Senate Statement of Governance Principles

Introduction

At Murdoch University the Senate is the governing body. The role of university governing bodies has been described as:

"In the contemporary Australian university, governing bodies play a crucial role in steering institutional strategy, ensuring accountability, and balancing academic autonomy with public and stakeholder expectations. Their capacity to set broad policy directions, monitor performance, and oversee financial sustainability is fundamental to the sector's ability to adapt to a rapidly changing higher education landscape."

- Source: Marginson, S. & Considine, M. (2000). The Enterprise University: Power, Governance and Reinvention in Australia. Cambridge University Press.

"University governing bodies in Australia are increasingly required to navigate complex regulatory environments, foster innovation, and uphold transparency, while maintaining a clear focus on the public good and the long-term sustainability of their institutions."

- Source: Horne, M., & Adams, S. (2022). Governing for the Future: University Councils and Strategic Oversight in Australian Higher Education. Australian Universities' Review, 64(1), 35–44.

To help Senate fulfil its role, Senate has approved and adopted[1] this Statement of Governance Principles ("SGP"). It applies to the Senate and its standing committees and working parties. The SGP contains the following sections:

Governance Framework at Murdoch University

Senate Charter

Senate Code of Conduct

Senate Standing Orders

Senate Standing Committees

Terms of Reference for Senate Standing Committees

[1] Resolution S/12/2014

1. Governance Framework at Murdoch University

1.1 Purpose of a governance framework

The general purpose of a governance framework is to enable the University to implement strong governance.

1.2 Framework

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

In turn, strong governance requires:

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

For a university this will result in:

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

Whereas bad governance practices can result in:

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

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

1.3 Instruments

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

1.3.1. An “Act” is a formal law or decision made by a Federal or State legislature.

1.3.2. A “Code” is statement of mandatory requirements guiding the behaviour of the University’s community.

1.3.3. A “By-Law” is delegated legislation established under the *Murdoch University Act 1973* which regulates the University. By-Laws pertain to the use of University lands and buildings and provide for penalties for breaches. By-laws of the University are approved by the Governor and apply within the boundaries of the University lands.

1.3.4. A “Statute” is a law or directive, or mandate intended to be of a permanent or long-lasting nature that governs the internal affairs of the University and prescribes the University’s structure, procedure or practice. The Statutes of the University are a form of delegated legislation pertaining to the conduct of University business that the *Murdoch University Act 1973* provides may be prescribed by Statute and are approved by the Governor.

1.3.5. A “Regulation” is delegated legislation governing a particular matter. At Murdoch University, Murdoch University Regulations are approved by Senate.

1.3.6. A “Rule” is delegated legislation governing a particular matter. At Murdoch University, Rules normally support the implementation of and/or compliance with a University Statute or Regulation and are approved by Senate, Academic Council or the Senior Leadership Team.

1.3.7. A “Policy” is a concise, formal statement of mandatory principles which provides a framework for decision making. Policies are approved by Senate, Academic Council, the Senior Leadership Team, or a delegate

1.3.8. A “Procedure” sets out the mandatory steps required to implement and comply with a Policy, Regulations or Rules and to give effect to its intent. Procedures are approved as provided for in the relevant policy or by the Vice Chancellor or a delegate.

1.3.9. A “Guideline” sets out principles or matters to be taken into consideration by a decision maker when a decision is being made.

1.3.10. A “Standard” is a benchmark which applies when a decision is made or a process is put in place.

1.3.11. Local area business processes and instructions set out how an area operates to give effect to work required.

1.3.12. “University Legislation” means the *Murdoch University Act 1973* and University By-Laws, Statutes, Regulations and Rules.

1.3.13. “Policy Documents” are Codes, charters, Policies, frameworks, terms of reference, plans, principles, statements, Procedures, standards, and guidelines.

1.4 Regulatory environment

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

- *Murdoch University Act 1973 (WA) ("Murdoch Act")*

This Act establishes and incorporates Murdoch University, makes provision for the government of the University, and for incidental and other purposes.

- *Tertiary Education Quality Standards Agency Act 2011 (Cth)*

This Act establishes the Tertiary Education Quality and Standards Agency (TEQSA), as Australia's independent national quality assurance and regulatory agency for the higher education sector.

- *Higher Education Standards Framework ("Threshold Standards")*

The Threshold Standards specify the requirements that a higher education provider must meet – and continue to meet – in order to be registered by TEQSA to operate in Australia as a provider of higher education.

- *Australian Qualifications Framework (AQF)*

The AQF is the national policy for regulated qualifications in Australian education and training. It incorporates the qualifications from each education and training sector into a single comprehensive national qualifications framework.

- *Higher Education Support Act 2003 (Cth)*

This Act establishes the administrative requirements under the Commonwealth Grant Scheme (CGS) and HECSHELP loans for Commonwealth Supported Places (CSP). HESA also establishes the institutions eligible for the public funding subsidy for higher education. These institutions are primarily public universities.

- *Education Services for Overseas Students Act 2000 (Cth)*

This Act establishes the legislative requirements and standards for the quality assurance of education and training institutions offering courses to international students who are in Australia on a student visa.

- *National Code of Practice for Providers of Education and Training to Overseas Students 2018 ("National Code")*

The National Code sets out nationally consistent standards for the delivery to overseas students of education and training.

- *Workplace Health and Safety Act 2020 (WA)*

This Act overs all workplaces in Western Australia, establishing a framework to protect the health and safety of workers and others.

- *State Recordkeeping Act 2000 (WA)*

This Act governs record keeping for all Western Australian state and local government organisations, and public universities setting principles and standards for managing records. It covers the entire lifecycle of records, including their creation, management,

and disposal, and outlines responsibilities for creating, managing, and retaining records for accountability and transparency.

- *Privacy and Responsible Information Sharing Act 2024 (WA)*

This Act governs the protection of personal information held by the WA public sector and universities and provides a framework for responsible data sharing. Key aspects include establishing clear principles for how personal data is handled, creating pathways for privacy complaints, establishing the roles of an Information Commissioner and Chief Data Officer, and implementing a framework for assessing and sharing government information with safeguards.

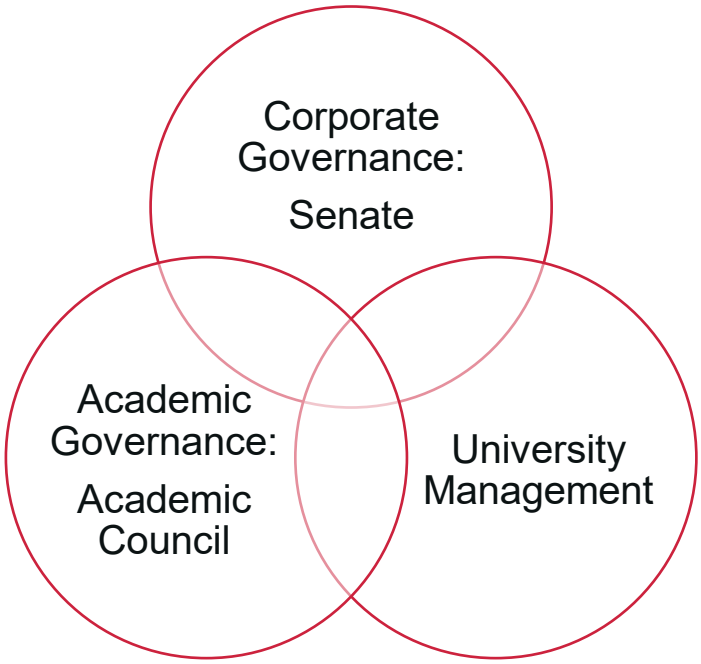
- Many other State and Federal acts

In addition, the Senate has adopted the Code of Governance Principles and Practice for Australia's Public Universities[2].

1.5 Structures

Governance structures at Murdoch comprise a committee structure and a management structure. This is referred to as the tripartite model of governance as depicted in the figure below.

1.5.1. Corporate Governance:



[2] University Chancellors Council, Voluntary Codes for Australian Universities

Senate is the governing body of the University and as set out in the Murdoch University Act has “the entire control and management of the affairs and concerns of the University”.

1.5.2. Academic Governance:

Academic Council is the peak academic governance body, supported by its subordinate committees.

1.5.3. University Management:

Under the Murdoch University Act, the Vice-Chancellor and President is the Chief Executive Officer and academic principal of the University and is responsible for the management of the University’s affairs. Senate has resolved that the Vice Chancellor holds the title of “Vice Chancellor and President”.

1.6 Corporate Governance

Senate is the primary governing body. Section 17 of the Murdoch Act provides:

(1) The governing body of the University shall be the Senate.

(2) Subject to the provisions of this Act, the Senate

(a) shall have the entire control and management of the affairs and concerns of the University and may act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University;

(b) shall appoint, and may vary or terminate the appointment of, the academic staff and other staff, officers and employees of the University;

(c) in the name and on behalf of the University and in accordance with the Statutes and regulations made under Section 26, shall have the power to award degrees and other academic distinctions, and may grant honorary degrees and other distinctions on approved persons, and may for good cause deprive persons of any degree or other distinction granted or awarded by the University;

(d) in the name and on behalf of the University, may, with the approval of the Governor and in the manner and to the extent by this Act provided, make, alter and repeal by-laws for the purpose of managing, preserving and protecting the lands of the University and regulating the use of those lands by any person and the conduct of persons when on or upon those lands;

(e) may, with the approval of the Governor and in the manner by this Act provided, make, alter and repeal Statutes with respect to the constitution, management, good government and discipline of the University.

Section 18(1) provides that:

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

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

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

1.7 Academic Governance

Academic Council is the peak academic body.

Of major important in a university is academic governance. Section 21 of the Murdoch Act provides for the establishment by Statute[3] of an Academic Council.

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

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

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

Each set of Academic Council minutes are submitted to Senate. Senate may raise matters addressed in these minutes and seek advice from the President of Academic Council, who is an *ex officio* member of Senate. Senate receives a verbal and written report from the President of Academic Council at each Senate meeting. Senate may

[3] Statute No. 5 – Academic Council

refer matters to Academic Council for advice. Although it is not a criterion for election to the Senate, the academic staff member may be a member of both bodies.

1.8 University Management

The Vice-Chancellor establishes the management and operational structure of the University. They are supported by Deputy Vice Chancellors, Pro Vice Chancellors, Heads of School, the Chief Experience Officer, the Chief Financial Officer, the Chief People Officer, Directors and other senior managers.

2 Senate Charter

2.1 General

2.1.1. Good governance promotes better performance. All of Murdoch's stakeholders are entitled to demand performance, fairness, transparency, accountability and appropriate disclosure from the Senate. A comprehensive professional focus on effective governance must take high priority.

2.1.2. The Senate recognises that it is not always easy to distinguish between what is properly governance, and therefore the responsibility of the Senate and what is management. The Senate adopts the following as a useful starting point in differentiating between the two roles:

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

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

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

2.2 The Senate's role and responsibilities

2.2.1. The Senate's role and responsibilities are derived from Section 17 of the Murdoch Act and specific resolutions that the Senate has passed.

2.2.2. The Murdoch Act permits the Senate to delegate any of its functions (other than its power making Statutes, By-laws and Regulations).

