

UNIVERSITY COUNCIL HANDBOOK

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YOUR COUNCIL

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CHANCELLOR'S FOREWARD

Dear Fellow Councillors

Effective governance is the hallmark of a successful organisation. This handbook is intended to provide Council members with information to enhance awareness of the University of Wollongong's operating environment and knowledge of the legal and organisational responsibilities incumbent on Council members in order to facilitate sound, transparent and accountable decision-making.

A successful governing body draws on a wide range of skills, backgrounds and experiences from its members but is able to make decisions so as to benefit the organisation as a whole. It is important that individual viewpoints are respected and that Council approaches its responsibilities in an open and collegial manner.

It is a great privilege to serve on the University of Wollongong Council and to help guide and oversee the strategic direction, growth and development of the University. Looking forward, the University's success in teaching and research puts it in a strong position. In order to harness new opportunities, however, whilst ensuring the effective and efficient management of resources and maintenance of quality and standards, it is vital that Council has a clear understanding of the University's operating environment and that it employs sound judgement, accountability and integrity in its decision-making.

This handbook sets out key information about governance at the University of Wollongong as well as Council member and University responsibilities. I commend the handbook to you and encourage you to familiarise yourself with its contents.

Yours sincerely,

Jillian Broadbent AO
Chancellor

1. INTRODUCTION

The Council is the governing authority of the University. One of the Council's obligations is to ensure that the functions of the University, as set out in the *University of Wollongong Act (1989)* (the Act) are met.

Section 6(1) of the Act states that the object of the University is the promotion, within the limits of the University's resources, of scholarship, research, free inquiry, the interaction of research and teaching, and academic excellence.

Section 6(2) sets out the principal function of the University, within the limits of its resources, are:

- (a) the provision of facilities for education and research of university standard, having particular regard to the needs of the Illawarra region,*
- (b) the encouragement of the dissemination, advancement, development and application of knowledge informed by free inquiry,*
- (c) the provision of courses of study or instruction across a range of fields, and the carrying out of research, to meet the needs of the community,*
- (d) the participation in public discourse,*
- (e) the conferring of degrees, including those of Bachelor, Master and Doctor, and the awarding of diplomas, certificates and other awards,*
- (f) the provision of teaching and learning that engage with advanced knowledge and inquiry,*
- (g) the development of governance, procedural rules, admission policies, financial arrangements and quality assurance processes that are underpinned by the values and goals referred to in the functions set out in this subsection, and that are sufficient to ensure the integrity of the University's academic programs.*

A copy of the UOW Act is at Appendix A.

2. COUNCIL COMPOSITION

The University of Wollongong Council is constituted under the *University of Wollongong Act (1989)* (the Act) (Part 3, Section 9) and by the University Council Constitution Rules (at Appendix C). The Council consists of 17 members in the categories listed below.

POSITION	TERM
3 Ex-Officio Positions <ul style="list-style-type: none">• Chancellor• Vice-Chancellor• Chair of Academic Senate	For the duration that member is in office
2 members appointed by the NSW Minister for Education	For a term not exceeding 4 years
6 members appointed by the Council	For a term not exceeding 4 years
1 member elected by and from the graduates of the University	For a term not exceeding 4 years
2 members elected by and from the Academic Staff of the University	2 year term
1 member elected by and from the Professional Services Staff of the University	2 year term
2 members elected by and from the Students of the University <ul style="list-style-type: none">• One undergraduate student elected by and from the undergraduate students of the University• One postgraduate student elected by and from the postgraduate students of the University	2 year term

Note: A Deputy Chancellor is elected by Council from among Council members.

In accordance with Section 9(2) of the Act, Council membership should comprise an appropriate balance of experienced and new members. Section 9(3) of the Act states that a person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person). A list of current members and their biographical profiles is provided at induction and is also available from the University website:

uow.edu.au/governance/committees/council/UOW000325.html

3. RESPONSIBILITIES OF THE UNIVERSITY IN RESPECT OF COUNCIL MEMBERS

The University will:

1. provide Council members with complete and accurate information in respect of all matters to be considered by Council and in respect of all of Council's identified functions in sufficient time to allow proper consideration;
2. provide such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
3. provide each newly commencing Council member with an induction that includes a Council Handbook, key documents such as the Strategic Plan and Annual Report and access to the online Council portal. The Secretary to Council will discuss with the new member any training or briefing that they may require in order to properly fulfil their role;
4. make available professional development for members to build the expertise of the governing body and to ensure that all members are aware of the nature of their duties and responsibilities;
5. provide such other reasonable administrative assistance as may be required to enable Council members to fulfil their obligations. Any requests for additional information or assistance should be made in writing to the Chief Administrative Officer/Secretary to Council;
6. ensure that all requirements are met in respect of Council as set out in the Act, legislation applicable to the University and processes approved by Council;
7. maintain adequate levels of insurance cover for members of Council where they act in good faith.

4. THE ROLE AND RESPONSIBILITIES OF COUNCIL AND ITS MEMBERS

4.1 Council Responsibilities

The role of the Council of the University of Wollongong is to guide the strategic direction and development of the University in achieving its functions; to be responsible for policy decisions and to ensure compliance with relevant legislative requirements. Under section 16 of the Act the Council has the following functions:

The Council:

- (1A)
- (i) *acts for and on behalf of the University in the exercise of the University's functions, and*
 - (ii) *has the control and management of the affairs and concerns of the University, and*
 - (iii) *may act in all matters concerning the University in such manner as appears to the Council to be best calculated to promote the object and interests of the University.*
- (1B) *Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:*
- (i) *to monitor the performance of the Vice-Chancellor, and*
 - (ii) *to oversee the University's performance, and*
 - (iii) *to oversee the academic activities of the University, and*
 - (iv) *to approve the University's mission, strategic direction, annual budget and business plan, and*
 - (v) *to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and*
 - (vi) *to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and*
 - (vii) *to approve significant University commercial activities (within the meaning of section 21A), and*
 - (viii) *to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and*
 - (ix) *to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and*
 - (x) *to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and*
 - (xi) *to adopt a statement of its primary responsibilities, and*
 - (xii) *to make available for members of the Council a program of induction and of development relevant to their role as such a member.*

(1C) *Without limiting the functions of the Council under subsection (1A), the Council may, for and on behalf of the University in the exercise of the University's functions:*

- (i) provide such courses, and confer such degrees and award such diplomas and other certificates, as it thinks fit,*
- (ii) appoint and terminate the appointment of academic and other staff of the University,*
- (iii) (Repealed)*
- (iv) borrow money within such limits, to such extent and on such conditions as to security or otherwise as the Governor on the recommendation of the Treasurer may approve,*
- (v) invest any funds belonging to or vested in the University,*
- (vi) promote, establish or participate in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies and other incorporated bodies, or joint ventures (whether or not incorporated),*
- (vii) (Repealed)*
- (viii) establish and maintain branches and colleges of the University, within the University and elsewhere,*
- (ix) make loans and grants to students, and*
- (x) impose fees, charges and fines.*

Under the Act, the Council also has specific responsibilities for controlled entities. Section 16A (1) states:

The Council must ensure that a controlled entity does not exercise any function or engage in any activity that the University is not authorised by or under this Act to exercise or engage in, except to the extent that the Council is permitted to do so by the Minister under this section.

The Act goes on to state that the Council is, as far as is reasonably practicable, to ensure:

- (a) that the governing bodies of controlled entities:*
 - (i) possess the expertise and experience necessary to provide proper stewardship and control, and*
 - (ii) comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and*
 - (iii) adopt and evaluate their own governance principles, and*
 - (iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and*
- (b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Council.*

4.1.1 Council Statement of Primary Responsibilities

In accordance with its legislative responsibilities, Council has approved a statement of primary responsibilities which includes the following complementary responsibilities to those outlined in the Act:

- through the Performance and Remuneration Committee, assess and determine the remuneration of the Vice-Chancellor;
- approve key performance indicators for the evaluation of the Vice-Chancellor's performance;
- monitor the University's performance in achieving goals;

- review the University's performance against budgets;
- oversee University policies and practices to ensure consistency with relevant legislation and community expectations;
- approve major decisions that have not been delegated to executive management;
- foster and support links between the University and the community and network on behalf of the University to assist in achieving organisational goals;
- oversee appropriate occupational health and safety policies;
- manage the Council's own affairs by:
 - establishing procedures to ensure it is in a position to perform its responsibilities;
 - monitoring and managing potential conflicts of interest;
 - effectively monitoring and managing its own operations, including proper execution by members of their fiduciary duties; and
 - reviewing and assessing Council's performance through discussion at a confidential session of Council on an annual basis.

4.2 Council Member Duties

Schedule 2A of the Act sets out the duties of Council members as follows:

1. Duty to act in best interests of University

A member of the Council must carry out his or her functions:

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

2. Duty to exercise care and diligence

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

3. Duty not to improperly use position

A member of the Council must not make improper use of his or her position:

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

4 Duty not to improperly use information

A member of the Council must not make improper use of information acquired because of his or her position:

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

5 Disclosure of material interests by Council members

(1) If:

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

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

- (2) *A disclosure by a member of the Council at a meeting of the Council that the member:*
- (a) *is a member, or is in the employment, of a specified company or other body, or*
 - (b) *is a partner, or is in the employment, of a specified person, or*
 - (c) *has some other specified interest relating to a specified company or other body or to a specified person,*
- is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).*
- (3) *Particulars of any disclosure made under this clause must be recorded by the Council in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Council.*
- (4) *After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:*
- (a) *be present during any deliberation of the Council with respect to the matter, or*
 - (b) *take part in any decision of the Council with respect to the matter.*
- (5) *For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure relates must not:*
- (a) *be present during any deliberation of the Council for the purpose of making the determination, or*
 - (b) *take part in the making by the Council of the determination.*
- (6) *A contravention of this clause does not invalidate any decision of the Council.*
- (7) *This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G.*
- (8) *This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.*
- (9) *For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.*
- (10) *In this clause, **associate** of a member means any of the following:*
- (a) *the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,*
 - (b) *the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,*
 - (c) *any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.*

Section 21G of the Act deals with the removal of Council members from office for breach of duty:

- (1) *The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.*
- (2) *The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.*
- (3) *The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.*
- (4) *The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.*
- (5) *If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.*
- (6) *A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.*

4.3 Council Code of Conduct

Members of Council recognise that their primary responsibility is to the University of Wollongong.

Members of the University of Wollongong Council will:

1. use the powers of office for a proper purpose, act honestly, in good faith and in the best interests of the University as a whole;
2. use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
3. seek to understand enough about the business of the University and the environment in which it operates to be able to make a reasonably well-informed assessment of advice given to Council;
4. seek to understand enough about the role and function of Council so as to carry out the duties as members in an appropriate way;
5. be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by Council;
6. recognise that confidential information received by a Council member in the course of his or her duties remains the property of the University (from which it was obtained) and ensure that it is not disclosed, or allow it to be disclosed, unless that disclosure has been

authorised by the University, or the person from whom the information was provided, or is required by law;

7. where appropriate, have regard for the legitimate interests of all stakeholders of the University;
8. use their position as a Councillor to promote the University when opportunities to do so arise;
9. not engage in conduct likely to bring discredit upon the University;
10. not make improper use of information acquired as a Council Member;
11. not take improper advantage of the position of a Council Member;
12. not allow personal interests, or the interests of any associated person, to conflict with the interests of the University;
13. as requested from time to time, be prepared to contribute to the functioning of Council through memberships of committees of Council to contribute to the advancement of the University;
14. disclose related party interests where those interests could potentially lead to conflict of interest. The onus is on the member to draw Council's attention to their other official or private capacities where there may be a perception of conflict of interest. The Council will judge if it is appropriate for the member to participate in debate and to vote;
15. recognise the obligation, at all times, to comply with the spirit, as well as the specific principles contained in this code.

4.4 Further information regarding the Council Code of Conduct

4.4.1 Conflict of Interest

Members shall not, in their capacity as members:

- seek or accept in connection with their duties as a Council member any fee, favour, reward, gift or benefit likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals;
- use their Council position for personal profit, gain or advantage.

Section 21F (Schedule 2A (5)) of the UOW Act outlines the Duties of Council members, including the need for Council members to disclose any material interest they may have relating to a matter being considered or about to be considered at a meeting of the Council

Conflicts between private interests and a member's duty to act at all times in the best interest of the University can arise when:

- a member or immediate family stands to make a financial gain from, or to be otherwise advantaged by, a Council decision;

- a member or immediate family holds membership of, or ownership in, another organisation likely to be affected by a Council decision.

Judgements as to what is a conflict of interest can be difficult and the onus is on members to place on record, using the Conflict of Interest Declaration Form available from the Secretary, any issues of conflict to ensure they are transparent and capable of review. Council members are also asked to declare any conflicts of interest arising for specific agenda items at the start of each Council or committee meeting. If in doubt as to whether a conflict of interest may exist the member is encouraged to discuss the matter with the Chancellor or the Vice-Chancellor. The final determination will be made by Council.

The Council Conflict of Interest Guidelines are at Appendix E.

4.4.2 Collective Responsibility

Council members shall accept collective responsibility, outside the meeting, for decisions approved by majority vote (noting that a member's dissent from a decision may be recorded in the minutes).

Members shall refrain from actively opposing or impeding the implementation of the decision or engaging in public debate after the decision has been made.

Members must, at all times, protect the reputation of the University and not engage in activities that would bring the University into disrepute.

4.4.3 Public Comment

Whenever public comment is to be made on behalf of the Council, concerning a matter discussed and/or resolved by Council, such comment shall only be made by the Chancellor or the Chancellor's nominee.

Wherever public comment by a Council member, although made in a private capacity, may appear to be an official comment on behalf of the University or the Council, the member shall preface the remarks with a clear indication that they are expressing a personal view and do not represent the official view of the University nor the University Council. (This practice is in accord with the University's Policy on the Use of the University Name in Public Statements.)

4.4.4 Change of Status

Council members shall inform the Secretary to Council of any change in their status that affects their Council membership. For example, under the Act, a student or graduate member who accepts a position as a permanent member of the academic or non-academic staff of the University ceases to be qualified for election as a Council member and the office becomes vacant.

4.4.5 Breaches of Council Duty

The fiduciary and other duties listed above are binding on all members. Breaches of these requirements may lead to censure by Council, charges of misconduct and loss of indemnity. Schedule 2A of the Act sets out breaches of duty and specifies the procedure for breaches of duty.

4.5 Key Council Roles

The roles of the Chancellor, Deputy Chancellor and Vice-Chancellor, together with information about how these members of Council are appointed, are set out below. Also included in this section is information about the role of the Secretary to Council.

4.5.1 The Role of the Chancellor

The Chancellor will:

- (i) chair Council meetings in a manner which allows appropriate discussion of the issues and commitment to Council decisions;
- (ii) ensure timely, accurate dissemination of information to Council Members;
- (iii) advise and counsel Council members;
- (iv) act as a link between the Council and the CEO between meetings;
- (v) assist the CEO when he/she seeks advice; and
- (vi) preside at Graduation Ceremonies.

4.5.2 Election of the Chancellor

The Chancellor is elected every four years and the Deputy Chancellor every two years in accordance with the provisions of the *University of Wollongong Act 1989* and the University of Wollongong By-Law 2005 (at Appendix B).

According to the Act, Part 3, Section 10:

- (1) whenever a vacancy in the office of Chancellor occurs, the Council must elect a person (whether or not a member of the Council) to be Chancellor of the University;*
- (2) the Chancellor, unless he or she sooner resigns as Chancellor or ceases to be a member of the Council, holds office for such period (not exceeding 4 years), and on such conditions, as may be prescribed by the By-Law;*
- (3) the Chancellor has the functions conferred or imposed on the Chancellor by or under this or any other Act.*

According to the By-Law, Part 2, Section 3 and 4:

- (3) for the purposes of section 10 (2) of the Act, the prescribed period for which the Chancellor is to hold office is 4 years from a starting date determined by Council;*
- (4) an election to fill a vacancy in the office of Chancellor or Deputy Chancellor is to be held at an ordinary meeting of the Council.*

By resolution of Council, an election of the Chancellor shall be foreshadowed at the Council meeting before the meeting at which the Chancellor will be elected.

A person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person).

4.5.3 The Role of the Deputy Chancellor

The Deputy Chancellor will:

- (i) chair Council meetings in the absence of the Chancellor in a manner which allows appropriate discussion of the issues and commitment to Council decisions;
- (ii) chair key Council Committees in accordance with the terms of reference of that those committees;
- (ii) assist the Chancellor when he/she seeks advice; and
- (iii) preside at Graduation Ceremonies in the absence of the Chancellor.

4.5.4 Election of the Deputy Chancellor

In accordance with Section 11 of the Act:

- (1) Whenever a vacancy in the office of Deputy Chancellor occurs, the Council must elect one of its members to be Deputy Chancellor of the University.
- (2) The Deputy Chancellor, unless he or she sooner resigns as Deputy Chancellor or ceases to be a member of the Council, holds office for 2 years from the date of election and on such conditions as may be prescribed by the By-Law.
- (3) In the absence of the Chancellor, or during a vacancy in the office of Chancellor or during the inability of the Chancellor to act, the Deputy Chancellor has all the functions of the Chancellor.

According to the By-Law, Part 2, Section 4:

- (4) an election to fill a vacancy in the office of Chancellor or Deputy Chancellor is to be held at an ordinary meeting of the Council.

By resolution of Council, an election of the Deputy Chancellor shall be foreshadowed at the Council meeting before the meeting at which the Deputy Chancellor will be elected.

4.5.5 The Role of the Vice-Chancellor

The Vice-Chancellor is the principal executive officer of the University and has functions conferred under section 12 of the Act.

The functions of the Vice-Chancellor are to:

- (i) promote and further the development and interests of the University including, but without limiting the generality of this clause, the welfare of staff and students;
- (ii) be responsible to the Council for the general, academic, administrative, financial and other business of the University;
- (iii) exercise a general supervision over all staff and students of the University;

- (iv) to exercise such functions and authority as may from time to time be delegated by the Council;
- (v) by virtue of the office of Vice-Chancellor, be a member of any board, committee or faculty within the University and, unless the Council determines otherwise, may preside at a meeting of any such board, committee or faculty.

4.5.6 Vice-Chancellor's Performance Criteria

The Performance and Remuneration Committee of Council is responsible for aligning the Vice-Chancellor's performance targets with the University's objectives and monitoring and reporting on the Vice-Chancellor's performance. The VC's Performance criteria is reviewed against the following seven major areas:

Leadership

The extent to which the efficiency and effectiveness of the University is enhanced through the leadership of the Vice-Chancellor.

- Leading an international research and teaching institution with a growth agenda;
- Provide leadership to community organisations, business groups and regional interests;
- Leading the development and implementation of the University's strategic plan;
- Regularly reviewing the organisational structure to ensure it is flexible and appropriate.

Innovation

The extent to which the Vice-Chancellor has managed and influenced changes in the University and HE sector.

- Encouraging change, creativity and initiative;
- Improving productivity and quality by regularly reviewing existing policies, authorities, controls, workplace agreements, delegations, business processes and systems;
- Successfully leading and managing change, and engaging staff in the process.

People Management

The extent to which the Vice-Chancellor's efforts have led to the better understanding and acquisition of skills needed to achieve the University's vision.

- Relating to the expectations and needs of students and staff;
- Promoting collegial and ethical behaviour;
- Ensuring the people and processes are in place to change, develop, refine and elaborate the University's strategy;
- Maintaining and enhancing a positive and productive staff culture;
- Maintaining a strong senior leadership team;
- Applying and adhering to contemporary performance management procedures;
- Developing strategies to make the University an "Employer of Choice".

Impact

The extent to which the Vice-Chancellor has enhanced the positive impact and image of the University.

- Focussing on the development of research and its uptake;
- Continuously improving the University's teaching and learning outcomes;
- Maintaining compliance with TEQSA and other standards requirements;
- Engaging with alumni and other development opportunities.

Enhancement of Capability

The extent to which the Vice-Chancellor's influence is apparent in enhanced collaborations and capabilities within the University and in regional and national activities.

- Understanding the changing national and international economic, political and social environments as they affect the University;
- Capitalising on any Commonwealth, State or Local Government initiatives affecting the University;
- Developing a strong customer service focus for the University;
- Enhancing the University's systems and technology.

Relevance and Focus

The extent to which there is evidence showing that priorities have been identified and communicated effectively to stakeholders, and the extent to which projects match priorities.

- Maintaining a positive working relationship with the Chancellor and Council members and between the Council and management of the University;
- Ensuring strategic decisions are underpinned by thorough analysis;
- Representing the University in the media and in its communities;
- Communicating with a consultative and participative style.

Oversight of the University's Finances

The extent to which there is evidence showing that the University is financially sustainable and financial targets are within those outlined in the University's finance strategy. Financial management needs to ensure that:

- Annual and long-term financial plans are prepared, monitored and controlled;
- Management and monitoring of the University's operating revenue and expenditure is efficient and effective;
- Long-term capital and asset management plans are in place and monitored;
- Costs are monitored; reviewed and controlled;
- Cash flow is monitored and controlled; and
- Any commercial activities have clearly defined financial goals.

4.5.7 Appointment of the Vice-Chancellor

In accordance with Section 12 of the Act:

- (1) *Whenever a vacancy in the office of Vice-Chancellor occurs, the Council must appoint a person (whether or not a member of the Council) to be Vice-Chancellor of the University.*
- (2) *The Vice-Chancellor holds office for such period, and on such conditions, as the Council determines.*
- (3) *The Vice-Chancellor is the principal executive officer of the University and has the functions conferred or imposed on the Vice-Chancellor by or under this or any other Act.*

4.5.8 The Role of the Secretary to Council

- (a) The Secretary to Council plays a key role in the operation and conduct of the University Council, and in ensuring that appropriate procedures are followed.

