

The University of Western Australia – Governance Overview

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1. Purpose

The purpose of this Governance Overview is to assist members of the Senate, committees and the Executive of The University of Western Australia (**University** or **UWA**) to understand and carry out their specific roles in the good governance of the University.

A shared understanding and commitment provide a basis for constructive relationships within Senate and between Senate and the executive management of the University.

The Overview is informed by:

- the [Voluntary Code of Best Practice for the Governance of Australian Universities](#);¹ and
- the [Governance and Accountability Threshold Standards](#), specified in the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) and regulated by the Tertiary Education Quality and Standards Agency (**TEQSA**).

A glossary of terms and definitions is provided at the end of this document.

2. What is Governance?

Governance refers to the framework of rules, relationships, systems and processes by which an enterprise is directed, controlled and held to account, and whereby authority within an organisation is exercised and maintained - or to “govern” an organisation. It encompasses authority, accountability, stewardship and leadership, and direction and control exercised in any organisation.²

University governance should reflect and maintain the integrity of the university’s statutory object while ensuring that the institution is able to respond to changing economic, social and public policy priorities. This includes understanding the expectations of diverse members of the university community and stakeholders and partners in government, business and industry, in Australia and internationally.

In all endeavours, a university must meet its responsibilities in law and pay particular attention to standards and principles considered integral to the delivery of higher education services,³ the conduct of research⁴ and the general protection of academic freedom and the preservation of university autonomy in setting and monitoring academic integrity.

3. Governance within the University

3.1. A tripartite model and a strong collegial foundation

The University is established by an Act of Parliament: *University of Western Australia Act 1911* (WA) ([UWA Act](#)). Section 4 of the UWA Act, states that the University consists of a Senate, Convocation, staff and students.

A significant feature of the University’s governance structure is that power and authority is widely distributed so that Senate, as the governing body, can discharge it’s responsibility under the [UWA Act](#) for “*the entire control and management of the affairs and concerns of the University*.”⁵

In practice, the University’s governance structure is a mix of three interacting systems that have a strong collegial foundation:

¹ Universities Australia & Universities Chancellor’s Council. (2018, May 15). *Voluntary Code of Best Practice for the Governance of Australian Universities* (formerly the National Governance Protocols). <https://ucc.edu.au/university-governance-in-australia>.

² Standards Australia, Good Governance Principles, AS 8000-2003, 23 June 2003, 10–12 (Governance Standards) ([https://www.saiglobal.com/PDFTemp/Previews/OSH/as/as8000/8000/8000-2003\(+A1\).pdf](https://www.saiglobal.com/PDFTemp/Previews/OSH/as/as8000/8000/8000-2003(+A1).pdf) accessed 10/11/21); G20/OECD, Principles of Corporate Governance, September 2015, 51–54 (<https://www.oecd.org/corporate/principles-corporate-governance/> accessed 10/11/21); Australian Institute of Company Directors, ‘Good Governance Principles and Guidance for Not-for-Profit Organisations’ (2013) (Principles and Guidance) 12 [Principle 1] (<https://aicd.companydirectors.com.au/resources/not-for-profit-resources/not-for-profit-governance-principles> accessed 10/11/21); TEQSA Guidance Note: Corporate Governance: Australian Charities and Not-for-profits Commission Governance Standards (<https://www.tegsa.gov.au/latest-news/publications/guidance-note-corporate-governance> accessed 10/11/21).

³ For example, the Higher Education Standards Framework (Threshold Standards) 2015, issued under the *Tertiary Education Quality and Standards Agency Act 2011* (Cth), set the requirements for Australian higher education providers.

⁴ For example, the Australian Code for the Responsible Conduct of Research 2018 sets criteria for the proper conduct of publicly funded research (<https://www.arc.gov.au/policies-strategies/policy/codes-and-guidelines> accessed 10/11/21).

⁵ UWA Act s13.

1. The **Corporate governance system** through which the Senate exercises its strategic, custodial, legislative and overall governance role (refer to sections 4 and 5).
2. The **Academic governance system** through which the Academic Board (and the College of Schools) regulate academic activities of the University (refer to sections 6 and 7).
3. The **Executive management system** through which the Vice-Chancellor exercises delegated authority from Senate to manage the University. Further delegations may be made by the Vice-Chancellor to other Principal Officers such as the Senior Deputy Vice-Chancellor, Deputy Vice-Chancellors, the Chief Financial Officer and the Heads of Schools (refer to section 10.2).

This tripartite governance structure is commonly referred to as the “**University Governance Triangle**”. *Figure 1* illustrates the distribution of power and authority existing within the University.⁶

The University Senate (noted at the triangle’s apex) is the governing body. There is some delegation to the **Academic Board** and some delegation to the **Vice-Chancellor** (Executive Management).

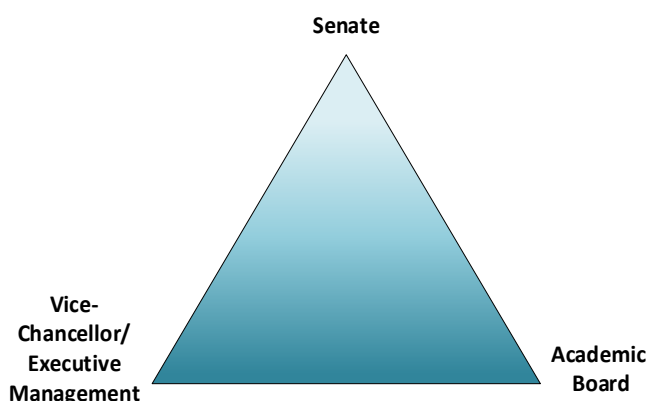


Figure 1

The University has several committees that provide advice to the Senate, the Academic Board and the Vice-Chancellor on a range of governance, academic and operational matters. These committees assist the University to maintain its high standards, meet its strategic objectives, consider emerging opportunities and challenges, and provide mechanisms for transparency and accountability. Committees are addressed further in sections 5 and 6.⁷

A relationship chart depicting the overall governance picture for the University can be viewed on the University’s website from this [link](#). The governance arrangements for the University acknowledge the intersecting and complementary nature of the different levels and components of governance while ensuring that there is maintained:

- a clear distinction between governance and management responsibilities; and
- a clear and discernible separation between corporate and academic governance.