2.2.3. The Senate has resolved that it will have the following, primary responsibilities:

2.2.2.1. The appointment and performance management of the Vice Chancellor;

2.2.2.2. Setting strategic directions for the University;

2.2.2.3. Monitoring University performance against strategic objectives, including, through the Vice Chancellor and Academic Council, the academic activities of the University;

2.2.2.4. Setting risk management policy and critically monitoring the management of risk across the University, including commercial undertakings;

2.2.2.5. Setting policy on strategic matters and on other matters reserved for Senate;

2.2.2.6. Setting and monitoring broad budget and planning frameworks, approving the annual budget and business plan, ensuring that the University finances are sound and taking major financial decisions;

2.2.2.7. Oversight of management;

2.2.2.8. Overview of any incorporated entities with limited liability, and of which the University has majority ownership or control ("Controlled Entities");

2.2.2.9. Oversight of regulatory requirements relevant to Murdoch University including the *TEQSA Act 2011*, the *Higher Education Standards Framework (2021)*, the *ESOS Framework* alongside other state based and funding legislation;

2.2.2.10. Oversight of corporate governance, monitoring and accountability as set out in the *Higher Education Standards Framework*;

2.2.2.11. Legislative role, including ensuring that the University is acting ethically and in conformity with all legal requirements; and

2.3 The Senate's powers

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

(a) Electing:
  (i) the Chancellor; and
  (ii) the Deputy Chancellor;

(b) Co-opting members of Senate;

(c) Making recommendations for the altering and/or repealing of By-laws and Statutes and making, altering and/or repealing Regulations;

(d) Recommending any proposed amendments to the Murdoch Act;
(e) Approving the University's Strategic Plan;
(f) Receiving annual reports on any substantial variations, both positive and negative, from the desired outcomes in the University's Strategic Plan;
(g) Appointing the Vice Chancellor and Interim Vice Chancellor, and extending or terminating their employment;
(h) Appointing an Acting Vice Chancellor when the Vice Chancellor or Interim Vice Chancellor is ill or absent for more than one month;
(i) Determining the remuneration and conditions of service of the Vice Chancellor;
(j) Delegating to the Vice Chancellor the appointment of professorial selection committees;
(k) Delegating to the Vice Chancellor the appointment of members of the senior executive subject to the selection committee for any such position including a Senate member appointed by the Chancellor on the nomination of the Vice Chancellor;
(l) Authorising persons to act under the By-laws;
(m) Approving conditions for and the award of Senate Medals;
(n) The award of Honorary Degrees;
(o) Borrowing and investing money, acquiring and disposing of property, giving security, and granting leases of between 10 and 21 years;
(p) Establishing investment common funds;
(q) Approving investment policy and guidelines;
(r) Acting as a trustee;
(s) Redeeming debentures;
(t) Establishing a superannuation scheme;
(u) Approving Guild regulations;
(v) Approving the annual University operating budget;
(w) Rescinded
(x) Establishing foundations;
(y) Authorising write-offs of debts and other public property up to $100,000 and recommending write-offs to the Minister where the value exceeds $250,000[5];
(z) Ensuring the effectiveness of accounting and financial management information systems;
(aa) Authorising certification of the University's annual financial statements and the certificate of compliance for the annual report;
(bb) Deciding whether or not to accept external funding of any University posts and facilities where the project, or acceptance of funds from that donor,

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

would be contrary to official University policy or to the statement of the University's mission and values as approved by the Senate;

(cc) Developing or acquiring a new campus;

(dd) Adopting a master plan for use of University land;

(ee) Approving new buildings and other capital works (including road works and car parks) on campus, their location, and of funds to be allocated to them;

(ff) Modifying and/or revoking any declaration by the Vice Chancellor under By-law 3 (about access to or use of University land) which gives effect to a Senate resolution;

(gg) Designating the office of the University;

(hh) Approving incorporation of a University Controlled Entity;

(ii) For each Controlled Entity, receiving a report on the University's continued involvement after a 5-yearly review, and deciding whether the body should continue without change; continue with changes; or be wound up;

(jj) Approving the University's annual report;

(kk) Adopting the University's logo;

(ll) Authorising the use of the University's official seal;

(mm) Determining the Senate's standing orders;

(nn) Appointing the Chair and Deputy Chair of Senate committees; and

(oo) In accordance with the *National Higher Education Code to Prevent and Respond to Gender Based Violence*, approve a whole of University Prevention and Response Plan.

2.4 Duties and obligations of Senate members

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

2.4.2. Each Senator must comply with the provisions of the Senate Code of Conduct at Section 3 of this Document.

2.5 Composition of the Senate

2.5.1. The Murdoch Act sets out the size and composition of the Senate. The maximum size of the Senate is seventeen (17), comprised as follows:

(a) Chancellor;

(b) Vice Chancellor;

(c) One person who is a member of the academic staff of the University elected by the academic staff of the University;

(d) One person who is a member of the non-academic staff of the University elected by the non-academic salaried staff of the University;

(e) Two persons who are students:

(i) One undergraduate student elected by the University's undergraduate students; and
(ii) One postgraduate student elected by the University's postgraduate students;

(f) Two persons who are graduates of the University, who cannot be either staff or students of the University, and who are elected by graduates of the University;
(g) Three persons, who cannot be either staff or students of the University, appointed by the Governor on the recommendation of the Minister;
(h) Not more than five persons, who cannot be either staff or students of the University, co-opted by an absolute majority of the Senate; and
(i) The person for the time being the President of Academic Council.

2.6 Senators

2.6.1. The composition of the Senate will accord with the following requirements:

2.6.1.1. At least two Senators with financial expertise (as demonstrated by relevant qualifications and financial management experience at senior level in the public or private sector);

2.6.1.2. At least one Senator with commercial expertise (as demonstrated by relevant experience at senior level in the public or private sector);

2.6.1.3. Amongst the members of Senate, there should be one or two people with recent senior academic experience including having held senior roles in university management and who are very knowledgeable about contemporary issues and trends in Australian and international higher education (not including current staff of the University).

2.6.1.4. There shall be a mix of skills, knowledge, diversity, and experience among Senators, in accordance with the approved Senate Skills Matrix, as determined by Senate to be appropriate from time to time;

2.6.1.5. The Senate comprises a majority of external, independent Senators, who are neither enrolled as a student nor employed by the University;

2.6.1.6. No Senator who is a current member of any State or Commonwealth parliament or legislative assembly, unless the Senate has specifically selected that person;

2.6.1.7. A target of at least 50 per cent of members across those appointed or co-opted under Sections 12(1)(g) and 12(1)(h) of the Murdoch University Act to be women; and

2.6.1.8. First Peoples membership on the Senate.

2.6.2. For an external Senator to be regarded as independent, he or she must not have significant, material interest or relationship with the University. Generally, an external, independent Senator is someone who:

(a) Is not an employee of the University or any of its Controlled Entities;
(b) Is not a student enrolled at the University;

(c) Has not been a senior employee (i.e. at or above Director or Head of School level) of the University in the last 3 years;
(d) Is not a principal or employee of a professional adviser to the University;
(e) Is not a significant supplier or customer of the University, or an employee of a significant supplier or customer of the University;
(f) Has no significant contractual relationship with the University, outside of their appointment as a Senator; and
(g) Is free from any interest or relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the University.

2.6.3. Senate members are remunerated in accordance with an annual Determination of the State Government's Salaries and Allowances Tribunal ("the Determination"). Eligibility to receive remuneration and the amount of the remuneration is set out in the Determination.

2.6.4. Senate members may decline the offer of remuneration.

2.6.5. The categories under which Senate members may receive remuneration are:

2.6.5.1. Chancellor
2.6.5.2. Deputy Chancellor
2.6.5.3. Committee Chairperson
2.6.5.4. Committee member
2.6.5.5. Committee member (student)
2.6.5.6. Senate member (non-student)
2.6.5.7. Senate member (student)

with each member entitled to the remuneration applicable to one category only, the remuneration levels are not cumulative.

2.6.6. Under the Determination, the following committees are designated as having sufficient scope and workload to justify the higher level of remuneration:

2.6.6.1. Audit and Risk Committee;
2.6.6.2. People Safety and Culture Committee; and
2.6.6.3. Resources Committee.

2.6.7. As approved by Senate Resolution S/24/2019, external members of Senate committees are remunerated at the rate of half the rate paid to Senate Committee members; and otherwise in accordance with the annual Determination of the Salaries and Allowances Tribunal.

2.6.8. Senate members and external members of Senate Committees will be reimbursed reasonable out of pocket expenses incurred in carrying out approved duties of the office as set out in the annual Determination.

2.7 Committees and working parties

2.7.1. To assist it in carrying out its responsibilities the Senate has established committees in accordance with Sections 12(3), 13 and 18(1) of the Murdoch Act.

2.7.2. The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee.

2.7.3. The Senate's committees are:

(a) Audit and Risk Committee;
(b) Chancellor's and Nominations Committee;
(c) Honorary Awards and Ceremonial Committee;
(d) People, Safety and Culture Committee; and
(e) Resources Committee; and

2.7.4. The Senate may use working parties where concentrated attention needs to be given to a specific task for a short period of time, usually only several months, and rarely more than a year.

2.7.5. Working parties will be used sparingly and will not duplicate the work of Management or of a committee.

2.7.6. When establishing a working party, the Senate will nominate a Chair from among the members of the working party and allocates a specific task or tasks and a reporting date for the working party.

2.8 Conduct of Senate and committee business

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

2.9 Controlled entities

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

2.10 Advice

2.10.1. The Chancellor and Senators should ordinarily look to the University Secretary for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters as the University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.

2.10.2. Subject to obtaining the prior approval of the Chancellor, Senators, through the University Secretary, may seek independent professional advice at the University's expense, to assist in carrying out their Senate duties.

2.10.3. Senators are not limited to obtaining University information from the Vice Chancellor. In exercising their responsibilities and duties, Senators may seek information from the specific Senior Leadership Team member nominated on the briefing paper, for information about that proposal.

2.11 Senate performance

2.11.1. Reviews of Senate performance will be conducted in accordance with the Review Framework set out in Appendix 2 of this document.

2.12 Induction and development for Senators

2.12.1. Induction and development for Senators will be in accordance with the Induction and Development Framework set out in Appendix 2 of this document.

2.13 Role and independence of the University Secretary

2.13.1. The University Secretary is the University's senior governance advisor. The Director Legal Services is the University's senior legal adviser. Amongst other things, the University Secretary is responsible for working with the Director Legal Services to facilitate the provision of accurate, timely and focussed governance and legal advice to the Senate and individual Senators (on matters pertaining to their role on Senate).

2.13.2. The Chancellor and Senators should ordinarily look to the University Secretary, and through the University Secretary, to the Director Legal Services for guidance and advice regarding their legal and statutory responsibilities and legal issues arising from governance matters.

2.13.3. The University Secretary plays a key role in supporting the effective operation and conduct of the Senate as the University's governing body, and in ensuring that appropriate procedures are followed.

2.13.4. The occupant of the University Secretary position discharges their responsibilities independently, without fear or favour. To this end the Chancellor's and Nominations Committee has oversight of this position.

2.13.5. In relation to Senate, the responsibilities of the University Secretary include:

2.13.5.1. to assist the Chancellor in the discharge of their duties as Chair of the Senate and Senate committees, Chairs in the discharge of their duties as Chair of the Senate Committees, including providing advice and procuring legal advice as required;

2.13.5.2. to work with the Senate, Chancellor and the Vice-Chancellor to establish and implement good governance practices;

2.13.5.3. to manage all aspects of the meeting arrangements for Senate and Senate committees, including the coordination of the production and

distribution of papers for the Senate and Senate committees, ensuring the accuracy of draft minutes of those bodies;

2.13.5.4. to coordinate the Induction Program and professional development programs for Senate and Committee members;

2.13.5.5. to maintain the Senate Register of Interests; and

2.13.5.6. to be the main point of contact for Senate and Senate committee members

3 Senate Code of Conduct

3.1 Rationale for the Code

3.1.1. The Senate and its Senators represent a prestigious public institution. They should always act to promote the interests of the University, its reputation and standing. However, uninformed or ill-advised actions may have the contrary effect.

3.1.2. All Senators are responsible and accountable to the Senate. A Senator must always act in the best interests of the University. It is essential for the University's well-being that all Senators understand and fully accept the responsibilities of their membership.

3.1.3. This Code of Conduct is intended:

(a) To ensure that, from the outset of their membership of the Senate, Senators are aware of, and accept, the legal and other responsibilities associated with that membership; and

(b) To promote good practice and appropriate behaviours among Senators, in the interests of the Senate, individual Senators, and the University as a whole.

(c) Senate by Resolution S/47/2021 has approved the adoption of the Senate Code of Behaviours attached at Appendix 1. Senate will conduct its business in a positive manner with an aspiration to be collaborative and constructive in support of the objectives of the University.