- (b) At the University of Wollongong, the position of Secretary to Council is combined with the position of Chief Administrative Officer.
- (c) In carrying out his or her role as Secretary to Council, the Secretary is responsible to Council and therefore has a direct reporting link to the Chancellor as Chair of Council regarding the conduct of Council business.
- (d) The Secretary to Council is responsible for establishing and maintaining a strong working relationship with the Chancellor, assisting the Chancellor in the discharge of his or her duties as the Chair of the Council.
- (e) The Secretary to Council keeps the Chancellor and Vice-Chancellor fully informed on all issues relating to the affairs of the Council and works closely with them to establish and implement good governance practices at the University.
- (f) The Secretary to Council provides guidance to the Chancellor and members of the Council as to their responsibilities under relevant legislation, and on how these responsibilities should be discharged.
- (g) The Secretary to Council coordinates the Induction Program for new Council members, running those elements of the Program relating to the operations of the Council.
- (h) The Secretary to Council notifies the Chancellor of appropriate professional development programs for Council members and, in consultation with the Chancellor, approves professional development requests and coordinates Council members' participation.
- (i) The Secretary to Council is the facilitator for members of the Council who wish to obtain information from officers of the University.
- (j) The Secretary to Council is responsible for obtaining legal advice for the Council and for advising the Council on policy and procedural matters.
- (k) The Secretary to Council maintains a register of conflicts of interest from Council members and advises the Chancellor in respect of any real or potential conflicts of interest arising for Council members or for the Chancellor's own position.
- (l) The Secretary to Council is responsible for all aspects of Council meeting arrangements in consultation with the Chancellor.
- (m) The Secretary to Council ensures that all documentation provided to Council is accurate, timely, concise and appropriate.
- (n) The Secretary to Council is responsible for communication with the NSW Minister for Education, the NSW Department of Education, and officers of the Commonwealth Department of Education in respect of governance compliance issues and Council resolutions which require ministerial or departmental notification or action.

4.5.9 Related responsibilities:

The University of Wollongong By-Law (2005) provides that the Chief Administrative Officer has the following related governance responsibilities:

1. Receiving nominations for election to the office of Chancellor or Deputy Chancellor;
2. Returning Officer for the election of Council members and keeper of Rolls;
3. Custodian of the Common Seal of the University, keeper of the register of the use of the Common Seal and an attester to the affixing of the Seal.

The Chief Administrative Officer also determines whether student grievance and student misconduct appeals warrant referral to the Council Committee of Appeal.

4.6 Liability and Indemnity

Council members operate under the provisions of the *University of Wollongong Act (1989)* and enjoy the benefit and protection of Schedule 1 Section 5 of that Act which provides:

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

- (a) the University, the Council or a member of Council; or
 - (b) any person acting under the direction of the University or the Council,
- if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subjects a member of the Council or a person so acting personally to any action, liability, claim or demand.

The definition of "good faith" that has been accepted in Australian courts in relation to a company director is that: the director must act for the benefit of the company as a whole...the director must proceed on what, in his honest opinion, is for the benefit of the company as a whole.

This statutory protection may be overcome, however, by specific provisions of Acts such as *the Corporations Act (2001)*, the *Competition and Consumer Act (2010)*, and Occupational Health and Safety legislation. The Corporations Act has particular relevance to the University's controlled entities (UOW Enterprises, UniCentre and URAC), and the actions and responsibilities Council members may undertake in regard to these.

There is the potential for Council members and other University officers to be held personally liable for breaches of such Acts. A list of the legislation that may apply is provided in Section 5 of this handbook.

In addition to the statutory protection afforded to Council members under Part 5, Schedule 1 of the Act, the University has a number of insurance policies in place to provide further protection for Council members.

In particular, the Chubb Unimutual Management Liability Policy provides cover for Council members should they be found to have committed a wrongful act such as an error, omission, or negligence.

The University keeps its insurance policies under regular review to ensure appropriate cover is in place. Further information about this Policy, including limits of cover, are available at request from the Secretary to Council.

It should be noted that if a Council member is found to have committed a wrongful act with intent, (i.e. acted dishonestly, fraudulently, without good faith), there is no protection from personal liability either from the *University of Wollongong Act (1989)* or the University's insurance policies.

4.7 Council Role in Commercial Activities

Part 4, Division 3 of the *University of Wollongong Act (1989)* now requires the Council to ensure the following actions are undertaken in respect to commercial activities of the University:

- (1) *determine and maintain Commercial Activities Guidelines requiring specified processes and procedures to be followed in connection with University commercial activities, including:*
- (a) *requiring feasibility and due diligence assessment,*
 - (b) *requiring the identification of appropriate governance and administrative arrangements (including as to legal structures and audit requirements),*
 - (c) *requiring the undertaking of risk assessment and risk management measures,*
 - (d) *regulating and imposing requirements concerning the delegation by the Council of any of its functions under this Act in connection with University commercial activities,*
 - (e) *declaring a specified activity to be a University commercial activity for the purposes of paragraph (b) of the definition of that expression in section 21A,*
 - (f) *establishing a protocol regarding the rights and responsibilities of members of the Council in relation to commercialisation, with a view to avoiding real or apparent conflicts of interest.*
- (2) *amend or replace the Guidelines from time to time.*
- (3) *ensure compliance with the Guidelines*

A copy of the 'Guidelines for Commercial Activities' is at Section 8D of this Handbook.

4.8 University Controlled Entities

The University oversees the following controlled entities:

4.8.1 UOW Enterprises

UOW Enterprises delivers quality higher and vocational education and training nationally and internationally. It owns and operates:

- University of Wollongong in Dubai (UOWD)
- UOW College (UOWC)
- The Community College of City University, Hong Kong (CCCU)

UOWE is wholly owned by UOW but operates as a separate company with its own Board. Its profits are funnelled directly into UOW research projects which benefit the greater community.

4.8.2 The UniCentre Ltd.

The UniCentre provides products, services and facilities to meet the diverse social and cultural needs of the UOW population.

4.8.3 The University Recreation and Aquatic Centre Ltd. (URAC)

URAC provides affordable fitness and recreational options for UOW staff, students and the wider community.

4.8.4 The Sydney Business School

The University operates a graduate business school within the Faculty of Business and is located in Sydney and at the Wollongong Campus. To protect the name of the School, Council resolved in February 2005 to incorporate the School. As the School does not trade the company is not subject to Council reporting requirements.

UOW Enterprises, URAC and UniCentre provide quarterly reports to the University Council which include business plans, budgets and annual reports in accordance with a Council approved Protocol spelling out the expected reporting requirements.

4.9 Continuous Improvement

4.9.1 Council Performance Evaluation

Council evaluates its performance annually via a confidential and anonymous survey disseminated and completed by Council members. The feedback from the survey responses highlights themes and issues for discussion at a confidential session led by Chancellor at a Council meeting. The evaluation process involves discussion about the operation of Council, Council members' duties and responsibilities and seeks to identify issues that Council members would like further information about or aspects of Council operations that could be improved. These improvement opportunities and any gaps in knowledge or information are then addressed during the following months.

4.9.2 Professional Development

Council members are encouraged at induction, through the formal performance evaluation discussion and at any time during their membership, to access in-house and external professional development to supplement and update their knowledge in relation to their role on Council. Council members will be invited to in-house information sessions on aspects of governance and will be informed about upcoming external conferences and training opportunities. Council members should contact the Secretary to Council if they wish to access relevant external professional development courses.

4.10 Delegations of Authority

Section 17 of the Act provides that Council may delegate any or all of its functions (except its power of delegation) to any member or Committee of Council or to any authority or officer of the University or to any other person or body prescribed by the By-Laws.

However Section 17(2) states that if a function of the Council is delegated to the Vice-Chancellor by Council and the instrument of delegation (the Delegations of Authority Policy) authorises the sub-delegation of the function, the Vice-Chancellor may (subject to any condition to which the delegation is subject) sub-delegate the function to any person or body.

The University's Delegations Policy lists financial, staffing, academic, contract and other delegations that have been delegated by Council to specific University officers and Committees. A Delegations Database has also been established to assist staff in finding delegations relevant to a specific officer or topic. The Delegations of Authority Policy is available on the University website at: uow.edu.au/about/policy/UOW058669.html

5. SOURCES OF LEGAL RESPONSIBILITY FOR COUNCIL MEMBERS

The sources of legal responsibility include:

- The *University of Wollongong Act (1989)* and *University of Wollongong By-Law (2005)*
- Other relevant legislation (see below).
- Common law, particularly regarding the fiduciary nature of the relationship between members of the Council and the University.

5.1 The University of Wollongong Act and By-Law

The University of Wollongong Act (1989) is reproduced in full at Section 8 of this Handbook. In summary, the Act:

- Specifies the objects and functions of the University (s6)
- Specifies the composition of Council (s8)
- Specifies the functions of Council (s16)
- Authorises delegation (s17)
- Property powers (s18-21)
- Commercial activities (s21A-21E)
- Duties of Council members (s21F)
- Rules power (s29)

The University of Wollongong By-Law (2005) is reproduced in full at Section 8, Appendix B of this Handbook. The By-Law includes provisions for:

- Functions of the Vice-Chancellor (part 3)
- Council membership categories (part 4)
- Courses and Degrees (part 7)
- Honorary Degrees (part 8)
- Electoral procedures (schedule 1)

5.2 Other Relevant Legislation

The responsibility for legislative compliance lies largely with University officers and the role of the Council is that of oversight. Rarely will it play an executive role but its role will be to ensure that those things that are required to be done are done.

In scanning the compliance environment of Council, the following should be considered:

- Compliance matters which accompany or arise from the University's strategic initiatives.
- General performance monitoring (ongoing).
- Legal compliance (compliance with legislation, Council members' fiduciary duties, etc).

Aside from the University of Wollongong Act and By-Law, the major, relevant Acts in State and Commonwealth legislation are outlined below:

NSW Public Finance & Audit Act (1983) makes provision for the control, management, disposition of, or accounts for, public finances and property by the University as a statutory authority.

NSW Annual Reports (Statutory Bodies) Act (1984) governs the submission of annual reports and audited financial statements.

Commonwealth Corporations Act (2001) makes provision in relation to corporations, securities, the futures industry and financial products and services. It covers, among other items, the appointment and responsibilities of directors, conflict of interest, civil liability.

Commonwealth Tertiary Education Quality and Standards Agency Act (2011) established the Tertiary Education Quality and Standards Agency (TEQSA) which regulates and assures the quality of Australia's higher education sector, registering and evaluating the performance of higher education providers against the Higher Education Standards Framework. The Standards Framework comprises five domains: Provider Standards, Qualification Standards, Teaching and Learning Standards, Information Standards and Research Standards. The Provider Standards and Qualifications Standards comprise the Threshold Standards which all providers must meet in order to enter and remain within Australia's higher education system.

More information about TEQSA is available online: www.teqsa.gov.au/

Commonwealth Higher Education Support Act (2003) makes provision for Commonwealth recurrent and capital funding for the sector. The objects of this Act are:

- (a) *to support a higher education system that:*
 - (i) *is characterised by quality, diversity and equity of access; and*
 - (ii) *contributes to the development of cultural and intellectual life in Australia; and*
 - (iii) *is appropriate to meet Australia's social and economic needs for a highly educated and skilled population; and*

- (b) *to support the distinctive purposes of universities, which are:*
 - (i) *the education of persons, enabling them to take a leadership role in the intellectual, cultural, economic and social development of their communities; and*
 - (ii) *the creation and advancement of knowledge; and*
 - (iii) *the application of knowledge and discoveries to the betterment of communities in Australia and internationally;*

recognising that universities are established under laws of the Commonwealth, the States and the Territories that empower them to achieve their objectives as autonomous institutions through governing bodies that are responsible for both the university's overall performance and its ongoing independence; and

- (c) *to strengthen Australia's knowledge base, and enhance the contribution of Australia's research capabilities to national economic development, international competitiveness and the attainment of social goals; and*

- (d) *to support students undertaking higher education and certain vocational education and training.*

Commonwealth Education Services for Overseas Students (ESOS) Act (2000)

The objects of this Act are:

- (a) *to provide financial and tuition assurance to overseas students for courses for which they have paid; and*
- (b) *to protect and enhance Australia's reputation for quality education and training services; and*
- (c) *to complement Australia's migration laws by ensuring providers collect and report information relevant to the administration of the law relating to student visas.*

Commonwealth Fair Work Act (2009) aims to "provide a framework for cooperative and productive workplace relations". It applies to a comprehensive range of industrial/staff related conditions and procedures, including enterprise bargaining.

NSW Work Health and Safety Act (2011) and Work Health and Safety Regulation (2011) The University has a primary duty of care to ensure workers and others, such as students and contractors, are not exposed to a risk to their health and safety. The University must meet its obligations, so far as is reasonably practicable, to provide a safe and healthy workplace for workers and students by ensuring:

- safe systems of work
- a safe work environment
- accommodation for workers, if provided, is appropriate
- safe use of plant, structures and substances
- facilities for the welfare of workers are adequate
- notification and recording of workplace incidents
- adequate information, training, instruction and supervision is given
- compliance with the requirements under the work health and safety regulation
- effective systems are in place for monitoring the health of workers and workplace conditions.

Directors and officers of organisations have a responsibility to ensure the University has arrangements in place to comply with its legal obligations. It is an officer's duty to exercise due diligence to ensure the University fulfils its health and safety obligations under the Work Health and Safety Act (2011).

The essential elements of due diligence for an officer are interrelated and cumulative in nature. These elements require an officer:

- to acquire and keep up to date knowledge of work health and safety matters
- to gain an understanding of the operations of the business and the hazards and risks involved
- to ensure appropriate resources and processes are provided to enable hazards to be identified and risks to be eliminated or minimised
- to ensure information regarding incidents, hazards and risks is received and the information is responded to in a timely way

- to ensure the University has, and implements, processes for complying with any legal duty or obligation
- to ensure processes are verified, monitored and reviewed.

Though not exhaustive, these elements form part of a unified system for ensuring organisational compliance.

University Council members may be considered volunteer officers and as such are exempt from prosecution as an officer.

NSW Privacy and Personal Information Protection Act (1998) (PPIPA) provides for the protection of personal information and for the protection of the privacy of individuals generally. It sets down procedures for the access to, collection and disclosure of personal information. See also ***The Commonwealth Privacy Act (1988)***.

The UOW Privacy Policy aims to assist UOW staff to facilitate UOW's compliance with the PPIPA and other relevant privacy laws including, but not limited to, codes of practice and privacy directions. It applies to the collection, storage, access, use and disclosure of information.

The NSW Government Information (Public Access) Act (2009) (GIPA Act) replaced the Freedom of Information Act in 2009. The object of the GIPA Act is to maintain and advance a system of responsible and representative democratic Government that is open, accountable, fair and effective, by:

- authorising and encouraging the proactive public release of government information by agencies, and
- giving members of the public an enforceable right to access government information, and
- providing that access to government information is restricted only when there is an overriding public interest against disclosure.

The definition of government under the Act includes public authorities such as universities.

NSW Protected Disclosures Amendment (Public Interest Disclosures) Act (2010) is designed to encourage and facilitate the disclosure, in the public interest, of corrupt conduct, maladministration and serious and substantial waste in the public sector by:

- a) enhancing and augmenting established procedures for making disclosures concerning such matters; and
- b) protecting persons from reprisals that might otherwise be inflicted on them because of these disclosures; and
- c) providing for those disclosures to be properly investigated and dealt with.

The UOW Public Interest Disclosure Policy aims to enable staff, affiliates, consultants, and contractors to make protected disclosures under the Public Interest Disclosures Act 1994 (NSW) concerning corrupt conduct, maladministration, serious and substantial waste of public money, government information contravention and other wrongdoing.

NSW Anti-Discrimination Act (1977) renders unlawful racial, sex and other types of discrimination in certain circumstances and promotes equality of opportunity between all persons. There are special provisions for educational institutions.

Commonwealth Competition and Consumer Act (2010) aims to enhance the welfare of Australians through the promotion of competition and fair trading and provision for consumer protection.

Accessing Legal Information: The above legislation can be accessed via the Australasian Legal Information Institute web site (<http://www.austlii.edu.au>) using the category and title to search for the specific Act. Council members who do not have access to the internet are invited to contact the Deputy Secretary to Council if they have a query about or wish to access the full details of the above legislation.

5.3 Common Law

In many respects, the role of a member of Council is similar to the role of a director of a company and guidance can be taken from the duties of directors.

There are common law obligations:

- To act honestly and exercise powers for their proper purposes
- To avoid conflicts of interest
- To act in good faith and exercise due diligence, care and skill in the discharge of duties.

Three relevant decisions can be cited to support these obligations:

5.3.1 Duty to exercise statutory duty of care and diligence – the Australian Securities and Investment Commission (ASIC) v Healey & Ors (2011).

This decision was made in relation to the approval by executive and non-executive directors of the consolidated financial accounts for the Centro entities, which incorrectly classified \$1.5 billion in debt as non-current liabilities (which were in fact current liabilities) and failed to disclose US\$1.75 billion in guarantees (which was found to be a material event which had been entered into post the balance date). This was in circumstances where both Centro management and Centro's external audit had previously reviewed the financial statements and directors' report and had failed to identify any such errors.

Two executive and six non-executive directors of the Centro entities were found to have breached their statutory duty of care and diligence owed to the Centro entities and thereby contravening ss.180(1) and 601FD(3) of the Corporations Act 2001 (C'th) (the Act) and had failed to take all reasonable steps to ensure compliance with the financial reporting obligations in the Act (in contravention of s.344). The former Chief Financial Officer was also found to have contravened ss.180(1) and 601FD(3) of the Act.

This case highlights the view that directors must take a diligent and intelligent interest in the information available to them, to understand that information, and apply an enquiring mind to the responsibilities placed upon them. Because of their nature and importance, directors should understand and focus upon the content of financial statements, and if necessary, make further enquiries if matters revealed in financial statements are of concern.

5.3.2 Duty to exercise due diligence, care and skill – the Commonwealth Bank of Australia v. Friedrich & Ors (1991)

In this case, the Chairman of the National Safety Council was held to be personally liable for losses sustained, in the Court's view, as a result of failing to exercise sufficient diligence and care in his oversight of the operations of the Council.

5.3.4 Duty to act in the interests of the body as a whole, not in the interests of his or her nomination - Bennetts v. Board of Fire Commissions (1967)

In the Supreme Court of NSW, Street CJ said that each of the persons on such a board owes his membership to a particular group but a member will be derelict in his duty if he uses his membership as a means to promote the particular interests of the group which chose him the member must not allow himself to be compromised by looking to the interests of the group which appointed him there is (also) the ordinary obligation of respecting the confidential nature of board affairs.

There are other relevant decisions of the courts.

6. MEETING ARRANGEMENTS AND STANDING ORDERS

6.1 Meeting Arrangements

Council meetings are scheduled to begin at 2.00pm on the meeting day and are usually held in the Council Room, Administration Building, on the Wollongong Campus. Meetings are preceded by lunch at 12.30 pm.

Throughout the year there are items of business that are considered by Council at particular meetings:

February	Capital Management Plan Controlled Entity start of year reports, budgets & business plans Quarterly Financial Report (4 th quarter of preceding year) Strategic Plan Stocktake Report
April	Audited Financial Statements Enrolment Report (within the VC's Report) Reports from Student Associations (WUSA & WUPA) Honorary Awards Committee Recommendations
June	University Annual Report Controlled Entity Annual Reports and YTD Progress Reports Chair of Senate's Mid-Year report Quarterly Financial Report (1 st quarter) Honorary Awards Committee Recommendations
August	UOW Planning Conference Update Financial Benchmarking Presentation Annual Council Performance Evaluation
October	University Budget Controlled Entity Progress Reports Reports from Student Associations (WUSA & WUPA) Council and Committee Meeting Dates for following year Quarterly Financial Report (2 nd quarter)
November/ December	End of year reports from Controlled Entities Chair of Senate's End of Year Report Chancellor Robert Hope Memorial Prize Quarterly Financial Report (3 rd quarter)

Standing Items at each meeting	Confirmation of Minutes Vice-Chancellor's Report Workplace Health and Safety Report UOW Key Performance Indicators Common Seal
Recurring Items	Council Membership Elections and Nominations, Minutes from the Finance and Resources Committee, the Risk Audit and Compliance Committee, the Performance and Remuneration Committee, the Honorary Awards Committee, the Student Representative Forum Policy approvals

The agenda is structured as follows:

- Part A:** Official business including; Apologies and Leave of Absence, Arrangement of Agenda (Starring of Items, Confidential Items, Conflicts of Interest), Minutes of the Previous Meeting, Business Arising from the Minutes
- Part B:** Confidential Business
- Part C:** Council Business and Vice-Chancellor's Report
- Part D:** Business from the Academic Senate
- Part E:** Committee Business
- Part F:** General Business
- Part G:** Reports from Affiliated Organisations – Student Associations and Controlled Entities (UOW Enterprises Ltd, UniCentre Ltd, URAC Ltd)

Tabled papers are placed before members at the commencement of the meeting.

Confidential items are usually considered first on the agenda. Presentations may also be brought forward on the agenda as a matter of convenience.

Council meetings normally end by 5.00 pm. If a member needs to depart a meeting early, it is requested that he or she advise the Chancellor before the meeting commences.

Members are sent a copy of the unratified minutes within two weeks of the meeting. Minutes are not transcripts or verbatim records but reflect the discussions and key points leading to Council resolutions. As a rule, individuals are not identified (though sometimes the title or position of the speaker is indicated where this is significant).

The minutes are not confidential but may have a confidential appendix if so required by Council.

If members believe the unratified minutes are inaccurate, they are asked to raise their concerns with the Secretary at least 10 days before the next meeting. The Secretary may have an explanation for the printed record or undertake to incorporate a necessary amendment in the minutes circulated for approval with the agenda for the next meeting, drawing Council's attention to the change. If a member is not satisfied with the Secretary's explanation or correction, he or she may raise the concern at the meeting for consideration and decision by the Council.

6.2 Council Standing Orders

These Standing Orders are made pursuant to Schedule 1, Section 6 of the University of Wollongong Act 1989 (the UOW Act) which provides that the procedure for the calling of meetings of the Council and for the conduct of business at those meetings is (subject to the UOW Act and By-law) to be determined by the Council.

These standing orders may be applied to Council Committees if the terms of reference of those committees are silent on the matters contained within these Standing Orders.

1. Introductory Principles

- 1.1 The Council, as the governing body of the University has responsibility for exercising control over the University's functions to ensure success and sustainability.
- 1.2 Council achieves best results when members contribute, collaborate and interact with courtesy and respect, bringing their combined experience to the table for the benefit of the University.
- 1.3 Consensual decision making is the preferred operating style and members are encouraged to work within this framework.
- 1.4 The formal rules of debate within these Standing Orders will only come into effect at the discretion of the Chancellor when a consensus decision cannot be achieved.

2. Scheduling of Meetings

- 2.1 The date, time and place for Council and Council Committee meetings will be determined by Council in the preceding year, and published on the University Website.
- 2.2 The minutes of each meeting will include the date of the next meeting.
- 2.3 The agenda for each meeting will include a calendar of scheduled meetings and scheduled meeting business for the next 12 months.

3. Agenda

- 3.1 Council members wishing to have an issue considered by Council and placed on the agenda will provide the Secretary to Council with a written request at least ten working days prior to the meeting.