The role and functions of the Vice-Chancellor and Senate committees (which includes the Academic Board) are always subject to the Senate’s statutory responsibility, as governing authority under the UWA Act, for the “*entire control and management of the affairs and concerns of the University*”.

3.2. Instruments of governance

The governance of the University takes place within a framework which exists to provide for the effective, ethical and accountable governance and management of the University.

⁶ Diagram based on that contained in Shattock, M. (201) ‘University governance: An issue for our time’, *Perspectives: Policy and Practice in Higher Education*, DOI:10.1080/13603108.2011.645082, Fig 2.

⁷ University committees can be viewed at: <https://www.governance.uwa.edu.au/committees/senate-standing-committees>

Key instruments within the **external governance framework** are:⁸

- The [UWA Act](#).⁹ This established the University and decreed it would consist of a Senate, Convocation (the body of graduates), staff and students. It provides that Senate would be the governing authority of the University.¹⁰
- [Tertiary Education Quality and Standards Agency Act 2011 \(Cth\)](#).
- [Higher Education Standards Framework \(Threshold Standards\) 2021 \(Cth\)](#).
- [Education Services for Overseas Students \(ESOS\) Act 2000 \(Cth\)](#).

Universities are also governed by many other State and Federal Acts (such as privacy, freedom of information, and corruption and crime legislation),¹¹ and the various standards that affect corporations as well, such as the accounting, audit, work health and safety, and human resources regulations. In addition there is the [Voluntary Code of Best Practice for the Governance of Australian Universities](#), approved by the Commonwealth's Ministerial Council for Tertiary Education and Employment.

Within the parameters set by the UWA Act (such as the power of the Senate to make its own university legislation and the powers of Senate and the Vice-Chancellor to delegate), the University has established its own internal governance framework.

Key instruments within the **internal governance framework** are:

- The University of Western Australia Statute ([UWA Statute](#)) made by the Senate under the section 31 of the [UWA Act](#). The UWA Statute establishes the major sub-structure of the University and deals with matters of central importance.¹²
- The University of Western Australia Lands By-Laws ([UWA By-Laws](#)) made by the Senate under section 16A of the [UWA Act](#). These by-laws apply to every person, vehicle or thing which is at any time on the lands of the University.
- University Regulations made under section 16E of the [UWA Act](#); for example, Senate Regulations and Guild Regulations.
- University Rules used to regulate matters in greater detail, usually used to specify details that change on a regular basis.
- University policies and supporting documents (refer to section 12) and frameworks (refer to section 13).

The standing of, and relationship between, instruments in the University's regulatory hierarchy is important; refer to section 12.

4. The Senate - the Governing Authority

4.1. Role

Section 5 of the [UWA Act](#) provides that the Senate is the governing authority of the University. The Senate is responsible for "*the entire control and management of the affairs and concerns of the University*" and must act in all matters "*in such manner as appears to it best calculated to promote the interests of the University*".¹³

⁸ 'External' means that the instrument is made, or imposed on the University, by an external authority, such as Parliament, TEQSA, and the Auditor General. 'Internal' means that the instruments are made by, or within, the University and they have an internal focus.

⁹ Other Acts of the Western Australian Parliament cover, among other things, the University's colleges, buildings and teaching hospitals. Refer to: <https://www.governance.uwa.edu.au/statutes/acts>.

¹⁰ The Act also provided that the University be a body corporate with perpetual succession and a common seal, capable in law of suing and being sued, of purchasing, holding and disposing of real and personal property just the same as any other body corporate may do. The Act also vests in the Senate the authority to make, alter and repeal subsidiary legislation including statutes, regulations and by-laws and sets out the issues which are to be the subject of such legislation. Perhaps most importantly, vested in the Senate under the provisions of the Act is the power and responsibility to appoint the Vice-Chancellor to be the Executive Officer of the University.

¹¹ See also the list of legislation at: <https://www.hr.uwa.edu.au/policies/policies/conduct/code/acts>.

¹² Under Part 7 of the UWA Act, the Senate may make statutes not inconsistent with the UWA Act. The Senate is empowered to make statutes with respect to a broad range of matters concerning the governance and operations of the University. On 3 October 2020 the 31 individual University statutes were repealed and matters consolidated into one overarching statute available at: <https://www.governance.uwa.edu.au/statutes>.

¹³ UWA Act s13.

Senate powers are set out in Part 4, Division 3 of the [UWA Act](#). The Senate has delegated the regulation of some academic activities of the University to the Academic Board, and delegated management matters to the Vice-Chancellor. Delegations are discussed in more detail at section 11.

The Senate has approved a list of matters which it has retained for its own resolution, that is, [Matters Retained by the Senate](#). The [Senate Charter](#)¹⁴ is a principles-based document that states the basic governance principles that Senate is the supreme decision-making body of the University and is consistent with the *Voluntary Code of Best Practice for the Governance of Australian Universities*. The Charter records the Senate's high-level roles around strategic oversight, effective management, responsible financial and risk management, and the appointment and role of the Vice-Chancellor.

Within this context, the Senate is committed to ensuring effective governance practices which reflect accountability, transparency, professional integrity, academic freedom and ethical behaviour based on trust and intellectual honesty.

