



Handbook for Fellows of Senate

University Secretariat

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1. Key legislation and governance instruments

[University of Sydney Act 1989 \(as amended\)](#)

[University of Sydney By-law 1999 \(as amended\)](#)

[University of Sydney \(Amendment Act\) Rule 1999](#)

[University of Sydney \(Senate\) Rule 2002](#)

2. Role of the Senate

2.1 Role

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

- (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;
- (j) Regularly review its own performance;
- (k) Adopt a statement of its primary responsibilities (please see below); and
- (l) Make available for Fellows a program of induction and of development relevant to their role as a Fellow.

2.2 Statement of primary responsibilities

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

The Senate's primary responsibilities are:

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

Senate's role is not to engage in management itself. Rather it is, in an encouraging way, to hold management accountable for the performance of management's responsibilities.

2.3 Senate statement of purpose and values

On 2 December 2013, Senate adopted a statement of common purpose, which is to achieve a "*better Senate for a better University, for better education and research, for a better society*". Senate Fellows have the opportunity to provide feedback on Senate's progress towards the common purpose following each Senate meeting. See also the section on the Governance Review Framework and evaluations of Senate (Section 10).

2.4 Senate Role Statement and Skills Matrix

In order to clarify for Fellows the duties and expectations of a Senate Fellow, Senate has developed a *Senate Fellows Role Statement*, which details a range of responsibilities, functions and commitments required under the *University of Sydney Act 1989 (NSW)*, *University of Sydney By-law 1999 (NSW)*, University rules and policy, and additional considerations thought appropriate by Senate. Senate requires that Fellows have the capacity to undertake the duties described therein. The Role Statement also contains the Code of Conduct for Senate Fellows.

The *Senate Fellows Role Statement* is available as **Appendix 1** in this Handbook.

The elements of the Role Statement have also been translated into a Skills Matrix, which Senate will use to assess the skills of Senate Fellows. From time to time, Senate may seek specific expertise in order to create an appropriate mix of skills on Senate.

The Senate Fellows Skills Matrix is available as **Appendix 2** in this Handbook.

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

3.1 Chancellor

The Chancellor is elected by the Senate for a four-year term of office to facilitate its work and collegiality by effective and ethical means, providing a focal point to ensure the high standing of the University in the wider community. The statutory powers and responsibilities of the Chancellor are defined under Section 10 of the *University of Sydney Act 1989* (as amended) (and elsewhere in the Act, By-law and Rules). The Chancellor should, without fettering such powers and discretions as derive from the office, undertake the following:

- Preside over Senate meetings, oversee the development of Senate agendas and exercise the functions conferred by the By-laws working collaboratively with the Senate, the Vice-Chancellor and the University community; promoting the aims, ethos, independence, morale and spirit of the University and encouraging high standards.
- With the Vice-Chancellor, ensure the Senate, the senior executives and the relevant Committees work fairly, with integrity, respecting confidentiality within transparent process and in an atmosphere of mutual trust and respect in an informed fashion; in particular ensuring that the Senate functions as it should, as a cohesive, accessible, effective, enquiring and informed body with a paramount fiduciary duty of loyalty to act in the best interests of the University owed by its members both individually and collectively.
- Preside on important ceremonial occasions such as graduation ceremonies, public lectures or seminars, sharing that responsibility as the Chancellor judges appropriate and facilitating the visibility and accessibility of the Senate within the University community and to staff, students and alumni.
- Work co-operatively with the Vice-Chancellor, available to give counsel and encouraging free, trusting and frank communication on all issues concerning the well-being of the University.
- In consultation with the Vice-Chancellor, provide a high-level bridge to members of the wider community, promoting the aims of the University and responding to interest and concerns of society.

3.2 Deputy Chancellor

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

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

3.3 Pro-Chancellor

The position of Pro-Chancellor is one to which Fellows of Senate are appointed. The role of the Pro-Chancellor is to carry out, by arrangement with the Chancellor, the functions of delegate of the Chancellor to preside at graduation ceremonies when the Chancellor is not available. Delegation 4.26.5 of the *University of Sydney Delegations of Authority Rule 2020* ('the Delegations') also allows that the Deputy-Chancellor; Presiding Pro-Chancellor, Vice-Chancellor; Chair of Academic Board, Provost, or Deputy Vice-Chancellor may preside at graduation ceremonies. At any given time there will normally be two Fellows appointed to the position of Pro-Chancellor.

An appointment to the position of Pro-Chancellor is normally for a period of two years. Consistent with Senate's resolution establishing the position of Pro-Chancellor (endorsed by Senate on the recommendation of the Chancellor) and recognising that the Chancellor is responsible for the manner in which the functions of his or her office are carried out, recommendations for the position of Pro-Chancellor are put forward by the Chancellor for endorsement by Senate. Fellows appointed to the position of Pro-Chancellor are eligible for re-appointment.

3.4 Presiding Pro-Chancellor

Senate has approved that retired Deputy and Pro-Chancellors are eligible to be appointed to the position of Presiding Pro-Chancellor, to preside at graduation ceremonies when neither of the Chancellor or Pro-Chancellors who are Fellows of the Senate are available. The appointments are usually for a term of two years and are approved by the Senate on the nomination of the Chancellor.

4. Role of the Vice-Chancellor

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

- Promote the interests of and further the development of the University through prudent, effective and ethical means as chief executive and Fellow of the Senate and as the senior representative of its academic body, participating in ceremonial occasions;
- Manage all the business of the University except where the Senate has explicitly determined limitations;
- Ensure that the Senate is thoroughly informed of administrative or academic implications and fiduciary risks or legal constraints which affect policy recommendations and strategic direction;
- Establish supporting systems to monitor the performance of the University against agreed strategic direction and operating plans;
- With the Chancellor, ensure the Senate, the senior executives and the relevant Committees work fairly, with integrity respecting confidentiality within transparent process and in an atmosphere of mutual trust and respect in an informed fashion; in particular ensuring that the Senate functions as it should, as a cohesive, accessible, effective, enquiring and informed body with a paramount fiduciary duty of loyalty to the University to act in the best interests of the University owed by its members both individually and collectively;
- Provide Senate with the particular background knowledge to support Fellows in the discharge of their governance responsibilities; and
- Act as the key representative of the University with the wider community; sharing that responsibility with nominated officers and Fellows as appropriate and, in particular, with the Chancellor.

5. Senate composition and method of appointment

The composition of the Senate is specified in section 9 of the *University of Sydney Act 1989 (as amended)*

5.1 Constitution of Senate

Senate's constitution is defined by the [University of Sydney Act 1989 \(NSW\)](#). From 1 December 2017, in accordance with the provisions of the *Universities Governing Bodies Act 2011 (NSW)*, the University of Sydney Senate is constituted of 15 Fellows as follows:

- i) 3 official members:
 - (a) Chancellor,
 - (b) Vice-Chancellor,
 - (c) Chair of Academic Board,
- ii) 2 Ministerially appointed members,
- iii) 5 Senate appointed members,
- iv) 5 elected members, being:
 - (a) 2 academic staff, and
 - (b) 1 general staff, and
 - (c) 1 undergraduate student, and
 - (d) 1 postgraduate student

At least 4 of the Ministerially-appointed members and Senate-appointed members, taken together, are to be graduate members.