- 3.2 The Secretary to Council will exercise discretion as to whether or not the item is included on the agenda and will consult with the Chancellor in making this decision. In granting or refusing a request the Secretary to Council will inform the member accordingly.
- 3.3 Agenda papers will be distributed at least seven calendar days prior to the meeting. Additional information about an item already on the agenda may be circulated as a supplementary paper or be tabled at the meeting, at the discretion of the Secretary to Council.
- 3.4 Late items will only be added to the agenda with the Chancellor's consent and must be forwarded to the Secretary to Council at least three working days before the meeting.
- 3.5 When the agenda papers are circulated, some items will be starred in advance for discussion. Items that are starred in advance are usually major items of business or items for which a decision from Council is required.

At the commencement of each meeting, the Chancellor will call for the starring of agenda items.

Any member present may star an agenda item. Any such starred item will be open for debate in the meeting. When the Chancellor is satisfied that all members have had a reasonable opportunity to star items, the Chancellor will move that all draft resolutions relating to unstarred items on the agenda be adopted.

- 3.6 The order of business on the agenda may be altered as required and at the discretion of the Chancellor.

4. Conduct of Business

- 4.1 In accordance with the *UOW Act*, Council meetings are chaired by the Chancellor or, in his or her absence, the Deputy Chancellor.
- 4.2 At any meeting of the Council, a majority of the total number of members for the time being of the Council constitutes a quorum.
- 4.3 Only those members serving in ex officio positions (the Vice Chancellor and Chair of Academic Senate) may appoint another officer, who is acting in that role, to attend and vote in their place.
- 4.4 Members cannot assign their voting rights to another member as a proxy.
- 4.5 Council members who are unable to attend a Council or Committee meeting may, with the prior approval of the Chancellor, participate by telephone or an appropriate alternative. A request needs to be made to the Secretary to Council or the Executive Officer of a Committee at least 5 working days before the meeting.
- 4.6 Members of the University Executive and Senior Officers may attend Council meetings as required but (excluding the Vice-Chancellor and the Chair of Academic

Senate) do not vote. Questions to members of the University Executive and Senior Officers are to be put through the Chancellor.

- 4.6 Where an item of business is of a confidential nature, this item is generally considered ahead of other items of the agenda. By resolution of Council, unless requested to leave by Council, members of the University Executive and the Deputy Secretary have been granted the right to attend during confidential discussions.
- 4.7 The minutes may record confidential discussions in a confidential minute and, if the matter remains confidential, the resolution may also be recorded in a confidential minute, which is made available to Council members only.
- 4.9 The meeting may remove items from the agenda or defer their discussion until the next scheduled meeting.
- 4.10. The Chancellor may determine that business previously discussed at Council requiring follow-up and urgent decision after the meeting may be conducted by circulating resolution. Such circulating resolutions are only to be used in extraordinary circumstances, where authority has not been otherwise delegated to a Committee of Council.
- 4.11 Circulating resolutions require approval from two thirds of the Council membership, evidenced by the members' signatures, which may include electronic signatures, or email confirmation sent from an authorised email account.
- 4.12 The use of circulating resolutions by Council committees is permitted consistent with 4.10 and 4.11 as applicable to that committee.

5. Rules of Debate

- 5.1 The Chancellor exercises considerable discretion in the conduct of the meeting.
- 5.2 The Council seeks to make decisions by consensus and the Chancellor will direct discussion towards that end at every opportunity. Each motion will be proposed and seconded before being carried by the meeting,
- 5.3 Where a decision cannot be reached by consensus, decisions will be determined by vote. In the event of a vote:
 - (a) Voting will be by show of hands;
 - (b) Each member, including the Chancellor will have a vote;
 - (c) A motion will be carried if a simple majority of votes are cast in favour of the motion; and,
 - (d) Any member who voted against or who abstained from voting on a motion which was passed by the meeting may request that their disagreement or abstention be recorded in the minutes.
- 5.4 Motions must be relevant to the business under consideration and within the scope of the notice of meeting.

- 5.5 The original motion is superseded once an amendment has been put and carried. The motion must be put again in its amended form, which then becomes the motion under consideration.
- 5.6 No more than one amendment may be before the meeting at the same time.
- 5.7 The Chancellor has the right to determine the order in which intending speakers may address the meeting except in circumstances in which the Vice-Chancellor wishes to speak on a motion or amendment, in such circumstances the Chancellor will give the Vice-Chancellor the floor.
- 5.8 If time is limited and a number of Council members wish to speak to an issue and have their say, the Chancellor may determine that each member has the right to speak once only to any motion or amendment, with the exception of the mover, who has the right of reply.
- 5.9 Debate must be relevant to the subject under discussion and relate to business before the meeting in reference to a motion or amendment.
- 5.10 Members may at any time put a procedural motion (a request for Council to decide on an issue of procedure - refer 5.15 for a list) or ask a question at the discretion of the Chancellor.
- 5.11 The Chancellor's decision on procedural motions is binding. No motions of dissent will be moved.
- 5.12 When a resolution has been adopted, no motion to rescind that resolution will be put at the same meeting.
- 5.13 No member of Council will initiate debate or move a motion in respect of a matter not included in the agenda unless the Chancellor otherwise determines.
- 5.14 The meeting is not required to follow strict rules of debate unless the meeting so resolves or the Chancellor so rules. In such cases, the meeting will then follow these additional procedures:
- (a) a matter will not be discussed unless there is a motion which has been moved and seconded;
 - (b) speakers will alternate between those for and against the motion;
 - (c) no member will speak twice during a debate;
 - (d) a procedural motion cannot be moved by a member who has already spoken on the matter under debate; and,
 - (e) the mover of the motion is entitled to a right of reply before the motion is put to a vote.
- 5.15 Any procedural motions, if seconded, will be put to a vote immediately without amendment or debate, unless the Chancellor declines to accept the motion. The motions are:
- (a) That debate on this item be limited to a further set period.

- (b) That the question be put (i.e. that the motion or amendment be put to an immediate vote).
- (c) That the speaker be no longer heard (i.e. that the member then speaking not be allowed to continue).
- (d) That the meeting proceed to the next item of business (i.e. that no further discussion or vote take place on the current item).
- (e) That the motion lie on the table (i.e. not be considered further at this meeting).
- (f) That the debate on this item be adjourned (i.e. to another date or indefinitely).
- (g) That the meeting adjourn (i.e. that the meeting finish and any unfinished business be postponed until an adjourned meeting).
- (h) That the business be referred to a committee.

6. Personal Conduct

- 6.1 The Chancellor may call to order any member whose behaviour, in the Chancellor's view, is offensive, disorderly or discourteous. The member called to order must remain silent unless permitted by the Chancellor to explain their conduct.
- 6.2 Any member or other person attending a meeting of Council who behaves in an offensive, disorderly or discourteous manner may be requested by the Chancellor to leave the meeting for a period to be determined by the Chancellor not longer than the duration of the meeting.
- 6.3 In the event of a breach of these Standing Orders, Council may censure or suspend from attendance for a fixed period (no longer than the duration of one further meeting of the Council) any member of the Council responsible for such a breach.
- 6.4 Each member will treat as confidential all matters discussed in confidential sessions of Council including, but not limited to, details and content of discussions, details of voting and the points of view, opinions and positions of individual members, including their own.

7. Electronic Devices and Social Media

- 7.1 It is expected that Council members will only use electronic devices in Council meeting to assist them in their functions as Council members.
- 7.2 Council Members will keep all electronic devices on silent.
- 7.2 Council Members will avoid distracting other members when using such electronic devices.
- 7.4 Council Members must not use an electronic device to record the proceedings (audio or visual).
- 7.5 Council Members will use electronic devices unobtrusively, and bear in mind the need to balance use with attentiveness during meetings.

- 7.6 Council Members are reminded that any comments made on social media are made strictly in their private capacity. Such comments may be considered offensive, disorderly or discourteous if made during a Council meeting.

8. Observers

- 8.1 Council meetings are open to observers from the University community except during discussion of confidential items of business, provided they advise the Secretary in advance and the Council then agrees to their admittance.
- 8.2 There is a limit of ten observers for each Council meeting with attendance to be determined by the Secretary on the basis of an individual's connection to specific agenda items and on a "first come first served" principle.
- 8.3 The meeting may resolve to exclude any or all observers for the discussion of particular items of business. The meeting may, at its discretion, invite an observer to participate in the discussion.
- 8.4 Under Council resolution 92/116, the media is not permitted entry to Council meetings to report on discussion. The media can receive, on request, a copy of the List of Agenda Items for each meeting and photographs/video footage (without sound) may be taken with prior approval of the Secretary to Council.

9. General

- 9.1 These Standing Orders may be altered on approval of a simple majority of the Council.
- 9.2 Any decision made by a validly constituted meeting will not be void by reason only of a departure from these Standing Orders which was not detected until the decision had been made.

10. Further Guidance

- 10.1 While these Standing Orders are intended to cover most situations occurring at Council and acknowledging 5.1 which permits the Chair to decide such matters, where necessary, Renton's Guide to Meeting Procedures may be used as a reference for extraneous situations.
- 10.2 These standing orders should be read in conjunction with the document "The Role of the Secretary to Council" included in this University Council Handbook.

7. COUNCIL COMMITTEES AND THE ACADEMIC SENATE

The following Committees have been established by and report to the University Council. The Committees perform specific functions, consider detailed issues and make recommendations to Council. Council can delegate decision-making authority to its Committees and to the Academic Senate. Council cannot delegate its power of delegation.

7.1 Academic Senate

Academic Senate (Senate) plays an important role in the governance of the University by working in collaboration with the University Council (Council), the University Executive and the academic community.

Senate is the peak body for advising the Council and the Vice-Chancellor on academic matters and broad issues which affect and promote the academic excellence of the University. Its role encompasses policies, systems, services, structures and strategies that impact upon teaching and research, students and staff. Senate is a key forum for academic staff to discuss matters of interest including those relating to the broader governmental, political or market environment. It also serves as a conduit for disseminating key information throughout the University. Issues or policies with substantial academic implications are to be referred to Senate for comment prior to consideration by Council.

Senate represents the University Community in providing a forum for discussion regarding matters relating to the academic life of the University, namely teaching and learning, academic quality assurance, student experience, research and scholarship.

7.1.1 Academic Senate Values

Senate is committed to the following values which act as: a reference point for academic excellence; a catalyst for discussion and awareness; an aid to accountability; and an aid to informing the awareness and expectations of those who interact with Senate and its committees:

- fairness
- independence
- respect for individuals
- diligence and efficiency
- academic integrity
- transparency

7.1.2 Terms of Reference

Senate is the principal academic body of the University and has responsibility for advising the Council and the Vice-Chancellor.

The Senate shall:

1. advise the Vice-Chancellor and Council on:

- the academic objectives of the University and the actions to sustain and develop such objectives;
 - the University's Strategic Plan;
 - academic planning, review and consultation processes;
 - academic goals and priorities which have resource impacts;
 - significant changes in the academic organisation;
 - policies and practices relating to the selection, development and promotion of academic staff;
 - policy on admission of students to the University and the establishment of scholarships and prizes;
 - the administration of academic policies and regulations.
2. consider and report on any matter referred to it by the Council or the Vice-Chancellor, exercising such functions, responsibilities or authority as may be assigned or delegated to it from time to time by Council;
 3. make determinations on proposals for introduction of new or amended courses, or the deletion of existing courses;
 4. make recommendations on proposals for new or amended, university-wide policies relating to research, education, the student experience and administration of courses;
 5. request reports or statements from members of the Senior Executive, Executive Deans, University Directors, major University Committees and other relevant committees.
 6. receive the minutes of Senate's Committees and from the UOW College Academic Board, and considers any matters arising from those minutes;
 7. refer matters for consideration and report to a Faculty or any other academic committee or unit, as appropriate;
 8. consider academic matters raised by any member of the University through a member of Senate;
 9. establish committees and management groups to consider, advise on and/or determine matters on which Senate may deliberate in accordance with these terms of reference; and
 10. report to Council annually on the extent to which the academic objectives have been achieved.

The following committees currently support the Senate:

- University Education Committee
- University Internationalisation Committee
- University Research Committee
- Academic Staff Development Committee
- Student Awards Committee
- Strategic Course Development Committee

7.1.3 Membership

The Academic Senate consists of:

Chair of Academic Senate	(1)
Deputy Chair of Academic Senate	(1)

Ex Officio Members

Vice-Chancellor	(1)
Deputy Vice-Chancellor (Academic)	(1)
Deputy Vice-Chancellor (Global Strategy)	(1)
Deputy Vice-Chancellor (Research and Innovation)	(1)
Pro Vice-Chancellor (Health and Medical Research)	(1)
Pro Vice-Chancellor (Inclusion & Outreach)	(1)
Chief Administrative Officer	(1)
Executive Deans	(5)
Dean of Research	(1)
Executive Director of AIIM	(1)
University Librarian	(1)
Director, Student Services Division	(1)
General Manager, UOW College	(1)
Director, Woolyungah Indigenous Centre	(1)
Student Ombudsman	(1)
Associate Deans (Education, International, Research)	(15)

Elected members

Faculty academic representative members	(9x5 = 45)
Non-faculty academic representative members	(7)
Undergraduate students	(4)
Postgraduate students	(2)

TOTAL	94
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Elected Members:

- Each Faculty has nine elected academic positions, in addition to the ex officio members, not including the Executive Dean and the Associate Deans Education, International and Research.
- There are seven elected, non-faculty, academic positions across the University to ensure academic staff working outside the faculties are represented on Senate
- Four students elected by and from the undergraduate students enrolled for a degree or diploma in the University.
- Two students elected by and from the postgraduate students enrolled for a degree or diploma in the University.

All elected non-student members of Senate serve a two year term.

Chairperson and Deputy Chairperson

The Senate must elect every two years a Chairperson and a Deputy Chairperson from among the Professors and Associate Professors of the University.

7.1.5 Quorum

The quorum for any meeting of the Senate shall be 30 members for the time being of the Academic Senate.

7.1.6 General

- The Senate shall meet up to six times a year. In addition, special meetings may be called by the Vice-Chancellor, the Chairperson or by a petition supported by not less than one-third of its members.
- Written notice of place and agenda of meetings shall be given to members at least seven days before each such meeting of the Senate; in addition, the agendas and minutes of meetings of the Senate shall be available to all members of the University.
- By virtue of Clause 9 of the University of Wollongong By-law 2005, which provides that the Vice-Chancellor may preside at a meeting of any board, committee or faculty of the University, the Vice-Chancellor can elect to preside over meetings of the Academic Senate.
- Members of the University who are not members of Senate may attend meetings of the Senate and shall be given the right to speak at the Senate with the leave of the Senate.
- The Vice-Chancellor shall bring to the Council or its Committees those items of business from the proceedings of Senate which require consideration by the Council or its Committees.
- The Chairperson of a Senate Committee may attend meetings of the Senate with full rights of audience and debate when items within the terms of reference of that committee are discussed.
- The minutes of the meetings of Senate shall be forwarded to Council, for information.
- Senate is committed to review its operations periodically being mindful of changing internal and external processes.

7.1.7 Role of the Chairperson

- To represent the Senate to the Senior Executive and the University Council.
- To enquire into and inform Senate on academic issues whether emanating from within the University or externally, through government and other institutions, including the Chairs of Senates and Academic Boards.
- To represent the Senate on University committees.
- To chair the Senate and other Senate committees, as appropriate.

7.2 Finance and Resources Committee

7.2.1 Purpose

The Finance and Resources Committee is a formally constituted committee of Council with particular responsibility to assist, seek appropriate safeguards and advise Council in fulfilling its corporate governance and independent oversight responsibilities in relation to the University's operational policies, projects and performance.

The Finance and Resources Committee is the Executive Committee of Council delegated to take action on urgent issues between Council meetings.

7.2.2 Duties and Responsibilities

The Finance and Resources Committee shall be responsible for:

- A. Overseeing and monitoring strategic developments and projects including:*
- i. Business cases for all major developments (not already overseen by a specific purpose Council Committee);
 - ii. Progress on capital and infrastructure projects.
- B. Reviewing the University budget*
- i. Reviewing the draft operating budget ahead of its presentation to Council;
 - ii. Reviewing the draft Capital Management Plan ahead of its presentation to Council.
- C. Monitoring of financial performance*
- i. Regular financial reporting
 - ii. Financial, treasury and investment performance
- D. Monitoring of other resource performance:*
- i. Student load reporting;
 - ii. Human resources reporting;
 - iii. Environmental reporting.
- E. Approving operational policies*
- i. Reviewing and recommending to Council new policies and related items, as submitted by the relevant officers, in the areas of finance and investment management, staffing, capital works and other relevant administrative areas;
 - ii. Approving, under delegated authority, amendments to policies related to the operational areas (as cited in E(i) above).
- F. Operating as the Executive Committee of Council for any urgent matters arising between Council meetings*
- i. Acting under delegated authority to take action on urgent issues between Council meetings and to report such action to Council;
 - ii. Considering such matters as may be referred to it by the Council or the Vice-Chancellor;
 - iii. Acting on any additional delegations conferred on the Finance and Resources Committee.

7.2.3 Delegations

Consistent with its purpose and objectives, the Finance and Resources Committee holds the following delegations:

- i. Acting on behalf of Council on urgent matters between Council meetings;
- ii. Approving detailed project budgets within the Capital Management Plan of \$5 million or greater;
- iii. Approving major amendments to operational codes, standards and policies.

7.2.4 Membership

- (i) The Finance and Resources Committee shall consist of:
 - a) four (4) external Council members nominated by Council, at least one of whom has recognized professional financial qualifications and experience;
 - b) the Vice Chancellor;
 - c) one staff elected member of the University Council nominated by the Council
 - d) one student elected member of the University Council nominated by the Council
- (ii) The Chair of the Finance and Resources Committee is appointed by Council and shall be the Deputy Chancellor or an external Council member. Should the Chair be absent from a meeting, the Vice-Chancellor will chair that particular meeting;
- (iii) Unless otherwise provided, the term of office of all Finance and Resources Committee members shall be two years. Re-appointments are permitted. Wherever possible, both genders shall be represented on the Committee;
- (iv) Invited attendees as non-voting observers:
 - a) Chief Administrative Officer and the Chief Finance Officer;
 - b) any other member of the University Senior Executive;
 - c) other persons as required depending on the issues for consideration.

7.2.5 Professional Development

- (i) The University will assist the Committee in maintaining appropriate skills and expertise;
- (ii) The University is responsible for providing new members with an appropriate induction program and educational opportunities;
- (iii) The University is responsible for providing the Committee with educational resources relating to current topics pertinent to the University, and other resources, as reasonably requested by the Committee.

7.2.6 Meetings and Quorum

- (i) The Committee shall meet at least four times per year;
- (ii) The quorum for a meeting shall be four of the seven Committee members with a minimum of two external members present.

7.2.7 Agenda and Minutes

- (i) The University will provide secretariat support to the Committee as a Committee of the University Council.
- (ii) The Committee Executive Officer must prepare the draft agenda for approval of the Committee Chair for circulation at least seven days prior to the scheduled meeting.
- (iii) The Committee Executive Officer must prepare the minutes of the committee meeting within seven working days of each meeting and forward the draft minutes to the Chair.

- (iv) After the Committee Chair has reviewed the minutes, the draft minutes are to be circulated to all Committee members.
- (iv) The minutes of the meetings must be ratified and signed at the next Committee meeting.
- (v) Each set of minutes will be presented to the next available Council meeting.

7.2.8 Evaluation and Review

To ensure the Committee is fulfilling its objectives, the Committee will:

- (i) Conduct an annual assessment of its performance against its Terms of Reference and provide a report of its findings to the Council;
- (ii) Note feedback and recommendations resulting from the Council's review of the performance of its committees;
- (iii) Review, at least every three years, the Committee Terms of Reference and, in conjunction with the Secretary to Council, recommend to Council any appropriate amendments for approval.

7.3 Risk, Audit and Compliance Committee

7.3.1 Terms of Reference

Purpose

and

Authority

The Risk, Audit and Compliance Committee is a formally constituted committee of the University Council. The Committee has particular responsibility to assist and advise Council in fulfilling its corporate governance and independent oversight responsibilities in relation to the University's management of risk, compliance with legislation and standards, its internal control structure and audit requirements, and its external reporting responsibilities. This function is provided under the authority of, and in accordance with, the *University of Wollongong Act (1989)*.

Composition

- (i) The Risk, Audit and Compliance Committee shall consist of four (4) external Council members nominated by Council, at least one of whom has recognised professional financial qualifications and experience.
- (ii) The Chair of the Committee is appointed by Council and shall be one of the external members of the Committee.
- (iii) Should the Chairperson be absent from a meeting, the remaining three members will elect a temporary Chairperson from amongst their number.
- (iv) Unless otherwise provided, the term of office of all Committee members shall be two (2) years. Reappointments are permitted. Wherever possible, both genders shall be represented on the Committee.
- (v) Invited attendees as non-voting observers shall be:
 - The Vice-Chancellor – in attendance at each meeting;
 - Any member of the Senior Executive for relevant matters in their respective portfolios;
 - The Deputy Vice-Chancellor (Academic) in relation to matters of academic risk
 - Business Assurance Manager;

- Other officers of the University - as required depending on the issues for consideration;
- Representatives of the NSW Audit Office;
- Representatives of the contracted Internal Audit provider

Meetings

- (i) The Risk, Audit and Compliance Committee shall meet at least four (4) times per year.
- (ii) Both the Internal Auditors and the External Auditors shall have the right of access to the Committee, or the Chair, whenever they deem necessary.
- (iii) The Quorum for a meeting shall be three of the four Committee members.
- (iv) The Chief Finance Officer will be the Secretary to the Risk, Audit and Compliance Committee but will not be a member of the Committee.
- (v) The University will provide an Executive Officer to support the Committee as a Committee of Council.
- (vi) The Committee Secretary or Executive Officer must prepare the draft agenda for approval of the Committee Chair for circulation at least seven (7) days prior to the scheduled meeting.
- (vii) The Committee Secretary or Executive Officer must prepare the minutes of the Committee meeting within seven (7) working days of each meeting.
- (viii) After the Committee Chair has given preliminary approval, the draft minutes are to be circulated to Committee members;
- (ix) The minutes of the meetings must be confirmed and signed at the next Committee meeting;
- (x) Each set of minutes will be presented to the next available Council meeting.