4.2. Membership

Under section 8 of the [UWA Act](#) Senate consists of 17 members:

- (a) the Chancellor—*ex officio*;
- (b) the Vice-Chancellor—*ex officio*;
- (c) three appointed by the Governor on the recommendation of the Minister for Education;
- (d) two who are members of Convocation and elected by Convocation;
- (e) one elected by and from the academic staff of the University;
- (f) one elected by and from the general staff of the University;
- (g) the Chair of the Academic Board;
- (h) two elected by and from enrolled students of the University; and
- (i) not more than five person co-opted as members by the Senate.

All elected, appointed and co-opted members, other than the students, have three-year terms, and, in all but exceptional circumstances,¹⁵ serve for no more than three successive terms.

At least four members of the Senate must be graduates of the University.¹⁶ There is a requirement that at least two must have financial expertise and at least one must have commercial expertise demonstrated by experience at a senior level in the public or private sector.¹⁷

4.3. Duties, responsibilities and protections of members

Being a Senate member carries with it duties and responsibilities. Sources include:

- the [UWA Act](#);¹⁸
- other State and Federal Acts;¹⁹
- the general law, given the fiduciary nature of the relationship between Senate members and the University, including the duty to act in good faith and the duty to act with reasonable care, skill and diligence; and
- decisions of the Senate, for example, the [Senate Code](#).

Each and every member of Senate is required at all times to undertake their duties and participate in decision-making motivated by the best interests of the University - **not** those of the constituent groups from which they have been elected.²⁰

¹⁴ Senate Charter adopted by Senate Resolution in 2004 see: <https://www.governance.uwa.edu.au/committees/senate>.

¹⁵ UWA Act s9(6).

¹⁶ UWA Act s8(5).

¹⁷ UWA Act s8(4).

¹⁸ The UWA Act mirrors the *Statutory Corporations (Liability of Directors) Act 1996* (WA) and the *Corporations Act 2001* (Cth). It reflects the requirements of the *Voluntary Code of Best Practice for the Governance of Australian Public Universities*.

¹⁹ For example, privacy, freedom of information, and corruption and crime legislation. See also the list of legislation at:

<https://www.hr.uwa.edu.au/policies/policies/conduct/code/acts>

²⁰ UWA Act Schedule 1 clause 1(1)(c.).

Senate members should ordinarily look to the University Secretary, and through the University Secretary, to the Director Governance and General Counsel for guidance and advice regarding their legal and statutory responsibilities and issues arising from governance matters.

Senate Code of Conduct

The [Senate Code](#) has the objective of ensuring that members of the Senate and Senate Committees are aware of and accept the legal and other responsibilities associated with membership of the Senate (or relevant committee). It seeks to promote good practice and appropriate behavior among members in the interests of the Senate, Senate committees, individual members and the University as a whole.

The [Senate Code](#) addresses matters such as member's legal responsibilities, accountabilities and liabilities, the need for active participation, professional conduct, maintenance of confidentiality and security of information, the need for declaration and management of conflicts of interest, participation in induction and professional development.

4.4. Conduct of meetings

Senate meetings, proceedings and processes are conducted in accordance with the [UWA Statute](#), the [Senate Regulations](#), and the [Senate Standing Orders](#) which deal with a range of matters including:

- Scheduling of meetings
- Distribution and format of agendas
- Quorum for meetings
- Attendance including electronic attendance
- Conduct of business
- Voting
- Minutes
- Election of the Chancellor and Pro-Chancellor

5. Senate Standing Committees - Corporate Governance

The Senate establishes committees to assist with meeting its responsibilities. Committees provide a mechanism by which matters may be explored more fully than would be possible at Senate, and then put to Senate by way of advice or recommendations.

In establishing committees, Senate is mindful that the committees must add value to Senate deliberations and operate at a strategic level. Senate therefore reviews its committee structure on a regular basis, expects each committee to regularly report its activities to Senate, and to annually assess and report to Senate on the committee's performance.

Some of main committees of Senate:

- **Academic Board** is the University's peak academic body, subject to Senate's responsibility for the overall governance of the University. Established by the Senate under the [UWA Statute](#), the Board is chaired by a member of the academic community - refer to section 6.
- **Audit and Risk Committee** reviews the University's financial reporting, the effectiveness of systems of internal control and the risk management framework, the internal audit function, reviews and assesses the University's compliance with relevant regulatory and legal requirements and the fulfilment of its contractual obligations.
- **Chancellor's Committee** coordinates planning for the programs of the Senate and its key committees. It advises Senate on matters related to the Vice-Chancellor, and the Vice-Chancellor on matters related to the University Executives. It provides advice and recommendations on appointments and co-options to the Senate and its standing committees and reviews the induction and professional development programs of Senate members.
- **Honorary Degrees Committee** makes recommendations to the Senate on the awarding of honorary degrees and Chancellor's medals.
- **Strategic Resources Committee** monitors, makes recommendations and reports to the Senate on the financial welfare of the University (including campus planning initiatives and major infrastructure developments), and monitors policy of staffing resources.

Full details of the roles and responsibilities of these committees and others are available on the Governance website at: [Committee constitutions](#).

Senate committee members are governed by the [Senate Code](#). Various protections and indemnities for Senate committee members also apply (refer to section 4.3).

6. The Academic Board - Academic Governance

6.1. Role

The Academic Board is a committee of the Senate established under the authority of the [UWA Statute](#).²¹ As the University's chief academic body the Board is responsible to the Senate for helping to ensure the academic quality and integrity of the University's operations as an academic institution by, for example:²²

- (a) assuring quality, integrity and the maintenance of standards in all academic activities including teaching, scholarship, research and compliance with relevant external regulatory requirements;
- (b) overseeing and monitoring the development of all academic activities of the University;
- (c) safeguarding the academic freedom of the University; and
- (d) communicating with the academic community through academic organisational units including but not limited to Schools, Boards of Studies and Research Centres.