3.2 Legal responsibilities, liabilities and protection

3.2.1. The Murdoch Act gives the Senate responsibility for "the entire control and management of the affairs and concerns of the University" and empowers it to "act in all matters concerning the University in the manner which to it appears most likely to promote the objects and interests of the University"[6] .

3.2.2. It is neither practicable nor appropriate for the Senate to involve itself in the minutiae of the control and management of the University, and it therefore

[6] Paragraph 17(2)(a) of the *Murdoch University Act 1973.*

delegates operational responsibility for the management of the University to the Vice Chancellor.

3.2.3. In its Charter, the Senate has defined for itself a role as steward and custodian of the University, in which it exercises a broad overview of strategic direction, monitors performance against established goals, and monitors, guides and supports the work of the Vice Chancellor.

3.2.4. The sources of individual Senators' responsibilities, duties and protections include:

(a) the Murdoch Act (in particular Schedule 1);
(b) the *Corporations Act 2001 (Cth)*;
(c) the general law (including the Common Law and Equity) given the fiduciary nature of the relationship between Senators and the University, including the duty to act in good faith and the duty to act with reasonable care, skill and diligence; and
(d) this Code of Conduct.

3.2.5. Acting solely in the interests of the University

A Senator must at all times act in the best interests of the University and give precedence to the interests of the University over the interests of any person appointing or electing him or her[7].

3.2.6. Exercising care and diligence

A Senator must at all times exercise the degree of care and diligence in the performance of their functions as a member of the Senate, whether within or outside the State, that a reasonable person in that position would reasonably be expected to exercise in the Senate's circumstances[8].

3.2.7. Acting in good faith

A Senator must at all times act honestly in the performance of their functions as a member of the Senate, whether within or outside the State[9].

3.2.8. Improper use of position

A Senator must not make improper use of their position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause detriment to the University[10].

3.2.9. Improper use of information

A Senator must not, whether within or outside the State, make improper use of information that they acquire by virtue of their position as a member of the Senate to gain, directly or indirectly, an advantage for any person or to cause

[7] Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(c).
[8] Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(b).
[9] Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(a).
[10] Schedule 1, Division 1, of the *Murdoch University Act 1973*, paragraph 1(1)(e).

detriment to the University[11]. This duty is not restricted to information that the general law would protect as confidential. It extends to cover any information obtained in the capacity of a Senator. Information acquired at Senate meetings is confidential save to the extent it is reported in the Minutes. Senators should not share this information with any person who is not a member or observer at Senate.

3.2.10. Material personal interests

A Senator must declare standing or ongoing interests for recording in the Register of Interests which is held by the University Secretary.

3.2.11. In addition to 3.2.10, a Senator who has a material personal interest in a matter being considered or about to be considered by the Senate must as soon as possible after the relevant facts have come to their knowledge, disclose the nature and extent of the interest at a meeting of the Senate[12].

3.2.12. A Senator who has a material personal interest in a matter that is being considered by the Senate must not be present at a meeting while the matter is being considered or vote on the matter, whether at a meeting or otherwise[13].

3.2.13. The Senate may pass a resolution that:

(a) Specifies the Senator, the interest and the matter; and

(b) States that the members voting for the resolution are satisfied that the interest should not disqualify the Senator from considering or voting on the matter[14].

3.2.14. The WA Minister for Education may, on the application of a Senator, declare that paragraph 3.2.12 does not apply in relation to a specified matter, either generally or in voting on particular resolutions[15].

3.2.15. If the Chancellor perceives there to be a material personal interest of which a Senator may be unaware, the Chancellor will raise it with the Senator concerned before the meeting. Chairs of committees will do likewise with meetings of their committees.

3.2.16. Examples of potential material personal interest include:

(a) Employment by, material shareholding in or directorship of a company dealing with the University;

(b) Membership of a body that is in competition or conflict with the University;

(c) For University employees, outsourcing or restructuring of their work sections;

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

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

[13] Schedule 1, Division 2, of the *Murdoch University Act 1973*, paragraph 3.

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

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

(d) Any matter under discussion that would result in personal financial advantage; and
(e) Government officials who are responsible for an aspect of policy or operations which affects a matter under consideration by the University.

3.2.17. A matter that arises from membership of the group qualifying the Senator for election to the Senate, and which is not otherwise special or personal to the Senator, is not a material personal interest (e.g. students voting on assessment policy, or staff voting on a salary increase for all staff).

3.2.18. A contravention of this requirement by a Senator does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

3.2.19. Potential liabilities

Senators may be held accountable for perceived or actual mismanagement in a range of ways. For example, the Senate would be accountable for:

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

3.2.20. Senators contribute to the operation of the Senate and therefore, to the extent that they breach their legal responsibilities as detailed above, they may be exposed to legal action. Such legal action could include claims for damages, injunctions and/or account of profits.

3.2.21. The following parties can take action where a Senator breaches one of the duties described above[16]:

(a) The Governor may terminate a Senator's appointment for inability, inefficiency or misbehaviour;
(b) The WA Minister for Education and/or the WA Attorney General can enforce the duties described where a breach contravenes the *Statutory Corporations (Liability of Directors) Act 1996 (WA)*;
(c) The University (or any third party who sustains loss) can take action in respect of a breach of any of the specific duties contained in the Murdoch Act; and
(d) The University can enforce the general law duties that arise from the fiduciary relationship between individual Senators and the University (i.e.

[16] See *Murdoch University Act 1973* section 15A.

acting in good faith and honestly). Third parties are not able to take action against a Senator for breach of any of these general law duties.

3.2.22. In addition to the potential exposures described in paragraph 3.2.21, the Senate:

(a) Can censure a Senator who breaches his or duties or any other requirement of this Code of Conduct; and

(b) May, by a two-thirds majority, remove a Senator from office for breaching one of the statutory duties contained in the Murdoch Act. The Senate also has power to suspend a Senator pending a final determination of a motion to remove.

3.2.23. There are also various statutory offences in respect of which Senators may be liable where the University commits a wrongful act.

There is an increasing tendency for legislation to impose heavy penalties on corporations for offences under the legislation, and to make the directors and other officers and managers personally liable as well. Examples include legislation relating to Workplace Health and Safety, Trade Practices, Environment Protection, Equal Opportunity, and Fair Trading. Much of this legislation is capable of applying to the University, and of rendering Senators and others personally liable for an offence by the University.

3.2.24. Finally, in addition to risk of legal claims, Senators may become the target, either as part of the Senate, or as individuals, of public or media attention over particular issues. Senators may be held responsible by the public and the media for the effect of unpopular decisions. Similarly, if they make decisions which are, or are perceived to be, poor or negligent, exposure of those decisions through the media may have an adverse impact on their personal reputations.

3.2.25. Protection from liability

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

(a) has acted honestly; and

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

a court may relieve the Senator either wholly or partially from liability on such terms as the court thinks fit[17]. However, a court will only excuse a Senator from liability if he or she acted honestly and reasonably[18]. Honest bungling is not an appropriate basis for relief from liability[19].

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[17] Section 17B of the *Murdoch University Act 1973*.

[18] Australian Securities and Investments Commission v Web3 Ventures Pty Ltd (Penalty) [2024] FCA 578 at 7-8, 11-12, 17-30 (Jackman J)

[19] Australian Securities and Investments Commission v Healey (No 2) [2011] FCA 1003 at 88 (Middleton J).

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

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

3.3 General responsibilities

Understanding the role of the Senate

3.3.1. Senators will:

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

Being active

3.3.2. Senators will:

(a) Submit an apology if attendance at any meeting is not possible;
(b) Obtain leave of absence if absence will extend for more than two consecutive meetings[20];
(c) Familiarise themselves with the contents of key University documents provided to them;
(d) Actively seek to understand enough about proposals before the Senate to be able to make appropriately informed decisions and prepare for meetings and seminars/retreats by reading and considering all papers circulated with the agenda;

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

(e) Participate, as far as they reasonably find themselves able to do so, in Senate functions which are held from time-to-time and also in functions of the University where the attendance of Senators is appropriate;
(f) Contribute to the functioning of the Senate and standing, ad-hoc committees and other committees of the University, and may expect to sit on at least one committee of Senate; and
(g) Participate actively and work co-operatively with fellow Senators and stakeholders to achieve agreed goals.

Raising concerns

3.3.3. Senators will:

(a) Refrain from pursuing complaints or grievances on behalf of others. This is not part of the role of a Senator. The University has a comprehensive *Complaints Management Policy*. Senators must direct others who come to them with complaints or grievances to utilise the *Complaints Management Policy*. However, if a Senator believes that the complaint raises issues of a systemic failure of University culture, policies, operations or systems, they may bring the matter to the attention of the Chair of the People, Safety and Culture Committee;
(b) If they have a concern about the effective functioning of the Senate, raise their concern with the Chancellor;
(c) If they have a concern about operational matters at the University, raise their concern through the University's Complaints Management processes. Concerns should not be raised in this manner until after the Senator has made reasonable enquiries with relevant University management about the concern in accordance with paragraph 2.10.1.2 ; and
(d) Ensure that the business of Senate is conducted at Senate meetings. It is essential for transparency and accountability that Senate business is conducted within and not outside the formal Senate process.

Professional conduct

3.3.4. Senators will:

(a) Treat each other, and University staff and students with professionalism, courtesy and respect;
(b) Not improperly influence other Senators;
(c) Not allow sectional or factional interests to deflect the Senate's focus on the University's general welfare;
(d) Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Senate;
(e) Whilst recognising that free and open debate is welcomed and encouraged with Senate meetings and that a Senator's dissent may be recorded in the

minutes, accept collective responsibility for and be fully supportive of Senate decisions;

(f) Promote confidence in the integrity of the University and protect its reputation;

(g) Not engage in activities that may bring the University into disrepute; and

(h) Recognise the obligation, at all times, to comply with the spirit, as well as the specific principles contained in this Code of Conduct.

Public comment

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

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

Confidentiality and security of information

3.3.7. Senators will:

(a) Ensure that they take appropriate care to ensure the security of sensitive Senate and other University documents, whether in paper or electronic form;

(b) Avoid discussing confidential Senate or University business in public places where there is a likelihood of being overheard;

(c) Recognise that confidential information received by them in the course of their duties as Senators remains the property of the University and ensure that it is not disclosed, or allow it to be disclosed, unless that disclosure has been authorised by the University, or is required by law;

(d) Ensure they take appropriate care to ensure the security of any notes taken at Senate (which are University documents) for their personal use; and not to use these in future correspondence outside the Senate meeting; and

(e) Dispose of duplicate copies of records no longer required, in accordance with archive procedures.

3.3.8. As a public body, agendas of the Senate and its committee papers are not confidential, unless marked as such. Senators are free to consult colleagues or others about matters on an agenda, and to advise them of the outcome.

3.3.9. Confidential or otherwise sensitive Senate and committee papers will be marked "Commercial in Confidence", or the electronic background will be bright blue; and if printed will be on bright blue paper.

3.3.10. Where an agenda paper or other document is marked confidential, Senators may seek further informed advice or consult interested parties within the

University, after obtaining the approval of the Chancellor or Chair of the relevant committee. This approval to be sought through the University Secretary. The Chancellor or Chair, as the case may be, will identify any limits on consultations, and inform Senators of this. In seeking such advice, Senators may indicate the nature of the proposal, though not the details.

3.3.11. Save as reported in the Minutes, discussions and outcomes of deliberations at Senate meetings must be treated as strictly confidential. Even if the University goes public with the matter, details of the committee discussions remain confidential.

3.4 Conflicts of interest

Gifts and gratuities

3.4.1. Senators should not accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals. Senators will not, in their capacity as Senators:

(a) Seek or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind;

(b) Use their position for personal profit, gain or advantage; or

(c) Accept a gift if it could be seen by the public, knowing the full facts, as intended or likely to cause the Senator to act in a particular way or deviate from public duty.