7.3.2 Responsibilities

The Risk, Audit and Compliance Committee shall:

Monitor risk and internal controls

- (i) Oversee the processes for the identification and assessment of the general risk spectrum, review the outcomes of risk management processes and monitor emerging risks based on changes in the external environment;
- (ii) Review and recommend to Council new and significant amendments to policies and related items, in the areas of risk management, compliance management and fraud and monitor compliance with applicable laws and regulations;
- (iii) Oversee the adequacy of measures taken to mitigate organisational exposure to fraud and corruption, including receiving a report at least annually detailing all significant incidents and the manner in which they were dealt with;
- (iv) Monitor the process for the receipt, retention and treatment of information received under the Public Interest Disclosures Act , complaints referred to external authorities, and significant matters relating to internal controls or possible fraud;
- (v) Oversee risk reporting in all areas of University operations including but not limited to commercial activities, workplace health and safety, security and staff and student conduct.
- (vi) Ensure a University-wide risk assessment, or update, involving all key stakeholders is undertaken at least annually;

- (vii) Oversee the operation of delegations at the University, including receiving a report at least annually detailing all significant changes to the Delegations of Authority;
- (viii) Provide an annual report outlining the University's risk profile to University Council.

Oversee Compliance

- (i) Oversee the processes of compliance with external compliance obligations and reporting, including but not limited to TEQSA requirements;
- (ii) Oversee the process for the management of legislative compliance requirements.

Oversight of Internal Audit

- (i) Review the Internal Audit Charter and ensure there is appropriate resourcing of the Internal Audit function;
- (ii) Be consulted (via the Chair) on the appointment, career development and, if applicable, the removal of the Business Assurance Manager;
- (iii) Approve the selection of the primary contracted Internal Audit provider;
- (iv) Ensure the right of access of the Business Assurance Manager to all levels of staff, data and information, records and documents, for internal audit purposes (including for UOW controlled entities);
- (v) Approve and review the annual Internal Audit Plan and monitor progress against the Plan, ensuring that the independence and integrity of the Internal Audit function is maintained;
- (vi) Review significant internal audit reports and findings, including management response in terms of content, appropriateness and timeliness;
- (vii) Monitor management implementation of internal audit recommendations;
- (viii) At least once per year meet with the Business Assurance Manager in the absence of management;
- (ix) At least once per year meet with the contracted Internal Audit provider in the absence of management;
- (x) Periodically review the performance of the internal audit function.

Controlled Entities and Major Joint Ventures

- (i) The risk management, audit and compliance functions for all UOW controlled entities and major joint ventures will be overseen by the Risk, Audit and Compliance Committee;
- (ii) Each controlled entity or major joint venture (through its own Board and/or Audit Committee), where appropriate, is responsible for its risk management, audit and compliance functions, however:
 - At least annually, each controlled entity / major joint venture will provide a report to the Risk, Audit and Compliance Committee outlining the entity's approach to risk management, audit and compliance as well as providing an up-to-date version of its general risk assessment;
 - At least annually, the Chairperson, or representative, of the Board or Audit Committee of each controlled entity / major joint venture will attend a Risk, Audit and Compliance Committee meeting to provide an update on the status of key risks, risk management, audit and compliance activities;
 - The internal audit plans of each controlled entity / major joint venture will be incorporated into the overall UOW internal audit plan and the minutes of each controlled entity's Risk and Audit Committee will be provided to the Risk, Audit and Compliance Committee;

- (iii) The Business Assurance Manager will work with each controlled entity / major joint venture to develop consistent risk and compliance registers and a consistent approach to risk management.

External Financial Reporting

- (i) Review any significant accounting and reporting issues, including professional and regulatory announcements and understand their effect on the University's financial statements, in particular:
- The consistency of accounting policies and appropriate adoption of new accounting standards;
 - Considering the need for appropriateness of, and correct disclosure of, any changes made to the University's accounting policies;
 - The treatment and disclosure of complex or unusual transactions;
 - Significant judgements made by management in preparing the financial statements, including any significant accounting estimates;
 - Going concern assumptions;
- (ii) Review the annual financial statements of the University and recommend their acceptance to Council;
- (iii) Obtain written representations from the Vice-Chancellor and Chief Finance Officer that:
- The University's financial records have been properly maintained;
 - The University's financial statements and notes present a true and fair view (in all material respects) of its financial condition and are in accordance with relevant accounting standards;
 - The financial statements are founded on a sound system of risk management and internal compliance and control, and that the system is operating effectively (in all material respects) in relation to financial reporting risk;
 - The University's risk management and internal compliance and control systems are operating efficiently and effectively in respect to its material business risks.
- (iv) Obtain written representations from the most senior responsible officer of the Controlled Entities and other major joint ventures that:
- The financial records have been properly maintained;
 - The financial statements and notes present a true and fair view (in all material respects) of its financial condition and are in accordance with relevant accounting standards;
 - The financial statements are founded on a sound system of risk management and internal compliance and control, and that the system is operating effectively (in all material respects) in relation to financial reporting risk;
 - The risk management and internal compliance and control systems are operating efficiently and effectively in respect to its material business risks;
 - All other relevant information has been provided to RACC as required.

External Audit Activity

- (i) Act as a mechanism for the External Auditor of the Annual Financial Statements to communicate with Council;

- (ii) Review and endorse the External Auditor's proposed audit plan and audit approach, including materiality levels;
- (iii) Discuss the appropriateness of accounting policies, estimates and judgements;
- (iv) Review the External Auditor's summary management report which details the results and significant findings from the audit, and management responses thereto;
- (v) At least once per year meet with the External Auditor of the Annual Financial Statements in the absence of management;
- (vi) Review other External Audit reports relating to any aspect of University operations, including management response in terms of content, appropriateness and timeliness;
- (vii) Monitor management's implementation of recommendations arising from all external audit reports.

Education

- (i) The University will assist the Committee in maintaining appropriate financial literacy;
- (ii) The University is responsible for providing new members with an induction program and educational opportunities;
- (iii) The University is responsible for providing the Committee with educational resources relating to accounting principles and procedures, current accounting topics pertinent to the University and other resources, as reasonably requested by the Committee.

Reviews

To ensure the Committee is fulfilling its stewardship duties to the Council, the Committee will:

- (i) Conduct an annual assessment of its performance against its Terms of Reference and provide a report of its findings to the Council;
- (ii) Review, at least every three (3) years, the Committee Terms of Reference and, in conjunction with the Chief Administrative Officer and Secretary to Council, recommend to Council any appropriate amendments for approval.

7.4 Performance and Remuneration Committee

7.4.1 Terms of Reference

The Performance and Remuneration Committee is a sub-committee of the University Council and is responsible for:

- (i) Developing policies and other material for the recruitment and appointment of the Vice-Chancellor for the University Council's approval;
- (ii) Aligning the Vice-Chancellor's performance targets with the University's objectives and monitoring and reporting on the Vice-Chancellor's performance;
- (iii) Monitoring succession plans for the Vice-Chancellor and the Vice-Chancellor's senior executive as developed by the Vice-Chancellor;
- (iv) Determining the remuneration of the Vice-Chancellor;
- (v) Reviewing the remuneration policy for members of the Vice-Chancellor's senior executive as recommended by the Vice-Chancellor and monitoring the application of that policy.

7.4.2 Access to Information and Independent Advice

The Committee may take such independent legal, financial remuneration or other advice as it considers necessary.

7.4.3 Reporting

Performance and Remuneration Committee minutes are to be tabled as confidential items at the next University Council meeting following the Committee meeting along with any recommendations of the Committee.

7.4.4 Committee Performance

To determine whether it is functioning effectively, the Committee shall periodically review its outcomes and performance.

7.4.5 Membership

The Performance and Remuneration Committee will consist of:

- a. The Chancellor (Chair);
- b. The Deputy Chancellor; and
- c. Two members drawn from the external members of the University Council.

The Vice-Chancellor will be present for all discussions relating to other members of the Senior Executive of the University and as otherwise requested by the Chancellor.

7.5 Council Nominations Committee

The Council Nominations Committee meets as required and makes recommendations to Council concerning suitable candidates for appointment to Council by Council or by the NSW Minister for Education. Selection Criteria for the relevant membership categories are drawn from the *University of Wollongong Act (1989)* and from the National Governance Protocols for Higher Education Providers. The Nominations Committee comprises the Chancellor as Chair, the Vice-Chancellor, the Deputy Chancellor and two external Council members.

7.5.2 Terms of Reference:

The Nominations Committee will:

- act as the selection panel for the short listing and recommendation to Council of candidates for the Minister's consideration for Ministerial appointments to the University Council;
- act as a selection panel for recommendation of candidates for Council's own appointments to membership of the University of Wollongong Council; and,
- act as the selection panel to consider recommendations for reappointments in both the above categories.

7.6 Honorary Awards Committee

7.6.1 Terms of Reference

The Honorary Awards Committee is a formally constituted committee of the University Council.

The Committee shall make recommendations to Council, under approved procedures and criteria, on:

- (i) the award of University Fellowships;
- (ii) the award of Honorary Degrees;
- (iii) the award of the title of Emeritus Professor.

The Committee can also approve:

- (i) candidates to be nominated for Australian Honours (eg Companion of the Order of Australia and Officer of the Order of Australia);
- (ii) UOW Alumni Awards

The Committee's deliberations are to be confidential.

7.6.2 Membership

The Honorary Awards Committee shall consist of:

- The Chancellor as Chair (ex officio);
- Vice-Chancellor as Deputy Chair (ex officio);
- The Chair of the Academic Senate (ex officio);
- The Director of Advancement (ex officio)
- Two external members of the University Council appointed by Council;
- Two senior members of the Academic Staff of the University appointed by Council on the recommendation of the Vice-Chancellor.

Wherever possible, both genders should be represented on the Committee.

Unless otherwise provided, the term of office of all appointed members shall be two years.

Committee members wanting to take leave of absence during their term should seek the approval of the Committee. Any short term membership replacements will be a matter for the Chair and the Committee to determine.

7.6.3 Confidentiality

All agenda papers for the Honorary Awards Committee are STRICTLY CONFIDENTIAL and the full details of the nominations, including the names of those submitting them, remain confidential. The names of those candidates approved by the Council are released ONLY after the candidates have accepted the offer of an award.

7.6.4 Quorum

The quorum for a meeting shall be five of the eight members.

7.6.5 Meeting Frequency

The Committee will meet at least once per year.

7.7 Council Committee of Appeal

7.7.1 Terms of Reference

The Council Committee of Appeal is the final internal appeal body at the University of Wollongong.

The Committee shall consider appeals:

- a) against findings made by the Student Conduct Committee; and,
- b) in relation to decisions taken by University officers with regard to the application of University Rules, policies and procedures (excluding the Coursework Student Academic Complaints Policy and the Higher Degree Research (HDR) Student Academic Complaints Policy);

A Secretary to the Council Committee of Appeal shall be appointed by the Chief Administrative Officer. The Secretary, who is not a member of the Committee, shall assist the Committee in whatever way the Chair of the Committee directs.

Appeals against findings made by the Student Conduct Committee

The Council Committee of Appeal shall consider cases referred to it by the Chief Administrative Officer as a result of appeal by a student against a finding of the Student Conduct Committee. The Council Committee of Appeal shall meet to consider the evidence of the case and interview the student and any other persons relevant to the case. The Committee shall conduct the interview in accordance with Student Conduct Rules and related procedures.

The Council Committee of Appeal shall determine whether the appeal is warranted and shall be upheld. If the Council Committee of Appeal determines that the appeal is not warranted, the decision of the Student Conduct Committee shall be upheld.

If the Council Committee of Appeal finds that misconduct has not occurred, the allegation will be dismissed and the outcome imposed by the Student Conduct Committee will be quashed. If the Council Committee of Appeal finds that misconduct has occurred but that a different outcome should be imposed, the allegation will be upheld and the Council Committee of Appeal will impose a new outcome.

Appeals in relations to decisions taken by University officers with regard to the application of University Rules, policies and procedures

The Council Committee of Appeal shall hear appeals from students on decisions taken by University officer(s) with regard to the application of University Rules, policies and procedures.

Such appeals may be referred to the Committee by the Chief Administrative Officer in accordance with the provisions of relevant University Rules, policies and procedures.

The Committee shall not hear appeals from students on decisions taken by University officer(s) with regard to academic complaints that fall under the remit of the Coursework Student Academic Complaints Policy and the Higher Degree Research (HDR) Student Academic Complaints Policy. Such appeals are instead heard by the relevant Deputy Vice-Chancellor.

The Committee shall have power to determine whether the decision taken by the University officer(s) duly applied the approved University Rules and Procedures. The Committee is not empowered to decide the academic merits of a student's appeal.

7.7.2 Membership

The Committee of Appeal shall consist of:

- Deputy Chancellor (as Chair, *ex officio*);
- one external member of Council;
- one academic staff member of Council;
- one student member of Council.

Staff and student members of the Committee shall not be from the same faculty as the appellant.

Members of the Committee will be appointed when required by the Council in accordance with the membership provisions above. If a Council meeting is not imminent when an appeal matter arises, the Committee will be constituted by the Chancellor in accordance with the membership provisions.

7.7.3 Quorum

Quorum shall be 3 of the 4 members.

7.8 Chancellor Robert Hope Memorial Prize Committee

The Chancellor Robert Hope Memorial Prize Committee is a formally constituted Committee of Council, established to consider nominations for the only student prize award by the University Council. The prize is awarded to individuals who have graduated from UOW with a bachelor degree in the preceding year and who have made a substantial contribution to the University community and/or broader community with consistent excellent academic performance. The Committee comprises the Chancellor as Chair, the Chair of Academic Senate, an external Council member and the Director, Student Services Division. The Committee meets prior to the final Council meeting of the year and recommends a nominee to Council for approval.

8 KEY DOCUMENTS AND REFERENCE SOURCES

The University Strategic Plan and Annual Report are key documents that are available from the Secretary to Council. Members are encouraged to access information about the University, its structure, course offerings and policies and delegations from the University of Wollongong website.

The following documents are provided for Council members' information:

A.	University of Wollongong Act 1989	p. 53
B.	University of Wollongong By-Law 2005	p. 88
C.	University Council Constitution Rules	p. 106
D.	Commercial Activity Guidelines	p. 112
E.	Council Conflict of Interest Guidelines	p. 121
F.	Fraud and Corruption Prevention Policy	p. 123
G.	The Voluntary Code of Best Practice Governance for Australian Universities	p. 136
H.	Glossary of Terms and Abbreviations	p. 141



New South Wales

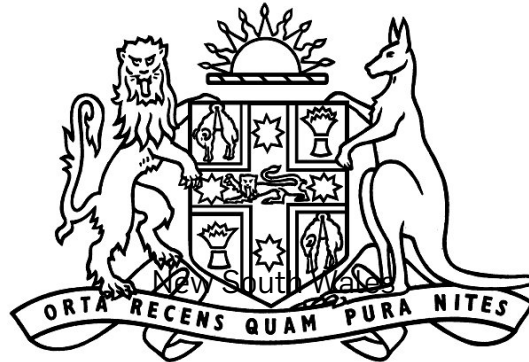
University of Wollongong Act 1989

As at 26 August 2014

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University of Wollongong Act 1989

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Part 1

Preliminary

1 Name of Act

This Act may be cited as the *University of Wollongong Act 1989*.

2 Commencement

- (1) This Act (section 32 (2) and (3) excepted) commences on a day or days to be appointed by proclamation.
- (2) The provisions of section 32 (2) and (3) commence on the date of assent to this Act.

3 Definitions

- (1) In this Act: "**commercial functions**" of the University means the commercial functions described in section 6 (3) (a). "**Council**" means the Council of the University. "**University**" means the University of Wollongong established by this Act.
- (2) In this Act, a reference to a graduate of the University is a reference to a person who is the recipient of a degree or diploma, or of such other award or certificate as may be prescribed by the by-laws, conferred or awarded:
 - (a) by the University,
 - (b) by or on behalf of any former institution that has, pursuant to this Act or otherwise, become a part of the University, or
 - (c) by any predecessor of any such institution.
- (3) In this Act:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (4) Notes included in this Act do not form part of this Act.

Part 2

Constitution and functions of the University

4 Establishment of University

A University, consisting of:

- (a) a Council,
- (b) (Repealed)
- (c) the professors and full-time members of the academic staff of the University and such other members or classes of members of the staff of the University as the by-laws may prescribe, and
- (d) the graduates and students of the University,

is established by this Act.

5 Incorporation of University

The University is a body corporate under the name of the University of Wollongong.

6 Object and functions of University

- (1) The object of the University is the promotion, within the limits of the University's resources, of scholarship, research, free inquiry, the interaction of research and teaching, and academic excellence.
- (2) The University has the following principal functions for the promotion of its object:
 - (a) the provision of facilities for education and research of university standard, having particular regard to the needs of the Illawarra region,
 - (b) the encouragement of the dissemination, advancement, development and application of knowledge informed by free inquiry,
 - (c) the provision of courses of study or instruction across a range of fields, and the carrying out of research, to meet the needs of the community,
 - (d) the participation in public discourse,
 - (e) the conferring of degrees, including those of Bachelor, Master and Doctor, and the awarding of diplomas, certificates and other awards,
 - (f) the provision of teaching and learning that engage with advanced knowledge and inquiry,
 - (g) the development of governance, procedural rules, admission policies, financial arrangements and quality assurance processes that are underpinned by the values and goals referred to in the functions set out in this subsection, and that are sufficient to ensure the integrity of the University's academic programs.
- (3) The University has other functions as follows:
 - (a) the University may exercise commercial functions comprising the commercial exploitation or development, for the University's benefit, of any facility, resource

or property of the University or in which the University has a right or interest (including, for example, study, research, knowledge and intellectual property and the practical application of study, research, knowledge and intellectual property), whether alone or with others,

- (a1) without limiting paragraph (a), the University may generate revenue for the purpose of funding the promotion of its object and the carrying out of its principal functions,
 - (b) the University may develop and provide cultural, sporting, professional, technical and vocational services to the community,
 - (c) the University has such general and ancillary functions as may be necessary or convenient for enabling or assisting the University to promote the object and interests of the University, or as may complement or be incidental to the promotion of the object and interests of the University,
 - (d) the University has such other functions as are conferred or imposed on it by or under this or any other Act.
- (4) The functions of the University may be exercised within or outside the State, including outside Australia.

7 Facilities for students, staff and others

The University may, for the purposes of or in connection with the exercise of its functions, provide such facilities for its students and staff and other members of the university community as the University considers desirable.

Part 3

The Council, authorities and officers of the University

Division 1

The Council

8 Definitions

In this Division:

"*appointed member*" means a Council appointed member or a Ministerially appointed member.

"*categories of members*" --see section 8B (3).

"*constitution rules*" --see section 8B (4).

"*Council appointed member*" --see section 8F.

"*elected member*" --see section 8D.

"*external person*" means a person other than a member of the academic or academic staff of the University or an undergraduate or graduate student of University. non-the

"*graduate member*" --see section 8E.

"*Ministerially appointed member*" --see section 8G.

"*official member*" --see section 8H.

8A Council

- (1) There is to be a Council of the University.
- (2) The Council is the governing authority of the University and has the functions conferred or imposed on it by or under this Act.
- (3) Schedule 1 has effect in relation to the members and procedure of the Council.

8B Size of Council

- (1) The Council is to consist of a minimum of 11, and a maximum of 22, members.
- (2) The total number of members is to be determined from time to time by a resolution passed by at least two-thirds of the members of the Council (the "**total number of members**").
- (3) The Council is to include the following categories of members:
 - (a) official members,
 - (b) elected members,
 - (c) Council appointed members,
 - (d) Ministerially appointed members.
- (4) Subject to subsection (6), the number of members (other than official members) in each category is to be prescribed by rules made by the Council (in this Division called the "**constitution rules**").
- (5) A rule for the purposes of subsection (4) may be made only by a resolution passed by at least two-thirds of the members of the Council.
- (6) The majority of the total number of members must be external persons. Depending on the circumstances, the Chancellor may be counted as an external person for the purposes of subsection (6).
- (7) The number of members in any one category of members must not at any time constitute a majority of the total number of members.
- (8) The Council must give the Minister written notice of the terms of any resolution passed under this section within 7 days after it is passed.

8C Qualifications and experience of members

- (1) Of the members of the Council:
 - (a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and
 - (b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).
- (2) All appointed members must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.

8D Elected staff and student members

- (1) The constitution rules are to prescribe the number of persons to comprise the following categories of members:
 - (a) elected (academic staff) members,
 - (b) elected (non-academic staff) members,
 - (c) elected (student) members.

There may also be elected (graduate) members if the constitution rules so provide--see section 8E.
- (2) Of the members elected under this section:
 - (a) at least one must be a member of the academic staff of the University elected by members of the academic staff, and
 - (b) at least one must be a member of the non-academic staff of the University elected by members of the non-academic staff, and
 - (c) at least one must be a student of the University who:
 - (i) is not employed on a full-time basis (or on such other basis as the by-laws may prescribe) as a member of the academic or non-academic staff of the University, and
 - (ii) is elected by the students of the University.
- (3) The members referred to in subsection (2) (a)-(c) are:
 - (a) to have such qualifications as may be prescribed by the by-laws, and
 - (b) to be elected in the manner prescribed by the by-laws.

8E Graduate members

- (1) At least one member of the Council, or such greater number of members as may be prescribed by the constitution rules, must be external persons who are graduates of the University.
- (2) The constitution rules may provide for the persons referred to in subsection (1) to become members of the Council in any one or more (or combination) of the following ways:

- (a) by election as elected (graduate) members in the manner prescribed by the by-laws,
 - (b) by appointment by the Council under section 8F,
 - (c) by appointment by the Minister under section 8G.
- (3) A rule providing for the appointment of a member by the Minister under section 8G may be made only with the approval of the Minister.
- (4) The members referred to in subsection (1) are to have such qualifications (if any) as may be prescribed by the by-laws.

8F Council appointed members

- (1) The Council may appoint as members of the Council such number of external persons as is prescribed by the constitution rules for the category of Council appointed members.
- (2) The by-laws are to prescribe the procedures for the nomination of persons for appointment under this section.

8G Ministerially appointed members

- (1) The Minister may appoint as members of the Council 2 external persons, or such greater number of external persons (not exceeding 6) as is prescribed by the constitution rules for the category of Ministerially appointed members.
- (2) The Minister may not appoint a member of the Parliament of New South Wales, the Parliament of the Commonwealth or another State or the Legislative Assembly of a Territory as a Ministerially appointed member.
- (3) Without limiting the discretion of the Minister under subsection (1), the Council may suggest to the Minister persons who the Council considers would be appropriate for appointment by the Minister.

8H Official members

The "**official members**" of the Council are the following:

- (a) the Chancellor,
- (b) the Vice-Chancellor,
- (c) the person for the time being holding the office of the presiding member of the Academic Senate (if the person is not the Vice-Chancellor) or the deputy presiding member of the Academic Senate (if the presiding member is the Vice-Chancellor).