The functions and powers of the Academic Board are contained in Chapter 6 of the [UWA Statute](#) and its constitution

The Academic Board and its committees are supported by the Academic Secretary, who is the Executive Officer of the Board and has designated roles including the conduct of Board elections.

6.2. Membership

The Board has a mixture of *ex-officio* and elected members. There are 102 members of the Board, comprising:

- 30 *ex officio* members (for example: members of the Executive, Senior Leaders, Heads of Schools, the Guild President and the President of the Postgraduate Students' Association);
- 68 elected staff members covering -
 - 39 Professors (Level E) of the University elected by the Academic Staff;
 - 21 Level A-D Academic Staff of the University elected by the Academic Staff;
 - 8 persons elected by and from the Professional Staff of the University; and
- 4 students nominated by the Student Guild Council.

The Board has nominees on Senate and Council sub-committees.

As a standing committee of the Senate, the Board operates in accordance with [UWA Statute](#), the [Senate Regulations](#), and the Senate Standing Orders. Members must act in accordance with the [Senate Code](#).

6.3. Academic Board Committees

The Academic Board may delegate any of its powers and responsibilities or refer any matter to a committee or sub-committee, or the Board Chair, Deputy Chair or Associate Chair.

The Board has delegated authority for its general business to the **Academic Council**. Subject to certain conditions and exceptions stipulated in its constitution, the Academic Council may determine all matters delegated by the Academic Board and which by statute, regulation or custom are the Board's responsibility. The Academic Council's membership comprises *ex officio* appointments, five nominees of the Heads of Schools and ten members elected by and from the Academic Board.

The work of the Academic Board is also supported by an academic governance structure involving several **other Board committees**, each with an approved constitution which sets out the relevant

²¹ UWA Statute cl 66.

²² UWA Statute cl 67.

committee's role, membership and operating procedures. These include:

- Academic Quality and Standards Committee
- Curriculum Committee
- Education Committee
- Research Committee
- Scholarships Committee

Further details are available on the Academic Board Committees section of the Governance website via this [link](#)..

7. Schools

The University's academic structure is made up of a College of Schools.²³ The [University's 22 Schools](#) operate under clearly defined sets of rules and regulations. Schools are established within the University in accordance with the [UWA Statute](#).

As part of a 'shared' institutional governance arrangement, Schools contribute to the University's goals of achieving academic excellence and research excellence.

Schools have a School Board and standing committees²⁴ contained within their governance arrangements which must operate in accordance with the Principles for the Operation of Committees and Rules for the Operation of Committees. Members must act in accordance with the Committee Members' Code of Conduct. These documents are accessible via the Staff Intranet or on request to the University Secretariat.

8. Convocation of UWA Graduates

Section 4 of the [UWA Act](#), states clearly that the University consists of a Senate, Convocation, staff and students. Convocation is the designation given by the UWA Act to the graduates of the University as a body.

Graduates of the University and members and past members of the University's Senate are automatically life-long members of Convocation. Also included in its membership are persons specifically admitted by the Council of Convocation or the Senate under the provisions of the [UWA Act](#), including academic staff of the University, representatives of commercial, industrial, scientific, professional or educational bodies, and those who have rendered services or made gifts to the University.²⁵ In a governance capacity, elected members of Convocation are represented on the University Senate.

The **Council of Convocation** performs the function of the management committee of Convocation. It consists of the Warden, Deputy Warden, Immediate Past Warden and 18 other members.²⁶ The Council of Convocation must meet at least six times a year (usually between the months of February and December) to manage the performance of the roles ascribed to Convocation in the [UWA Statute](#).²⁷ These are as follows:

- *Membership interaction role* - to promote professional and social links between members of Convocation and with the rest of the University community;
- *Representative role* - to facilitate communication of the interests and opinions of members to the rest of the University community, and those of the University community to Convocation;
- *Contribution role* - to encourage members to support and contribute to the intellectual, cultural and financial prosperity of the University;
- *Promotion of excellence role* – to provide scholarships and other financial support to students;

²³ Prior to October 2020 the University operated under a Faculty and then Schools Structure. Faculties were disestablished by Senate October 2020, when the University moved to a College of Schools model.

²⁴ Schools typically have an Education Committee (with a Teaching and Learning subcommittee and a Board of Examiners), a Research Committee (with a Research Training subcommittee).

²⁵ UWA Act s17(1).

²⁶ UWA Statute cl 28 and 29.

²⁷ UWA Statute cl 19 and 20.

- *Governance role* - to encourage members of Convocation to participate in the governance of the University through the election of the Warden, election of Convocation members to the Senate and considering draft proposed University statutes and the review of amendments to University statutes; and
- *Recognition role* - to give formal recognition to members who have made significant contributions to the University community.

9. The UWA Student Guild

The UWA Student Guild is the peak student representative body elected by students at the University. In addition to representing University students at all levels of the University, it provides support services and an engaging campus culture of events, clubs and volunteering.

The [UWA Act](#) includes provisions relating to the establishment of the Student Guild as a body corporate, and:

- sets out its purpose;
- stipulates it is the recognized means of communication between students and the governing authority of the University;
- deals with the Amenities and Services Fee; and
- the requirement for the annual financial statements of the Guild to be audited and submitted to the Senate.

The Commonwealth publishes guidelines on the establishment of student representation through consultation between the University and its students. The [University's Charter of Student Rights](#) provides that every student has the right:

- (a) to have their opinion represented through the Student Guild on all matters affecting students;
- (b) to representation on major decision-making bodies of the University either through direct election or by nomination through a recognised student body; and
- (c) to have the right, notwithstanding the existence of formal representation, to convey personal or collective opinion to the Vice-Chancellor.