Private interests

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

(a) A Senator (or that Senator's spouse or partner, child or near relative) stands to make a financial gain from, or to be otherwise advantaged by a Senate decision; or

(b) A Senator (or that Senator's spouse or partner, child or near relative or close associate) holds membership of, or ownership in another organisation likely to benefit from a Senate decision.

3.5 The University's obligations to Senators

3.5.1. The University will:

(a) Provide complete, succinct and accurate information in respect of all matters to be considered by the Senate and in respect of all of the Senate's identified functions, in sufficient time to allow adequate consideration;

(b) Provide feedback and reports on the outcomes flowing from the Senate's decisions;

(c) Provide opportunities for Senators to provide input into the formation and development of the University's strategic directions;

(d) Provide such legal and financial or other advice as may be necessary to enable Senators to discharge their duties;
(e) Ensure that all requirements in respect of the Senate as set out in the Murdoch Act, University legislation, legislation applicable to the University and processes approved by the Senate are met;
(f) Provide training and professional development opportunities for Senators as required; and
(g) To the extent permissible by law, maintain adequate levels of insurance cover to indemnify and keep indemnified each Senator in respect of liability arising out of their discharge of obligations.

4 Senate Standing Orders

4.1 Scheduling of meetings

4.1.1. There are normally six scheduled meetings of the Senate each year, the dates for which are determined in the previous year.
4.1.2. If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that there is insufficient business for a meeting, the meeting may be cancelled.
4.1.3. If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that a matter has arisen which requires the urgent attention of the Senate, a special meeting will be arranged.
4.1.4. If the University Secretary receives a written request from at least five Senators stating the proposed business of the meeting a special meeting may be held. A meeting requested by Senators will be held not more than 14 or less than 3 working days after the request is received.
4.1.5. If the Chancellor, or if the Chancellor is not available, the Deputy Chancellor, is satisfied that a matter is urgent and non-controversial, they may authorise a decision by circulation. Such decisions require an absolute majority of Senate members. Where a decision by circulation is sent out, members may pose questions through the Secretary who will share the answers with all members.
4.1.6. A meeting may be adjourned to a later date if a quorum is not achieved or if the business of the meeting is not complete in the time allocated.
4.1.7. Each year (at such time as the Senate determines), the Senate will hold an annual retreat, at which it will conduct an analysis of strategic issues.

4.2 Notice of meetings and agenda

4.2.1. Any Senator may request that an item be placed on the agenda. The Chancellor may exercise discretion as to whether or not to include it in the agenda. If any two Senators request that an item be placed on the agenda, it will be included, however in the absolute discretion of the Chancellor any request by two

Senators may be referred to the appropriate committee of the Senate, prior to the item being included in the agenda for a meeting of Senate.

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

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

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

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

4.2.6. The agenda of each regular meeting of the Senate include the following:

(a) Acknowledgement of Country;
(b) Declarations of conflicts of interest;
(c) Confirmation of previous minutes;
(d) An update from the Chancellor;
(e) A report from the Vice Chancellor;
(f) Other items for discussion and/or decision (Part A) including:
    (i) Strategic Thematic Enquiry Topic;
    (ii) Reporting of Key Performance Indicators – Portfolio Presentations;
    (iii) Report to Senate by the Chair of Audit and Risk Committee;
    (iv) Report to Senate by the Chair of Chancellor's and Nominations Committee;
    (v) Report to Senate by Chair of Honorary Awards and Ceremonial Committee;
    (vi) Report to Senate by the Chair of People Safety and Culture Committee
    (vii) Report to Senate by the Chair of Resources Committee; and
    (viii) Report to Senate by the President of Academic Council.
(g) Items for decision *en bloc* (Part B)[21]; and
(h) Items for noting (Part C) (including a report detailing the documents to which the official seal has been affixed[22]).

4.2.7. Each Senate agenda item containing a significant recommendation will have a briefing paper in the form set out by the University Secretary's Office.

[21] A member may request that an item be moved from Part B or Part C to Part A.
[22] In accordance with Senate Resolution S/51/2007.

4.2.8. Briefing paper templates are available through the Senate intranet site.

4.2.9. The Chair of any Senate committee will approve any report from that committee to the Senate before circulation with the Senate agenda papers.

4.2.10. The University Secretary has authority on behalf of the Senate to require agenda papers to be rewritten to meet the format requirements and information needs of the Senate.

4.2.11. Unless otherwise agreed by the Chancellor, at a special meeting, only the business specified in the notice of meeting will be considered.

4.2.12. Unless otherwise agreed by the Chancellor, at an adjourned meeting, only the outstanding or incomplete business of the meeting from which it is an adjournment, will be considered.

4.2.13. Agenda papers of Senate may be made available to a University staff member 'upon request' to the University Secretary, subject to:

(a) The matter which the paper relates has been approved by Senate.
(b) The minutes relating to that matter have been approved by Senate.
(c) Papers marked as confidential are out of the scope of any request.
(d) The papers are provided to the staff member on a 'for your eyes only' basis.

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

4.3 Apologies

4.3.1. Any Senator unable to attend a meeting may record their apology by advising the University Secretary or their office prior to the meeting.

4.3.2. Where a Senator anticipates being absent for two or more consecutive meetings, they should apply to the Senate, through the University Secretary, for leave of absence.

4.3.3. The University Secretary will report independently to Senate where, without obtaining leave from the Senate, any Senator has been absent from:

(a) All meetings of Senate for 6 consecutive months; or
(b) More than one-half of the meetings of Senate during any period of 12 consecutive months.

4.4 Meetings

4.4.1. At any meeting of the Senate, eight Senators will constitute a quorum[23]. If a quorum is not present 30 minutes after the scheduled meeting time, the meeting will lapse.

[23] Sub-section 12(6) of the *Murdoch University Act 1973*.

4.4.2. The Chancellor will chair all meetings of the Senate or, in the absence of the Chancellor the Deputy Chancellor[24]. In the absence of both the Chancellor and the Deputy Chancellor, the meeting will elect a Chair from among the Senators present.

4.4.3. Each Senator will have a deliberative vote. If there is an equality of votes, the Chair will also have a casting vote[25].

4.4.4. The Senate may adjourn any meeting or debate to a future meeting.

4.4.5. The minutes of the Senate will contain the names of those present the substance of debate and the precise terms of each resolution. Where the deliberations have been held in camera, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will be confirmed at the next regular meeting, and the minutes will be signed by the Chair.

4.4.6. The Chancellor, or if the Chancellor is not available, the Deputy Chancellor, may determine that proxy voting will be permitted in respect of a specific item or items for consideration by Senate in the following circumstances and subject to the following conditions:

(a) The Chancellor or Deputy Chancellor must form the reasonable opinion that a matter to be considered by the Senate is a matter of significance to the University and the vote of as many Senators as possible on the matter is desirable.

(b) For whatever reason, more than 25 per cent of the members of Senate will not be in attendance at the meeting convened to consider the matter and that it is not feasible or practicable to delay dealing with the matter.

(c) A Senator who is entitled to vote on a matter in respect of which a determination to permit proxy voting has been made, may by signed notice ("Proxy Notice") appoint the chair of the relevant meeting to vote for that Senator.

(d) At any time prior to the exercise of a proxy vote by the Chair appointed as the proxy of a Senator, the Senator may revoke the appointment by giving written notice to the Chair.

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

4.4.7A Protocols governing meetings held entirely by electronic means:

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

[25] Sub-section 12(7) of the *Murdoch University Act 1973*.

(a) Senate Standing Orders as set out in Section 4 apply.
(b) The University's preferred video conferencing/ teleconferencing technology is Microsoft Teams. With the prior approval of the Chancellor alternative technology may be used.
(c) Instructions on how to connect to the meeting will be provided in the calendar invitation emailed via Outlook. Training will be provided for members where required.
(d) The Secretary will open the meeting 15 minutes prior to the scheduled meeting time to allow members to join.
(e) Members should announce their name as they enter the meeting so that their attendance may be recorded.
(f) It is preferred that members use the video function in order than they can be seen (if their internet connection precludes this, they should turn on their video when they speak).
(g) Members should mute microphones unless they are speaking to avoid 'feedback" interrupting the meeting.
(h) Members may "raise their hands" in the Teams app. The app also includes a "chat" function where members may type that they wish to speak. This will be monitored by the Chancellor/Chair and/or Secretary and people will be invited to speak in the order in which they indicated their wish. No other comments should be made on the chat function.
(i) Members should take reasonable steps to minimise the risk of being overheard when engaged in a Senate meeting (e.g. wearing headphones or moving to a separate room).
(j) The record function of Microsoft Teams will not be used.
(k) In accordance with 4.4.8, a question will be decided by the voices. The Chancellor or Chair will put the proposed resolution and will ask that anybody wishing to vote against the proposed resolution make this known by speaking up. This will be recorded in the usual way by the Secretary.

4.4.8. A question will be decided on the voices or by a show of hands unless a ballot is requested by at least five Senators.

4.5 Conduct of business

4.5.1. Each agenda of the Senate will have a standing item "Declarations of conflicts of interest", at which point the Chair will ask if any Senator has a material personal interest to declare.

4.5.2. Where there is a material personal interest, future papers on this matter might not be made available to the Senator concerned. All declarations of interest will be minuted, along with any ensuing action.

4.5.3. The following topics are included in the Senate's annual programme:
(a) Setting of Senate strategic goals.
(b) Regular updates from the Vice Chancellor on the state of the University.

(c) A report on changes to the University's external environment.
(d) A review of performance against the University's Strategic Plan.
(e) A presentation on the University's budget for the following year and on financial issues facing the University.
(f) Regular reports on the University's finances. The Senate's Resources Committee will first consider these reports.
(g) Regular reports on enrolment trends for international and domestic students.
(h) An annual report on the University's compliance with the HESF.
(i) Reports summarising the findings and agreed actions arising from Quality Reviews academic and administrative units.
(j) Chancellor's use of discretion under the *Senate Statement of Governance Principles* to deny a request be reported as part of the Chancellor's report.
(k) The Senate membership skills and experience matrix (Appendix 2) is discussed in Senate at least annually.

4.5.4. Unless notice of the motion has been given, a motion to rescind any decision of the Senate must be carried by an absolute majority of the Senate.

Invitees and observers

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

4.5.6. No meeting shall be filmed or otherwise electronically recorded without permission of the Chancellor or Chair of the meeting.

4.5.7. Any person wanting to attend a meeting of Senate as an observer must give written notice of their request to do so to the University Secretary. A person may request attendance for a specific meeting or on a standing basis. The University Secretary shall facilitate a decision by the Chancellor or the Chair as to whether a specific invitation or a standing invitation will be extended to that person.

4.5.8. Where there is insufficient space to accommodate all persons wanting to observe any meeting of Senate, subject to the discretion of the Chancellor or Chair, access will be granted in order of the timing of notice given to the University Secretary under paragraph 4.5.7.

4.5.9. The Chancellor may revoke any standing invitation issued at their discretion.

4.5.10. A person who is not a Senator is not permitted to speak (unless invited to do so by the Chancellor).

4.5.11. Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

4.6 Rules of debate

4.6.1. The business of Senate is normally conducted through informal discussion based on the principles set out in the Code of Conduct and at the discretion of the Chair.

4.6.2. If Senate decides to apply formal rules of debate to an agenda item, the following rules apply:

(a) The Chair, if desiring to participate in a debate, will vacate the chair and call upon another Senator to act as Chair.

(b) Any Senator desiring to speak will address the Chair by turning their nameplate on its side.

(c) When two or more Senators indicate that they wish to speak, the Chair will call upon the Senator who, in the opinion of the Chair, first indicated an intention to speak.

(d) A reply will be allowed to a Senator who has moved a substantive motion, but not to any Senator who has moved an amendment.

(e) No Senator may speak to any question after it has been put by the Chair, and the show of hands or ballot has been taken on that question.

(f) Any Senator may move a motion of which notice has been given.

(g) A motion may be amended or withdrawn by the mover, by permission of the Senators present.

(h) Any motion or amendment not seconded will not be discussed or be recorded in the minutes. A motion or amendment moved by the Chair does not require a seconder.