5.2 Membership of Senate (as at 31 January 2021)

Belinda Hutchinson AC

B*Ec* Sydney FCA

Current term as Chancellor: February 2017 – February 2025

Previous term as Chancellor: February 2013 – February 2017

Professor Stephen Garton AM

BA Sydney PhD UNSW, FAHA FASSA FRAHS

Current term as Vice-Chancellor: 15 December 2020-

Professor Tony Masters

BSc(Hons) Melb PhD ANU FRACI CChem GAICD

Current term as Chair of Academic Board: 1 January 2020 – 31 December 2021

Previous term as Chair of Academic Board: 1 January 201 – 31 December 2019

Previous term as Senate Fellow elected by and from the Academic Staff: 1 December 2003 – 31 May 2007

Two external persons appointed by the Minister

Richard Freudenstein (Deputy Chancellor)

B*Ec* LLB(Hons) Sydney

Current term as Deputy Chancellor: 1 April 2020 - 31 March 2022

Current term of as Fellow of Senate: December 2017 – 30 November 2021

Dr Lisa McIntyre

BSc(Hons I) Sydney PhD Cantab GAICD

Current term as Fellow of Senate: 1 December 2019 – 30 November 2023

Five external persons appointed by the Senate

Jason Yat-sen Li

BA LLB (Hons I) Sydney LLM NYU

Current term as Fellow of Senate: 1 December 2017 – 30 November 2021

Karen Moses

B*Ec* Dip Ed Sydney FAICD

Current term as Fellow of Senate: 1 December 2017 – 30 November 2021

Peter Scott

BE (Hons) Monash MEngSc UNSW HonFIEAust MICE

Current term as Fellow of Senate: 1 December 2019 – 30 November 2023

Emeritus Professor Alan Pettigrew

BSc(Hons) Sydney, PhD Sydney FAICD

Current term as Pro-Chancellor: 7 November 2019 – 31 May 2021

Current term as Fellow of Senate: 9 May 2019 – 30 November 2023

Kate McClymont

BA(Hons) Sydney

Current term as Pro-Chancellor: 1 June 2019 – 31 May 2021

Previous term as Pro-Chancellor: 14 December 2017 – 31 May 2019

Current term as Fellow of Senate: 1 December 2019 – 30 November 2021

Previous terms as Fellow of Senate: 1 December 2017 – 30 November 2019; and 1 December 2013 – 30 November 2017

Two persons elected by and from the academic staff

Associate Professor Maryanne Large

BSc(Hons) Sydney PhD Dublin

Current term as Fellow of Senate: 1 June 2019 – 31 May 2021

Professor Stephen Simpson AC

PhD *London* FAA FRS

Current term as Fellow of Senate: 1 June 2019 – 31 May 2021

One person elected by and from the non-academic staff

Dave Burrows

BA *Sydney*

Current term as Fellow of Senate: 1 June 2019 – 31 May 2021

One person elected by and from the undergraduate students

Gabrielle Stricker-Phelps

Current term as Fellow of Senate: December 2020 - 30 November 2022

One person elected by and from the Post-Graduate students

Lachlan Finch

BA *Sydney*

Current term as Fellow of Senate: November 2020 - 30 November 2022

6. Role of the Academic Board in relation to Senate

6.1 General Functions

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

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

6.2 Advisory functions

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

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

6.3 Specific functions

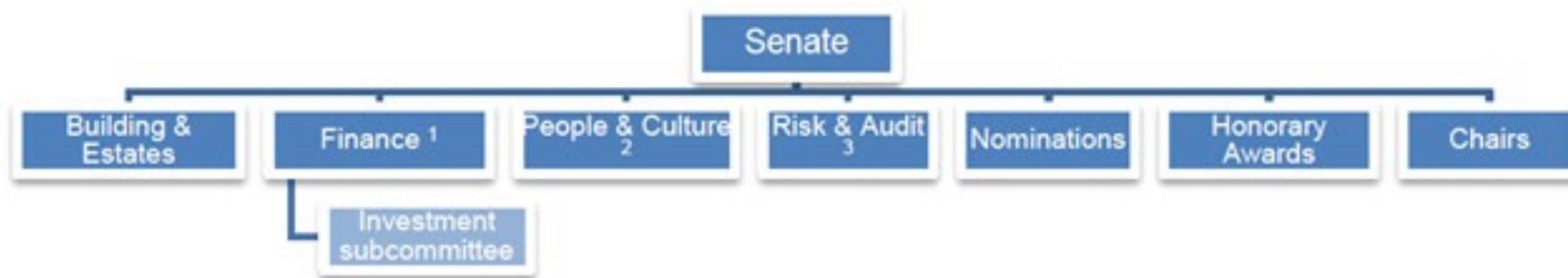
Subject to the governing authority and powers of the Senate and to the powers of the Vice-Chancellor, the functions of the Academic Board are to:

- Exercise authority as delegated to the Academic Board to approve new academic courses and changes to existing courses, the delegation being subject to:
 - The Academic Board's reporting to the Senate on important implications of the proposals; and
 - The final endorsement of proposals by Senate, it being intended that Senate would:
 - Normally endorse the Academic Board's decisions;
 - Ordinarily give its endorsement promptly;
 - Refer decisions back to the Academic Board only in exceptional circumstances; and
- Exercise its capacity for independent decision again only in exceptional circumstances.
- Determine policy concerning the programs of study or examinations in any Faculty, college or Board of Studies and within such policy, determine requirements to be satisfied by candidates for the award of degrees, diplomas or certificates;
- Determine the terms and conditions of awards, scholarships and prizes established within the University and make awards;
- Formulate and review policies, guidelines and procedures in relation to academic matters;
- Request reports from, or refer matters to Faculties, colleges and boards of studies and similar organisational units for consideration and action as required;
- Consider and take action as required on reports or academic submissions from Faculties, colleges or boards of studies or similar organisational units;
- Play an active role in assuring the quality of teaching, scholarship and research in the University and co-ordinate and maintain an overview of the academic activities of Faculties, colleges and boards of studies and similar organisational units;
- Initiate and oversee a formal and regular program of review of academic activities of Faculties, colleges and boards of studies, and similar organisational units;

- Provide a forum to facilitate information flow and debate within the University and between the senior executive officers of the University and the wider academic community;
- Make regular reports on the range of its activities to the Senate after each meeting of the Academic Board and make a formal, annual report on its activities and its assessment of its performance to the Senate;
- Consider and report on all matters referred to it by the Senate or the Vice-Chancellor; and
- Exercise any powers and perform any other duties delegated to it by the Senate.

7. Senate Committees

7.1 Senate's Committee Model



7.2 Building and Estates Committee

Terms of reference

The role of the Buildings and Estates Committee is to monitor and advise Senate on:

- a) matters of planning, development and general oversight of the management of the University's real property and physical infrastructure with particular reference to:
 - i. major capital developments;
 - ii. infrastructure management;
 - iii. operating resource allocation;
 - iv. sustainability;
- b) effective risk management in the areas covered by the Committee's Terms of Reference; and
- c) conducting reviews in the areas covered by the Committee's Terms of Reference.