The governance framework ensures that the University has student representation within its deliberative and decision-making processes. Students are encouraged to participate in these processes. There is student representation on the Senate, Academic Board, and several other University boards and committees.

Students who are members:

- have duties to exercise due care and diligence, act in good faith and to manage potential and actual conflicts of interest, as well as adhere to other standards of conduct and responsibilities (see section 4.3); and
- 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 them*"; they do not act in the interest of those of the constituent groups from which they have been elected.²⁸

The **University Guild Council** leads the Guild. Further detail about the Guild is prescribed in Part 5 of the [UWA Act](#) and Chapter 5 of the [UWA Statute](#). The administration and operation of the Guild is also governed by [Guild Regulations](#) approved by the Senate, and [Guild Standing Orders](#) made by the Guild Council.

10. The Role of Designated Officers of the University

10.1. The Chancellor and the Pro-Chancellor

The Chancellor and Pro-Chancellor are elected by Senate in accordance with provisions of the [UWA Act](#) and the procedures set out in the [UWA Statute](#) and [Senate Regulations](#).²⁹

²⁸ UWA Act Schedule 1 clause 1(1)(c).

²⁹ UWA Act ss 12 and 12A; UWA Statute cl 10; Senate Regulations regs 16 and 17.

The Chancellor is the Chair of the Senate. The Pro-Chancellor acts in the Chancellor's absence. Both positions of Chancellor and Pro-Chancellor are honorary.

The Chancellor's role is multi-faceted. The key elements are:

- to lead and guide the Senate in carrying out its role as the University's governing body;
- to consult and advise the Vice-Chancellor and to be informed, consulted and advised by the Vice-Chancellor about the University;
- to chair meetings of the Senate and to participate in the work of committees of the Senate as appropriate;
- to attend and participate in University functions and to represent the University in the wider community, as required;
- to preside at graduation ceremonies, confer degrees and diplomas and perform other ceremonial duties as required; and
- to support the role and standing of the University in the wider community.

The Chancellor and Pro-Chancellor hold office for a term of up to three years and may serve subsequent terms as long as any consecutive period does not exceed nine years.

10.2. The Vice-Chancellor

The Vice-Chancellor is appointed by Senate in accordance with provisions of the [UWA Act](#) and [UWA Statute](#) for such term and on such conditions as determined by the Senate.³⁰

The [UWA Statute](#) provides that, subject to the Acts, Statutes and Regulations and to any resolutions of the Senate, the Vice-Chancellor is responsible for:³¹

- promoting the interests and furthering the development of the University;
- the overall academic, administrative, financial and other business of the University; and
- exercising a general supervision over the staff and students of the University.

The Vice-Chancellor establishes an appropriate management structure in order to discharge these obligations. This includes setting the management and administrative framework and allocating roles and responsibilities to University management.

The power to delegate provided for by section 27 of the UWA Act³² has been exercised by the Vice-Chancellor and is reflected in the organisational and management structure of the University, a diagrammatic presentation of which can be viewed on the University's website from this [link](#). Delegations are discussed in more detail at section 11.

The Vice-Chancellor is an ex-officio member of:³³

- all Senate committees and boards except the Audit and Risk Committee and the Senate Nominations Committee; and
- the Academic Board and its committees and boards.

To fulfill their responsibilities to the Senate, the Vice-Chancellor provides reports to the Senate and relevant Senate committees on matters including:

- reviews of the University's performance in relation to the objectives of the University's Strategic Plan, annual plans, and the annual budget;
- analysis of the University's business environment, and action taken to identify, treat and mitigate risk;
- assessments of the quality of the University's control systems;
- reviews of the University's revenue and expenditure, cash and other assets and liabilities against the Senate-approved annual budgets and key financial goals;
- the administration of special funds administered by the University;

³⁰ UWA Act s 27; UWA Statute cl 11.

³¹ UWA Statute cl 5.

³² Section 27 (3) UWA Act provides – "Subject to the Statutes, regulations and by-laws of the University, the Vice-Chancellor may, in writing, delegate any function or any power or duty conferred or imposed upon the Vice-Chancellor (except this power of delegation) to any member of the staff of the University or person or persons or committee of persons".

³³ UWA Statute cl 12.

- the appropriate discharge of legal and regulatory obligations;
- strategies and outcomes of strategies for the protection of the University's key assets;
- matters of compliance identifying issues of non-compliance which have arisen in the period under review, and reports on treatments; and
- developments which have had or may have a significant impact upon the University's reputation, finances or management.

The Senate sets performance measures for the Vice-Chancellor, monitors the performance of the Vice-Chancellor against those measures.³⁴ and conducts the annual review of the Vice-Chancellor's performance against the same. In accordance with good governance practice, the Senate also has regular discussion, without management present, at the end of each Senate meeting.

10.3. The University Secretary

The University Secretary is the Executive Officer of Senate³⁵ and has prescribed roles including conducting Senate elections³⁶ and custody and use of the common seal.³⁷

The University Secretary is accountable to the Senate through the Chancellor and is responsible for establishing and maintaining a strong working relationship with the Chancellor. In order to undertake the role of University Secretary, an appropriate degree of independence from management is required. To the extent that the work of the University Secretary involves other University staff, the same independence extends to those staff. For all other functions of the position, the University Secretary reports to the Vice-Chancellor through the Director, Governance and General Counsel.

The University Secretary has the following responsibilities:

- to assist the Chancellor in the discharge of their duties as Chair of the Senate and Senate committees chaired by the Chancellor;
- to work with the Chancellor, Senate and the Vice-Chancellor to establish and implement good governance practices;
- to keep the Chancellor, Senate and Vice-Chancellor fully informed on all issues relating to the Senate;
- 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, and prompt dissemination of the confirmed minutes to officers with responsibility for implementation of decisions;
- to coordinate the Induction Program for new Senate and Committee members;
- to develop professional development programs for Senate members, and coordinate arrangements for their participation;
- to maintain the Senate Register of Interests; and
- to be the main point of contact for Senate and Senate committee members, including for members wishing to obtain information direct from officers of the University.