(i) When one or more amendments have been proposed and defeated or withdrawn, the question will be put as originally proposed.

(j) A question may be superseded by a motion that “the Senate proceed to the next business” or by the motion that “the Senate do now adjourn”, either of which, if seconded will be put immediately without debate.

(k) The debate on a question may be closed by the motion that “the question be now put”. If the motion is seconded and carried, the question will be put immediately without amendment or debate.

4.6.3. A Senator may at any time move that the strict order of debate be followed and the motion will be put to the vote without debate. If such a motion is carried, or the Chair so rules:

(a) Unless the Chair permits, no Senator will speak twice during the debate on the original motion, except that the mover of the original motion may reply, or that on one amendment being defeated, a Senator may second a further amendment.

(b) A Senator who may have been misrepresented or misunderstood will be allowed to explain immediately before the mover replies.

(c) When an amendment becomes the question, it will be open to discussion as though it were an original motion.

4.6.4. Any of these standing orders concerning rules of debate may be suspended for the time being if a motion to that effect is carried by a majority of Senators present.

4.6.5. Should questions which are not dealt with in these standing orders arise at any meeting, the decision of the Chair will be final.

4.6.6. A Senator can move dissent from a ruling of the Chair on whether or not to allow a motion, or from a ruling not covered by standing orders, but not on matters of procedure or points of order. If such a motion of dissent is moved:

(a) the Chair will vacate the chair while the motion is under consideration; and

(b) the mover and the Chair will have the opportunity to speak, after which the motion will be put to the vote.

4.6.7. Any Senator, having already approached the Chancellor or Chair with concerns to amend the confidential classification of an item and the Chancellor or Chair has not agreed to the change, may move a procedural motion in Senate/Committee meeting that an item on the agenda be changed from confidential item to a non-confidential item. The formal rules of debate to an agenda item will apply.

4.7 Electronic Environment

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

4.7.2. Members may request a Murdoch University email address and login ("MAIS") which will provide access to the University's web pages.

4.7.3. Members must delete University documents relating to their membership of Senate when their term on Senate expires.

4.7.4. Members who do not have access to suitable devices will be loaned a wireless-enabled device for the duration of their membership term to enable them to access meeting documents. The device must be protected using the "Passcode Lock" function including that data on the device is deleted when the Passcode is incorrectly input 10 times. Use of the device is subject to the University's policies.

4.7.5. The devices remain the property of the University and will be treated as an "attractive item", will be bar-coded and will be disposed of in accordance with the *Capital Asset Management Procedure*.

4.7.6. The University's IT Services will provide basic support for a provided device within normal University business hours; however, members are asked to arrange this support through the University Secretary's Office due to the confidential nature of documents that will be held on the device.

4.7.7. Support for Diligent is provided via a 24/7 toll-free number (from Australia 1800 106 454) and also online via the member portal.

4.8 Minutes and minutes-related practices

4.8.1. Minute-taking practices will be aligned with the principles related to the taking of board minutes, as outlined by the Australian Institute of Company Directors and the Government Institute of Australia[26] and will be harmonised with the Public Sector Commission Governance Manual for WA Government Boards and Committees[27]. These key documents will be monitored by the University Secretary to ensure that the University's practices continue to align.

4.8.2. As a public body, all decisions must be transparent. The Senate ensures that:

(a) All decisions and processes are documented.
(b) Minutes of all official meetings are prepared and retained.
(c) Adequate procedures are observed for documenting all decisions, events and transactions involving the Senate.
(d) Records relating to confidential matters considered by Senate are accorded an appropriate level of security.
(e) Minutes will capture the basis of decisions taken, with the reasons apparent in the minutes recorded.
(f) Senate Committee minutes will record the number of member's votes attributed to dissent and abstention.

4.8.3. As a public body, minutes of the Senate are not confidential, unless marked as such. However, details of discussions held, beyond that reported in the minutes, are to be kept confidential.

4.8.4. Confidential sections of the minutes and papers of Senate and Committees are to be limited to:

(a) Where the items or paper contains commercially sensitive information.
(b) Where the item or paper contains personal or private information about a staff member, student or other person; or
(c) Where the item or paper contains potentially legally privileged information.
(d) Where there is a direction from a regulatory body that the matter be held confidential.

4.8.5. The Chancellor has the final responsibility for determining the sections of the minutes that are to be kept confidential.

4.8.6. The minutes of the Senate will contain the substance of debate and the precise terms of each resolution. Where the deliberations have been held in camera, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will

[26] https://www.aicd.com.au/board-of-directors/meeting/minutes/new-guidance-for-directors-on-minute-taking-law-and-practice.html
[27] https://www.aicd.com.au/board-of-directors/meeting/minutes.html

be confirmed at the next regular meeting and the minutes will be signed by the Chair. Notably, the minutes of Senate include the following information:

(a) The place, date and starting time;
(b) Chair name, attendees, invited guests;
(c) Membership;
(d) Any Senator participating in the meeting by any electronic means;
(e) Apologies accepted;
(f) Acknowledgment of Country;
(g) Up-to-date register of interests;
(h) Declarations of conflict of interest;
(i) Confirmation/noting of minutes of the previous meeting, materials distributed before and during the meeting, proceedings of the meeting and resolutions made;
(j) Action items;
(k) When attendees leave and re-enter the room;
(l) Details of votes against resolution or abstentions;
(m) An update from the Chancellor;
(n) A report from the Vice Chancellor;
(o) Other items for discussion and/or decision (Part A) including:
    (i) Strategic Thematic Enquiry Topic;
    (ii) Reporting of KPI – Portfolio presentations;
    (iii) Report to Senate by Chair of Audit and Risk Committee;
    (iv) Report to Senate by Chair of Chancellor's and Nominations Committee;
    (v) Report to Senate by Chair of Honorary Awards and Ceremonial Committee;
    (vi) Report to Senate by Chair of People, Safety and Culture Committee;
    (vii) Report to Senate by Chair of the Resources Committee; and
    (viii) Report to Senate by the President of Academic Council.
(p) Items for decision en bloc (Part B); and
(q) Items for noting (Part C).

4.8.7. Any Senator may require their vote or decision to abstain to be recorded in the minutes.

4.8.8. Minutes will be prepared within one month of the meeting and sent to members for feedback, with a final set of minutes presented to the next meeting or confirmed by circular decision at the discretion of the Chair.

4.8.9. Publication of approved non-confidential minutes will be made available to Murdoch University staff through the University intranet.

5 Senate Standing Committees

5.1 Principles for Senate Standing Committees

5.1.1. To assist it in carrying out its responsibilities the Senate has established committees in accordance with Sections 12(3), 13 and 18(1) of the Murdoch Act.

5.1.2. The Senate has approved terms of reference for each committee, setting out matters relevant to the composition, responsibilities and administration of the committee, and other matters that the Senate considers appropriate.

5.1.3. The delegated authority of each committee is strictly limited to its terms of reference. A committee may:

(a) Investigate any activity within the ambit of its terms of reference;

(b) Obtain such information as it considers necessary from any employee or officer of the University; and

(c) Obtain external legal or other independent advice, as it considers necessary and as approved by the Chancellor in consultation with the University Secretary.

5.1.4. The Senate appoints the Chair of each committee.

5.1.5. The Chair of each committee will be an external member of Senate. Each committee shall have a Deputy Chair, appointed from among the lay Senators on the committee.

5.1.6. On recommendation from the Chair of the committee and in consultation with the University Secretary, the Chancellor will appoint Senate members on Senate committees, other than the Chair.

5.1.7. Committee membership will be for a term of up to 3 years, with staggered terms and with members eligible for reappointment.

5.1.8. The terms of reference for each committee, will include a list of the range of essential and desirable knowledge and skills needed amongst its members. These membership criteria will be used in filling positions, taking precedence over the committee preferences of individual Senators.

5.1.9. At least 50 per cent of the members of any committee will be external members of Senate, unless the committee's terms of reference provide otherwise.

5.1.10. The membership will comprise no more than 60% of members identifying as the same gender.

5.1.11. All Senators are free to attend meetings of any committee or working party (other than the Chancellor's and Nominations Committee) as an observer, provided that they do not have any actual or potential conflict of interest.

5.1.12. The terms of reference of the committee list the standing observers. The Chair of the committee may approve that others be invited to attend for particular items or an entire meeting.

5.1.13. The Chancellor and Vice Chancellor are members *ex officio* of all Senate standing committees, with the exception that the Vice Chancellor is not a

member of the Audit and Risk Committee or the Chancellor's and Nominations Committee.

5.1.14. A person who misses three consecutive committee meetings without having approved leave of absence loses membership of that committee.

5.1.15. The quorum for the committee is 50 per cent of members unless the committee's terms of reference provide otherwise. At least two members present must be Senators.

5.1.16. Unless a committee's terms of reference provide otherwise, all committees shall have the power to co-opt up to two persons as members. Co-opted appointments are reported to Senate.

5.1.17. A co-opted appointment may be for up to 3 years, and the member may be re-appointed. On the expiry of a third successive term (i.e. 9 years), the member is not eligible for further re-appointment until at least 12 months have elapsed after that expiry.

5.1.18. Where a person has been a member of Senate and a co-opted member of a Senate Committee, consideration will be given to the total number of years served when considering re-appointment. In the event that the person has served 9 or more successive years, the person will not be eligible for further re-appointment until at least 12 months have elapsed after that expiry. The Committee may then make a recommendation to Senate to approve the re-appointment for a maximum of one 3-year term.

5.1.19. The minutes will be prepared within one month of the meeting and sent to members for feedback, with a final set of minutes presented to the next meeting or confirmed by circular decision at the discretion of the Chair, and the confirmed minutes of the meetings of the committees will be forwarded to Senate. If it is not possible to have confirmed minutes for the Senate meeting the Chair will make a report at the Items for Discussion at Senate.

5.1.20. Minute-taking practices will be aligned with the principles related to the taking of board minutes, as outlined by the Australian Institute of Company Directors and the Government Institute of Australia and will be harmonised with the Public Sector Commission Governance Manual for WA Government Boards and Committees. These key documents will be monitored by the University Secretary to ensure that the University's practices continue to align.

5.1.21. Minutes of Committees except the Honorary Awards and Ceremonial Committee will record the number of members dissenting votes and abstention.

5.1.22. Minutes will capture the basis of decisions taken with the reason recorded in the minutes.

5.1.23. Minutes of Senate Committees are available only to members of Senate and Committees.

5.1.24. Agendas of Senate and Senate Committees will be made available to Senate members on a confidential basis, with the following exceptions:

(a) Agenda papers of the Chancellor's and Nominations Committee.

(b) Agenda papers of the Honorary Awards and Ceremonial Committee.
(c) Commercial-in-confidence papers where third parties are involved.
(d) The Chancellor maintains the right to withhold papers from being loaded onto the governance software, with a requirement that this right not be unreasonably exercised, and that the reasons of the Chancellor be fully explained to Senate upon request.

5.2 Roles and responsibilities of Chairs of Committees

5.2.1. The Chair of each Committee of Senate will be responsible for:
(a) Chairing meetings of the Committee.
(b) Providing leadership to the relevant Committee
(c) Taking responsibility for the Committee's development.
(d) In conjunction with Management, ensuring the Committee receives proper information.
(e) Planning and conducting Committee meetings effectively, including in relation to declaration of interests and dealing with actual or potential conflicts of interest.
(f) Following up on actions or resolutions of the Committee.
(g) Engaging the Committee in assessing and improving its performance.
(h) Overseeing the induction and development of new Committee members.
(i) Providing a report at each Senate meeting on the deliberations of the Committee, except for the Honorary Awards and Ceremonial Committee.
(j) To advise Senate of controversies in relation to decisions made or matters discussed at the Committee.

6 Terms of Reference for Senate Standing Committees

6.1 Audit and Risk Committee

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

6.1.1 Terms of reference

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

2.1. The Committee has authority to investigate any activity under its Terms of Reference and obtain information from any employee or officer of the University. The Committee may obtain independent advice, as approved by the Chancellor in consultation with the University Secretary. This advice will be at the University's cost.