9 Term of office

- (1) Subject to this Act, a member of the Council holds office as follows:
 - (a) in the case of an official member, while the member holds the office by virtue of which he or she is a member,
 - (b) in the case of a Ministerially appointed member or Council appointed member, for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,
 - (c) in the case of an elected member other than an elected (graduate) member, for such term (not exceeding 2 years) as may be prescribed by the by-laws,
 - (d) in the case of an elected (graduate) member, for such term (not exceeding 4 years) as may be prescribed by the by-laws.
- (2) The need to maintain an appropriate balance of experienced and new members on the Council must be taken into account:
 - (a) by the Council, when making the by-laws required under this section, and
 - (b) by the Minister and the Council, when appointing members to the Council.
- (3) A person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person).

Division 2

Other officers and bodies

10 Chancellor

- (1) Whenever a vacancy in the office of Chancellor occurs, the Council must elect a person (whether or not a member of the Council) to be Chancellor of the University.
- (2) The Chancellor, unless he or she sooner resigns or is removed from office as Chancellor or ceases to be a member of the Council, holds office for such period (not exceeding 4 years), and on such conditions, as may be prescribed by the by-laws.
- (3) The Chancellor has the functions conferred or imposed on the Chancellor by or under this or any other Act.

11 Deputy Chancellor

- (1) Whenever a vacancy in the office of Deputy Chancellor occurs, the Council must elect one of its members to be Deputy Chancellor of the University.
- (2) The Deputy Chancellor, unless he or she sooner resigns or is removed from office as Deputy Chancellor or ceases to be a member of the Council, holds office for 2 years from the date of election and on such conditions as may be prescribed by the by-laws.
- (3) In the absence of the Chancellor, or during a vacancy in the office of Chancellor or during the inability of the Chancellor to act, the Deputy Chancellor has all the functions

of the Chancellor.

11A Removal from office of Chancellor or Deputy Chancellor

- (1) The Council may remove the Chancellor or Deputy Chancellor from office by a no confidence motion passed in accordance with this section if it considers it in the best interests of the University to do so.
- (2) The removal from office may be effected only if the no confidence motion is supported by at least a two-thirds majority of the total number of members for the time being of the Council at two consecutive ordinary meetings of the Council.
- (3) The Chancellor or Deputy Chancellor may be removed from office under this section despite section 21G (6) and without the need to establish any breach of duty.
- (4) This section applies to the Chancellor and Deputy Chancellor holding office on the commencement of this section and all subsequent holders of those offices.

12 Vice-Chancellor

- (1) Whenever a vacancy in the office of Vice-Chancellor occurs, the Council must appoint a person (whether or not a member of the Council) to be Vice-Chancellor of the University.
- (2) The Vice-Chancellor holds office for such period, and on such conditions, as the Council determines.
- (3) The Vice-Chancellor is the principal executive officer of the University and has the functions conferred or imposed on the Vice-Chancellor by or under this or any other Act.

13 Visitor

- (1) The Governor is the Visitor of the University but has ceremonial functions only.
- (2) Accordingly, the Visitor has no functions or jurisdiction with respect to the resolution of disputes or any other matter concerning the affairs of the University (other than a matter involving the exercise of ceremonial functions only).

14 (Repealed)

15 Academic Senate

- (1) There is to be an Academic Senate of the University, consisting of:
 - (a) the Vice-Chancellor, and
 - (b) such other persons as the Council may, in accordance with the by-laws, determine.
- (2) Subject to subsection (1), the constitution and functions of the Academic Senate are to be as prescribed by the by-laws.

Part 4

Functions of Council

Division 1 General

16 Functions of Council

- (1A) The Council:
- (a) acts for and on behalf of the University in the exercise of the University's functions, and
 - (b) has the control and management of the affairs and concerns of the University, and
 - (c) may act in all matters concerning the University in such manner as appears to the Council to be best calculated to promote the object and interests of the University.
- (1B) Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:
- (a) to monitor the performance of the Vice-Chancellor, and
 - (b) to oversee the University's performance, and
 - (c) to oversee the academic activities of the University, and
 - (d) to approve the University's mission, strategic direction, annual budget and business plan, and
 - (e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and
 - (f) to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and
 - (g) to approve significant University commercial activities (within the meaning of section 21A), and
 - (h) to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and
 - (i) to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and
 - (j) to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and
 - (k) to adopt a statement of its primary responsibilities, and
 - (l) to make available for members of the Council a program of induction and of development relevant to their role as such a member.
- (1) Without limiting the functions of the Council under subsection (1A), the Council may, for and on behalf of the University in the exercise of the

University's functions:

- (a) provide such courses, and confer such degrees and award such diplomas and other certificates, as it thinks fit,
 - (b) appoint and terminate the appointment of academic and other staff of the University,
 - (c) (Repealed)
 - (d) borrow money,
 - (e) invest any funds belonging to or vested in the University,
 - (f) promote, establish or participate in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies and other incorporated bodies, or joint ventures (whether or not incorporated),
 - (g) (Repealed)
 - (h) establish and maintain branches and colleges of the University, within the University and elsewhere,
 - (i) make loans and grants to students, and
 - (j) impose fees, charges and fines.
- (2) The functions of the Council under this section are to be exercised subject to the by-laws.
- (3) Schedule 2 has effect in relation to the investment of funds by the Council.
The *Annual Reports (Statutory Bodies) Act 1984* regulates the making of annual reports to Parliament by the Council and requires the Council to report on the University's operations (including in relation to risk management and insurance arrangements) and a range of financial and other matters.

16A Controlled entities

- (1) The Council must ensure that a controlled entity does not exercise any function or engage in any activity that the University is not authorised by or under this Act to exercise or engage in, except to the extent that the Council is permitted to do so by the Minister under this section.
- (2) The Minister may, by order in writing, permit the Council to authorise a controlled entity to exercise a function or engage in an activity of the kind referred to in subsection (1). Permission may be given in respect of a specified function or activity or functions or activities of a specified class.
- (3) The Governor may make regulations providing that subsection (1) does not apply to functions or activities of a specified class.
- (4) Nothing in the preceding subsections confers power on a controlled entity to engage in any activity.
- (5) Nothing in the preceding subsections affects any obligations imposed on a controlled entity by or under any Act or law, other than an obligation imposed on the controlled entity by the Council at its discretion.
- (5A) The Council is, as far as is reasonably practicable, to ensure:

- (a) that the governing bodies of controlled entities:
 - (i) possess the expertise and experience necessary to provide proper stewardship and control, and
 - (ii) comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and
 - (iii) adopt and evaluate their own governance principles, and
 - (iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and
 - (b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Council.
- (6) In this section: "**controlled entity**" means a person, group of persons or body of which the University or Council has control within the meaning of a standard referred to in section 39 (1A) or 45A (1A) of the *Public Finance and Audit Act 1983*.

17 Delegation by Council

- (1) The Council 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 functions (except this power of delegation) to any member or committee of the Council or to any authority or officer of the University or to any other person or body prescribed by the by-laws.
- (2) If a function of the Council is delegated to the Vice-Chancellor in accordance with subsection (1) and the instrument of delegation authorises the sub-delegation of the function, the Vice-Chancellor may (subject to any condition to which the delegation is subject) sub-delegate the function to any person or body referred to in subsection (1).

17A Operation of certain Acts

Nothing in this Act limits or otherwise affects the operation of the *Ombudsman Act 1974*, the *Public Finance and Audit Act 1983* or the *Annual Reports (Statutory Bodies) Act 1984* to or in respect of the University or the Council.

17B Recommendations of Ombudsman or Auditor-General

The Council must include in each annual report of the Council as part of the report of its operations a report as to any action taken by the Council during the period to which the report relates to implement any recommendation made in a report of the Ombudsman or the Auditor-General concerning the Council or the University:

- (a) whether or not the recommendation relates to a referral by the Minister under section 21E, and
- (c) whether or not the recommendation relates to a University commercial activity (as defined in section 21A).

Division 2 Property

18 Powers of Council relating to property

- (1) The Council:
 - (a) may acquire (whether by purchase, gift, grant, bequest, devise or otherwise) any property for the purposes of this Act and may agree to carry out the conditions of any such acquisition, and
 - (b) has the control and management of all property at any time vested in or acquired by the University and may, subject to this section, dispose of property in the name and on behalf of the University.
- (2) The Council may, subject to this section, alienate, mortgage, charge or demise any lands of the University.
- (2A) The Council must not alienate, mortgage, charge or demise any lands acquired by the University from the State at nominal or less than market value except with the approval of the Minister.
- (3) Despite subsection (2A), the Council may, without the approval of the Minister, lease any such lands if:
 - (a) the term of the lease does not exceed 21 years, and
 - (b) the Council is satisfied that it is to the benefit of the University, whether from a financial or educational standpoint or otherwise, that the lease be entered into.
- (4) In the case of a lease of any lands of the University, or any renewal of the lease, to a residential college affiliated with the University, the lease:
 - (a) is to be for a term not exceeding 99 years, and
 - (b) is to be at a nominal rent, and
 - (c) is to contain a condition that the lease is not to be assigned and such other conditions as the Council thinks fit.
- (5) The rule of law against remoteness of vesting does not apply to or in respect of any condition of a gift, grant, bequest or devise to which the University has agreed.

19 Powers of Council over certain property vested in Crown

- (1) Where any property used for the conduct of the University is vested in the Crown or a Minister of the Crown (whether as Constructing Authority or otherwise), the Council has the control and management of that property and is responsible for its maintenance.
- (2) Nothing in subsection (1) enables the Council to alienate, mortgage, charge or demise any land vested in the Crown or a Minister of the Crown (whether as Constructing Authority or otherwise).
- (3) Notwithstanding subsection (2), the Council may (on behalf of the Crown or a

Minister of the Crown) lease land of which it has, pursuant to this section, the control and management.

- (4) Such a lease:
 - (a) must not be granted for a term (including any option for the grant of a further term) exceeding 21 years except with the approval of the Minister, and
 - (b) is to contain a condition that the lease is not to be assigned and such other conditions as the Council thinks fit.
- (5) The Council is, in the exercise of its functions under this section, subject to the control and direction of the Minister.

20 Acquisition of land

- (1) The Minister may, for the purposes of this Act, acquire land (including an interest in land) by agreement or by compulsory process in accordance with the *Land Acquisition (Just Terms Compensation) Act 1991*.
- (2) The Minister may do so only if the University:
 - (a) applies to the Minister for acquisition of the land, and
 - (b) makes provision to the satisfaction of the Minister for the payment of the purchase price or of compensation for compulsory acquisition (together with all necessary charges and expenses incidental to the acquisition).
- (3) For the purposes of the *Public Works Act 1912*, any acquisition of land under this section is taken to be for an authorised work and the Minister is, in relation to that authorised work, taken to be the Constructing Authority.
- (4) Sections 34, 35, 36 and 37 of the *Public Works Act 1912* do not apply in respect of works constructed under this section.

21 Grant or transfer of certain land to University

- (1) If land on which the University is conducted is vested in the Crown or a Minister of the Crown (whether as Constructing Authority or otherwise), the land may:
 - (a) if it is vested in the Crown--be transferred to the University subject to such trusts, conditions, covenants, provisions, exceptions and reservations as the Minister for Natural Resources thinks fit, or
 - (b) if it is vested in a Minister of the Crown--be conveyed or transferred to the University for such estate, and subject to such trusts and rights of way or other easements, as the Minister in whom the land is vested thinks fit.
- (2) A conveyance, transfer or other instrument executed for the purposes of this section:
 - (a) is not liable to stamp duty under the *Stamp Duties Act 1920*, and
 - (b) may be registered under any Act without fee.

Division 3

Commercial activities

21A Definitions

In this Division:

"the Guidelines" means the guidelines determined for the time being under section "University commercial activity" means:

- (a) any activity engaged in by or on behalf of the University in the exercise of commercial functions of the University, and
- (b) any other activity comprising the promotion of, establishment of or participation in any partnership, trust, company or other incorporated body, or joint venture, by or on behalf of the University, that is for the time being declared by the Guidelines to be a University commercial activity.

21B Guidelines for commercial activities

- (1) The Council must by resolution determine, and must maintain, Guidelines requiring specified processes and procedures to be followed in connection with University commercial activities.
- (2) The Council may by resolution amend or replace the Guidelines from time to time.
- (3) Without limitation, the Guidelines may contain provision for or with respect to the following in connection with University commercial activities:
 - (a) requiring feasibility and due diligence assessment,
 - (b) requiring the identification of appropriate governance and administrative arrangements (including as to legal structures and audit requirements),
 - (c) requiring the undertaking of risk assessment and risk management measures,
 - (d) regulating and imposing requirements concerning the delegation by the Council of any of its functions under this Act in connection with University commercial activities,
 - (e) declaring a specified activity to be a University commercial activity for the purposes of paragraph (b) of the definition of that expression in section 21A,
 - (f) establishing a protocol regarding the rights and responsibilities of members of the Council in relation to commercialisation, with a view to avoiding real or apparent conflicts of interest.
- (4) The Council must ensure that the Guidelines are complied with.
- (5) (Repealed)
- (6) (Repealed)

21C Register of commercial activities

- (1) The Council is to maintain a Register of University commercial activities and is

to enter and keep in the Register the following details of each of those activities:

- (a) a description of the activity,
 - (b) details of all parties who participate in the activity,
 - (c) details of any appointment by or on behalf of the University to relevant boards or other governing bodies,
 - (d) details of any meetings at which relevant matters were considered and approved for the purposes of compliance with the Guidelines,
 - (e) such other details as the Guidelines may require.
- (2) The Guidelines may make provision for the following:
- (a) exempting specified activities or activities of a specified class from all or specified requirements of this section,
 - (b) altering the details to be included in the Register in respect of specified activities or activities of a specified class,
 - (c) enabling related activities to be treated as a single activity for the purposes of the Register.
- (3) The Council must comply with any request by the Minister to provide the Minister with a copy of the Register or any extract from the Register.

21D Reports to Minister on commercial activities

- (1) The Minister may request a report from the Council as to University commercial activities or as to any particular University commercial activity or aspect of a University commercial activity.
- (2) The Council must provide a report to the Minister in accordance with the Minister's request.

21E Referral of matters to Ombudsman or Auditor-General

The Minister may refer a University commercial activity or any aspect of a University commercial activity (whether or not the subject of a report by the Council to the Minister):

- (a) to the Auditor-General for investigation and report to the Minister, or
- (b) as a complaint to the Ombudsman that may be investigated by the Ombudsman as a complaint under the *Ombudsman Act 1974*.

Part 4A

Duties of Council members

21F Duties of Council members

The members of the Council have the duties set out in Schedule 2A.

21G Removal from office for breach of duty

- (1) The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.
- (2) The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.
- (3) The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.
- (4) The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.
- (5) If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.
- (6) A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.

Part 5

General

22 Advance by Treasurer

The Treasurer may, with the approval of the Governor, advance to the Council money for the temporary accommodation of the University on such terms and conditions in relation to repayment and interest as may be agreed upon.

22A Stamp duty exemption

- (1) Unless the Treasurer otherwise directs in a particular case, neither the University nor the Council is liable to duty under the *Duties Act 1997*, in respect of anything done by the University or Council for the purposes of the borrowing of money or the investment of funds of the University under this Act.
- (2) The Treasurer may direct in writing that any other specified person is not liable to duty under the *Duties Act 1997* in respect of anything done for the purposes of the borrowing of money or the investment of funds of the University under this Act, and the direction has effect accordingly.

23 Financial year

The financial year of the University is:

- (a) if no period is prescribed as referred to in paragraph (b)--the year commencing on 1 January, or
- (b) the period prescribed by the by-laws for the purposes of this section.

24 No religious test or political discrimination

A person must not, because of his or her religious or political affiliations, views or beliefs, be denied admission as a student of the University or be ineligible to hold office in, to graduate from or to enjoy any benefit, advantage or privilege of the University.

25 Exemption from membership of body corporate

A student or graduate of the University or a member of staff of the University is entitled to be exempted by the Council, on grounds of conscience, from membership of the body corporate of the University.

26 Re-appointment or re-election

Nothing in this Act prevents any person from being re-appointed or re-elected to any office under this Act if the person is eligible and otherwise qualified to hold that office.

27 Seal of University

The seal of the University is to be kept in such custody as the Council may direct and is only to be affixed to a document pursuant to a resolution of the Council.

Documents requiring authentication may be sufficiently authenticated without a seal in accordance with section 50 (3) of the *Interpretation Act 1987*.

28 By-laws

- (l) The Council may make by-laws, not inconsistent with this Act, for or with respect to any matter that is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act and, in particular, for or with respect to:
- (a) the management, good government and discipline of the University,
 - (b) the method of election of members of the Council who are to be elected,
 - (c) the manner and time of convening, holding and adjourning the meetings of the Council or Academic Senate,
 - (d) the manner of voting (including postal voting or voting by proxy) at meetings of the Council or Academic Senate,
 - (e) the functions of the presiding member of the Council or Academic Senate,
 - (f) the conduct and record of business of the Council or Academic Senate,
 - (g) the appointment of committees of the Council or Academic Senate,
 - (h) the quorum and functions of committees of the Council or Academic Senate,
 - (i) the resignation of members of the Council, the Chancellor, the Deputy Chancellor or the Vice-Chancellor,
 - (j) the tenure of office, stipend and functions of the Vice-Chancellor,
 - (k) the designation of members of staff of the University as academic staff, non-academic staff, full-time staff, part-time staff or otherwise,
 - (l) the number, stipend, manner of appointment and dismissal of officers and employees of the University,
 - (m) admission to, enrolment in and exclusion from courses of studies,
 - (n) the payment of such fees and charges, including fines, as the Council considers necessary, including fees and charges to be paid in respect of:
 - (i) entrance to the University,
 - (ii) tuition,
 - (iii) lectures and classes,
 - (iv) examinations,
 - (v) residence,
 - (vi) the conferring of degrees and the awarding of diplomas and
 - (vii) the provision of amenities and services, whether or not of an academic nature, and
 - (viii) an organisation of students or of students and other persons,
 - (o) the exemption from, or deferment of, payment of fees and charges, including fines,
 - (p) without limiting the operation of paragraphs (n) and (o), the imposition and payment of penalties for parking and traffic infringements,
 - (q) the courses of lectures or studies for, the assessments for and the granting of degrees, diplomas, certificates and honours and the attendance of candidates for degrees, diplomas, certificates and honours,
 - (r) the assessments for, and the granting of, fellowships, scholarships, exhibitions, bursaries and prizes,
 - (s) the admission of students and former students of other universities and institutions of higher education to any status

- within the University or the granting to graduates of such universities or institutions, or other persons, of degrees or diplomas without examination,
 - (t) the establishment and conduct of places of accommodation for students (including residential colleges and halls of residence within the University) and the affiliation of residential colleges,
 - (u) the affiliation with the University of any educational or research establishment,
 - (v) the creation of faculties, schools, departments, centres or other entities within the University,
 - (w) the provision of schemes of superannuation for the officers and employees of the University,
 - (x) the form and use of academic costume,
 - (y) the form and use of an emblem of the University or of any body within or associated with the University,
 - (z) the use of the seal of the University, and
 - (aa) the making, publication and inspection of rules.
- (2) A by-law has no effect unless it has been approved by the Governor.

29 Rules

- (1) The by-laws may empower any authority (including the Council) or officer of the University to make rules (not inconsistent with this Act or the by-laws) for or with respect to any or all of the matters for or with respect to which by-laws may be made, except the matters referred to in sections 3(2), 8B, 8D (2) (c) (i) and (3) (a), 8E (4), 8F, 8G, 9 (1) (c) and (d), 10 (2), 16 (1) (d) and (e), 23 and 28 (1) (k) and clause 3 of Schedule 1 (to the extent it relates to appointments).
- (1A) Despite subsection (1), only the Council may be empowered to make rules for or with respect to which by-laws may be made concerning matters referred to in sections 8D (3) (b), 8E (2) (a) and 28 (1) (b) and clause 3 of Schedule 1 (to the extent it relates to elections) ("election rules").
- (1B) Election rules must be consistent with sound and democratic electoral practices, procedures and methods of voting.
- (1C) The Council must ensure that any election rule it makes is made readily available to the public by whatever means the Council considers appropriate as soon as practicable after it is made.
- (2) A rule:
 - (a) has the same force and effect as a by-law, and
 - (b) may, from time to time, be amended or repealed by the Council (whether or not the Council is empowered to make such a rule), or by the authority or officer of the University for the time being empowered to make such a rule, and
 - (c) takes effect on the day on which it is published or on such later day as may be specified in the rule, and
 - (d) must indicate the authority or officer who made the rule and that it is made under this section.

- (3) In the event of an inconsistency between a by-law and a rule, the by-law prevails to the extent of the inconsistency.
- (4) The fact that a provision of this Act specifically provides for a matter to be the subject of by-laws (without mention of rules) does not prevent the matter from being the subject of rules made in accordance with this section.

30 Recovery of charges, fees and other money

Any charge, fee or money due to the University under this Act may be recovered as a debt in any court of competent jurisdiction.

31 Repeal etc

- (1) The *University of Wollongong Act 1972* is repealed.
- (2) The Council of the University of Wollongong, as constituted immediately before the repeal of the *University of Wollongong Act 1972*, is dissolved.
- (3) The persons holding office as members of the Council and Deputy Chancellor immediately before the repeal of the *University of Wollongong Act 1972* cease to hold office as such on that repeal.

32 Savings and transitional provisions

- (1) Schedule 3 has effect.
- (2), (3) (Repealed)

Schedule 1

Provisions relating to members and procedure of the Council

(Section 8A (3))

1 (Repealed)

2 Vacation of office

The office of a member of the Council becomes vacant if the member:

- (a) dies, or
- (b) declines to act, or
- (c) resigns the office by writing under his or her hand addressed:
 - (i) in the case of a member appointed by the Minister, to the Minister, or
 - (ii) in the case of a member appointed by the Council, to the Chancellor, or
 - (iii) in the case of an elected member, to the Vice-Chancellor, or

- (d) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or
- (e) becomes a mentally incapacitated person, or
- (f) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or
- (g) is, or becomes, disqualified from managing a corporation under Part 2D.6 of the *Corporations Act 2001* of the Commonwealth, or
- (h) is removed from office by the Council pursuant to section 21G, or
- (i) is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or
- (j) in the case of an elected member, or a member appointed under section 8E, ceases to be qualified for election or appointment, or
- (k) in the case of a member appointed by the Minister, is removed from office by the Minister, or
- (l) in the case of a member appointed by the Council, is removed from office by the Council.

3 Filling of vacancy in office of member

- (1) If the office of an appointed or elected member of the Council becomes vacant, a person is, subject to this Act and the by-laws, to be appointed or elected to fill the vacancy.
- (2) The by-laws may provide that, in such circumstances as may be prescribed, a person is to be appointed or elected in such manner as may be prescribed instead of in the manner provided for by this Act.