³⁴ UWA Statute cl 11(2).

³⁵ Senate Standing Orders SO 3.

³⁶ Senate Regulations reg 7.

³⁷ UWA Statute cl 90.

10.4. The governance-management relationship

The [Voluntary Code of Best Practice for the Governance of Australian Universities](#), provides:

“Good university governance requires above all a set of strong relationships based on mutual respect, trust and honesty between the governing body and the Vice-Chancellor and his or her senior management team. While clearly defined boundaries between oversight and management functions are important, nothing is more important in governing body/ management relations than the exercise of plain common sense on both sides. When issues arise which straddle the borderline between oversight and management functions – for example, personnel or budgetary decisions which are clearly management prerogatives but nonetheless may be exposing the university to external reputational risk – it is critical that they be resolved through effective consultation and communication designed to produce genuine consensus.”

In the tripartite relationship noted at section 3.1, the Senate, the Vice-Chancellor and executive management, and the Academic Board work cooperatively in the best interests of the University. They must be cognisant of the roles that each have:

- the Senate’s responsibility for the overall governance of the University;
- the Vice-Chancellor’s responsibility for the effective leadership and management of the University; and
- the Academic Board’s contribution to establishing the academic policies and priorities for the University which underpin its academic quality and standards, and in representing the views of the academic community.

The governance-management relationship is reinforced by the Chancellor and Vice-Chancellor who develop a close and effective working relationship with each other. This dynamic acknowledges the role of the Chancellor as Chair of the University’s governing body, and that of the Vice-Chancellor as the chief executive officer. The Chancellor and Vice-Chancellor have regular one-on-one meetings with each other to foster open communication and build trust between the governing body and management.

11. Delegations

Delegations are key elements in the effective governance and management of the University. Delegations are to be exercised within the framework of the various University and external legislative requirements.

Section 16G(1) of the UWA Act provides that 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, authorities, duties and functions under the UWA Act (except its powers in relation to the making of Statutes, regulations and by-laws) to -

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

Senate may authorise the delegate to further delegate the delegated power, authority, duty or function to a person or body (sub delegation).

The primary delegations made by Senate are:

- to Academic Board (a Senate committee) to oversee and regulate some academic activities of the University (for example, curriculum content, course structure, admissions, assessment); and
- to the Vice-Chancellor as the University’s chief executive officer for the management of the University, specifically for the academic, administrative, financial and other business of the University.

The Vice-Chancellor also exercises a power of delegation under the UWA Act. The Vice-Chancellor may sub-delegate their delegated power in accordance with s27 of the UWA Act, or when expressly

permitted by Senate. A Vice-Chancellor's delegations usually reflect the organisational and management structure of the University.

The University's [Delegations Framework Policy](#) provides an overarching statement on the University's governance principles around devolved decision-making, the instruments of delegation, and delegation registers. Delegations are usually accompanied by reporting mechanisms to keep Senate (or the Vice-Chancellor if the delegation was made by them) informed as to the delegated activities.

Many functions exercised on a day to day basis do not involve the use of a delegation, but instead come from an entity's authority. Authority can arise from the nature of a role or position or entity: for example, the functions and duties set out in an individual's Position Description, or in committee Constitutions, Terms of Reference, or from specific direction from a Policy.

12. Policy Framework

To manage internal governance, the University has a policy framework that provides the operational structure for developing, implementing, reviewing and maintaining the University's policies and procedures in a form and manner consistent with better practice.

Policy provides an official position statement of the University; mandating key principles and provisions to support good governance (by enabling informed decision-making and managing risk) and as a critical enabler for the UWA Vision.

There are three broad categories of policy:

- **Institutional.** These are policies which contribute directly to the safeguarding of the reputation and security of the University. These governance policies are approved by Senate, and include, for example, policies relating to the appointment, performance and remuneration of the Vice-Chancellor, risk management, compliance, strategic planning, delegations, and honorary degrees.
- **Academic.** These are policies which contribute directly to the maintenance of world-class teaching, learning and research outcomes for the University. The policies are usually approved by the Academic Board, and include, for example, policies on course management, learning and teaching, and research training.
- **Administrative.** These are management policies that contribute directly to the efficiency and effectiveness of the systems and services that support the endeavours of the University. The policies underpin the University's administrative and operational functions, and are usually approved by the Vice-Chancellor or delegate. It includes policies in the following management areas; employment, human resources, health and safety, financial and asset management, infrastructure and property management, recordkeeping and information technology, and code of conduct.

To the extent possible, policies are established to sit beneath University legislation, and operate in support. Some compliance-based policies may sit beneath external laws rather than University legislation. Some policies will not require a legislative base (for example policies relating to the general administration of the University).

Policies might be supported by a combination of procedures or guidelines which usually explain how a policy is implemented. The University's official policies are located on the website in the [UWA Policy Library](#).

The standing of, and relationship between, instruments in the University's regulatory hierarchy is important – refer to *Figure 2*. The glossary in section 17 provides more detail.

The [UWA Act](#), [UWA Statute](#), by-laws and regulations are legislative instruments which have legal force and effect, and which must be applied in accordance with their terms. In contrast policies are not legislative instruments and, on their own, do not have the force of law; however, contracts can require compliance with these instruments, for example, employment and funding contracts.

The University's regulatory and operational environment does contain examples of other instruments that may use the term "regulations" and "rules". Unless the regulations or rules are made under the

authority of an Act they are not delegated legislation.³⁸ They are instruments of an administrative rather than a legislative character.