2.2. The Committee has no executive powers unless expressly delegated.

3. Accountability

The Committee reports directly to Senate and has oversight of:

3.1. Risk management

(a) Ensures there is a Risk Management Framework, Business Continuity Framework, Critical Incident Management Plan and Risk Appetite in place that is appropriate for the University.

(b) Receives regular reports and presentations on the University's risk profile and management of the University's significant risks.

(c) Regularly assesses the risk arising from the University's involvement in the ownership of any entities.

3.2. Internal controls and internal audit

(a) Receives reporting on systems of internal control.

(b) Approves Internal Audit Plans.

(c) Oversees the internal audit function, including the performance of the outsourced internal audit providers, confirming that it is adequately resourced and operating effectively.

(d) Monitors appropriate and timely action is taken by the relevant management on findings identified by internal and external audit.

(e) Oversees the University's fraud, corruption and integrity framework, including its appropriateness and being notified of any action taken under the policy and ensuring all significant losses are properly investigated and referred as appropriate.

(f) Receives and reviews internal audit reports and the Assurance Map.

(g) Receives misconduct reporting.

3.3. Financial Reporting

(a) Reviews the annual financial statements, key performance indicators and Annual Report considering whether they are consistent with information known to Committee members and reflect appropriate accounting principles.

(b) Reviews and recommends the annual statutory accounts, key performance indicators, certifications and Annual Report to Senate.

(c) Reviews significant accounting policy changes made by the University.

(d) Oversees the reliability and integrity of financial and related information systems.

(e) Receives copies of quarterly financial statements for information purposes.
(f) Oversees financial risk, as referred by other sub-Committees of the Senate, above defined thresholds for expenditure or in circumstances defined by Senate.

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

3.5. Compliance
(a) Ensures there is a Compliance Management Framework that is appropriate for the University.
(b) Reviews the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
(c) Receives regular updates from Management regarding compliance matters, including reporting on external reviews and oversight of the Modern Slavery Statement.
(d) Oversees regulatory activity with the University's regulator, TEQSA, including compliance audits against the HESF, oversight of any outcomes and actions that come from these activities, and findings from academic committees that monitor compliance with academic related Threshold Standards.
(e) Submits an annual summary report to Senate of the University's compliance performance.

3.6. Research Matters
(a) Receives an annual report from the Animal Ethics Committee and the Human Ethics Committee; and
(b) Receives an annual report on Research Integrity

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

4. Reporting

To report to the Senate:

4.1. Following each Audit and Risk Committee meeting on its deliberations, by furnishing its minutes to the Senate and in addition at each Senate meeting the Chair reports on any events or developments relating to the matters under discussion by the Audit and Risk Committee. In the absence of the Chair, the Deputy Chair reports.

4.2. On any pressing matters, to report to the Chancellor before that time.

4.3. Once a year to provide an overview of audit and risk management matters.

4.4. Reviewing the Terms of Reference annually and the Internal Audit Charter every three years and recommending changes to Senate as necessary.

6.1.2 Membership and composition

(a) At least three Senators who are not University staff or students, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;
(b) At least three co-opted external members who are not Senators or University staff, appointed by the committee and noted at Senate;
(c) Membership may not exceed nine members;
(d) All members must be independent from University Management;
(e) A majority of members of the Committee must be Senators; and
(f) The Chair and Deputy Chair will be appointed from amongst the members by the Senate.

6.1.3 Committee skills mix

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

6.1.4 Terms of office

Members are appointed for a term up to 3 years.

6.1.5 Standing observers

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

6.1.6 Secretary

University Secretary or nominee.

6.1.7 Meetings

The Committee meets at least four times a year.

6.1.8 Quorum

The quorum is three members of whom at least two must be Senators.

6.2 Chancellor's and Nominations Committee

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

6.2.1 Terms of reference

1. Remuneration
   - 1.1. To determine the remuneration (including but not limited to base pay (or salary), performance bonus payments, retention bonus payments, and termination payments) and conditions of service of the Vice Chancellor and Senior Officers.
     For the purposes of these Terms of Reference, the Senior Officers comprise of the Deputy Vice Chancellors, Chief Financial Officer, Chief Experience Officer and Chief People Officer.
   - 1.2. To recommend to the Senate on the performance objectives for the Vice Chancellor.
   - 1.3. To approve the performance objectives for the Senior Officers.
   - 1.4. To determine succession planning for the Vice Chancellor and Senior Officers.
   - 1.5. To undertake the Vice Chancellor's annual performance appraisal while involving the full committee, allowing for structured input by all Senate and being ultimately reported to the full Senate for noting. The process is to be led by the Chancellor and shall provide for appropriate input by the Vice Chancellor.
   - 1.6. To receive a report from the Vice Chancellor on the review of the performance of the Senior Officers each year.
   - 1.7. To provide an annual report to Senate for noting concerning the current succession plan for the Vice Chancellor and senior officers.
2. Nominations
   - 2.1. To maintain lists of persons who are eligible and willing to be appointed to any vacancy or casual vacancy in the office of any member of the Senate who is appointed by the Governor or the Senate.
   - 2.2. To recommend to the Minister suitable candidates for appointment to a vacancy or casual vacancy in the office of any member of the Senate who is appointed under Section 12(1)(g) of the Murdoch Act (members appointed by the Governor on recommendation of the Minister).
   - 2.3. To recommend to Senate suitable candidates for appointment by co-option under Section 12(1)(h) of the Murdoch Act (members co-opted by the Senate by an absolute majority of the other members).

2.4. Considerations include:

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

(b) The *Code of Governance Principles and Practice for Australia's Public Universities* (adopted by Senate Resolution S/06/2025) suggests that there be a majority of external independent Senators who are neither enrolled as a student nor employed by the higher education provider; and who must not be current Senators of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the Senate itself.

(c) A target of at least 50 per cent of members across those appointed or co-opted under Sections 12(1)(g) and 12(1)(h) of the Murdoch Act to be women.

(d) Members should have an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom.

(e) Members should be able to contribute to the Senate by having (or having the capacity to develop) a good understanding of what the external community needs from the University.

(f) The extent to which the experience of the persons being considered will contribute to the effective working of the Senate.

(g) To achieve diversity amongst members of Senate and Senate Committees, while not precluded, in the absence of exceptional circumstances, it is preferred that there not be multiple members affiliated with the same organisation.

(h) Amongst the members of Senate, there should be one or two people with recent senior academic experience including having held senior roles in university management and who are very knowledgeable about contemporary issues and trends in Australian and international higher education.

(i) Amongst the members of Senate and/or Senate Committees expertise in student and staff safety and wellbeing.

3. Governance:

3.1. To make decisions regarding the existence or continuation of the University Secretary position itself (as opposed to hiring or firing individuals), such decisions requiring ratification by Senate.

3.2. Subject to being satisfied that it is appropriate to do so, to ratify decisions of the Vice Chancellor relating to the appointment of persons to the

University Secretary position and the termination of employment of persons in that position and to advise Senate.

3.3. To advise the Senate on amendments to the Murdoch Act and University legislation, where in the opinion of the University Secretary these have not already been reviewed from a policy perspective or require further consideration.

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

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

4. Advisory:

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

5. Reporting:

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

5.2. Reviewing the Terms of Reference annually and recommending changes to Senate.

6.2.2 Membership and composition

(a) Chancellor [Chair];
(b) Deputy Chancellor;
(c) Chair of Resources Committee;
(d) Chair of Audit and Risk Committee;
(e) Chair of People Safety and Culture Committee; and
(f) A Deputy Chair will be appointed from amongst the members by the Senate.

6.2.3 Committee skills mix

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

(g) Experience in negotiating sensitive selection processes.

6.2.4 Terms of office

Members serve *ex officio*.

6.2.5 Standing observers

There are no standing observers. The Committee may invite the Vice Chancellor and/or others along to take part in discussion and provide advice from time to time.

6.2.6 Secretary

University Secretary or nominee.

6.2.7 Meetings

The Committee meets at least once per year.

6.2.8 Quorum

The quorum is three members.

6.3 Honorary Awards and Ceremonial Committee

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

6.3.1 Terms of reference

1. Role:
   1.1. Honorary Degrees: To recommend to Senate on the award of honorary degrees in accordance with policies approved by the Senate, and after receiving nominations in accordance with the *Award of Honorary Degree Policy.*
   1.2. Senate Medals: To award Senate Medals in accordance with policies approved by the Senate, and after inviting nominations from Senators and staff.
   1.3. To exercise oversight of Senate guidelines and policy on honorary degrees, Senate Medals, Graduate ceremonies and regalia.

6.3.2 Membership and composition

(a) Chancellor [Chair];
(b) Deputy Chancellor;
(c) Vice Chancellor;
(d) An elected student member of Senate;
(e) One to two external Senators, appointed by the Chancellor in consultation with the University Secretary;

(f) One academic staff Senator, appointed by the Chancellor in consultation with the University Secretary;
(g) Two professors/associate professors, appointed by Academic Council; and
(h) The non-academic staff Senator.
(i) A Deputy Chair will be appointed from amongst the members by the Senate.

6.3.3 Committee skills mix

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

6.3.4 Terms of office

Members are appointed for up to 3 years.

6.3.5 Standing observers

Director Alumni and Philanthropy.

6.3.6 Secretary

University Secretary or nominee.

6.3.7 Meetings

The Committee meets at least once a year.

6.3.8 Quorum

The quorum is five members.

6.4 People, Safety and Culture Committee

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

6.4.1 Terms of reference

1. Monitor Strategy and Policy:
   1.1. Monitor the development and implementation of strategies to enhance people and organisational effectiveness with particular regard to:
      (a) institutional culture
      (b) talent management and executive development
      (c) succession planning
      (d) staff engagement
      (e) safety (physical and psychological) of staff and students
   1.2. Oversee alignment of the University's workforce strategies with the University's strategic and operational plans.

1.3. Make recommendations to the Senate on the University's code of conduct (staff and students), University values, corporate responsibility principles and ethical practices.

2. Oversight of Engagement:
   2.1. Oversee the implementation of and outcomes from student and staff surveys related to satisfaction, engagement and culture.
   2.2. Monitor the development and implementation of industry and community engagement strategies.
3. Safety:
   3.1. Take primary responsibility for Senate's oversight of work health and safety, for staff and students, including receiving regular reports on Work Health Safety performance and incident reports on any major incident involving death or significant physical or mental injury.
   3.2. Receive regular reports from the University's counselling services concerning the categories of services they offer and the demand for these services.
4. Complaints:
   4.1. Assure itself that the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents are monitored, and action is taken to address underlying causes, including regularly reviewing the trends, categories and outcomes of staff and student complaints and disciplinary proceedings.
   4.2. Provide governance oversight on the management of staff and student complaints.
5. Other:
   5.1. To oversee and monitor key performance areas, actions and measures of success in relation to equity, diversity and inclusion and First Nations.
   5.2. To oversee and receive an annual report on the SAGE Athena Swan program.
   5.3. *National Higher Education Code to Prevent and Response to Gender Based Violence* ("the Code")
      5.3.1. to oversee and monitor activities in relation to the University's Prevention and Response Plan ("the Plan") established under the Code;
      5.3.2. to recommend to Senate on amendments to the Plan;
      5.3.3. to receive reports twice a year against the outcome's framework for the Plan;
      5.3.4. to recommend to Senate on University policy documents required under the Code.
   5.4. Reviewing the Terms of Reference annually and recommending changes to Senate.

6.4.2 Membership and composition

(a) Two external members of Senate, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;
(b) Vice Chancellor;
(c) One Senate member from amongst the staff members of Senate, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;
(d) One Senate member from amongst the student members of Senate, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;
(e) Up to three co-opted members who are not Senators or University staff, appointed by the committee and noted at Senate;
(f) A Chair and Deputy Chair will be appointed from amongst the external members of Senate

6.4.3 Committee skills mix

(a) At least one member with experience in safety management;
(b) At least one member with experience in people and culture management;
(c) An understanding of the tertiary sector;
(d) At least one member with experience in higher education.
(e) At least one member with expertise in student and staff safety and wellbeing.