The Committee's Terms of Reference are reflected in the University of Sydney Delegations of Authority Rule 2020 ('the Delegations').

The Committee is authorised by Senate to:

- a) recommend to the Finance Committee (FC) business cases or capital expenditure projects valued above \$10M, which are within the approved University budget total, in accordance with [Delegation 6.15.9](#), noting that:
 - i. Business cases provided to the Building and Estates Committee must have been through a consultation process with the University Executive;
- b) recommend to the Finance Committee (FC) approval of agreements for expenditure for infrastructure works or services valued above \$10M, up to the value of the approved project budget, in accordance with [Delegation 6.15.10](#), noting that:
 - i. contracts provided to the Building and Estates Committee must have been through a consultation process with the relevant Project Control Group, if applicable, and with the Vice-Principal (Operations); and
- c) approve variations to agreements, for expenditures for infrastructure works or services above \$500k and within the approved budget in accordance with [Delegation 6.15.11](#), noting that:
 - i. such variations must have been through a consultation process with the Finance Committee, if approval would result in exceeding the original project budget.

The Committee is to:

- a) review a quarterly Safety Report from the Chief University Infrastructure Officer (CUIO) detailing BEC risks and WHS matters;
- b) review the annual and three-year Internal Audit Plan to ensure audits that fall within the purview of the committee are appropriate, timely and comprehensive; and
- c) review relevant Internal Audit Reports.

Constitution

The Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate¹
- *ex-officio* members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
- three Fellows of Senate appointed by the Nominations Committee after consultation by the Chair of the Committee with the Chancellor and the Vice-Chancellor.
- up to three external members with appropriate professional expertise and experience appointed by the Nominations Committee on the recommendation of the Chair of the Committee.

¹ Not a staff or student Fellow

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The committee meets at least six times per year.

Quorum

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

Reporting to Senate

The committee reports to Senate following each meeting.

Secretary to the committee

Secretary to Senate.

7.3 Finance Committee and Investment Subcommittee

Terms of reference

The role of the committee is to monitor and advise Senate on:

- a) issues relating to the financial performance and sustainability of the University, by reviewing and evaluating information provided by management on the financial impact of strategic proposals, budget and planning priorities, resource and capital allocation, and commercial activities;
- b) the University's external audit program, including reliability of financial management and reporting and compliance with laws and regulations ensuring the effective management of financial risk across the University, including the financial risks of subsidiaries and controlled entities;
- c) ensuring the effective management of non-financial risk in areas covered by the Committee's Terms of Reference;
- d) effective management of the University's short-term portfolio, cash flow and liquidity positions; and
- e) conducting reviews in the areas covered by the Committee's Terms of Reference.

The Committee's terms of reference are reflected in the *University of Sydney Delegations of Authority Rule 2020 ('the Delegations')*.

The committee is authorised by Senate to:

- a) make decisions on the University's Future Fund;
- b) approve major capital expenditure projects and strategic initiatives which are funded entirely from the Future Fund, including advice on the investment mandate for the Future Fund, which balances support for a broad range of core University objectives with seeking to achieve appropriate commercial returns;
- c) receive recommendations as to the appointment and retirement, as appropriate, of consultants and external managers, and make such decisions subject to reporting to Senate after the event;
- d) investigate any activity within its Terms of Reference;
- e) seek any information it requires from any employee. All employees are directed to cooperate with any requests made by the Committee;
- f) obtain external professional advice with regard to matters within its Terms of Reference, and to secure the attendance of external advisers with relevant experience and expertise if it considers this necessary, after consultation with the Chancellor (see also [Delegation 6.4.4](#), below);
- g) in accordance with [Delegation 6.15.9](#), approve business case or capital expenditure projects within approved University budget total valued above \$10m, which are within the approved University budget total, after consultation with University Executive;
- h) in accordance with [Delegation 6.19.1](#), approve the acquisition of goods and services from a supplier, other than an independent contractor or a labour hire agency (above \$10M);
- i) in accordance with [Delegation 6.27.1](#), approve the acquisition of real property valued above \$10M and [Delegation 6.27.4](#), approve any other dealing with real property where the authority is not retained by Senate under the Act;
- j) in accordance with [Delegation 6.4.4](#), appoint external lawyers, approve costs agreements, and authorise payments;
- k) in accordance with [Delegation 6.4.5](#), approve expenditure on external lawyers (above \$2M);
- l) in accordance with [Delegation 6.24.6](#), approve acceptance of sponsorship from third parties (other than sponsorship of chairs), valued above \$10m, after consultation with the Vice-Chancellor and relevant Dean;
- m) in accordance with [Delegation 6.24.2](#), approve acceptance of a gift, bequest or devise

- valued above \$10M, which is made to the whole or to a part of the University (such as Faculty), and establish the terms for its management after consultation with the Vice-Chancellor and with the relevant Dean (where applicable);
- n) in accordance with [Delegation 6.18.2](#), revise the approved capital budget if the total allocation across the University would materially change as a result of the revision, after consultation with the Vice-Chancellor, University Executive and Vice-Principal (Operations);
- o) in accordance with [Delegation 6.15.10](#), approve agreements for expenditure for infrastructure works or services (above \$10M); and
- p) in accordance with [Delegation 6.23.1](#), borrow money and raise capital (including issuance of securities or debentures), subject to approval by the Governor on the recommendation of the Treasurer, after consultation with the Chief Financial Officer and Investment Subcommittee.

The Committee is to:

- a) review the annual and three-year Internal Audit Plan to ensure audits that fall within the purview of the committee are appropriate, timely and comprehensive; and
- b) review relevant Internal Audit Reports.

The Finance Committee shall form an **Investment Subcommittee**

Terms of reference – Investment Subcommittee

The role of the **Investment Subcommittee** is to monitor and advise the Finance Committee on:

- a) matters relating to the University's investment portfolio with particular reference to:
 - i. the appropriateness of investment policies
 - ii. the success of investment strategies
 - iii. the sustainability of investment activities
- b) strategies for the management of University investments, including policies, mandates, asset allocations, earnings targets, spending goals, and financial risks
- c) recommendations for the University's Future Fund
- d) recommendations for major capital expenditure projects and strategic initiatives which are funded entirely from the Future Fund, including advice on the investment mandate for the Future Fund, which balances support for a broad range of core University objectives with seeking to achieve appropriate commercial returns.

The Subcommittee's Terms of Reference are reflected in the *University of Sydney Delegations of Authority Rule 2020 ('the Delegations')*.

The Subcommittee is authorised by Senate to:

- a) in accordance with [Delegation 6.27.3](#), approve the disposal of real property where the authority is not retained by Senate per the Act (in relation to student accommodation and Future Fund);
- b) in accordance with [Delegation 6.27.4](#), approve leases and licences, whether as tenant or landlord, where the authority is not retained by Senate under the Act (in relation to student accommodation and Future Fund, excluding student residential agreements);
- c) in accordance with [Delegation 6.15.9](#), approve business case or capital expenditure projects within approved University budget total, valued above \$10M, in respect of expenditure from the Future Fund on account of student housing projects approved by the Building and Estates Committee, after consultation with University Executive;
- d) in accordance with [Delegation 6.21.5](#), oversee and approve strategy for management of University medium and long-term investments (includes policies, mandates, asset allocations, earnings targets, spending goals, financial risk and Future Fund), after consultation with the Vice-Principal (Operations);
- e) in accordance with [Delegation 6.21.9](#), determine policies and mandates in relation to medium and long-term investment transactions;
- f) in accordance with [Delegation 6.21.4](#), determine policies and mandates in relation to medium and long-term investment and redemption of University funds; and
- g) in accordance with [Delegation 6.21.2 & 6.21.3](#), appoint and terminate appointment of investment consultants and set limits for the appointment and termination of external investment managers, and approve appointments and terminations of external managers outside of those limits.