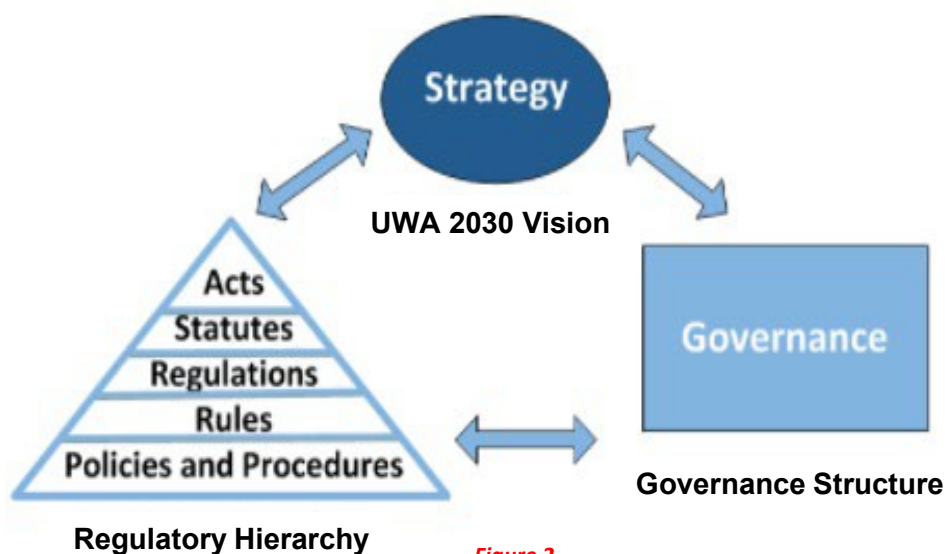


Figure 2

13. Risk Management Framework

The University is committed to a strong, integrity-driven approach to the issue of risk, and transparent risk management practices. The University’s Risk Management Framework defines the University’s risk operating model, appetite, responsibilities, methodology and monitoring and reporting obligations. The University’s approach is aligned to the principles of risk management as set out in the International Risk Management Standard - AS/NZS ISO 31000:2018.

The Senate, its Audit and Risk Committee and the Vice-Chancellor have ultimate responsibility for risk within the University. From this highest level of governance and management, sections of the University work together so that risks are managed strategically and operationally; all staff play a role in managing risk.

14. Academic Freedom and Freedom of Speech

Academic freedom is one of the fundamental principles and defining characteristics of a university, and links to the notion of the academy where scholars have freedom of inquiry without fear of repression.

The principle of academic freedom and the expectation that it will be upheld by the University is enshrined in Commonwealth legislation. The *Higher Education Support Act 2003* (Cth) requires universities to have a policy that upholds freedom of speech and academic freedom.

In December 2020 the Senate adopted the *UWA Code for the Protection of Freedom of Speech and Academic Freedom*.³⁹ The objects of this Code are to ensure that academic freedom is treated as a defining value by the University, and to ensure the freedom of lawful speech of staff and students of the University and visitors to the University is treated as a paramount value by the University not unnecessarily burdened by restrictions other than those imposed by law and set out in the Principles of the Code.

The University’s implementation of the Code includes the establishment of a Freedom of Expression Panel, a general review of existing University codes, policies and principles which may affect freedom

³⁸ Delegated legislation is also known in some jurisdictions as “subordinate legislation”.

³⁹ The UWA Code for the Protection of Freedom of Speech and Academic Freedom is available on the [UWA Policy Website](#).

of speech or academic freedom to ensure compliance, and the inclusion of an annual attestation statement regarding freedom of speech and academic freedom, in the University's annual report.

15. Corporate Monitoring and Accountability

The University is subject to external oversight through several mechanisms, for example:

- Annual Reports which are submitted to the State Minister for Education for information and presentation to Parliament in accordance with the provisions of the *Financial Management Act 2006 (WA)*. A copy of the latest Annual Report is available on the website [here](#).
- External audits and reviews are conducted through both Commonwealth authorities (for example, TEQSA and the National Medical and Medical Research Council) and State authorities (for example, the Office of the Auditor General). TEQSA undertakes a specific review and re-registration process for universities on a cyclical basis. The next review by TEQSA will commence in 2024.
- Professional associations and accrediting bodies monitor aspects of the University's operations.
- The University receives grant funding from various sources and is required to report on the acquittal of funds received and on compliance with grant conditions.
- The conduct of employees is guided by an adopted Code of Ethics, Code of Conduct and Conflict of Interest Policy among others.⁴⁰ Employees are also 'public officers' for the purposes of the *Corruption, Crime and Misconduct Act 2003 (WA)*

The University has established internal mechanisms to ensure accountability, including an internal audit program, regular reviews of Schools, an annual legislative compliance certification process and accountability reporting from Heads of academic and administrative units and Divisional Heads. There are reviews of academic units and courses as well as appraisal of the performance of individual staff. Regular governance reviews also occur to ensure that the University is operating under evolving better governance principles.

16. Summary

Over several decades of its history, the University has been characterized by:

- A very strong academic culture with a resulting strong ethos of consultative and participatory decision-making.
- A strong management system with significant reliance placed on individuals in leadership and senior positions for both academic and resource management.
- A high value placed on transparent, consultative decision-making with staff having the opportunity to provide meaningful input into decisions that significantly affect them.

The University is accountable to many stakeholders, both internal and external for its values, its mission and its goals. It accounts for its programs, performance and policies as well as its financial wellbeing and for maintaining the highest levels of probity in the conduct of its affairs.

As a large organisation with a variety of functions and a devolved decision-making structure, the University requires legislative, governance and strategic frameworks that are rigorous, interconnected and streamlined. The University has in place a governance and committee system that would make it the envy of many institutions.

