the University.

4. Professional Development and Training:

Opportunities for professional development are provided in accordance with the requirements of the Code. Professional development for Senate members takes place in two broad avenues – through Senate’s regular programme of agenda items, and through more formal methods of learning such as presentations and/or course attendance.

4.1 Continued professional development via meetings

Members have the opportunity to learn about the business of the University through Strategic Enquiry Topics presented at regular Senate meetings. These cover topics relevant to the Strategic Plan including:

- Student performance and support
- Indigenous education and research
- Research rankings
- Student and staff wellbeing
- Transnational education

The Vice-Chancellor presents a report to Senate at each meeting. This report covers matters that are both internal and external to the University, including government policy and sector trends. The report is also circulated to the external members of Senate’s committees.

The Vice-Chancellor also provides updates at each meeting of the Audit and Risk Committee on matters of interest, and presents to the Resources Committee on the higher education sector at least twice per calendar year.

4.2 Continued professional development via courses and/or presentations

Senate members may have the opportunity to attend external courses such as the University Chancellor's Council or the Australian Institute of Company Directors (AICD) university governance course. Attendance of other AICD or external courses can also be accessed, when deemed appropriate.

From time to time, external presenters are engaged to present or facilitate at Senate on topics of relevance. Such topics might include:

- Roles, responsibilities and duties of Senate members as determined under the *Murdoch University Act 1973* and other relevant legislation
- Roles and responsibilities of engaging in governance and management
- Financial management reporting and end of year financials information
- General governance and risk information
- Federal Government policy matters
- Emerging issues and current topics related to university governance

5. Review:

The TEQSA Higher Education Standard 6.1(3)(d) provides that the “governing body attends to governance functions and processes diligently and effectively, including... undertaking periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and the agreed actions are implemented”.

The Code provides that “on a regular basis, at least once every two years, the governing body should assess its performance, the performance of its members and performance of its committees, including appropriately constituted committees for finance, and audit and risk management. The Chancellor should have responsibility for organising the assessment process, drawing on external resources if required.”

The Terms of Reference for the Chancellor's and Nominations Committee (CNC) provides “to regularly review the operating procedures of the Senate, including its committee structures, standing orders, standing resolutions and annual cycle of business.”

The following reviews are in place:

5.1 Self-reflection after each meeting

The self-reflection tool will be attached to each Senate agenda to allow members to self-reflect on their personal behaviour and actions towards the efficient functioning of the Senate meeting. An electronic version will be sent to each member after the meeting to enable feedback to be gathered anonymously.

Senate - Self-reflection Form

Here are some points for you to self-reflect and self-evaluate after the meeting.

1. Did I demonstrate value-adding behaviour to the effective functioning of the Senate?	YES	NO
2. Did I represent collegiate and supportive behaviour in my actions and through discussion.	YES	NO
3. Did I engage in discussion with other members that was relevant to the agenda?	YES	NO
4. Did I support the progression of independent views for discussion?	YES	NO
5. Did I contribute towards the highest standards of intellectual inquiry and rigour?	YES	NO
6. Did I exhibit unified commitments to Senate decisions?	YES	NO

5.2 Biennial Senate performance review and evaluation

Every two years, Senate carries out a performance review under the oversight of the CNC. The review is managed by the University Secretary's Office.

The performance review includes the following procedure:

1. An anonymous online survey which is conducted by the Office of Strategy, Quality and Analytics (OSQA):
 - a. The survey is completed by members of and observers at Senate.
 - b. The survey contains content in respect of Senate and also for each of the committees. Members and observers are asked to complete all relevant sections.
 - c. Members are asked to rate statements on a ranked basis, with the opportunity to add comments, as needed.
2. OSQA compiles a report comprising the statistical information in relation to ratings, and includes the comments.
3. All reports are submitted to the CNC, and feedback is provided on possible recommendations.
4. Each of the Senate committees receive their report and set aside time for discussion at a meeting. Decisions are made whether or not to accept any recommendations.
5. Senate discusses the Senate report. Decisions are made whether or not to accept any recommendations.
6. The University Secretary prepares an action plan in reference to the accepted recommendations that may be implemented.
7. Updates are provided to committees and the Senate until the action plan is completed.

5.3 Peer-driven review of individual Senate members

During the biennial review of Senate, Senate members will be directed to conduct peer-to-peer surveys on a selection of fellow Senate members. This information will be held in confidence. The review is managed by the University Secretary's Office.

Each Senate member will evaluate three other members. The evaluation will consist of the following questions:

Behaviour and Acumen	
1.	The Senate member expresses their views to others and to management in ways that are constructive.
2.	The Senate member's contributions to discussions drive outcomes that give clear guidance to management.
Performance	
3.	The Senate member seems to understand their governance responsibilities and role.
4.	The Senate member maintains awareness of, keeps updated with information, and is able to discuss and form views in relation the higher education sector including government policy, research, and teaching and learning.
5.	The Senate member comes well prepared to Senate meetings and is well enough informed to make decisions

The peer-to-peer review includes the following procedure:

1. An online survey which is conducted by the Office of Strategy, Quality and Analytics (OSQA):
 - a. The survey is completed by members of Senate.
 - b. The survey contains content in respect of behaviours, skills and attributes of Senate members. Members are asked to complete all relevant sections.
 - c. Members are asked to rank statements.
2. OSQA compiles a report comprising the statistical information in relation to ratings.
3. All reports are submitted to the University Secretary's Office and provided to the Chancellor for one-to-one review of Senate members.

5.4 Independent external review of Senate

In accordance with the TEQSA Higher Education Standard 6.1(3)(d) and TEQSA Guidance Note: Corporate Governance, Senate should conduct an independent external review at least every seven years. The review is carried out under the oversight of the CNC and managed by the University Secretary's Office.

An external reviewer is engaged in order to conduct the evaluation. Depending on the advice and direction from the reviewer in consultation with the CNC, the methodology and scope for the review may include:

- An anonymous online survey of Senate members, Senate committee members, and relevant staff of the University

- The reviewer meeting individually with Senate members, Senate committee members and relevant staff of the University
- The reviewer attending at least one meeting of Senate, and where possible, meetings of Senate committees

Once the review has been completed, the reviewer provides the report to the CNC. The following procedure regarding the report is undertaken:

1. Senate discusses the Senate report. Decisions are made whether or not to accept any recommendations.
2. The University Secretary prepares an action plan in reference to the accepted recommendations that may be implemented.
3. Updates are provided to the committees and the Senate until the action plan is completed.

Review of Framework:

It is recommended that the University Secretary will ensure that the framework is reviewed at least every three years to ensure information is consistent with current recruitment, induction, professional development and training, and evaluation processes.