The Subcommittee is to:

- a) review the annual and three-year Internal Audit Plan to ensure audits that fall within the purview of the committee are appropriate, timely and comprehensive; and
- b) review relevant Internal Audit Reports.

Constitution

The Finance Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate²
- ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
- three Fellows³ of Senate appointed by the Nominations Committee.
- Up to three external members with appropriate professional expertise and experience, appointed by the Nominations Committee on the recommendation of the Chair of the Committee.

Constitution of Investment Subcommittee

The Investment Subcommittee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate⁴
- Ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
 - the chair of the Finance Committee
- one Fellow of Senate appointed by the Nominations Committee after consultation by the Chair of the Subcommittee with the Chancellor and the Vice-Chancellor.
- up to two external members with appropriate professional expertise and experience, appointed by the Nominations Committee on the recommendation of the Chair of the Subcommittee.

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The committee meets at least six times per year, including at least one meeting with the external auditor. The Investment Subcommittee meets at least four times per year.

Quorum

At any meeting of the committee four members shall form a quorum. At any meeting of the Investment Subcommittee, three members shall form a quorum.

Reporting to Senate

The committee reports to Senate following each meeting. The Investment Subcommittee reports to Finance Committee following each meeting. The Chair of the Investment Subcommittee reports to Senate twice a year after the half- and full-year investment results are available.

Secretary to the committee and subcommittee

Secretary to Senate.

² Not a staff or student Fellow

³ One of whom must be a Fellow identified in section 8C(1)(a) of *the University of Sydney Act 1989* (as amended) as having financial expertise

⁴ Not a staff or student Fellow

7.4 People and Culture Committee

Terms of reference

The role of the People and Culture Committee is to monitor and advise Senate on:

- a) human resources (HR) policies, structures and processes that support the University's strategic objectives in:
 - i. University culture and values;
 - ii. the attraction, development and retention of academic and professional staff;
 - iii. remuneration and reward;
 - iv. diversity and inclusion;
 - v. workplace relations; and
 - vi. performance management, succession planning and development programs for senior executive roles including the Vice-Chancellor and his or her executive direct reports;
- b) the culture at the University, including the need for any reviews or external advice;
- c) effective risk management in areas covered by the Committee's Terms of Reference, including compliance with legal and regulatory requirements; and
- d) conducting reviews in the areas covered by the Committee's Terms of Reference, including the need for any external advice.

The Committee shall determine and advise Senate on the remuneration and terms of employment of the Vice-Chancellor.

The Committee shall determine the remuneration and terms of employment of:

- Executive positions defined in the Executive and Senior Professional Staff Remuneration Policy 2019; and
- Any non-executive direct reports to the Vice-Chancellor.

The Committee's Terms of Reference are reflected in the *University of Sydney Delegations of Authority Rule 2020 ('the Delegations')*.

The Committee is authorised by Senate to:

- a) in accordance with [Delegation 6.33.1 and 6.33.2](#), approve establishment, classification, re-classification, appointment and terms of employment for professional positions that directly report to the Vice-Chancellor and for the position of Chief Human Resources Officer
- b) in accordance with [Delegation 6.28.1](#), approve establishment and classification of academic positions:
 - i. Pro-Vice-Chancellor

in accordance with [Delegation 7.3.3](#), determine non-remuneration conditions of employment, excluding extension or renewal of fixed term employment, for a Deputy Vice-Chancellor or University Chair, after consultation with the Vice-Chancellor
- c) in accordance with [Delegations 6.28.4, 6.28.5 and 6.33.4](#), approve variation to remuneration for all executives; and direct reports to the Vice-Chancellor in the case of, annual salary review, terms of employment and annual bonus potential review;
- d) in accordance with [Delegation 6.28.2 and 6.33.2](#) approve the extension or renewal of fixed term employment, of:
 - i. Direct reports to the Vice-Chancellor; and any
 - ii. Executive Dean or Dean;
- e) in accordance with [Delegation 6.32.1](#) confer and revoke academic titles for non-professorial staff who occupy the position of:
 - i. a Pro-Vice-Chancellor;
 - ii. any other principal officer; and any
 - iii. Executive Dean or Dean;

after consultation with the Provost;
- f) in accordance with [Delegation 6.30.5](#), terminate the employment of a Deputy Vice-Chancellor,

direct reports to the Vice-Chancellor; Chief Human Resources Officer, after consultation with General Counsel and the Chief Human Resources Officer (in the case of direct reports to the Vice-Chancellor);

- g) determine and advise Senate on the remuneration and terms of employment of the Vice-Chancellor;
- h) approve remuneration policies, incentive plans and the application of those policies to executive, academic and professional staff;
- i) confirm the annual performance outcomes for executives (including the Vice-Chancellor);
- j) complete an annual review of executive remuneration in accordance with the Executive and Senior Professional Staff Remuneration Policy 2019;
- k) review the annual and three-year Internal Audit Plan to ensure audits that fall within the purview of the committee are appropriate, timely and comprehensive;
- l) review relevant Internal Audit Reports;
- m) complete an annual review of succession and development for executive positions and key roles at the University; and
- n) review regular reporting on:
 - Enterprise Agreement matters;
 - Achievement of Diversity and Inclusion Objectives
 - Staff Engagement and Culture Surveys; and
 - Key workplace relations matters.

Constitution

The People and Culture Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate⁵
- Ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor*
- three Fellows of Senate appointed by the Nominations Committee who are external Fellows within the meaning of s9(9) of the University of Sydney Act after consultation by the Chair of the Committee with the Chancellor and the Vice-Chancellor.
- up to three external members with appropriate professional expertise and experience, appointed by the Nominations Committee on the recommendation of the Chair of the Committee.

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The People and Culture Committee meets at least four times per year.

Quorum

At any meeting of the People and Culture Committee, four members shall form a quorum.

Reporting to Senate

The Committee reports to Senate following each meeting.

Secretary to the Committee

Secretary to Senate.

⁵ Not a staff or student Fellow

* Except for the meeting to review the Vice-Chancellor's remuneration

7.5 Risk and Audit Committee

Terms of reference

In accordance with Section 16 of the University of Sydney Act 1989, the Senate is charged with overseeing risk management and risk assessment across the University. This includes, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture. The Risk and Audit Committee (“the Committee”) assists the Senate in fulfilling this function.

The role of the Committee is to review and oversee the University’s systems of risk management, internal control, internal audit and regulatory compliance, and to ensure that they are effective in monitoring and responding to strategic, operational, financial and other emerging risks within the Committee’s Terms of Reference.