6.4.4 Terms of office

Members are appointed for a term up to 3 years.

6.4.5 Standing observers

(a) Chief People Officer
(b) Director Access, Wellbeing and Equity
(c) Head of Health, Safety and Wellbeing
(d) Chief Experience Officer

6.4.6 Secretary

University Secretary or nominee.

6.4.7 Meetings

The Committee meets at least four times a year.

6.4.8 Quorum

The quorum is four members.

6.5 Resources Committee

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

6.5.1 Terms of reference

1. Role:

1.1. Financial sustainability

(a) To review long term financial plans and forecasts, the sensitivity of various factors, and highlight any emerging issues that need to be addressed in the short to medium term.

(b) Towards the end of each year, or at any stage deemed necessary, consider a draft budget of expenditure for the ensuing year presented by the Vice Chancellor, and recommend a budget to the Senate for approval, together with a statement of expected revenue.

(c) Consider quarterly financial statements (including statements of income and expenditure) and forward these to Senate with a report on the general financial situation of the University, drawing attention to any significant variations from the budget.

(d) Monitor the impact of significant change initiatives on the University's financial performance and projections.

(e) Recommend to the Senate on any proposed variations in the annual budget.

(f) Recommend to the Senate on any matter relating to the borrowing of money by the University.

1.2. Financial control

(a) Approve expenditure, above $5M and below $10M in accordance with the delegations policy.

(b) Approve expenditure, above $1M and below $5M which is out of budget or not supported by other unbudgeted sources of funds.

(c) Note:

(i) the payment of accounts which are of a value above $500,000, subject to the order/payment falling within budget allocations; and

(ii) the payment of accounts which are of a value above $200,000 that are approved outside of budget.

(d) Recommend to the Senate on all approvals of write-offs of funds owing to the University.

(e) Approve the signatories to the University bank accounts.

1.3. Investment capability

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

1.4. Campus development
(a) Advise and make recommendations to the Senate on matters relating to the development, conservation, use and improvement of the University's real property and, in particular, on the following:
(i) approve the principles underpinning all campus development;
(ii) revisions to the approved Master Plan for the use of University lands; and
(iii) proposals for the construction of new buildings and other capital projects, including the construction of road works and car parking facilities, and on the budgets and timetables for such projects.
(b) Review progress against plan for all major campus projects.
(c) Review maintenance approach and budget.

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

1.6. Guild performance

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

1.7. Other matters

(a) Consider any other matter related to the resources of the University referred by the Senate or by the Vice Chancellor.

(b) In executing its terms of reference, academic and educational perspectives are explicitly considered in overall due diligence and risk analysis processes prior to making recommendations to Senate.

1.8. Reporting

(a) At each Senate meeting, the Chair will report on any events or developments affecting the financial performance of the University; the major matters under discussion by the Committee; and significant pending milestones or concerns. In the absence of the Chair, the Deputy Chair will report.

(b) Provide an overview once a year to Senate on matters which have come before the Committee.

(c) Reviewing the Terms of Reference annually and recommending changes to Senate.

6.5.2 Membership and composition

(a) Up to six Senators, who are not staff or students of the University, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;

(b) Independent Senate member with experience at a senior governance or leadership role within the higher education sector, appointed by the Chancellor on recommendation from the Chair and in consultation with the University Secretary;

(c) Vice Chancellor;

(d) Up to three co-opted external members, appointed by the committee and noted at Senate; and

(e) A Chair and Deputy Chair will be appointed from amongst the members by the Senate.

6.5.3 Committee skills mix

(a) Strong financial acumen;

(b) Seasoned judgement; and

(c) Knowledge of Higher Education Sector issues generally and the University in particular, or a willingness to learn;

(d) Expertise in the property market/industry/innovation;

(e) Extensive high level business experience – shaping strategy, driving implementation;

(f) Sensitivity to the interests of all stakeholders on campus; and
(g) Understanding of a global business.

6.5.4 Terms of office

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

6.5.5 Standing observer

Chief Financial Officer.

6.5.6 Secretary

University Secretary or nominee.

6.5.7 Meetings

The Committee meets at least four times a year.

6.5.8 Quorum

The quorum is four members.

Governance

Approval Authority	Senate
Owner	University Secretary
Legislation mandating compliance	Primarily a function of Senate
Category	
Related University Legislation and Policy Documents	*Award of Honorary Degree Policy* *Murdoch University Act 1973 (WA)* *Financial Delegations Policy (510)* *Guild Regulations* *Higher Education Support Act 2003* *(Cth)* *Education Services for Overseas Students Act 2000* *(Cth)* *Regalia Policy* *Responsible Investment Charter* *Senate Medal Policy* *Statute No. 5 - Academic Council* *Strategic Plan* *Murdoch University Act 1973 (WA)*
Date effective	27/10/2026
Review date	09/12/2028

Revision History

Last five years provided here. For earlier history, or any other queries, please contact the University Secretary's Office.

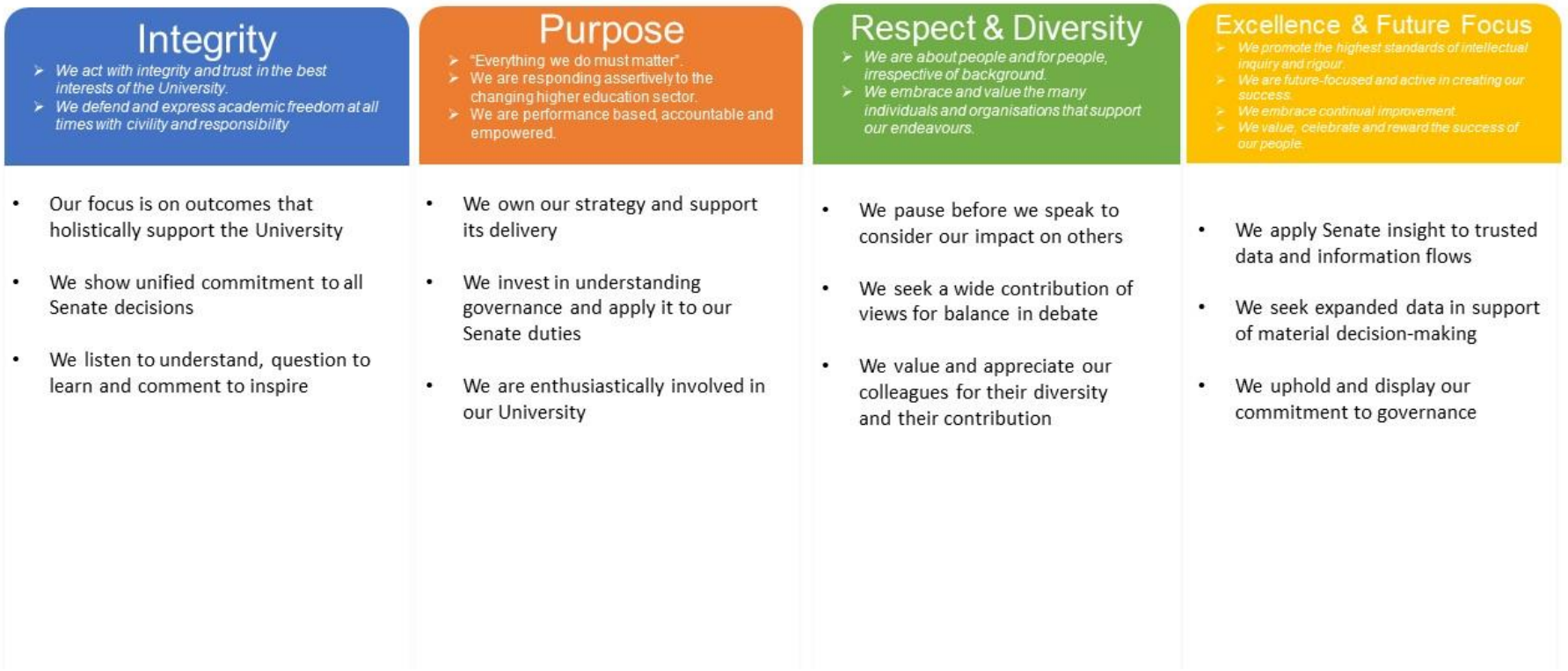
Approved/Amended	Date Approved	Resolution No. (if applicable)
Approved	27/10/2026	S/35/2026
Approved	22/07/2026	S/21/2026
Approved	09/12/2025	S/53/2025
Recommended to Senate by RC	27/11/2025	RC/28/2025
Approved	09/12/2025	S/52/2025
Recommended to Senate by PSCC	24/11/2025	PSCC/04/2025
Approved	09/12/2025	S/51/2025
Recommended to Senate by CNC	04/12/2025	CNC/16/2025
Approved	09/12/2025	S/43/2025
Recommended to Senate by CNC	04/12/2025	CNC/15/2025
Approved	22/07/2025	S/24/2025
Recommended to Senate by ARC	09/06/2025	ARC/12/2025
Administrative amendments	26/03/2025	
Approved by Senate	11/03/2025	S/06/2025
Administrative amendments	21/08/2024	
Administrative amendments	09/05/2024	
Approved	07/05/2024	S/08/2024
Recommended to Senate by ARC	07/03/2024	ARC/07/2024
Approved	12/12/2023	S/49/2023 S/48/2023
Recommended to Senate by PSCC	16/11/2023	PSCC/03/2023
Approved	05/09/2023	S/31/2023
Recommended to Senate by PSCC	17/08/2023	PSCC/02/2023
Approved	16/05/2023	S/20/2023(iii) S/18/2023 S/17/2023 S/16/2023
Recommended to Senate by RC	01/05/2023	RC/08/2023
Recommended to Senate by HACC	30/03/2023	HACC/01/2023
Recommended to Senate by PSCC	23/03/2023	PSCC/01/2023

Administrative amendments	09/05/2023	S/05/2023
Approved	09/03/2023	S/05/2023
Administrative amendments	17/03/2023	
Administrative amendments	13/03/2023	
Approved	06/12/2022	S/72/2022 S/71/2022 S/70/2022
Recommended to Senate by CNC	24/11/2022	CNC/12/2022 CNC/11/2022 CNC/07/2022
Approved	29/11/2022	S/46/2022 S/45/2022 S/44/2022
Recommended to Senate by CNC	17/10/2022	CNC/06/2022 CNC/05/2022
Approved	25/10/2022	S/46/2022
Recommended to Senate by HACC	05/10/2022	HACC/04/2022
Approved	30/08/2022	S/34/2022
Approved	30/08/2022	S/29/2022
Approved	19/07/2022	S/23/2022
Recommended to Senate by ARC	15/06/2022	ARC/06/2022
Approved	19/07/2022	S/21/2022
Approved	19/07/2022	S/19/2022
Approved	19/07/2022	S/18/2022
Approved	10/05/2022	S/11/2022
Approved	10/05/2022	S/10/2022 and S/10A/2022
Approved	10/03/2022	S/03/2022
Recommended to Senate by RC	25/02/2022	RC/01/2022
Approved	06/12/2021	S/58/2021
Recommended to Senate by RC	03/12/2021	RC/35/2021
Recommended to Senate by CNC	02/12/2021	CNC/12/2021
Recommended to Senate by ARC	23/11/2021	ARC/19/2021
Approved	19/10/2021	S/47/2021
Approved	10/5/2021	S/20/2021
Recommended by RC to Senate	15/03/2021	RC/02/2021
Approved	8/3/2021	S/06/2021

Recommended by ARC to Senate	15/02/2021	ARC/01/2021 and ARC/02/2021
Approved	22/07/2020	S/22/2020
Recommended by ARC to Senate	03/07/2020	ARC/07/2020
Approved	06/05/2020	S/07/2020

Please refer to the electronic copy in the Policy and Procedure Manager to ensure you are referring to the latest version.