4 Committees of the Council

- (1) The Council may establish committees to assist it in connection with the exercise of any of its functions.
- (2) It does not matter that any or all of the members of a committee are not members of the Council.
- (3) The procedure for the calling of meetings of a committee and for the conduct of business at those meetings is to be as determined by the Council or (subject to any determination of the Council) by the committee.

5 Liability of Council members and others

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

- (a) the University, the Council or a member of the Council, or
- (b) any person acting under the direction of the University or the Council,

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

6 General procedure

The procedure for the calling of meetings of the Council and for the conduct of business at those meetings is, subject to this Act and the by-laws, to be as determined by the Council.

6A Use of technology

- (1) Without limiting clause 6, a meeting of the Council may be called or held using any technology consented to by all the members of the Council.
- (2) The consent may be a standing one.
- (3) A member may only withdraw his or her consent a reasonable period before the meeting.
- (4) If the members are not all in attendance at one place and are holding a meeting using technology that permits each member to communicate with other members:
 - (a) the members are, for the purpose of every provision of this Act and by-laws concerning meetings of the Council, taken to be assembled together at a meeting and to be present at that meeting, and
 - (b) all proceedings of those members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

7 Presiding member

- (1) The Chancellor is to preside at all meetings of the Council at which the Chancellor is present.
- (2) At any meeting of the Council at which the Chancellor is not present, the Deputy Chancellor is to preside and, in the absence of both the Chancellor and the Deputy Chancellor, a member elected by and from the members present is to preside.
- (3) Except as provided by subclause (4), at the meetings of a committee constituted by the Council a member appointed by the Council (or, if no member is so appointed, elected by and from the members present) is to preside.
- (4) At any meeting of a committee constituted by the Council at which the Chancellor is present, the Chancellor is entitled, if he or she so desires, to preside at that meeting.

8 Quorum

At any meeting of the Council, a majority of the total number of members for the time being of the Council constitutes a quorum.

9 Voting

A decision supported by a majority of the votes cast at a meeting of the Council at which a quorum is present is the decision of the Council.

10 Remuneration

The Council may, but need not, provide from time to time for a member of the Council to be paid such remuneration (if any) as is determined by a resolution passed by at least two-thirds of the members of the Council.

Schedule 2 Investment

(Section 16)

1 Definition of "funds"

For the purposes of this Schedule, the funds of the University include funds under the control of the University and real property, securities or other property comprising an investment.

2 (Repealed)

2A Funds managers

- (1) The Council may engage a funds manager to act in relation to the management of the funds belonging to or vested in the University.
- (2) Such a funds manager may on behalf of the Council invest funds of the University in any investment in which the funds manager is authorised to invest its own funds or other funds.

3 Investment common funds

- (1) The Council may establish one or more investment common funds.
- (2) The Council may from time to time, without liability for breach of trust, bring into or withdraw from any such investment common fund the whole or any part of trust funds or other funds of the University.
- (3) Subject to subclause (4), the Council must periodically distribute the income of each investment common fund among the funds participating in the common fund, having regard to the extent of the participation of each fund in the common fund during the relevant accounting period.
- (4) The Council may, if it considers it expedient to do so, from time to time add some portion of the income of an investment common fund to the capital of the common fund or use some portion of the income to establish or augment a fund or funds as a provision

against capital depreciation or reduction of income.

- (5) If an investment is brought into an investment common fund:
- (a) the University is to be taken to hold that investment on behalf of and for the benefit of the common fund instead of the participating trust fund or other fund, and
 - (b) that participating fund is to be taken to have contributed to the common fund an amount of money equivalent to the value attributed to the investment by the Council at the time it is brought into the common fund, and
 - (c) on the withdrawal of that participating fund from the common fund, the amount of money to be withdrawn is to be the amount equivalent to the value attributed by the Council to the equity in the common fund of that participating fund at the time of withdrawal.
- (6) The inclusion in an investment common fund of trust funds does not affect any trust to which those trust funds (or money attributed to them) are subject.
- (7) On the withdrawal of trust funds from an investment common fund, the funds (or money attributed to them) continue to be subject to the trust.

4 Terms of trust to prevail

In respect of the trust funds of the University:

- (a) the investment powers of the Council, and
- (b) the power of the Council to bring the trust funds into an investment common fund,

are subject to any express direction in or express condition of the trust.

Schedule 2A

Duties of Council members

(Section 21F)

1 Duty to act in best interests of University

A member of the Council must carry out his or her functions:

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

2 Duty to exercise care and diligence

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

3 Duty not to improperly use position

A member of the Council must not make improper use of his or her position:

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

4 Duty not to improperly use information

A member of the Council must not make improper use of information acquired because of his or her position:

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

5 Disclosure of material interests by Council members

(1) If:

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

(2) A disclosure by a member of the Council at a meeting of the Council that the member:

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

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

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

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

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

(5) For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure

relates must not:

- (a) be present during any deliberation of the Council for the purpose of making the determination, or
 - (b) take part in the making by the Council of the determination.
- (6) A contravention of this clause does not invalidate any decision of the Council.
- (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G or the person's remuneration pursuant to clause 10 of Schedule 1.
- (8) This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.
- (9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.
- (10) In this clause: "associate" of a member means any of the following:
- (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,
 - (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,
 - (c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation. "De facto partner" is defined in section 21C of the *Interpretation Act 1987*.

Schedule 3

Savings and transitional provisions

(Section 32)

1A Savings or transitional regulations

- (1) The regulations may contain provisions of a savings or transitional nature consequent on the enactment of this Act or any Act that amends this Act.
- (2) Any such provision may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date.
- (3) To the extent to which any such provision takes effect from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as:

- (a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or
- (b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.

1 University a continuation of the old University

The University is a continuation of, and the same legal entity as, the University of Wollongong established by the *University of Wollongong Act 1972*.

2 Chancellor

- (1) The person who, immediately before the commencement of this clause, held office as the Chancellor of the University of Wollongong:
 - (a) remains Chancellor of the University, and
 - (b) continues to hold office as such (unless he or she sooner resigns) for the residue of the term for which he or she was appointed as Chancellor.
- (3) Section 10 (2) does not apply to or in respect of the Chancellor referred to in this clause.

3 Deputy Chancellor

The Council must, at its first meeting that takes place after the commencement of this clause or as soon as practicable thereafter, appoint a Deputy Chancellor of the University.

4 Vice-Chancellor

- (1) The person who, immediately before the commencement of this clause, held office as Vice-Chancellor of the University of Wollongong:
 - (a) remains Vice-Chancellor of the University, and
 - (b) continues to hold office as such (unless he or she sooner resigns) for the residue of the term for which he or she was appointed.
- (2) Section 12 (2) does not apply to or in respect of the Vice-Chancellor referred to in this clause.

5 Savings of delegations

Any delegation made or taken to have been made by the Council of the University of Wollongong under the *University of Wollongong Act 1972* is to be taken to be a delegation under this Act by the Council.

6 Existing investments

Nothing in this Act affects the validity of any investment made on behalf of the University before the commencement of Schedule 2.

7 Academic Senate

Pending the making of appropriate by-laws, the constitution and procedure of the Academic Senate of the University is to be the same as it was immediately before the commencement of this clause.

8 By-laws

The University of Wollongong By-law:

- (a) continues in force as if it had been made by the Council, and
- (b) may be amended and revoked accordingly.

9 Visitor

- (1) Section 13 (2) extends to disputes and other matters arising before the commencement of this clause.
- (2) However, if an inquiry by or at the direction of the Visitor into a dispute or other matter has commenced or been completed before the commencement of this clause, the dispute or other matter is to be dealt with and determined as if the *University Legislation (Amendment) Act 1994* had not been enacted.

10 Effect of the University Legislation (Amendment) Act 1994 on existing by-laws and rules

(1) Any by-law made or taken to have been made under this Act and in force immediately before the commencement of this clause is taken to have been made under this Act as amended by the *University Legislation (Amendment) Act 1994*, but only to the extent to which it could have been made under this Act if this Act had been so amended at the time the by-law was made.

- (2) Any rule in force immediately before the commencement of this clause is taken to have been made under this Act as amended by the *University Legislation (Amendment) Act 1994*, but only to the extent to which it could have been made under this Act if this Act had been so amended at the time the rule was made.

11 Investment powers

Until an order is made under clause 2 of Schedule 2 (as substituted by the *Universities Legislation Amendment (Financial and Other Powers) Act 2001*), approval is taken to have been given by order under that clause to the investment by the Council of any funds of the University in any manner that the Council was authorised to invest those funds immediately before the Council ceased to be an authority for the purposes of Part 3 (Investment) of the *Public Authorities (Financial Arrangements) Act 1987*.

12 Validation

Any act or omission occurring before the substitution of section 6 by the *Universities Legislation Amendment (Financial and Other Powers) Act 2001* that would have been valid had that section as so substituted been in force from the commencement of that section as originally enacted is (to the extent of any invalidity) taken to be, and always to have been, valid.

13 Provisions consequent on enactment of University Legislation Amendment Act 2004

(1) In this clause: "**amending Act**" means the *University Legislation Amendment Act 2004*; "**former section 9**" means section 9 as in force immediately before its substitution by the amending Act; "**new section 9**" means section 9 as substituted by the amending Act; "**relevant day**" means the date of assent to the amending Act.

(2) Subject to this Act, on the relevant day:

- (a) a person holding office under former section 9 (2) ceases to hold that office, and
- (b) a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and
- (c) a person holding office under former section 9 (5) (a), (b), (c) or (d) is taken to be elected as a member under new section 9 (1) (d), (e), (f) or (g), respectively, for the balance of the person's term of office.

(3) On, or as soon as is reasonably practicable after, the relevant day, the Minister must appoint the balance of the members required to be appointed under new section 9 (1) (b).

(4) The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 9 as soon as is reasonably practicable after the relevant day.

(5) For the purposes of making the by-laws referred to in subclause (4), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).

(6) The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.

(7) A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:

- (a) if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,
- (b) if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,
- (c) if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,
- (d) if the vacancy occurs in the office of a member elected under new section 9 (1) (f), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,
- (e) if the vacancy occurs in the office of a member elected under new section 9 (1) (g), the Council is to appoint a person qualified to hold that office following consultation

with the alumni association or body for the University.

(8) Subject to this Act, a member appointed under subclause (7) holds office from the time that person is appointed under that subclause until the expiry of the term of that member's predecessor.

(9) Subject to this Act, if, on the expiry:

- (a) of a member's term of office that is continued under subclause (2) (b) or (c), or
- (b) in the case of a member appointed under subclause (7), of the term of office of the member's predecessor,

the by-laws necessary to enable a person to be duly appointed or elected (as the case may be) to that office under new section 9 are not yet in force, the member may continue to hold that office until such time as a person is so duly appointed or elected.

(10) For the purposes of subclause (2), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.

(11) A person who ceases to hold office under subclause (2) (a):

- (a) is not entitled to any remuneration or compensation because of loss of that office, and
- (b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.

(12) Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.

(13) However, clause 1 (3) of Schedule 1 does not affect the operation of subclause (2) (b) or (c) or (9) of this Schedule.

(14) Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.

(15) No amendment made by the amending Act affects the continuity of the Council.

(16) The provisions of this clause are subject to any regulations made under clause 1A.

14 Adoption of standard governing body provisions under the Universities Governing Bodies Act 2011

(1) Terms used in this clause and also in the *Universities Governing Bodies Act 2011* have the same meanings in this clause as they have in that Act.

(2) In this clause: "amended provision" means the provision of this Act and the by-laws

amended as set out in an order made by the Minister under section 4 of the *Universities Governing Bodies Act 2011*. "existing member" of the Council means a member of the Council as constituted immediately before the commencement of the governing body resolution. "governing body resolution" means the governing body resolution made by the Council on 2 December 2011.

- (3) An existing member of the Council continues in office until the expiration of the term for which the member was appointed (subject to the member's office becoming vacant earlier for a reason other than the expiration of the member's term of office).
- (4) For the purposes of subclause (3):
 - (a) an existing member is taken to be a member of the corresponding category of membership set out in the amended provisions, and
 - (b) the proportion of Council and Ministerially appointed members of the council specified under the constitution rules is, until all existing members of that category cease to hold office as referred to in subclause (3), taken to be the number of existing members in those categories at any particular time.

15 Guidelines for commercial activities

The Guidelines approved for the time being under section 21B, as in force immediately before the amendments made to that section by the *Universities Legislation Amendment (Regulatory Reforms) Act 2014*, continue to have effect as if they were Guidelines determined by the Council under that section as amended.

16 Existing investments

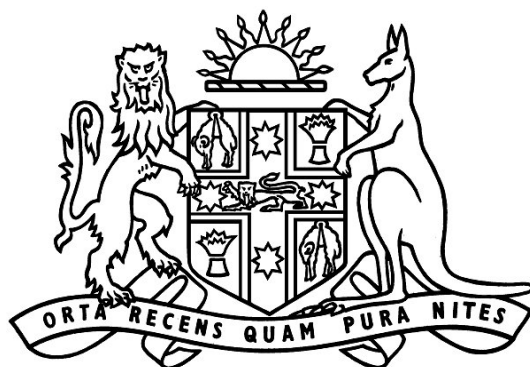
An amendment made to this Act by the *Universities Legislation Amendment (Regulatory Reforms) Act 2014* does not affect the appointment of a funds manager or the validity of any investment made by or on behalf of the University before the commencement of the amendment.

17 Convocation

The repeal of section 4 (b) by the *Universities Legislation Amendment (Regulatory Reforms) Act 2014* does not affect the continuity or legal status of the University.

18 Previously acquired land

Section 18 (2)-(3), as inserted by the *Universities Legislation Amendment (Regulatory Reforms) Act 2014*, extend to land acquired from the State before the insertion of those subsections.



New South Wales

University of Wollongong By-law 2005

As at 26 August 2014

Her Excellency the Governor, with the advice of the Executive Council, has approved the following By-law made by the Council of the University of Wollongong under the University of Wollongong Act 1989.

CARMEL TEBBUTT, M.L.C.,
Minister for Education and Training

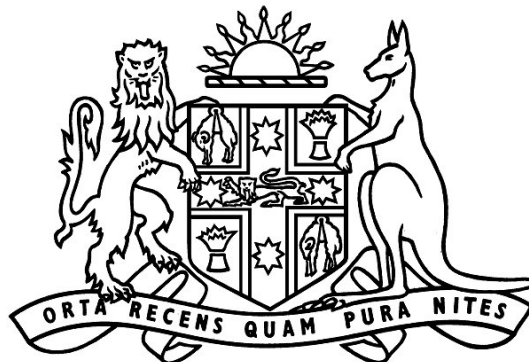
Explanatory note

The object of this By-law is to provide for certain matters under the University of Wollongong Act 1989, including the following:

- (a) the appointment and functions of the Chancellor and Deputy Chancellor,
- (b) the qualification and method of election of members of the Council,
- (c) the procedures for nomination of appointed members of the Council,
- (d) the custody and use of the seal of the University,
- (e) the functions of the Vice-Chancellor of the University,
- (f) the constitution and functions of the Academic Senate,
- (g) the diplomas to be awarded by the University, the entrance standards and conditions of admission for students and the management, generally, of the University.

This By-law repeals the University of Wollongong By-law 1991.

This By-law is made under the University of Wollongong Act 1989, including section 28 (the general power to make by-laws).



New South Wales

University of Wollongong

By-law 2005

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Part 1

Preliminary

1 Name of By-law

This By-law is the *University of Wollongong By-law 2005*.

2 Interpretation

(1) In this By-law: "**Academic Senate**" means the Academic Senate of the University. "**elected academic staff member**" of the Council means a member of the Council referred to in section 8D (1) (a) of the Act. "**elected non-academic staff member**" of the Council means a member of the Council referred to in section 8D (1) (b) of the Act. "**elected student (postgraduate) member**" of the Council means a member of the Council referred to in section 8D (1) (c) of the Act who is a postgraduate student of the University. "**elected student (undergraduate) member**" of the Council means a member of the Council referred to in section 8D (1) (c) of the Act who is an undergraduate student of the University. "**full-time staff of the University**" includes persons employed by the University for the equivalent of at least 2 days a week:

- (a) on a continuing basis, or
- (b) for a minimum fixed period of 2 years.

"**graduate member**" means a member of the Council elected under section 8E of the Act. "**Returning Officer**" means the Returning Officer for an election, as referred to in clause 1 of Schedule 1. "**the Act**" means the *University of Wollongong Act 1989*.

(2) In this By-law, a reference to an authority, officer or office is a reference to that authority, officer or office in and of the University.

(3) For the purposes of section 3 (2) of the Act (which provides for references to a graduate of the University), honorary awards are prescribed.

Part 2

Chancellor and Deputy Chancellor

3 Term of office of Chancellor

For the purposes of section 10 (2) of the Act, the prescribed period for which the Chancellor is to hold office is 4 years from a starting date determined by the Council.

4 Election of Chancellor or Deputy Chancellor

An election to fill a vacancy in the office of Chancellor or Deputy Chancellor is to be held at an ordinary meeting of the Council.

5 Nomination of Chancellor or Deputy Chancellor

A nomination for election to the office of Chancellor or Deputy Chancellor:

- (a) must be signed by 2 persons who are members of the Council, and
- (b) must be submitted in writing to the Secretary to Council before the commencement of the item of business of the meeting of the Council during which that election is to be held.

Part 3

Vice-Chancellor

6 Authority

Nothing in this Part affects the precedence or authority of the Chancellor or Deputy Chancellor.

7 Functions of Vice-Chancellor

The Vice-Chancellor is:

- (a) to promote and further the development and interests of the University including, but without limiting the generality of this clause, the welfare of staff and students, and
- (b) to be responsible to the Council for the general academic, administrative, financial and other business of the University, and
- (c) to exercise a general supervision over all staff and students of the University, and
- (d) to do all things ancillary to those functions referred to in paragraphs (a), (b) and (c).

8 Functions and authority delegated by Council

Without prejudice to the generality of clause 7, the Vice-Chancellor is to exercise such functions and authority as may from time to time be delegated by the Council.

9 Powers of Vice-Chancellor in relation to University bodies

The Vice-Chancellor is, by virtue of holding that office, a member of any board, committee or faculty within the University and, unless the Council determines otherwise, may preside at a meeting of any such board, committee or faculty.

Part 4

Council membership

10 (Repealed)

11 Qualification for election as elected academic staff member

- (1) For the purposes of section 8D (3) of the Act, the prescribed qualifications in respect of a person seeking election as an elected academic staff member are the qualifications

specified in this clause.

- (2) The Returning Officer is to keep a roll (in this By-law referred to as the Roll of Academic Staff) containing the names and last known addresses of:
 - (a) professors within the University, and
 - (b) persons employed as full-time staff of the University in the position of associate professor, senior lecturer or lecturer within the University, or such other position within the University as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph, and
 - (c) officers holding the positions of Deputy Vice-Chancellor and Pro Vice-Chancellor within the University and such other positions within the University as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph.
- (3) The persons qualified to be elected as an elected academic staff member are those persons whose names appear on the Roll of Academic Staff at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (4) The persons entitled to vote for the academic staff members are those persons whose names appear on the Roll of Academic Staff at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (5) The provisions of Schedule 1 apply to an election conducted under this clause.

12 Qualification for election as elected non-academic staff member

- (1) For the purposes of section 8D (3) of the Act, the prescribed qualifications in respect of a person seeking election as an elected non-academic staff member are the qualifications specified in this clause.
- (2) The Returning Officer is to keep a roll (in this By-law referred to as the Roll of Non-academic Staff) containing the names and last known addresses of the full-time staff of the University who are not staff to whom clause 11 (2) applies.
- (3) The persons qualified to be elected as an elected non-academic staff member are those persons whose names appear on the Roll of Non-academic Staff at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (4) The persons entitled to vote for the non-academic staff member are those persons whose names appear on the Roll of Non-academic Staff at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (5) The provisions of Schedule 1 apply to an election conducted under this clause.

13 Qualification for election as elected student (undergraduate) member

- (1) For the purposes of section 8D (3) of the Act, the prescribed qualifications in respect of a person seeking election as an elected student (undergraduate) member are the qualifications specified in this clause.

- (2) The Returning Officer is to keep a roll (in this By-law referred to as the Roll of Undergraduate Students) containing the names and last known addresses of:
 - (a) persons who are enrolled as candidates proceeding to an undergraduate degree or diploma in the University (other than persons so enrolled who are members of the staff of the University), and
 - (b) such other persons as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph.
- (3) The persons qualified to be elected as an elected student (undergraduate) member are those persons whose names appear on the Roll of Undergraduate Students at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (4) The persons entitled to vote for the undergraduate student member are those persons whose names appear on the Roll of Undergraduate Students at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (5) The provisions of Schedule 1 apply to an election conducted under this clause.

14 Qualification for election as elected student (postgraduate) member

- (1) For the purposes of section 8D (3) of the Act, the prescribed qualifications in respect of a person seeking election as an elected student (postgraduate) member are the qualifications specified in this clause.
- (2) The Returning Officer is to keep a roll (in this By-law referred to as the Roll of Postgraduate Students) containing the names and last known addresses of:
 - (a) persons who are enrolled as candidates proceeding to a postgraduate degree, diploma or certificate in the University (other than persons so enrolled who are members of the staff of the University), and
 - (b) such other persons as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph.
- (3) The persons qualified to be elected as an elected student (postgraduate) member are those persons whose names appear on the Roll of Postgraduate Students at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (4) The persons entitled to vote for the postgraduate student member are those persons whose names appear on the Roll of Postgraduate Students at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (5) The provisions of Schedule 1 apply to an election conducted under this clause.

15 Graduate members

- (1) For the purposes of section 8E (4) of the Act, the prescribed qualifications in respect of a person seeking to be a graduate member are the qualifications specified in this clause.
- (2) The Returning Officer is to keep:

- (a) a roll (in this By-law referred to as the Roll of Graduates) containing the names and last known addresses of the graduates of the University, and
 - (b) a register in relation to each election of graduate members (in this By-law referred to as the Graduate Election Register) containing the names and last known addresses of graduates of the University who have duly applied to be listed on the register in relation to the election concerned.
- (3) At least 30 days before an election of graduate members, the Returning Officer is to invite graduates of the University to apply to be listed on the Graduate Election Register relating to that election in the manner and within the time specified in the invitation.
- (4) The Returning Officer is to make such an invitation by placing a notice to that effect:
- (a) in a newspaper circulating throughout Australia, and
 - (b) on the Internet by means of the website of the University, and
 - (c) by any other means that the Returning Officer considers appropriate.
- (5) The persons qualified to be elected as graduate members are persons whose names appear on the Roll of Graduates, other than members of the staff and students of the University, at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (6) The persons entitled to vote for the graduate members are those persons whose names appear on the Graduate Election Register for the election concerned, other than members of the staff and students of the University, at the date and time prescribed pursuant to clause 3 (2) of Schedule 1 for the close of nominations.
- (7) The provisions of Schedule 1 apply to an election conducted under this clause.