The Committee monitors financial and non-financial risk matters generally within the University unless they are dealt with by another Committee of Senate. The Committee allocates the oversight of specific risks to other relevant Committees of Senate.

The Committee monitors and advises Senate on:

- systems of risk management including:
 - Safety, Health and Wellbeing (SHW) related matters including compliance with work health and safety legislation;
 - environmental and sustainability risk and compliance;
- Internal Audit;
- regulatory compliance; and
- insurance.

The Committee maintains oversight of the University’s Annual and Three-Year Audit Plans and Program, including operational effectiveness and efficiency, compliance with laws and regulations and the maintenance of an effective and efficient audit capability.

The Committee will engage with the other Committees of Senate prior to finalising both Annual and Three-Year Audit Plans and will monitor and advise Senate and its Committees on compliance and risks reviewed by the Committee, including those arising from audit investigations.

The Committee monitors and advises Senate on the legislative compliance framework of high-risk legislation including procedures, processes and controls for appropriate management of compliance issues.

The Committee’s Terms of Reference are reflected in the *University of Sydney Delegations of Authority Rule 2020* (*‘the Delegations’*).

The Committee monitors and advises Senate on:

Risk Management

- a) the effectiveness of the Risk Management Framework in general, including overseeing processes for:
 - i. identifying significant risks;
 - ii. implementing appropriate controls and mitigation strategies and plans; and
 - iii. monitoring and reporting
- b) monitoring financial and non-financial risk matters generally within the University unless they are dealt with by another Committee of Senate
- c) the allocation of specific risks to other relevant Committees of Senate for their oversight

Safety, Health and Wellbeing

- d) Safety, Health and Wellbeing (SHW) related matters, specifically:
 - i. compliance with SHW legislation as it applies to the University;
 - ii. related risks arising from the activities and operations of the University and affiliate identities; and
 - iii. related health and wellbeing related risks arising from or contributing to the activities and

operations of the University and affiliated entities

Environmental and Sustainability Risk

- e) matters with specific regard to environmental and sustainability risk, including:
 - i. identifying, monitoring and controlling environment and sustainability related risks; and
 - ii. compliance with environmental- and sustainability-related legislation.

Compliance

- f) the University's legal compliance framework and supporting processes to identify, monitor and manage compliance with laws and regulations, and reports by the General Counsel on legislative compliance and legal proceedings

Internal Audit

- g) monitoring the performance and independence of Internal Audit ("IA") including:
 - i. reviewing and approving the IA Charter and the University's Annual and Three-Year Audit Plans and Program
 - ii. reviewing IA reports including significant findings and recommendations
 - iii. monitoring management's response to and follow-up of findings and recommendations
 - iv. reviewing adequacy of resources and budget of the IA function
 - v. reviewing and approving the appointment of the Chief Internal Auditor
 - vi. reviewing the performance and independence of the IA function.

- h) refer completed audits to the relevant Senate Committee for information and monitoring as appropriate

Other

- i) risks emerging from the Committee's review, including from audit investigations, *as identified by the Chief Internal Auditor and the Chief Risk Officer*;
- j) the annual review of the University's insurances and make recommendations as appropriate; and
- k) conducting reviews in the areas covered by the Committee's Terms of Reference.

Constitution

The Risk and Audit Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate⁶
- ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
- three Fellows of Senate who are appointed by the Nominations Committee
- up to three external members with appropriate professional expertise and experience, appointed by the Nominations Committee on the recommendation of the Chair of the Committee.

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The committee meets at least four times per year.

Quorum

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

Reporting to Senate

The committee reports to Senate following each meeting.

Secretary to the committee

Secretary to Senate.

⁶ Not a staff or student Fellow

7.6 Honorary Awards Committee

Terms of reference

The role of the Honorary Awards Committee is to advise Senate on:

- a) candidates for honorary degrees and honorary fellowships;
- b) naming proposals in relation to University buildings and other significant assets, including scholarships and prizes, centres and institutes, and foundations.

The Committee's Terms of Reference are reflected in the *University of Sydney Delegations of Authority Rule 2020 ('the Delegations')*.

The Committee is to advise Senate on:

- (a) suggestions for honorary degrees and honorary fellowships; and
- (b) naming proposals, changes to existing names or the discontinuation of existing names in relation to University buildings and other significant assets, including scholarships and prizes, centres and institutes, and foundations

Constitution

The Honorary Awards Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate⁷
- Ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
 - Chair of Academic Board
- two Fellows of Senate appointed by the Nominations Committee.
- co-opted members appointed by the Nominations Committee on the advice of the Chair of the Committee.

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The committee meets at least annually.

Quorum

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

Reporting to Senate

The committee reports to Senate following each meeting.

Secretary to the committee

Secretary to Senate.

⁷Not a staff or student Fellow

7.7 Nominations Committee

Terms of reference

The role of the Nominations Committee is to advise Senate on:

- b) governance issues generally as they relate to Senate and the University with particular reference to
 - induction and continuing education of Fellows;
 - Senate performance reviews; and
 - Senate committee structure and purposes
- c) ensuring the effective management of risk in areas covered by the Committee's Terms of Reference
- d) conducting reviews in the areas covered by the Committee's Terms of Reference.

The Committee's Terms of Reference are reflected in the *University of Sydney Delegations of Authority Rule 2020* ('the Delegations').

The Committee is to advise Senate on:

- a) as specified in Clause 46A of Chapter 4A of the University of Sydney ByLaw, as the Nominations Committee of Senate, identify and recommend to Senate persons who may be suitable for nomination or appointment by Senate, or consideration for appointment by the Minister;
- b) appoint Fellows and external members to all Senate Committees other than the Nominations Committee; and
- c) in accordance with Delegation 6.7.4, appoint a person as Senate's approved representative on a nominated University organisation; and
- d) conduct reviews in the areas covered by the Committee's Terms of Reference.

Constitution

The Nominations Committee is comprised of the following members:

- a chair appointed by Senate from the Fellows of Senate⁸
- Ex-officio members:
 - the Chancellor
 - the Deputy Chancellor
 - the Vice-Chancellor
 - Chair of Academic Board
- three Fellows of Senate who are external Fellows within the meaning of s9(9) of the *University of Sydney Act* and are appointed by Senate.

Term of office and appointment

All members, including the chair, are appointed for a term of office of two years. Terms of office are staggered where possible so that expertise and continuity can be maintained.

Meetings

The committee meets at least annually.

Quorum

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

Reporting to Senate

The committee reports to Senate following each meeting.

Secretary to the committee

Secretary to Senate.

⁸ Not a staff or student Fellow

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

8.1 Introduction

The purpose of this document is to summarise briefly:

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

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

8.2 Duties of Fellows

8.2.1 The University

The duties of Fellows must be considered in the context of the University. It is a statutory corporation: section 5 of the *University of Sydney Act 1989* (the “University’s Act”);

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

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

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

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

8.2.2 The Senate

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

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

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

8.2.3 Voluntary Code of Best Practice for the Governance of Australian Universities

In 2010, Universities Australia was tasked by the Joint Committee on Higher Education with developing a voluntary code of best practice governance to replace the existing *National Government Protocols for Higher Education Providers*. Both Universities Australia and the University Chancellors Council gave their endorsement to the voluntary code at meetings during 2010. The code was subsequently approved and endorsed by the Ministerial Council for Tertiary Education and Employment in July 2011, and was updated in 2018.

