



The University of Sydney

Governance

A briefing paper for Senate

During the latter half of 2001 the Senate of the University of Sydney conducted a review of governance issues within the University. The review process was facilitated by external consultants Cordiner King and Associates and involved extensive consultation with stakeholders at all levels of the University including Fellows of Senate and the senior executive. The outcome of the review was the development of a new model of University governance articulated through a series of resolutions which were formally ratified by the Senate on 5 November 2001.

Broadly the governance resolutions fall into two categories: those that relate to outcomes and those that refer to the means of achieving outcomes.

Those resolutions in the first category reinforce the fundamental that governance within the University is vested solely within the Senate through the collective action of Fellows, presided over by the Chancellor and supported and advised by the Vice-Chancellor. Also reinforced is the proposition that Senate's primary role is in the area of policy and not operational management. These resolutions define the following:

1. THE ROLE OF THE SENATE

The Senate is the governing body of the University. It is accountable for the delivery of teaching, learning and research outcomes which extend the knowledge base of the wider community taking into account the resources available to the University. The executive is accountable to the Senate. The statutory responsibilities of the Senate are defined in section 16 of the University of Sydney Act. Senate governance resolutions provide that the Senate should:

- ?? Accept the fiduciary responsibilities and accountability of Fellows while respecting academic freedom, ethical standing and legal requirements.
- ?? Ensure that academic standards are maintained, working through the Academic Board and the Vice-Chancellor.
- ?? Set and continually review the relevance of top level policy.
- ?? Appoint the Vice-Chancellor, agree on limitations to executive authority and regularly evaluate performance.
- ?? Set strategic direction within overall University policy on the advice of the Vice-Chancellor.
- ?? Reconcile capital plans and operating budgets against the strategic direction agreed with the Vice-Chancellor.
- ?? Monitor the progress of plans and audit compliance with overall policy.

- ?? Deepen and widen the links and communication between the University and the wider community.
- ?? Report formally to the wider community on strategic direction and outcomes.
- ?? Develop the collective knowledge of the Senate through a process of comprehensive induction of Fellows and ongoing learning.
- ?? Seek out expert advice from knowledgeable authorities on major issues to complement the skill base and experience of the Fellows and from within the University.
- ?? Formally review the collective performance of the Senate in discharging its responsibilities.
- ?? Elect the Chancellor in Accordance with the Act.

2. THE ROLE OF THE CHANCELLOR

The Chancellor is elected by the Senate to facilitate its work and collegiality by effective and ethical means providing a focal point to ensure the high standing of the University in the wider community. That statutory responsibilities of the Chancellor are defined in Section 12 of the University of Sydney Act. Senate governance resolutions provide that the Chancellor should:

- ?? Preside at Senate meetings, oversight Senate business and exercise those functions conferred by the By-laws, working in collaboration with Senate, the Vice-Chancellor and the University community to promote the aims, ethos, independence and morale of the University.
- ?? With the Vice-Chancellor, ensure that the working relationships within and between the Senate and the senior executive are characterised by integrity, mutual trust and respect and transparency and that the Senate functions as a cohesive and effective body with a paramount fiduciary duty of loyalty to the University owed by its members both individually and collectively. (It is noted that at its meeting on 3 June 2002 Senate resolved to include within Senate Rules the following provision:
A Fellow has a fiduciary duty of loyalty to act in the best interests of the University. This duty is paramount and in addition to any other duties a Fellow may have, this being consistent with the common law).
- ?? Preside on important ceremonial occasions share that responsibility as appropriate with other Fellows so as to facilitate the visibility and accessibility of the Senate to university and other stakeholders.
- ?? Work cooperatively with and be available to give counsel to the Vice-Chancellor.
- ?? In consultation with the Vice-Chancellor, provide a bridge to the wider community.

3. THE ROLE OF THE VICE-CHANCELLOR

The statutory responsibilities of the Vice-Chancellor as Chief Executive Officer of the University are defined in Section 12 of the University of Sydney Act. Senate governance resolutions provide that the Vice-Chancellor should:

- ?? Promote the interests and further the development of the University through prudent, effective and ethical means.
- ?? Manage all the business of the University except where Senate has explicitly imposed limitations.

- ?? Delegate functions to senior officers and ensure that such delegations are effectively monitored.
- ?? Establish systems to monitor the University's performance against operating plans.
- ?? With the Chancellor, ensure that the working relationships within and between the Senate and the senior executive are characterised by integrity, mutual trust and respect and transparency and that the Senate functions as a cohesive and effective body with a paramount fiduciary duty of loyalty to the University owed by its members both individually and collectively.
- ?? Ensure Fellows are provided with the background knowledge necessary for the discharge of their responsibilities.
- ?? Act as the key representative of the University in the wider community, sharing that responsibility in particular with the Chancellor.

4. EVALUATION OF SENATE PERFORMANCE

In the model of governance adopted by Senate it is considered essential that Senate undertake a process of self-evaluation and form a collective view of its own performance. A facilitated self-assessment should be undertaken annually.

The second category of resolutions contained within the model seek to ensure that Senate's activities are properly supported and translate into effective outcomes. They provide as follows:

5. EXECUTING THE SENATE'S ROLE

Specific arrangements here provide, immediately, for: a formal induction process for Fellows; access by Fellows to senior officers of the University to obtain briefings on issues of significance; access by Fellows to more detailed, formal briefings arranged through the Senate Secretariat. Further, the number of routine Senate meetings is to be reduced to six per year, such meetings to be complimented by up to five Senate Colloquia to address matters of broad policy.

In the longer term Senate has indicated its desire to explore the possibility and desirability of limiting consecutive terms of membership of Senate, the establishment of a formal procedure of personal commitment to the values and collective unity of the Senate by new Fellows and ways of co-opting internal and external expertise to assist Senate in the management of specific tasks and the achievement of strategic objectives.

6. ESTABLISHING COMMITTEES AND TASK FORCES

Resolutions under this heading provide for a revised Senate committee structure with committees and task forces established to deal with matters of finance, audit, remuneration of executive officers, human resources and the award of honorary degrees. The resolutions also establish a Convening Committee responsible for recommending to Senate the character and composition of all other committees and task forces. Collectively these arrangements are established to ensure that Senate has the capacity to effectively oversight all significant areas of the University's activities.

7. INDUCTION AND DEVELOPMENT OF FELLOWS

Given the widely different nature of appointments and the very diverse backgrounds from which Fellows are drawn, it is considered critical to the effective working of the Senate that Fellows be properly prepared for their role. Specifically, the resolutions provide for: the development of a formal induction program for new Fellows; the on-going maintenance of governance skills; and assistance to Fellows, as required, to allow them to effectively discharge their representative roles within the wider community.

8. SUPPORT FOR THE OFFICE OF CHANCELLOR AND THE SENATE

To ensure adequate support for the Chancellor and Fellows in the discharge of their obligations the resolutions authorise the establishment of an appropriate budget line for the Senate Secretariat, to be approved and monitored by the Audit Committee.

The full text of the Senate's governance resolutions may be found at <http://www.usyd.edu.au/su/senate/>

☺ ☺ ☺