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



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

Purpose:

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

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

Related Documentation:

This framework is to be read in conjunction with:

- *Murdoch University Act 1973* (WA) ("the Act")
- Statutes under the Act
- Tertiary Education Quality Standards Agency (TEQSA) Higher Education Domain 6
- Code of Governance Principles and Practice for Australia's Public Universities ("the Code")
- Murdoch University *Senate Statement of Governance Principles*
- TEQSA Guidance Note: Corporate Governance
- Australian Institute of Company Directors (AICD) Director Tools program

Audience:

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

The University Secretary is the custodian of this document.

Objectives:

- To provide clear principles and direction concerning the recruitment, induction, professional development, and review of Senate members.
- To ensure that Senate members are consistently aligning actions with the processes, governing legislation and practices, and documents related to governance.

- To maintain a framework that facilitates efficiency and effectiveness and increases the accountability of Senate members by utilising best practices of governance.
- To promote good governance.

1. **Governing Committees:**

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

The Code provides that, complementary to membership requirements under the establishing Act, the governing body should seek to:

- have a membership that collectively has the skills, commitment and knowledge of the university and the higher education sector to enable it to discharge its duties effectively and add value;
- achieve a balance between higher education and other expertise on the governing body, with at least one non-executive member who has university leadership expertise from outside the institution;
- reflect the diversity of the Australian community, and the specific characteristics of the university community they serve, in making appointments;
- achieve gender balance on the governing body in line with jurisdictional and Australian Government targets;
- have First Peoples membership on the governing body.

Further the *National Higher Education Code to Prevent and Response to Gender Based Violence* requires that amongst the members of Senate and/or Senate Committees there is expertise in student and staff safety and wellbeing.

2. **Recruitment and Selection:**

2.1 **Composition and membership of Senate**

The Act establishes Senate and provides at section 12 the membership, as outlined in *Section 2.2.5 Composition of the Senate* above.

2.2 **List of potential candidates for membership of Senate**

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

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

2.3 Skills register of Senate members

The CNC maintains a Senate Skills Matrix and Heatmap which records the composition of Senate and members' professional expertise, governance capability, higher education experience, cultural experience, institutional understanding and external networks.

The Skills Matrix and Heatmap is reviewed and refined by the CNC and approved by Senate. It is used alongside the list of potential candidates to inform succession planning for Senate membership

The rating scale below provides guidance to Senate members in self-assessing their skills and experience:

None **(1)**	• No professional experience in the relevant area; and/or • No formal or informal training or qualification in the relevant area
Developing **(2)**	• Some understanding and/or relevant experience
Competent **(3)**	• Demonstrated understanding and ability • Worked in the area for a period of 5 years or more • May hold diploma or similar in the relevant area; and/or • May be member of relevant professional body
Advanced **(4)**	• Has advanced knowledge and proven ability to provide oversight and acknowledged high level advice in this area • Has worked extensively across medium to large organisations for a period of 10 years or more in this area; and/or • Has demonstrated ability to think strategically in this area across an organization, enhancing performance as a result
Expert **(5)**	• Superior understanding and capability • Demonstrated ability to apply knowledge strategically • Has significant responsibilities in this area • Has worked for 15 or more years in this area and has provided expert technical advice on complex issues; and/or • Holds a Masters degree or higher in this, or a directly aligned, discipline

2.4 Selection process

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

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

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

- The Chancellor, Deputy Chancellor and/or other members of the CNC will need to ascertain the willingness and availability of the candidate to be a

member of the Senate, taking into account other active roles and possible conflicts.

- The candidate will have the opportunity to undertake checks regarding due diligence on the University, which are organised through the University Secretary's Office. This can include access to Murdoch University's intranet and internal documentation, which will require a non-disclosure agreement to be signed by the candidate.
- Referee checks and due diligence upon the candidate will need to be completed before an outcome is determined.
- In accordance with the requirements of the *National Higher Education Code to Prevent and Respond to Gender Based Violence* prospective members of Senate and/or Senate Committees must be asked to declare whether they have been investigated for an allegation of Gender-based Violence, or determined to have engaged in conduct that constitutes Gender-based Violence during the course of their previous employment, or otherwise in a legal process. Any declaration made and any risks arising must be taken into consideration in determining suitability to hold the position.

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

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

At the time of being invited to join, or nominating for election to the Senate, the University Secretary gives prospective Senator's information about what is involved in being a Senator.

3. **Induction:**

Murdoch University provides a structured induction program for new Senate members, informed by the *Code of Governance Principles and Practice for Australia's Public Universities* and relevant guidance and resources of the Australian Institute of Company Directors (AICD). The program is coordinated by the University Secretary's Office.

The program is designed to provide new members with an understanding of the University, its governance arrangements and operating environment, the role and responsibilities of Senate, and the expectations of individual Senate members.

Induction is tailored to each member, having regard to their existing skills and experience as reflected in the Senate Skills Matrix, their Senate Committee appointments and any identified induction needs.

The program is undertaken progressively, commencing before the member's first Senate meeting and continuing through their initial period of membership. It comprises:

- core governance orientation;
- core leadership briefings;
- a Senate buddy;

- committee induction and, where appropriate, committee-specific briefings; and
- broader familiarisation and development opportunities.

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

3.1 Core governance induction:

Meeting with University Secretary before sitting first Senate meeting:	
Documents Provided	**Topics Covered**
• Welcome letter • Guide to Senate • Senate Statement of Governance Principles • Murdoch University Act • A Code of Governance Principles and Practice for Australia's Public Universities • TEQSA Guidance Note: Corporate Governance • MU Strategic Plan • Past Senate minutes • Annual report • Portfolio summary *(for Senior Officers)* • Contact details of support staff and Senate members	• Duties as a Senate member • Responsibilities of Senate • Code of Behaviours for Senate members • COIs • TEQSA • ACNC • University Governance Framework • Committees • Indemnity/Liability • Remuneration • Meetings • Glossary

3.2 Core leadership briefings:

Within first 3 months of membership meetings with:	
Role	**Topics**
Chancellor	• Senate culture and expectations • How the Chancellor runs meetings • Constructive challenge and contribution • Relationship between Senate and management • Expectations of individual Senators
Vice Chancellor	• University's strategy and strategic priorities • Institutional organisation and culture • Sector issues and significant matters • Relationship between Senate and the Vice Chancellor • What management needs from an effective governing body
Chief Financial Officer	• Financial position and financial model • Budget and financial reporting • Capital and investment context • Major financial risks
President of Academic Council	• Respective responsibilities of Senate and Academic Council • Academic assurance

	• How academic matters reach Senate

3.3 Senate Buddy:

Each new Senate member will be paired with an experienced Senate member who will act as a buddy. The buddy provides an informal source of support as the new member becomes familiar with Senate and its ways of working. The buddy would ordinarily:

- arrange an initial informal meeting with the new member;
- make contact with them after their first few Senate meetings to debrief and discuss any questions they might have; and
- be available, as appropriate, as an informal point of contact for questions about Senate or matters coming before it.

The buddy arrangement complements the formal induction program and is intended to provide a peer perspective on the practical operation of Senate. The formal buddy arrangement concludes after 12 months.

3.4 Committee induction:

Senate members appointed to a Senate committee, and external co-opted members to Senate Committees, will undertake an induction with the Committee Chair. Topics would include:

- The committee purpose and Senate expectations
- How the committee exercises oversight and assurance
- Key matters typically requiring member attention
- Expectations for questioning and challenge

Additional committee-specific briefings may be arranged as an outcome of the core induction process and after having met with the committee chair, having regard to the member's experience, responsibilities and identified induction needs. Relevant stakeholders may include:

Within 3 months of joining Senate Committee	
Role	**Topics**
Audit and Risk Committee	
Director Audit, Risk and Compliance Management	Key risks, assurance, audit and compliance environment
Director Quality and Standards	Higher education regulation, TEQSA, HESF compliance and the University's quality assurance environment
Resources Committee	
Chief Financial Officer	Investment strategy, portfolio oversight and the University's approach to investment. Major commercial activities and incorporated entities
Director Campus Development	Campus development, major capital projects, property and asset planning

People, Safety and Culture Committee	
Chief People Officer	Workforce strategy and culture, people risks, physical and psychological safety, WHS
Chief Experience Officer	Student experience, wellbeing and access
Pro Vice Chancellor EDI	EDI strategy and performance, gender equity and gender-based violence, disability, inclusion and accessibility

4. **Senate Code of Behaviours:**

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

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

5. **Professional Development and Training:**

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

The *National Higher Education Code to Prevent and Respond to Gender-Based Violence* provides that ongoing comprehensive prevention education and training is provided to members of Senate. This is to be done at Induction and at least annually.

5.1 **Continued professional development via meetings**

Members have the opportunity to learn about the business of the University through Strategic Topics presented at regular Senate meetings. These cover the Strategic Themes, Core Activities, and Enablers of the University's Strategy *Ngala Kwop Biddi*. They are presented by the relevant Senior Leadership Team member portfolio holder.

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

The Vice-Chancellor also provides updates at each meeting of the Audit and Risk Committee and Resources Committee on matters of interest.

5.2 **Continued professional development via courses and/or presentations**

The Senate recognises the importance of induction for new Senators, and for continuing education/development for all Senators.

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

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

- Roles, responsibilities and duties of Senate members as determined under the *Murdoch University Act 1973* and other relevant legislation
- Roles, responsibilities and duties of Senate members as determined under the *Workplace, Health and Safety Act 2020.*
- Roles and responsibilities of engaging in governance and management
- Financial management reporting and end of year financial information
- General governance and risk information
- Federal Government policy matters
- Emerging issues and current topics related to university governance.

Any Senator may contact the University Secretary on a confidential basis to discuss the availability of any professional development courses that are available to assist the Senator. These courses may be offered at the University or by outside bodies.

Specific financial training is provided to any Senator appointed to either the Audit and Risk Committee or the Resources Committee who does not possess adequate financial training and/or experience to enable him or her to read and understand a set of financial accounts.

The University Secretary will, as may be required from time to time, facilitate seminars for Senators dealing with the duties that apply to Senators and what they involve and provides the Senate with updates on relevant governance developments and practices. The University pays reasonable expenses incurred by Senators in relation to continuing approved professional development.

6. **Review:**

The TEQSA Higher Education Standard 6.1(5)(a) provides that the "governing body attends to governance functions and processes diligently and effectively, including… undertaking periodic (at least every five years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and the agreed actions are implemented".

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

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

The following reviews are in place:

6.1 Self-reflection after each meeting

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

Senate - Self-reflection Form

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

Thinking of the contribution of members of Senate as a whole, please rate/comment:

1. The agenda (including timeframes) was sufficient and appropriately structured in the context of the Senate's business?	Strongly disagree Disagree Neutral Agree Strongly agree
2. Sufficient information was presented for useful discussion and decisions, and the papers were sufficiently concise and clear regarding the key issues for consideration?	Strongly disagree Disagree Neutral Agree Strongly agree
3. We engaged in respectful discussion for decision items, and our issues and queries were given adequate airing time for consideration.	Strongly disagree Disagree Neutral Agree Strongly agree
4. Our discussion adequately and appropriately considered the strategy and governance objectives of the University.	Strongly disagree Disagree Neutral Agree Strongly agree
5. Our behaviours were appropriate and conducive for respectful discussion, irrespective of the decisions reached.	Strongly disagree Disagree Neutral

	Agree
	Strongly agree
6. Our contribution was effective?	Strongly disagree
	Disagree
	Neutral
	Agree
	Strongly agree
7. Please make any further comments particularly where your rating was neutral, disagree or strongly disagree and please provide the reasons for this rating.	

6.2 Biennial Senate performance review and evaluation

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

The performance review includes the following procedure:

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

6.3 Independent external review of Senate

In accordance with the TEQSA Higher Education Threshold Standards and TEQSA Guidance Note: Corporate Governance, Senate should conduct an independent external review at least every five years. The review is carried out by the Office of Quality and Standards in accordance with the *Quality Review Policy* and *Governance Review Procedure*.

Review of Framework:

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

Please refer to the electronic copy in the Policy and Procedure Manager to ensure you are referring to the latest version.