The Voluntary Code provides guidance to higher education providers and their governing bodies regarding

the systematic statements, codes, procedures, and reports that should exist to describe and support the responsibilities of the institution and its governing body, the duties it has as a whole, and the duties of individual members.

The final document, Voluntary Code of Best Practice for the Governance of Australian Universities, (the 'Voluntary Code') is available at:

www.universitiesaustralia.edu.au/ArticleDocuments/326/Voluntary%20Code%20of%20Best%20Practice%20for%20the%20Governance%20of%20Australian%20Universities%20-%20May%202018.pdf.aspx

As part of Senate's Governance Review Framework, the Senate conducts an annual assessment against the Voluntary Code, which is then reported in the University's Annual Report.

8.2.4 Corporate governance

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

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

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

8.2.5 The interests of the University as a whole

The interests of the University include:

- the University as a body corporate: section 5 of the University's Act; and
- its members. In accordance with Section 4 of the University's Act, the University consists of:
 - the Senate;
 - Convocation;
 - the professors and full-time members of the academic staff of the University and such other members or classes of members of the staff of the University as the by-laws may prescribe; and
 - the graduates and students of the University.

8.2.6 Duties of Fellows: the University's Act

Section 26F of the University's Act provides that Fellows have the duties set out in Schedule 2A; which is provided as **Appendix 3** in this Handbook.

The first duty set out in Schedule 2A is the **duty to act in the best interests of the University as a whole**. For this duty, 'good faith' is required. This relates to the purpose (acting for the University as a whole, not just a sectional interest, whether employee, student or otherwise) and honesty of a Fellow's conduct and also requires the avoidance of conflicts of interests (see paragraph below). As to 'interests of the University as a whole', see paragraphs above. Exercising a power or function for a 'proper purpose' means that a function must be carried out, or a power exercised consistently with the purposes for which it was conferred.

A good example of this duty is the obligation to maintain confidentiality of University communications. This obligation to the University overrides duties owed to those appointing or electing a Fellow.

The second duty set out in Schedule 2A is the **duty to exercise care and diligence**. Fellows must take reasonable steps to place themselves in a position to carry out the functions of Senate. They are under a continuing obligation to keep themselves informed. This does not require a close analysis of every issue relating to the University's activities but does require general monitoring and regular review, together with the duty to make further enquiry

in relation to matters arising from the review. A Fellow is required to attend Senate meetings whenever he or she is reasonably able to do so.¹¹

Generally speaking, Fellows are not required to bring particular qualifications to the office unless they are appointed to a specific role. The amendments made to the University's Act to implement the Protocols require that at least two Fellows have financial expertise, and that at least one Fellow must have commercial expertise. All appointed members must have expertise and experience relevant to the functions of the Senate and an appreciation of the object, values, functions and activities of the University.

The third and fourth duties set out in Schedule 2A relate, broadly speaking, to **conflicts of interest**. Fellows have duties not to improperly use their position or to improperly use information. Directors are often told to follow the simple rule: regard all corporate property and information which comes into their possession as a director, as belonging solely to the corporation and unavailable for a director's own use.

The fifth duty is a **duty to disclose material interests** to a meeting of the Senate. The provision sets out a procedure for disclosure, and for the subsequent determination by the Senate as to whether the disclosing Fellow may be present during any deliberation or take part in any decision making about the matter in relation to which a disclosure was made.

8.2.7 Declarations of Interest and Related Party Transactions

Declarations of Interest

Broadly, Senate Fellows are asked to declare any standing interests on appointment; to review their declared interests annually; and to make any relevant declarations for any agenda item as it arises. Upon declaration of a potential interest in an agenda item, the Senate or Committee will make a determination as to the Fellow's continued participation in deliberations and voting with regard to that item. This also applies to external members of Senate's Committees. The register of interests is provided once annually to Senate and to each Committee for information. It is published on the University Secretariat's public-facing website and kept centrally by the Secretariat.

Related Party Transactions

Australian Accounting Standards Board Accounting Standard AASB 124 *Related Party Disclosures 2015* (AASB 124) applies to the University by reason of s41B(1)(a) of the *Public Finance and Audit Act 1983* (NSW). So far as applies to Senate Fellows, AASB 124 is most likely to apply where the University undertakes a transaction with either one of a Fellow; a "close member" of a Fellow's family; or an entity controlled or jointly controlled either by a Fellow or a "close member" of the Fellow's family. This reporting obligation is additional to the duties described in Schedule 2A, above.

The annual declaration form which Fellows of Senate are asked to complete includes capture of any Related Party Transaction. The annual and ongoing process that Fellows are asked to undertake regarding their declarations, broadly described above, also includes publication of any potential related party transactions.

The form for Annual Declarations of Interest and Related Party Transactions is provided to Senate Fellows by the Secretary to Senate.

A web link to the Register of Interests and the Register of Related Party Transactions will be published in the University's Annual Report.

8.2.8 Removal from office for breach of duty

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

What do the duties of all Fellows of Senate as now codified in the Act entail?

- Where a Fellow wishes to obtain information regarding the University's activities in conformity with his or her obligations, you approach the Vice-Chancellor or his Chief of Staff with the request, copying the

Chancellor. Upon the Vice-Chancellor’s agreement, you then approach the senior officer. If the Fellow is dissatisfied with the response the matter should be raised at Senate rather than pursued outside Senate; and

- If a Fellow wishes to ask questions of management at a Senate meeting, the question should be directed to the Vice-Chancellor for him to answer or direct to the appropriate officer.

8.2.9 Duties of Fellows: non-statutory

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

- The Senate must not abdicate from its duties and retain its discretions. It must not delegate its functions without authority, and it cannot fetter (or inhibit) the future exercise of its discretion.
- The Senate has a duty to give adequate consideration to the matters under consideration. It cannot “let things slide” or act at the direction of another person.
- The Senate has a duty to give paramount consideration to the interests of the University in the exercise of its discretions.
- The Senate has a duty to exercise a power consistently with the purposes for which it was conferred – that is, as explained above, for proper purposes.
- Fellows should exercise care, diligence and skill in exercising their powers.
- Fellows are also required to exercise their powers for proper purposes and for the benefit of the University as a whole.

8.2.10 Duties of Fellows: other legislation

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

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

8.3 Statutory and Other Protections for Fellows

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

“Liability of Fellows and others

5. No matter or thing done or omitted to be done by:

(a) the University, the Senate or a Fellow; or

(b) any person acting under the direction of the University or the Senate

if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subjects a Fellow or a person so acting personally to any action, liability, claim or demand”

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

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

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

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

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

8.3.1 Insurance Cover

The University has an insurance policy which includes a Directors' and Officers' Liability ("D&O") contract and a Company Reimbursement contract. The D&O covers Insured Persons (as defined) for loss for which the Insured Person is not indemnified by the University and which the Insured Person is legally obligated to pay on account of a claim. The Company Reimbursement contract covers the University for any indemnity provided to an Insured Person (as permitted or required by law) for loss which the Insured Person has become obligated to pay on account of a claim.

