

Senate Fellows Role Statement

Adopted by Senate under resolution SEN-16/1-14.46 of 18 March 2016

As amended by Senate under resolution SEN-21/03-17 on 19 May 2021

SENATE FELLOWS ROLES AND RESPONSIBILITIES

Purpose

The purpose of this statement is to articulate in clear and simple terms Senate Fellows' roles and responsibilities in terms of:

- the [University of Sydney Act 1989](#) (as amended);
- the legal duties and expectations of conduct by Senate Fellows; and
- the personal commitment and attributes of Fellows to effectively undertake the role.

Senate Overview

The Senate is the governing authority of the University of Sydney and has required functions under the [University of Sydney Act 1989](#) (as amended).

The duties of Fellows of Senate are set out in Schedule 2A of [University of Sydney Act 1989](#) (as amended). These duties are:-

- to act in the best interests of the University as a whole;
- to exercise care and diligence;
- not to improperly use their position or to improperly use information; and
- to disclose material interests.

Senate's Role

The Senate is the governing body of the University. It:-

- acts for and on behalf of the University in the exercise of the University's functions;
- has the control and management of the affairs and concerns of the University; and
- may act in all matters concerning the University in such manner as appears to the Senate to be best calculated to promote the objectives and interests of the University.

The statutory powers and responsibilities of the Senate are defined under Section 16 of the [University of Sydney Act 1989](#) (as amended) (and elsewhere in the Act, By-law and Rules).

In this regard, the Senate should, without fettering such powers and discretions as derive from the office, undertake the following:-

- a) monitor the performance of the Vice-Chancellor;
- b) oversee the University's performance;
- c) oversee the academic activities of the University;
- d) approve the University's mission, strategic direction, annual budget and business plan;
- e) oversee risk management and risk assessment across the University;
- f) approve and monitor systems of control and accountability for the University;
- g) approve significant University commercial activities;
- h) establish policies and procedural principles for the University consistent with legal requirements and community expectations;
- i) ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act are published in a form that is readily accessible to the public; regularly review its own performance;
- j) adopt a statement of its primary responsibilities; and
- k) make available for Fellows a program of induction and of development relevant to their role as a Fellow.



Duties of Fellows of Senate

University of Sydney (Senate) Rule 2002 provides that a Fellow has a fiduciary duty of loyalty to act in the best interests of the University. This duty is paramount and is in addition to any other duties a Fellow may have this being consistent with the common law.

Clause 26F of the [University of Sydney Act 1989](#) (as amended) provides that Fellows have the duties set out in Schedule 2A, as follows:

Duty to act in the best interests of the University

A Fellow must carry out his or her functions:

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

Duty to exercise care and diligence

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

Duty not to improperly use position

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

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

Duty not to improperly use information

A Fellow must not make improper use of information acquired because of his or her position: to gain, directly or indirectly, an advantage for the Fellow or another person; or to cause detriment to the University.

Disclosure of material interests by Fellows

If: -

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

Further information on disclosure of interests are detailed in Schedule 2A of the [University of Sydney Act 1989](#) (as amended)

Register of Interests

The Fellows' Register of Interests can be found on the University's [website](#).

Fellows' Code of Conduct

In addition to the legislative obligations described, there is also an expectation that Senate Fellows will:

- take an active interest in issues affecting the University and Higher Education;
- attend meetings, come well prepared and play an active role in proceedings;
- relate constructively with each other and with the senior management of the University; and
- not disclose confidential information that they acquire as a result of their position

Senate Fellows should bring to meetings, objective independent judgement in relation to the matters under consideration, to ask incisive, probing questions and receive accurate, honest answers.

Senate Fellows should regard Committees of Senate and the Vice-Chancellor as their principal sources of information and advice concerning the University.

While recognising the duty with regard to confidential information, Senate Fellows may interact and discuss matters relating to the University with other members of the University Executive, as well as staff and students. Senate Fellows must ensure that such interactions are otherwise consistent with the obligations described herein. In seeking and receiving information from staff and students on matters that could be regarded as sensitive, confidential or contentious, Senate Fellows should be mindful of the context of how that information is provided and confer with the Chancellor, Vice-Chancellor or the Secretary to Senate, before acting further with that information.

The University has approved a [Code of Conduct](#) which details the University's expectations of its staff and affiliates in respect of their professional and personal conduct. The Code applies to all staff members and to all those who enter into an affiliate relationship with the University. Accordingly, it is expected that Senate Fellows, in their capacity as such, will also observe the Code of Conduct so far as it concerns the following requirements:

- exercise their best professional and ethical judgement and carry out their duties and functions with integrity and objectivity;
- act diligently and conscientiously;
- act fairly and reasonably, and treat students, staff, affiliates, visitors to the University and members of the public with respect, impartiality, courtesy and sensitivity;
- avoid conflicts of interest;
- maintain a co-operative and collaborative approach to working relationships; and
- comply with all applicable legislation, industrial instruments, professional codes of conduct or practice and University policies

Responsibilities of Senate Fellows

In addition to fulfilling the role and fiduciary duties described above, Senate Fellows should:

- attend Senate meetings. Under Schedule 1(2)(i) of the [University of Sydney Act 1989](#) (as amended) the office of a Fellow becomes vacant if the Fellow is absent from 3 consecutive meetings of the Senate of which reasonable notice has been given to the Fellow personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by Senate for his or her absence;
- develop a clear understanding of the role and function of Senate, its committees and the environment in which the University operates, including a good understanding of the University's mission, strategic plan and culture, and its teaching, research and community service contributions. Fellows should seek additional information on any matter from the Vice-Chancellor in the first instance;
- contribute to the functioning of Senate through membership of standing and ad hoc committees of Senate and other committees of the University;
- treat other Fellows with courtesy and in a collegial manner;
- contribute to strengthening relationships of the University in a range of internal and external forums including:
 - graduation ceremonies and other public occasions where the University is being promoted or is a participant;
 - promoting the strategic intentions and directions of the University;
 - forming relationships and leveraging with business, industry and government for the benefit of the University;
- assisting the Executive of the University in public relations exercises when available and appropriate.

Meeting dates and time commitments

Senate meets at least six times per year and Senate Committees generally meet between four and eight times a year. Each Senate meeting commences at 1.00pm and finishes at approximately 7:30pm.

In addition, Senate holds a one and a half (1 ½) day Annual Retreat each year normally including a Friday and Saturday to discuss the University's strategic direction.

The Senate meeting dates are available from the Senate [website](#).



Fellows are also expected to participate in Senate Committees within their field of expertise.

Current Senate Committees are as follows:

- Buildings and Estates Committee
- Finance and Audit Committee
- People and Culture Committee
- Safety and Risk Committee

The scheduling and length of Committee meetings varies depending upon the Committee, and information on this can be obtained from the Secretary to Senate.

Fellows are expected to allocate sufficient time to prepare for their attendance at meetings by reading Agenda papers carefully so that they can participate fully in the decision-making process.

Outside of these formal Senate and Committee meetings, Fellows can expect to be involved in a broad range of University activities, including; graduations and other ceremonial functions; site inspections; philanthropic activities; and Faculty, College, Alumni, Student Organisation and University events.

A report is presented at each Senate meeting on Fellows' attendance as a representative of Senate at University functions.