16 Nomination procedures relating to appointed members

- (1) The Council is to establish a Council Nominations Committee consisting of the following persons:
- (a) the Chancellor,
 - (b) the Deputy Chancellor,
 - (c) the Vice-Chancellor,
 - (d) 2 members of the Council who are not academic or non-academic staff members, or undergraduate or postgraduate students, of the University.
- (2) At least 60 days before the term of office of a member of the Council appointed under section 8F or 8G of the Act expires, the Council Nominations Committee is to identify persons who may be suitable for appointment as such a member.
- (3) The Committee is:
- (a) to determine which of those persons are to be recommended to the Council:
 - (i) for suggestion for appointment by the Minister, or
 - (ii) for appointment by the Council,

as the case may be, and

- (b) to recommend the length of appointment for each such person, and
- (c) to forward those recommendations to the Council.

(4) The Council is:

- (a) to consider the recommendations forwarded by the Committee, and
- (b) to determine which of the recommended persons are to be:
 - (i) suggested for appointment by the Minister, or
 - (ii) appointed by the Council,

as the case may be, and

- (c) to determine:
 - (i) in the case of the persons referred to in paragraph (b) (i), the suggested length of appointment for each such person, or
 - (ii) in the case of the persons referred to in paragraph (b) (ii), the length of appointment for each such person.

(5) The Chancellor is to forward the determinations referred to in subclause (4) (b) (i) and (c) (i) to the Minister.

17 Casual vacancies

- (1) For the purposes of clause 3 of Schedule 1 to the Act, the prescribed manner for filling a casual vacancy is, subject to subclause (2), the same manner as that in which the person whose seat is vacant was appointed or elected.
- (2) In the event of a casual vacancy in the office of any elected member of the Council occurring within less than one year of the date on which the member's term of office would have expired, such vacancy is to be filled by some person, whose name appears on the appropriate roll kept under this Part, appointed by the Council in the place of that member in the manner described in clause 18.

18 Elections to fill certain casual vacancies for elected members

- (1) An election to fill a casual vacancy in the office of an elected member of the Council in the circumstances referred to in clause 17 (2) is to be held by the Returning Officer at a scheduled meeting of the Council.
- (2) The Returning Officer is to advise the members of the Council of the election to be held by including a notice of the election with the papers circulated with the agenda for the meeting.
- (3) The election is to be effected in such manner as may be determined at the meeting.

19 Rolls

A person who is entitled to be enrolled or listed on a roll or register kept under this Part may

inspect that roll or register during the time that the office of the Secretary to Council is open.

20 Term of office

- (1) For the purposes of section 9 (1) (c) and (d) of the Act:
 - (a) the term of office of an elected academic staff member is 2 years, and
 - (b) the term of office of an elected non-academic staff member is 2 years, and
 - (c) the term of office of an elected student (undergraduate) member is 2 years, and
 - (d) the term of office of an elected student (postgraduate) member is 2 years, and
 - (e) the term of office of a graduate member is 4 years.

- (2) The term of office of some of the elected members of any class:
 - (a) who are elected at the first election of members of that class, and
 - (b) who receive fewer votes than the other elected members of that class,

is, if a resolution made by the Council so provides, to be reduced from the period specified in subclause (1) to such shorter period as may be specified in the resolution in order to provide for the retirement in rotation of the elected members of that class.

Part 5

Management of the University

21 Rules relating to management of University

The Council may make rules for or with respect to all matters with respect to which the Council is empowered to make by-laws under section 28 (1) (other than paragraphs (b) and (k)) of the Act.

Part 6

The common seal

22 Custody of common seal

The common seal of the University is to be kept in the custody of the Secretary to Council.

23 Use of common seal

The common seal of the University is to be affixed to any instrument or document in the presence of, and the affixing of the seal is to be attested by:

- (a) the Chancellor, the Deputy Chancellor, the Vice-Chancellor or any other member of the Council, and
- (b) the Secretary to Council.

24 Register of use of common seal

- (1) The Secretary to Council is to maintain a register of the use of the common seal.
- (2) The register of the use of the common seal is to record:
 - (a) the nature of, and parties to, an instrument or document to which the common seal was affixed, and
 - (b) the date on which the common seal was affixed to an instrument or document, and
 - (c) the names of the persons who attested the affixing of the common seal.

Part 7

Courses and degrees

25 Degrees and diplomas

The degrees and diplomas to be conferred and awarded by the University are to be specified in rules made by the Council for the purposes of this clause.

26 Award of degrees and diplomas

- (1) The requirements to be satisfied for the award of degrees and diplomas, including the conditions governing the admission of students of other universities and institutions of higher education to any status within the University, are to be specified in rules made by the Council for the purposes of this clause.
- (2) The Council may revoke a conferral or award of a degree or diploma if the Council determines that the degree or diploma has been erroneously or inappropriately conferred or awarded.

27 Entrance standards and conditions of admission

The entrance standards for students and the conditions to be satisfied for admission to the University are to be specified in rules made by the Council for the purposes of this clause.

Part 8

Honorary degrees

28 Conferring of honorary degrees

The Council may confer, *honoris causa*, any degree of the University.

29 Ceremonial and Honorary Awards Committee

- (1) The Council is to establish a Ceremonial and Honorary Awards Committee which is to consist of the Chancellor, the Vice-Chancellor and such other persons as may be

specified from time to time in resolutions made by the Council for the purposes of this clause.

- (2) The Ceremonial and Honorary Awards Committee may recommend to the Council the persons on whom honorary degrees may be conferred and the criteria for selection of any such persons.

Part 9

Academic costume

30 Academic costume

- (1) The academic costume for the Chancellor consists of a gown of black damask lined with blue and trimmed with gold and a trencher cap of black with a gold tassel.
- (3) The form of academic costume for the Deputy Chancellor, the Vice-Chancellor, members of the Council, the officers of the University, the graduates and the students of the University is to be as specified from time to time in resolutions made by the Council for the purposes of this subclause.

31 Usages of academic costume

The usages of the academic costumes are to be determined by resolution of the Council.

Part 10

University membership

32 Members of the University

For the purposes of section 4 (c) of the Act, the other members of staff of the University are the officers holding the positions of Deputy Vice-Chancellor, Chief Administrative Officer, Chief Finance Officer, Pro Vice-Chancellor and Director of Library Services and such other positions as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph.

Part 11

(Repealed)

Part 12

The Academic Senate

34 Members of the Academic Senate

The Academic Senate is to consist of:

- (a) the Vice-Chancellor, and
- (b) such other persons as may be specified from time to time in resolutions made by the Council for the purposes of this paragraph.

35 Functions of the Academic Senate

The Academic Senate is the principal academic body of the University and has responsibility for advising the Council and the Vice-Chancellor on matters relating to teaching, scholarship, research and related activities in accordance with terms of reference specified from time to time in resolutions made by the Council for the purposes of this clause.

Part 13

Miscellaneous

36 Repeal and savings

- (1) The *University of Wollongong By-law 1991* is repealed.
- (2) Any act, matter or thing that, immediately before the repeal of the *University of Wollongong By-law 1991*, had effect under that By-law continues to have effect under this By-law (but only to the extent that it relates to this By-law and is not inconsistent with this By-law and the acts, matters or things done under this By-law).
- (4) In particular, any rule made pursuant to a provision of the repealed By-law is taken to have been made pursuant to the corresponding provision of this By-law.

Schedule 1

(Clauses 11, 12, 13, 14 and 15)

1 Returning Officer

- (1) The election is to be conducted by the Returning Officer.
- (2) The Returning Officer is to be the Secretary to Council, or a deputy appointed by him or her.
- (3) In the performance of any of the Returning Officer's functions under this By-law, the Returning Officer may be assisted by such persons as the Returning Officer appoints.
- (4) Subject to this By-law, the election is to be effected in such manner as the Returning Officer determines.

2 Timing

In the conduct of the election, the following intervals are to be allowed:

- (a) between the date of publication (or other display) of the notice of election and the date and time for close of nominations--not less than 14 and not more than 28 days,
- (b) between the close of nominations and the posting of voting forms--not more than 14 days,
- (c) between the posting of voting forms and the date and time by which completed voting forms must be submitted to the Returning Officer--not less than 14 and not more than 28 days.

3 Notice of election

- (1) The Returning Officer is to give notice of the election:
 - (a) by publishing the notice on the Internet by means of the website of the University, and
 - (b) by any other means that the Returning Officer considers appropriate.
- (2) The notice of election is:
 - (a) to state the number of persons to be elected and the qualifications for candidature, and
 - (b) to specify the form of the nomination and the means by which it is to be submitted to the Returning Officer, and
 - (c) to prescribe a date and time by which nominations must reach the Returning Officer (referred to as the "close of nominations").

4 Acceptance of nomination

- (1) The Returning Officer is not to accept a nomination unless:
 - (a) it is in writing in the form specified in the notice of election, and
 - (b) it is signed by 2 persons whose names appear on the appropriate roll kept under Part 4, and
 - (c) the person nominated has consented to stand for election by a notice in writing given to the Returning Officer before the time prescribed for the close of nominations or by a notation to that effect on the nomination form, and
 - (d) it is received by the Returning Officer before the time prescribed for the close of nominations.
- (2) If, following the close of nominations, the number of accepted nominations is less than the number of persons to be elected, the Returning Officer is to make a further call for nominations.
- (3) If, following the close of nominations, the number of accepted nominations is equal to the number of persons to be elected, the Returning Officer is to declare the persons nominated to be elected.
- (4) If, following the close of nominations, the number of accepted nominations exceeds the

number of persons to be elected, the Returning Officer is to send by post or by other (including electronic) means a voting form to those persons entitled to vote at the address shown in respect of those persons on the Roll of Academic Staff, the Roll of Non-academic Staff, the Roll of Undergraduate Students, the Roll of Postgraduate Students or the Graduate Election Register, as the case may be.

5 Voting form

- (1) Each voting form is to contain the names of the candidates in alphabetical order.
- (2) Each voting form is to be accompanied by a form of declaration or other means of verification that the person so voting is qualified to vote at the election.
- (5) If a voting form has been lost or destroyed, a duplicate may be issued by the Returning Officer upon receipt of a written declaration that the voting form has been lost or destroyed.
- (6) Each voting form sent in accordance with clause 4 (4) is to be accompanied by a notice which:
 - (a) specifies the date and the time by which the completed voting form must reach the Returning Officer, and
 - (b) contains instructions for the transmission (whether electronically or otherwise) of the completed voting form to the Returning Officer, and
 - (c) states the date and time when the votes will be counted.

6 Voting

The voter is to mark a cross on the voting form opposite the name of each candidate for whom the voter votes, but the number of candidates for whom a vote is cast is not to exceed the number of persons to be elected.

7 Counting of votes

At the date and time appointed for the counting of votes, the Returning Officer or the Returning Officer's deputy is:

- (a) to count votes in accordance with the procedures for counting votes approved by the Returning Officer and published on the Internet by means of the website of the University, and
- (b) to ensure that the secrecy and integrity of the ballot is maintained.

8 Declaration of the election

- (1) Where an election is held to elect one member, the Returning Officer is to declare as elected the candidate who receives the highest number of votes.
- (2) Where an election is held to elect more than one member, the Returning Officer is to declare as elected the persons who received the highest number of votes.

9 Equality of votes

- (1) Where there is an equality of votes, the person to be elected is to be determined by lot by the Returning Officer.
- (2) For the purpose of subclause (1), "determined by lot" means determination in the following manner:

The name of each candidate who receives the same number of votes is to be written on separate and similar slips of paper, and the slips having been folded so as to prevent identification and mixed and drawn at random, the candidate whose name is first drawn is to be the elected candidate.

10 Scrutineer

Each candidate is entitled to nominate a scrutineer to monitor the process for the counting of votes and any determination by lot.

11 Election not invalidated because of certain errors

An election conducted under Part 4 is not invalid only because:

- (a) the name of a person who is entitled to be enrolled on a roll or listed on a register kept under Part 4 is omitted from the roll or register concerned, or
- (b) an eligible voter did not receive a voting form or did not see or (where applicable) receive a notice of election, or
- (c) some other kind of procedural irregularity occurs that, in the opinion of the Returning Officer, is minor and does not prejudice the fairness of the election process.

12 Custody of voting forms

The voting forms and records for an election are to be kept in safe custody by the Returning Officer for a period of at least 4 months after the election and may be destroyed at any time after that period, except that if any objection has been received within that period about an election the voting forms and records for the election may only be destroyed with the approval of the Council.

University Council Constitution Rules

UNIVERSITY COUNCIL CONSTITUTION RULES

Date first approved: 2 December 2011	Date of effect: March 2012	Date last amended: Refer Version Control Table	Date of Next Review: December 2018
First Approved by:	University Council		
Custodian title & e-mail address:	Senior Manager, Governance Unit		
Author:	Senior Manager, Governance Unit		
Responsible Division & Unit:	Governance Unit, Governance and Legal Division		
Supporting documents, procedures & forms of this policy:	Nominations Committee Terms of Reference		
References & Legislation:	University of Wollongong Act (1989) University of Wollongong By-Law (2005) University Governing Bodies Act (2011)		
Audience:	Internet – public access		

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1 Purpose of Rules

1. The purpose of the Rules is to specify the constitution of the University of Wollongong Council (the Council) in accordance with the provisions of the University of Wollongong Act (1989) and amended by the governing body membership provisions set out in the NSW Universities Governing Bodies Act (2011) adopted by Council in December 2011.

2 Definitions

1. The following are definitions that are specific to the University Council Constitution Rules:

Word/Term	Definition
Appointed member	A Council appointed member or a Ministerially appointed member.
Council	The governing body of the University of Wollongong
Elected member	The elected members of Council are as follows: 1 postgraduate student, 1 undergraduate student, 2 academic staff members, 1 professional services staff member and 1 graduate member elected onto Council by their respective constituencies.
UOW Act	The University of Wollongong Act (1989)
UOW By-Law	The University of Wollongong By-law (2005)

3 Application and Scope

These Rules apply to the membership of the University of Wollongong Council.

4 Constitution of Council

1. Section 8B of the UOW Act provides that the Council is to include the following membership categories:
 - a. official members,
 - b. elected members,
 - c. Council appointed members,
 - d. Ministerially appointed members.
2. Official members: In accordance with Section 8H of the UOW Act there are three (3) official members of the University Council:
 - a. The Chancellor
 - b. The Vice-Chancellor
 - c. The Presiding Member of the Academic Senate

3. Elected members: In accordance with Sections 8D and 8E of the UOW Act, there shall be six (6) elected members of the University Council:
 - a. One undergraduate student member elected by undergraduate students as defined in Clause 13 of the UOW By-law.
 - b. One postgraduate student member elected by postgraduate students as defined in Clause 14 of the UOW By-law.
 - c. Two academic staff members elected by academic staff member as defined in Clause 11 of the UOW By-law.
 - d. One non-academic staff member elected by non-academic staff members as defined in Clause 12 of the UOW By-law.
 - e. One graduate member elected by UOW graduates as defined in clause 15 of the UOW By-law.

Schedule 1 of the UOW By-law sets out the election procedures relating to elected members of the University Council.

4. Council appointed members: In accordance with Section 8F of the UOW Act, there shall be six (6) Council appointed members.
5. Ministerially appointed members: In accordance with Section 8G of the UOW Act, there shall be two (2) Ministerially appointed members.

Clause 16 of the UOW By-law sets out the nomination procedures relating to appointed members of the University Council.

5 Terms of Office

The terms of office for Council members are set out in Section 9 of the UOW Act and Clause 20 of the UOW By-law.

6 Causal Vacancies

Clauses 17-18 of the UOW By-law set out the provisions relating to the filling of casual vacancies that arise in the membership of the University Council.

7 Version Control and Change History

Version Control	Date Effective	Approved By	Amendment
1	In conjunction with the Ministerial Order amending the UOW Act with new governance provisions	University Council	First Version
2	TBA	University Council	Consequential amendments following the enactment of the revised UOW Act and UOW By-law in March 2012.

3	4 December 2015	University Council	Reduction of two members of Council being one Council appointed member and one member elected by graduates as approved by a two thirds majority of Council in accordance with the provisions of the UOW Act
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Commercial Activity Guidelines

COMMERCIAL ACTIVITY GUIDELINES

Date first approved: 14 May 2002	Date of effect: On approval	Date last amended: (refer Version Control Table)	Date of Next Review: May 2012
First Approved by:	Minister for Education and Training on the recommendation of the University Administrative Committee (14 May 2002 - 2002/17)		
Custodian title & e-mail address:	Director Financial Operations finance_managers@uow.edu.au		
Author:	Director Financial Operations		
Responsible Division & Unit:	Financial Services Division		
Supporting documents, procedures & forms of this policy:	Register of Commercial Activities		
References & Legislation:	University of Wollongong Act, 1989 Purchasing and Procurement Policy Delegations of Authority Policy IP Commercialisation Revenue Policy Corruption Prevention Policy Conflict of Interest Policy		
Audience:	Public – accessible to anyone		

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[Appendix A – Checklist for Commercial Activity Evaluation & Risk Assessment](#)

1 Introduction

1. Under the University of Wollongong Act 1989, the University has powers to undertake commercial activities.
2. These guidelines provide a set of principles and processes for the development and conduct of commercial activities.
3. Core elements include requirements for undertaking feasibility and due diligence assessments, identifying appropriate governance and administrative arrangements, undertaking risk assessment and risk management measures, and monitoring and reporting on commercial activities.
4. These guidelines are supported by, and should be read in conjunction with, other University policies and procedures that underpin University activities. In particular, Purchasing and Procurement Policy, Delegation of Authority Policy, IP Commercialisation Revenue Policy, Corruption Prevention Policy, Conflict of Interest Policy and University Council Handbook.

2 Scope / Purpose

1. Commercial activities, like other University functions, may be carried on outside or anywhere within Australia.
2. General indicators of commercial activity may include one or all of the following:
 - a. The main purpose of the activity is profit and involves user charges for goods or services;
 - b. The activity involves association with one or more third parties and requires or is likely to require University resources exceeding \$100,000. This amount is to include the full cost of service provision (i.e. cash and other forms of resources). Artificial separation of a commercial activity into component parts in order not to reach this threshold is prohibited.
 - c. The degree of independence Managers of an activity can exercise in determining both the quantum and price of goods or services to be provided will also indicate whether an activity is commercial.
3. Specific activities that are commercial activities under these guidelines:
 - a. The exploitation of intellectual property rights in which the University claims an interest, except where this occurs through research activities that are funded through National Competitive Grants;
 - b. Any activity involving the University establishing or acquiring a controlled entity, except for the purpose of investing University funds as contemplated in Schedule 2 of the University of Wollongong Act;
 - c. Any activity involving the University establishing or acquiring an interest in a company, or an incorporated association, except for the purpose of investing University funds as contemplated in Schedule 2 of the University of Wollongong Act;

- d. Any joint venture with a third party that involves a total contribution exceeding \$100,000;
 - e. Consultancy services provided by the University (through its staff) to external parties for a fee;
 - f. The acquisition, sale or management of real estate not used primarily for teaching or research purposes;
 - g. The lease or licensing of real estate to third parties;
 - h. The lease or licensing of real estate to bodies affiliated with the University where the term of that lease or licence exceeds 21 years;
4. Specific activities that are not covered by these guidelines:
- a. The following activities are not covered by these guidelines, but may in some cases still be subject to evaluation, risk assessment and approval processes prescribed elsewhere. For example in the Purchasing & Procurement Policy:
 - b. The acquisition of services, facilities, equipment or other assets by or on behalf of the University;
 - c. The sale or provision of services, facilities or equipment to academic, administrative or support units within the University;
 - d. The casual hire of University venues or facilities that are managed through faculty offices or other administrative units;
 - e. The lease or licensing of University venues or facilities to bodies affiliated with the University for the purpose of those bodies providing facilities or other services to the University community, where the term of the lease or license does not exceed 21 years;
 - f. A research activity that does not involve the exploitation of intellectual property rights;
 - g. Any activity involving the management, maintenance, restoration or improvement of University lands or buildings in accordance with the University's capital management plan;
 - h. Any activity involving the management, maintenance, restoration or improvement of other types of University assets, for example, libraries, art collections;
 - i. Charitable fundraising or sponsorship activities conducted by or on behalf of the University;

3 Definitions

Word/Term	Definition (with examples if required)
Commercial Activity	The exercise of a commercial function of the University. The commercial functions of the University are those where the University exploits or develops commercially any of its facilities, resources or property (including intellectual property).

4 Evaluation and Risk Assessment

1. Any proposed commercial activity must be subject to evaluation and risk assessment (see Appendix A).
2. Risk may be an actual or contingent risk that involves any:
 - a. Adverse financial loss or consequences to the University, including, without limitation, tax consequences;
 - b. Legal liability to the University, including, without limitation, indirect legal liability consequences such as workplace health and safety, discrimination, etc.
 - c. Risk or loss or damage to the University's reputation;
 - d. Impairment to the University in conducting its principal functions under the Act;
 - e. Probity or compliance risk.
3. Evaluation and risk assessment will be managed by the Legal Services and Innovation and Commercial Research Units of the University.
4. Board of Directors of any controlled entities are responsible for ensuring that evaluation, risk management and accountability processes are in place, consistent with these Guidelines, for any commercial activities that are conducted by the entity.
5. The evaluation and risk assessment process includes the following steps:
 - a. ensure the activity proposed comes within the objects and functions of the University as prescribed in the Act;
 - b. identify whether the proposal is for the overall benefit of the University, taking into account the risks, opportunity costs, effect on the University's activities and non-financial benefits to the University;
 - c. ensure the structure for a particular activity is appropriate from a legal, tax and accounting perspective;
 - d. ensure there is appropriate accounting, auditing and reporting mechanisms for the proposal;
 - e. carry out financial analysis, identification of risks, analysis of projected cash flow models and expected rates of return to the University (where applicable);
 - f. assess compliance with competitive neutrality principles as outlined by NSW Treasury from time to time, and assess compliance with relevant University pricing processes;
 - g. determination of an appropriate level of funding from the University required to implement the proposal or carry on the proposal;
 - h. carry out analysis of risks (including liability exposure) and recommended risk management procedures required for the proposal;
 - i. any third parties with whom the University contracts should be subject to appropriate due diligence checks and should have, where appropriate, a proven track record of reputation and capability in the area concerned;
 - j. identify the effect of the proposal on IP ownership and value, and to recommend a strategy for protecting the University's interests in the IP;

- k. assess the insurance coverage and limitations and make recommendations as to appropriate insurance. If possible, uninsured risk in excess of \$100,000 is to be expressly noted;
- l. preparation of a summary of the evaluation and risk assessment outlining the risks and benefits and stating how any risks are to be managed. Appendix A provides a checklist for this purpose.