The policy covers claims made during the period of insurance, irrespective of when the wrongful act was committed. As with all insurance policies, this policy is subject to limitations, conditions and exclusions. Queries about the policy can be directed to the Risk Management Office.

"Insureds"

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

Scope of Cover

"Loss" is defined as the total amount that the Insured Person becomes legally obligated to pay on account of a claim including damages, judgments or settlements made in favour of a claimant, and includes defence costs (as defined).

"Wrongful act" includes any error, misstatement, misleading statement, act, omission, neglect or actual or alleged breach of duty.

It is a condition of the policy that the University and Insured Persons shall not disclose the existence of the coverage, the limits of liability or the nature of the liability indemnified, except to the extent that there is a requirement of law to do so, or with the written consent of the insurer.

If a Fellow is aware of any claims, or of any circumstances that are likely to give rise to a claim, the Fellow must notify either the Risk Management Office or the Office of General Counsel immediately. Any delay in notification may jeopardise coverage.

8.3.2 Indemnification by University

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

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

9. Meetings of Senate

9.1 Meetings

Senate normally meets six to eight times per year at approximately six weekly intervals, with an option to increase the numbers of meetings *ad hoc* where urgency or workload requires. Additionally, urgent matters are sometimes considered by circular resolution (see 9.5.5 below).

There is also a one and a half (1½) day Senate Retreat each year in March, with another full day Retreat in August. Both Retreats are held in conjunction with meetings of Senate.

Meetings last for approximately five to six hours depending on the items on the agenda.

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

9.2 Chair

The Chancellor is the Chair of Senate and exercises procedural control over meetings. *“This includes nominating who is to speak, dealing with the order of business, putting questions to the meeting, declaring resolutions carried or not carried, in due course asking for any general business, and declaring the meeting closed”*.⁹

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

9.3 Secretary to Senate

The Secretary to Senate is David Pacey, who is currently supported by the Senior Manager University Governance & Deputy Secretary to Senate.

9.4 Senate agenda

9.4.1 Agenda papers

The Senate agenda papers are published electronically on Senate’s board paper tablet application - Diligent.

Senate and Senate Committee agendas and minutes can be accessed by Fellows of Senate only from the tablet application before and after the meeting. The Senior Manager University Governance & Deputy Secretary to Senate can assist any Fellow of Senate with setting up and maintaining their Senate papers electronically.

9.4.2 Open and confidential items

A Senate meeting includes both confidential and non-confidential items.

One item is “Declaration of interest” where Fellows should indicate any conflict of interest regarding any item in the agenda (See Item 8.2.7, above).

During consideration of non-confidential items, any member of the University community or other observers may be present as long as there is seating available.

9.5 Protocols

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

⁹ Joske’s Law and Procedure at Meetings in Australia, p. 32.

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

9.5.1 Motions

Except for a motion moved by the Vice-Chancellor which, in the opinion of the Vice-Chancellor and the Chancellor is a matter of urgency, no motion initiating a subject for discussion at a meeting of the Senate may be made unless that motion is included in the notice of meeting given by the Secretary to Senate under Rule 7(1), or in a notice of the previous meeting.¹⁰ It is preferable if the notice of motion is given prior to the Pre-Senate agenda meeting.

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

9.5.2 Tabled papers

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

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

9.5.3 Voting

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

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

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

The voting numbers are not normally recorded but will be recorded on the request of a Fellow of Senate.

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

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

9.5.4 Quorum

At any meeting of Senate, a majority of the total numbers of Fellows for the time being constitutes a quorum, i.e. 8 Fellows of the total 15 Fellows. No business can be conducted without a quorum being present.

9.5.5 Circular Resolutions

On occasion, circumstances arise in the period between Senate meetings which may require an emergency decision. Circumstances may also arise where delaying a decision until the next meeting of Senate would cause disadvantage to the University. In these circumstances, it is appropriate to ask Senate or a Senate Committee for a decision to be made out of session. Senate's process for approving Senate or Committee resolutions out of session that consists of five elements:

1. The Secretary to Senate (or an Executive Officer or Committee Officer acting on his or her behalf) will seek the permission of the Chancellor or the Chair of the Committee to propose an item for circular resolution, noting the circumstances which make the decision one of an emergency or one which is required to avoid disadvantage;

¹⁰ University of Sydney (Amendment Act) Rule 1999 (as amended).

2. If agreed by the Chancellor or Chair, the Secretary to Senate will forward the item by electronic notice to the Fellows of Senate or members of the Committee, advising that a decision is sought regarding proposed recommendations, noting the circumstances, and attaching the proposed recommendations and any supporting documents;
3. The Secretary to Senate will advise the Committee that the period for deliberation is seven calendar days or until a majority decision – which must include the vote of the Chair – is received;
4. Upon receipt of a majority decision – including the vote of the Chair – the recommendations shall be deemed approved or rejected in accordance with the decision; or
5. Upon the expiration of seven calendar days, if no majority.

Fellows may be asked to approve such resolutions from time to time.

9.6 Attendance

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

The University of Sydney Act 1989 (the Act) permits the use of technology for the conduct of its meetings.

Senate Fellows have given their standing consent to allow Fellows to participate at meetings via the use of phone or video conference technology.

It is expected that participation by Fellows on this basis would be in exceptional circumstances which would prevent the Fellow's attendance in person and would be subject to prior notification to the Secretary to Senate and approval by the Chancellor. Any such participation will be indicated in the minutes.

The office of a Fellow becomes vacant if the Fellow is absent from 3 consecutive meetings of the Senate of which reasonable notice has been given to the Fellow personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Senate for his or her absence.¹¹

9.7 Preparation for the meeting

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

9.8 Meeting protocols

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

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

When proposing a motion or amendment, the speaker must be brief and concise and, although it may be permissible to speak to the motion in a more comprehensive way, the speaker will usually only be permitted to do so once, unless asked for an explanation or clarification.¹²

*“Speakers must keep to the particular matter then before the meeting, whether it be a motion, an amendment, a point of order or a personal explanation. Discussion which is irrelevant should not be allowed”.*¹³

¹¹ Act, Schedule 1(2)(i).

¹² Joske's, p. 41.

¹³ Joske's, p. 42.

9.9 Out of Session Information

Where a Fellow wishes to obtain information regarding the University's activities in conformity with his or her obligations, you approach the Secretary to Senate in the first instance who will determine if the information is readily available or direct the request to the Vice-Chancellor and Chief of Staff who will arrange for a response to be prepared by the most appropriate senior staff member and relayed back to the Fellow by the Secretary. If the Fellow is dissatisfied with the response the matter should be raised at Senate rather than pursued outside Senate.

Chairs of Senate Committees wishing to obtain information within the purview of their Committee are free to contact the relevant executive staff member(s) supporting their Committees and as a courtesy copying the relevant Senior Executive and Secretary to Senate on the request.

10. Senate's Governance Review Framework

In accordance with section 16(1B)(j) of the *University of Sydney Act 1989* (NSW), one of the functions of Senate is to regularly review its own performance in light of its functions and obligations imposed by the University's Act or any other Act. Senate has approved a Governance Review Framework in order to assist Senate to comply with these obligations. This Framework, which was approved at the October 2016 meeting of Senate, and amended in February 2017 to include compliance with the *Voluntary Code of Best Practice for the Governance of Australian Universities*, and November 2017 to include the review of Senate's Committees, captures the elements of individual and whole-body reviews required under the Act and Senate's earlier resolutions and maps the reviews over a ten year forecast to ensure they are conducted in an appropriate sequence.