While good policies, processes and procedures are important components of governance, a shared understanding and commitment as to how governance and the Senate operates helps provide a basis for constructive relationships between - and within - each of the constituent parts of the University Governance Triangle. Good relationships are fundamental to good governance.

In the rapidly changing higher education landscape regular reviews provide the University a structured opportunity to reflect on what it is doing well and where it can improve in order to continue achieving the University's mission "*To provide world-class education, research and community engagement for the advancement of the prosperity and welfare of our communities*".

⁴⁰ See other policies, agreements and guidelines at: <https://www.hr.uwa.edu.au/policies/policies/conduct>.

17. Definitions/Glossary of Terms

This glossary of terms and definitions is intended to assist readers in their understanding of the material in this document. Further defined terms may be found in the UWA [Policy Library Glossary](#).

Act - a formal law made by a Federal or State legislature.

By-laws – can be made by the Senate under section 16A of the [UWA Act](#) for the purpose of managing University lands and regulating the conduct of all people who visit or use the lands, including the regulation of traffic and parking. Following resolution by Senate, by-laws are forwarded via the relevant Minister for the approval of the Governor of Western Australia. Once approved, by-laws are published in the *Government Gazette* and tabled in both Houses of Parliament where they may be disallowed by resolution of either House. By-laws are subsidiary legislation and are enforceable by law.

Delegation - the formal assignment of powers, authorities, duties, functions or commitments, to enter into official and legitimate commitments on behalf of the University. Examples of instruments of delegation are committee constitutions, and delegation registers.

Governance - is the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations. It encompasses the mechanisms by which companies, and those in control, are held to account. Ethics, risk management, compliance and administration are all elements of governance. Corporate governance also provides the structure through which the objectives of the company are set, the means of attaining those objectives and monitoring performance.

Management - is a process of planning, decision-making, organizing, leading, motivating and controlling the human resources, financial, physical, and information resources of an organisation to reach its goals efficiently and effectively.

Policy - a policy directs and guides conduct and decision-making. It is not a legislative instrument and does not have the force of law. Where there is any inconsistency between a University policy and a University statute, by-law or regulation, the relevant provisions in the policy are void to the extent of the inconsistency.

Procedures - the functional steps used to implement policies.

Regulation – in the UWA context these are regulations made by the Senate resolution pursuant to section 16E of the [UWA Act](#) and promulgated.⁴¹ They regulate procedural aspects of matters which are dealt with in the [UWA Act](#) or a UWA statute. Regulations are enforceable by law. Regulations do not need to be approved by the Governor or considered by Convocation. They are exempt from the parliamentary tabling and disallowance provisions of section 42 of the *Interpretation Act 1984* (section 16E(2) [UWA Act](#)). Examples are the Senate Regulations and Guild Regulations.⁴²

The University's regulatory and operational environment does have examples of other instruments that may use the term "regulations" and "rules". Unless the regulations or rules are made under the authority of the UWA Act they are not delegated legislation.⁴³ They are instruments of an administrative rather than a legislative character.

Rule - subordinate instruments governing a particular matter, for example, Student Rules (which govern admission, enrolment, fees and assessments) and Examination Rules (which govern the conduct of examinations).

Statute – Statutes are subsidiary legislation that govern the internal affairs of the University. Statutes are enforceable by law. Statutes are made by the Senate under section 31 of the [UWA Act](#) and are

⁴¹ The term "promulgated" means "to make known by public declaration; to publish ...": 2nd edition *Oxford English Dictionary*, 1989. The University promulgates regulations by publishing them on the University's website: UWA Statute cl 93(1).

⁴² The latter two types of regulations are not "made" by the Academic Board or the Guild directly as they have no power under an Act of Parliament to do so. Those bodies "propose" regulations to the Senate, which may exercise its powers under the UWA Act to make the regulations: UWA Statute cl 58 and 72.

⁴³ Delegated legislation is also known in some jurisdictions as "subordinate legislation".

subject to review by Convocation, which can recommend changes to proposed statutes but ultimately cannot veto.

Following resolution by the Senate, Statutes are forwarded via the relevant Minister for the approval of the Governor of Western Australia in Executive Council. Once approved, Statutes are published in the *Government Gazette* and tabled in both Houses of Parliament, where they may be disallowed by resolution of either House (section 33(2) UWA Act applying section 42 of the *Interpretation Act 1984*). In general, Statutes do not contain administrative detail. Usually, such details are included in Rules or Policies as appropriate. A Statute does not come into operation until the day after publication in the *Government Gazette*.

Various statutes of the University established the major sub-structure of the University and dealt with matters of central importance. On 3 October 2020 31 individual University statutes were repealed, and matters consolidated into one overarching statute – the [UWA Statute](#).

TEQSA – the Tertiary Education Quality and Standards Agency

University or UWA – The University of Western Australia

[UWA Act](#) - *University of Western Australia Act 1911* (WA). The UWA Act is the highest level in the framework of governance instruments.

[UWA By-Laws](#) - *University of Western Australia Lands By-Laws* made by the Senate under section 16A of the UWA Act. It is a form of delegated legislation. By-laws must be approved by the Governor and published in the *Government Gazette* (section 16B UWA Act) and are subject to the parliamentary tabling and disallowance provisions in section 42 of the *Interpretation Act 1984*.

[UWA Statute](#) - University of Western Australia Statute made by the Senate under Part 7 of the UWA Act (current statute approved August 2020). It is a form of delegated legislation.

18. Review

This Overview has been prepared by the University Secretariat.

The Secretariat will amend this Overview as and when necessary; and will also review the Overview as a whole at least once every two years.

Approval and Implementation:

Approval Authority: University Secretary

Responsible Officer(s): University Secretary

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