Those reviews are as follows:

1. External Senate Reviews (every three years)
2. Senate Meeting Evaluations (after every meeting)
3. Annual Senate Fellow Self-Evaluations
4. Annual Compliance Report against the *Voluntary Code of Best Practice for the Governance of Australian Universities*
5. Internal and External Governance Reviews (as required)

The Governance Review Framework is shown in table form over the page.

11. Media relations

If Fellows receive requests for interviews from members of the media, they should be aware that the University's Media Office is available for help and advice. Fellows should contact the Secretary to Senate in the first instance, who will be able to guide Senate Fellows.

If the University receives requests for interviews with Fellows of Senate from members of the media, they will be passed on to the Fellow concerned via the Secretary to Senate

12. Attendance at functions

12.1 Functions

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

12.2 Graduations

Fellows are encouraged to attend graduation ceremonies. Please advise when intending to attend a graduation so that appropriate seating can be allocated.

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

12.3 Report to Senate

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

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

13. Fellows' contact details

Contact details for Fellows of Senate are maintained by the Senior Manager University Governance & Deputy Secretary to Senate and are included in the Induction Pack provided to Senate Fellows. Contact information can also be provided as needed by the Senior Manager University Governance & Deputy Secretary to Senate.

University invitations for Fellows of Senate are normally forwarded to the Senior Manager University Governance & Deputy Secretary to Senate who then arranges to send out the invitations.

14. Facilities and services available to Fellows

14.1 Parking spaces on Senate days

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

14.2 Parking permits

Fellows are entitled to a complimentary parking permit.

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

14.3 Sydney Alumni Magazine

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

14.4 Library cards

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

15. Online resources

15.1 Secretariat website

The Secretariat's website is at sydney.edu.au/secretariat and contains various information for Fellows.

15.2 Other useful information about the University

The following information is available on-line:

- Faculty handbooks at sydney.edu.au/handbooks/
- Policy register at sydney.edu.au/policies/, which provides a full list of current policies, procedures and guidelines of the University.
- University Annual Report at sydney.edu.au/about-us/vision-and-values/annual-report
- University Calendar online at sydney.edu.au/secretariat/calendar
- University News and Opinion at sydney.edu.au/news-opinion/news

Appendix 1 Senate Fellows Role Statement

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

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;
- j) regularly review its own performance;
- k) adopt a statement of its primary responsibilities; and
- l) 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 also has a [Code of Conduct](#) which applies to all staff members and to all those who enter into an affiliate relationship with the University. Senate Fellows are expected to have regard for the Code of Conduct, which details the University's expectations of its staff and affiliates in respect of their professional and personal conduct, specifically to:

- 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 and Senate Committees generally meet at least six times per year. Each Senate meeting commences at 1.00pm and finishes at approximately 7:30pm.

In addition, Senate holds a one and a half (1½) day Annual Retreat each year normally including a Friday and Saturday to discuss the University's strategic direction.

The 2021 meetings dates are available from the [Senate dates webpage](#) on the Secretariat 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 Committee
 - Investment Subcommittee
- People and Culture Committee
- Risk and Audit Committee
- Honorary Awards Committee
- Nominations 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 or from individual [committee websites](#).

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 at University functions as a representative of Senate.

Appendix 2 Senate Fellows Skills Matrix

Senate Fellows Role Statement applies to all members ¹⁷														
	Ex Officio Senate Fellows			Appointed Senate Fellows ¹⁸						Elected Senate Fellows				
	Chancellor	Vice-Chancellor	Chair of Academic Board	2 Ministerial		5 Senate				2 Academic		1 Professional	2 Student	
SKILLS														
Leading & Managing ¹⁹														
Governance														
Strategy ¹⁹														
Higher Education / Research														
Global Experience														
Finance and Audit ²⁰														
Fundraising														
Capital Projects (including building and technology infrastructure)														
OH&S and Risk Management														
Investment & Commercialisation ²¹														
Human Resources														

¹⁷ Per section 8B(6) of the Act, the majority of members must be external. External is defined as “a person other than a member of the academic or non-academic staff of the University or an undergraduate or graduate student of the University” (s 8)

¹⁸ Per 8C(2), “All appointed members of the Senate must have expertise and experience relevant to the functions exercisable by the Senate”

¹⁹ In either the private, public, NGO or community sector.

²⁰ At least two fellows must have, per section 8c(1)(a) of the Act: “financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector)”.

²¹ At least one fellow must have, per section 8c(1)(b) of the Act: “commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector)”

Community Engagement (including Indigenous communities and strategies)															
ATTRIBUTES															
Commitment Engagement with and advocacy on behalf of the University															
Relationship Management With all internal and external stakeholders															
Networking Strong social and professional networks and willingness to leverage															
Interpersonal Ability to listen, to respect alternative viewpoints, zero tolerance for unethical behaviour, constructive challenge															
Integrity Be honest, transparent and possess strong moral ethics															
Contributes to Diversity Cultural and linguistic, gender, and age diversity															

Appendix 3 Schedule 2A of the University of Sydney Act 1989

Schedule 2A Duties of Fellows (the University of Sydney Act 1989)

1) Duty to act in best interests of University

A Fellow must carry out his or her functions:

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

2) Duty to exercise care and diligence

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

3) Duty not to improperly use position

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

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

4) Duty not to improperly use information

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

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

5) Disclosure of material interests by Fellows

(1) If:

- (a) a Fellow has a material interest in a matter being considered or about to be considered at a meeting of the Senate, and
- (b) the interest appears to raise a conflict with the proper performance of the Fellow's duties in relation to the consideration of the matter,

the Fellow must, as soon as possible after the relevant facts have come to the Fellow's knowledge, disclose the nature of the interest at a meeting of the Senate.

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

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

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

(3) Particulars of any disclosure made under this clause must be recorded by the Senate in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Senate.

(4) (After a Fellow has disclosed the nature of an interest in any matter, the Fellow must not, unless the Senate otherwise determines:

- (a) be present during any deliberation of the Senate with respect to the matter, or
- (b) take part in any decision of the Senate with respect to the matter.

(5) For the purpose of the making of a determination by the Senate under subclause (4), a Fellow who has a material interest in a matter to which the disclosure relates must not:

- (a) be present during any deliberation of the Senate for the purpose of making the determination, or
- (b) take part in the making by the Senate of the determination.

(6) A contravention of this clause does not invalidate any decision of the Senate.

- (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Senate pursuant to section 26G.
- (8) This clause applies to a member of a committee of the Senate and the committee in the same way as it applies to a member of the Senate and the Senate.
- (9) For the purposes of this clause, a Fellow has a material interest in a matter if a determination of the Senate in the matter may result in a detriment being suffered by or a benefit accruing to the Fellow or an associate of the Fellow.
- (10) In this clause:
associate of a member means any of the following:
 - (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the Fellow,
 - (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the Fellow,
 - (c) any other person who is known to the Fellow for reasons other than that person's connection with the University or that person's public reputation.