5 Approval Process

1. All commercial activity proposals will be evaluated and risk-assessed by the University's Legal Services Unit or the Innovation and Commercial Research Unit, within the delegation authorised to the Director of the Innovation and Commercial Research Unit.
2. Following evaluation and risk assessment, commercial activities are approved in accordance with the University's [Delegations of Authority Policy](#).
3. A delegate exercising their approval authority must not approve an activity for which they are the sponsor. Regard must always be had to the University's policies on Conflict of Interests and Corruption Prevention.
4. Financial Services will ensure all approved commercial activities are entered into the Council's register of commercial activities.
5. Financial Services is authorised to alter any details included in the register if:
 - a. it considers that the details are inaccurate or incomplete;
 - b. there is a change in a proposal or in a commercial activity that necessitates a change to the details included in the register.

6 Governance and Reporting

1. A report detailing approved commercial activities will be provided to each meeting of the Administrative Committee and to the University's Council on an annual basis. The report will provide the following information in respect to each commercial activity:
 - a. The nature of the activity and the parties involved;
 - b. The cost and benefits to the University of the activity;
 - c. Contributions of any third parties;
 - d. Benefits to flow to third parties;
 - e. A summary of risks associated with the activity and how these are managed.

7 Register of Commercial Activities

1. A register of commercial activities will be maintained by the Legal Services Unit. The register will be designated and dealt with as "Commercial-in-Confidence". It will contain the following information:
 - a. A description of the activity;
 - b. Names of all parties to that activity;
 - c. The names of any people that the University appoints to the boards or other governing bodies overseeing that activity;

- d. Details of any meetings at which relevant matters were considered and approved for the purpose of compliance with these guidelines;
 - e. Who approved the activity (for example, the Council, Vice-Chancellor or other authorised delegate).
2. Each member of the Council and of any committee appointed by the Council, and any University Officer acting within authorised delegation in relation to commercialisation of any of the University's resources will be required to notify [the registrar] of any financial interest in any company, institution or other entity which is involved in a commercial activity with the University. A notification may be made generally or with respect to a particular activity or proposal.
3. Any member of the Council or of a relevant committee or any University Officer acting within authorised delegation who has a financial interest in any company, institution or other entity which is, or is proposed to be, involved in any commercial activity of the University shall be required to:
 - a. not vote in respect of the commercial activity or the proposal;
 - b. not participate in any discussion by the Council or the relevant committee about the commercial activity or the proposal.
4. The register of commercial activities is required to be open to inspection by any member of the Council, the Auditor General of New South Wales and any representative of the Minister or the Treasurer.

8 Roles & Responsibilities

1. Roles and responsibilities are as set out in these guidelines.

9 Version Control Table

Version Control	Date Effective	Approved By	Amendment
1	14 May 2002 (Administrative Committee)	Minister for Education and Training on recommendation of the University Administrative Committee (2002/17)	First Version
2	6 May 2009	Vice-Principal (Administration)	Migrated to UOW Procedure Template as per Policy Directory Refresh
3	25 May 2009	Vice-Principal (Administration)	<p>2. Clause 4.3: The amendment notes that evaluations and risk assessments will be carried out by the Innovation and Commercial Research Unit as well as by the Legal Services Unit.</p> <p>Clause 5.2: The previous table of delegates is replaced with a cross-reference to the Delegations of Authority Policy so that</p>

			<p>there is no inconsistency of application.</p> <p>Clauses 5.4 and 5.5: Financial Services (previously Legal Services) will ensure all approved commercial activities are entered into the Council's register of commercial activities and can alter details if they are inaccurate or if the commercial activity proposal changes.</p>
4	9 March 2010	Associate Director Financial Services	Future review date identified in accordance with Standard on UOW Policy.
5	16 January 2012	Deputy Vice-Chancellor (Research)	References to Commercial Research Unit (CRU) changed to Innovation and Commercial Research (ICR) as per unit name change.
6	30 Nov 2012	Vice-Principal (Administration)	Updated to reflect change from OHS to WHS.

Council Conflict of Interest Guidelines

Guidelines

The purpose of these Conflict of Interest Guidelines are to protect the University Council's decision-making process, to enable the University community to have confidence in our integrity, and to protect the integrity and reputation of Council members.

The standard behaviour at the University of Wollongong Council is that all Council members scrupulously avoid conflicts of interest between the interests of the University Council on the one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. However, when potential and actual conflicts of interest occur, or there is the possibility for the perception of a conflict of interest, immediate and full disclosure is of primary importance.

Members shall not, in their capacity as members:

- Seek or accept in connection with their duties as a Council member any fee, favour, reward, gift or benefit likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals (any gift which does not place a Council member under an actual or perceived financial or moral obligation to other organisations or individuals should be declared using the *Disclosure of a Reportable Gift* form attached).
- Use their Council position for personal profit, gain or advantage.

Conflicts between private interests and a member's duty to act at all times in the best interest of the University can, for example, arise when:

- A member or immediate family stands to make a financial gain from, or to be otherwise advantaged by a Council decision.
- A member or immediate family holds membership of or ownership in another organisation likely to be affected by a Council decision.

Judgements as to what is a conflict of interest can be difficult and the onus is on members to place on record, using the Conflict of Interest Declaration Form available from the Secretary, any issues of conflict or potential conflict to ensure they are transparent and capable of review. If in doubt as to whether a conflict of interest may exist the member is encouraged to discuss the matter with the Chancellor or the Vice-Chancellor. The final determination will be made by Council.

The best way of managing a conflict of interest will depend on the nature and extent of the conflict but may include, for example, divestment, resignation, confidentiality agreements, exclusion from receiving related material, withdrawal from discussion and/or decision making. Minor conflicts can be dealt with as they arise during the course of Council or committee business. Major conflicts will be resolved by Council.

Council members are required to fill in a form disclosing any potential conflicts of interest and to sign a declaration regarding their disclosure of conflicts of interest. The appropriate forms are available from the Council Secretary.

Fraud and Corruption Prevention Policy

FRAUD AND CORRUPTION PREVENTION POLICY

Date first approved: 25 October 2013	Date of effect: 25 October 2013	Date last amended: (refer Version Control Table) 19 February 2015	Date of Next Review: January 2015
First Approved by:	University Council		
Custodian title & e-mail address:	Chief Administrative Officer		
Author:	Business Assurance Manager		
Responsible Division & Unit:			
Supporting documents, procedures & forms of this policy:	Fraud and Corruption Internal Reporting Procedure Conflict of Interest Policy Access to Information Policy		
References & Legislation:	University Code of Conduct Fraud and Corruption Control Australian Standard AS8001-2008 Public Interest Disclosures Act 1994 (PID Act) Independent Commission against Corruption Act 1988 (ICAC Act) Government Information (Public Access) Act 2009 (GIPA Act) Ombudsman Act 1974 Public Finance and Audit Act 1983 ICAC Section 11 Report Guidelines for Principal Officers		
Audience:	Public		

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1 Purpose of Policy

1. The purpose of this policy is to:
 - a. Provide the University with an overarching framework upon which to build a culture resistant to fraud, corrupt conduct, maladministration, serious and substantial waste of public money and government information contravention;
 - b. Provide guidance about what constitutes fraud, corrupt conduct, maladministration, serious and substantial waste of public money or government information contravention;
 - c. Outline staff obligations and responsibilities in relation to wrongdoing covered by this policy and the consequences for people who engage in such conduct, and
 - d. Encourage and facilitate staff, consultants, contractors and other individuals performing public duties on behalf of the University to report any known or suspected incidents of wrongdoing as outlined in this policy.

2 Definitions

Word/Term	Definition
Contractors	Individuals or entities who perform a task or provide a service to the University, whether or not they are bound by a written contract to do so, eg security, cleaners.
Consultants	Individuals or entities who provide consultancy services to the University. Consultancy does not refer to the provision of services from the University to external organisations or to the exchange of services within the University.
Corrupt conduct	<p>Any dishonest activity where a staff member acts contrary to the interests of the University and abuses their position of trust in order to achieve some personal gain or advantage for themselves or another person or entity, such as:</p> <ul style="list-style-type: none"> • The improper use of knowledge, power or position for personal gain or the advantage of others; • Acting dishonestly or unfairly, or breaching public trust; • A member of the public influencing staff to use their position in a way that is dishonest, biased or breaches public trust. <p>Examples include, but are not limited to:</p> <ul style="list-style-type: none"> • Use of University funds or resources for personal use; • Providing false or misleading information; • Giving or accepting gifts or benefits contrary to the <i>Conflict of Interest Policy</i>; • Manipulating a tender process to achieve a desired outcome; • Providing or accepting a bribe. <p>The definition of corrupt conduct within the ICAC Act is intended to capture only intentional or deliberate wrongdoing. Mistakes or negligence are not normally considered corrupt conduct however, they may still attract disciplinary action within the University.</p>

Detrimental action	<p>Any action causing, comprising or involving any of the following:</p> <ul style="list-style-type: none"> • Injury, damage or loss; • Intimidation or harassment; • Discrimination, disadvantage or adverse treatment in relation to employment; • Dismissal from, or prejudice in, employment; or • Disciplinary proceedings.
Fraud	<p>Deliberate and premeditated activity which involves the use of deception to gain advantage and/or obtain a financial benefit to the detriment of the University.</p> <p>Examples include, but are not limited to:</p> <ul style="list-style-type: none"> • Acts or omissions; • Theft; • Making false statements; • Evasion; • Manipulation of information. <p>For this policy, fraud is generally recognised as a subset of corrupt conduct.</p>
Government information contravention	<p>A failure to comply with the system through which people can access government information, ie a failure to properly fulfil functions under the Government Information (Public Access) Act 2009. Examples include, but are not limited to:</p> <ul style="list-style-type: none"> • Destroying, concealing or altering records to prevent them from being released; • Knowingly making decisions that are contrary to the GIPA Act; • Directing another person to make a decision that is contrary to the GIPA Act.
Internal reporter	<p>The individual making a report of known or suspected serious wrongdoing. For this policy, this includes staff, consultants, contractors or any other individual performing public duties on behalf of the University.</p>
Investigation	<p>Enquiry or enquiries regarding a specific matter, includes auditing.</p>
Maladministration	<p>An act or omission of a serious nature that is contrary to law, unreasonable, unjust, oppressive or improperly discriminatory and based wholly or partly on improper motives. Examples include, but are not limited to:</p> <ul style="list-style-type: none"> • Awarding contracts and tenders to parties that are related by family, friendship or association without merit; • Failing to make a decision in accordance with official policy for no appropriate reason; • Breaches of natural justice / procedural fairness; • Unauthorised disclosures of confidential information; • Failure to provide information where there is a legal obligation to do so.
Public Interest Disclosure	<p>A report of serious wrongdoing that involves corrupt conduct, maladministration, serious and substantial waste of public money or government information contravention and which satisfies, and is made in accordance with, the requirements of the <i>Public Interest Disclosure Act</i>.</p>

Reasonable grounds	As described in the <i>ICAC Section 11 Report Guidelines for Principal Officers</i> , means there is a real possibility that corrupt conduct is or may be involved. There needs to be more than idle speculation but there can be less than a firm belief.
Serious and substantial waste of public money	The uneconomical, inefficient or ineffective use of resources, authorised or unauthorised, resulting in a loss or wastage of public funds or resources. Examples include, but are not limited to: <ul style="list-style-type: none"> • The purchase of unnecessary or inadequate goods and services; • Misappropriation or misuse of University property; • The absence of appropriate safeguards to prevent the theft or misuse of University property; • Overstaffing in particular areas without merit; • Not following a competitive tendering process for a large scale contract contrary to University policy; • Luxurious, indulgent or excessive expenditure without merit.
Wrongdoing	In this policy, collectively means any corrupt conduct, maladministration, serious and substantial waste of public money or government information contravention.

3 Application & Scope

1. This policy applies to:
 - a. All staff of the University;
 - b. Consultants and contractors while working for the University;
 - c. Individuals, such as volunteers, who may perform public duties on behalf of the University; and
 - d. All work performed and duties carried out for the University, as well as related activities such as work-related functions, travel, conferences and any other circumstances when a person is representing the University.
2. Staff, consultants, contractors or other individuals performing public duties on behalf of the University who report wrongdoing as defined by this policy may be entitled to certain legal protections under the *Public Interest Disclosures Act 1994 (PID Act)*. To help meet the requirements for protection under the PID Act this policy should be read in conjunction with the *Fraud & Corruption Internal Reporting Procedure*.
3. Reports of wrongdoing relating to conduct not covered by this policy may still be considered unacceptable by the University and may amount to misconduct or serious misconduct. Such reports will be dealt with according to the *University Code of Conduct* and other policies and procedures regulating conduct, performance and behaviour.
4. This policy does not apply to:
 - a. Complaints by individuals with a personal grievance;
 - b. Complaints associated with workplace safety, workplace bullying, discrimination or harassment, or equal employment opportunity; or
 - c. Allegations of staff or student misconduct.

4 Policy Principles

1. The University is committed to:
 - a. Promoting a culture of trust, integrity, ethical behaviour, accountability and transparency where persons are comfortable about reporting wrongdoing;
 - b. Encouraging and supporting persons to come forward if they have witnessed what they consider to be wrongdoing within the University;
 - c. Treating all reports of wrongdoing with confidentiality and care, regardless of whether or not they meet the criteria for protection under the Public Interest Disclosure Act;
 - d. Dealing with reports impartially, promptly and reasonably and, if some form of wrongdoing has been found, taking appropriate action;
 - e. Keeping an internal reporter informed of the progress of their report and broadly of any outcomes;
 - f. Ensuring Managers and Supervisors at all levels understand the benefits of reporting wrongdoing, are familiar with this policy and procedures for internal reporting of wrongdoing, and aware of the needs of those who make or are the subject of a report.

5 Policy Statement

1. The University strictly prohibits fraud, corrupt conduct, maladministration, serious and substantial waste of public money or government information contravention.
2. Disciplinary action, which may include termination of employment, may be taken against any staff member who engages in, participates in, covers up or in any way assists in such conduct. Where deemed appropriate, the University may refer the matter to a relevant external authority, such as the Independent Commission Against Corruption, the NSW Ombudsman, the NSW Police or Federal Police. The University may also initiate civil action to recover losses.
3. The University will not tolerate any detrimental action including harassment or victimisation of individuals who make reports of known or suspected fraud, corrupt conduct, maladministration, serious and substantial waste of public money or government information contravention.
4. The University will not tolerate persons wilfully providing false or misleading information. The University may take disciplinary action against any person determined to have engaged in such conduct and/or, where deemed appropriate, refer the matter to a relevant external authority.

6 Public Interest Disclosures

1. A key objective of the *Public Interest Disclosures Act 1994* is to encourage and facilitate the disclosure, in the public interest, of corrupt conduct, maladministration, serious and substantial waste of public money and government information contravention. The PID Act provides legal protections for persons who make disclosures of such wrongdoing.

2. Relevant reports of wrongdoing at the University will be dealt with under the *Public Interest Disclosures Act 1994*. For a report to be considered a public interest disclosure it must meet the following requirements under the PID Act:
 - a. The report must be made by:
 - i. A University staff member, or
 - ii. A consultant, contractor or other individual performing public duties on behalf of the University;
 - b. The report must be about corrupt conduct (including fraud), maladministration, serious and substantial waste of public money or government information contravention;
 - c. The internal reporter must honestly believe on reasonable grounds that the information shows or tends to show wrongdoing;
 - d. The report must be about the conduct of a University staff member, consultant, contractor, or an individual performing public duties on behalf of the University, and
 - e. The report must be made to one of the University's public interest disclosure officer, as identified in the *Fraud and Corruption Internal Reporting Procedure*.
3. The PID Act will not apply to reports that:
 - a. Deliberately provide false or misleading information;
 - b. Primarily question the merits of government policy;
 - c. Are made to avoid dismissal or other disciplinary action.
4. Any individual who makes a public interest disclosure in accordance with the PID Act is not subject to liability. No action or claim can be made against that individual in relation to the public interest disclosure, including breach of confidentiality.
- 5.

7 Internal Reporting of Wrongdoing

1. All staff, consultants and contractors have a responsibility to report any known or suspected wrongdoing relating to the University. For information about reporting wrongdoing to the University refer to the *Fraud and Corruption Internal Reporting Procedure*.
2. For a report of wrongdoing to be protected under the PID Act, it must be made to one of the following nominated officers:
 - a. A Disclosure Officer,
 - b. The Disclosure Coordinator, or
 - c. The Vice-Chancellor.

Disclosure Officers and the Disclosure Coordinator are identified in the *Fraud and Corruption Internal Reporting Procedure*.

3. Staff may also report wrongdoing to their immediate Manager or Supervisor. However, these reports may not be protected under the PID Act where the Manager or Supervisor is not a nominated Disclosure Officer. Any Manager or Supervisor who receives a report that they believe may be a public interest disclosure must refer the internal reporter to a nominated

Disclosure Officer or the Disclosure Coordinator to ensure any protections under the PID Act are applicable. In cases where the report involves any member of the Fraud and Corruption Control Committee, the internal reporter must instead be referred to the Vice-Chancellor. Membership of the Fraud and Corruption Control Committee is identified in the *Fraud and Corruption Internal Reporting Procedure*.

4. Reports of wrongdoing will be promptly assessed by the Fraud and Corruption Control Committee to determine how the report will be managed. The University may notify or refer a report to the Independent Commission against Corruption (ICAC), the NSW Police and/or other relevant government agencies, as required under legislation. An investigation, with the objective of locating evidence regarding the claims, may be initiated.
5. Where there is an actual or perceived conflict of interest or a report of wrongdoing pertains to the Disclosure Coordinator or any member of the Fraud and Corruption Control Committee, the Vice-Chancellor will appoint an alternative officer to act in that person's place.
6. In cases where a report of wrongdoing has been made to a member of the Fraud and Corruption Control Committee, that person is to recuse themselves from any deliberations or decision making in regard to that report to avoid any perception of bias or partiality. The Vice-Chancellor may appoint an alternative officer to act in that person's place.
7. Where an internal investigation is initiated, the Fraud and Corruption Control Committee will appoint one or more investigators. The investigator(s) may be University employees or external to the University.

8 Confidentiality

1. To the extent permitted by law, the University is committed to maintaining confidentiality of persons reporting wrongdoing, wherever practical and appropriate.
2. There may be circumstances where it is necessary for information to be disclosed that may identify the internal reporter. This information may be disclosed if:
 - a. The internal reporter gives written consent;
 - b. The internal reporter has voluntarily identified themselves to others as the person who reported the wrongdoing;
 - c. It is essential to ensure natural justice;
 - d. It is necessary for the matter to be effectively investigated; or
 - e. It is in the public interest to do so; or
 - f. The University is required to do so under law.
3. Wherever confidentiality cannot be maintained, a plan will be developed to support and protect the internal reporter as far as possible from the risk of reprisals.

9 Protection against Reprisals

1. Under the PID Act, it is a criminal offence to take detrimental action against someone who has made a public interest disclosure. Penalties include imprisonment and/or a fine.
2. The University will not tolerate any reprisals against any person who reports wrongdoing. Reprisals or detrimental action may be misconduct or serious misconduct, and the University will take appropriate action regarding such conduct, which may include termination of employment, contract or association with the University.

10 Support for the Subject of a Report

1. The University is committed to ensuring persons who are the subject of a report of wrongdoing are:
 - a. Provided with appropriate guidance and support;
 - b. Treated fairly, impartially and within the principles of natural justice;
 - c. Informed of their rights and obligations;
 - d. Kept informed during the course of any investigation;
 - e. Given the opportunity to respond to any allegations made against them; and
 - f. Informed of the result of any investigation.

11 False or Misleading Reports

1. Under the PID Act, it is a criminal offence when making a public interest disclosure to wilfully make a false or misleading statement or to attempt to mislead and in such cases the protections under the PID Act do not apply. Penalties include imprisonment and/or a fine.
2. Where it is determined during the course of any investigation that the internal reporter has deliberately provided false or misleading information, that conduct may be misconduct or serious misconduct, and the University may:
 - a. Impose disciplinary action as provided for by University policies and procedures;
 - b. Notify the ICAC of possible corrupt conduct under the ICAC Act;
 - c. Notify the NSW Ombudsman Public Interest Disclosures Unit; and
 - d. Consider referring the matter to relevant authorities such as NSW Police for criminal action where appropriate.

12 External Reporting of Wrongdoing

1. Persons are encouraged to report wrongdoing to the University. However, under the *Public Interest Disclosures Act* persons may elect to report wrongdoing to a relevant external investigating authority such as:
 - a. NSW Ombudsman – for reports of maladministration (www.ombo.nsw.gov.au);
 - b. Auditor-General of the NSW Audit Office – for reports of serious and substantial waste of public money (www.audit.nsw.gov.au);
 - c. The Independent Commission against Corruption – for reports of corrupt conduct including fraud (www.icac.nsw.gov.au);
 - d. NSW Information Commissioner – for reports of government information contravention (www.ipc.nsw.gov.au).
2. Reports of wrongdoing regarding the Vice-Chancellor should be made to the relevant external investigating authority.
3. Reports about wrongdoing may, in limited circumstances, be made to a Member of Parliament or a journalist.
4. To attract the protections of the PID Act when reporting wrongdoing to a Member of Parliament or a journalist:

- a. The internal reporter must have already made substantially the same report to the Vice-Chancellor, a nominated disclosure officer or an investigating authority in accordance with the PID Act; and
 - b. The University or the investigating authority that received the report must have either:
 - i. Decided not to investigate the matter;
 - ii. Decided to investigate the matter, but not completed the investigation within six months of the original report;
 - iii. Investigated the matter but not recommended any action as a result;
 - iv. Not told the internal reporter, within six months of the report being made, whether the matter will be investigated; and
 - c. The internal reporter must be able to prove that they have reasonable grounds for believing that the disclosure is substantially true and that it is in fact substantially true.
5. Making reports of wrongdoing to persons or organisations not listed above, or not in accordance with circumstances listed above, may be a breach of the University's Code of Conduct and may result in disciplinary action. Such reports will not be protected by the PID Act.

13 Further Information

1. For more information about reporting wrongdoing, contact the UOW Disclosures Coordinator or the NSW Ombudsman's Public Interest Disclosures Unit.
2. Further information is also available on the NSW Ombudsman's website at www.ombo.nsw.gov.au.

14 Roles & Responsibilities

1. All staff are responsible for maintaining a culture at the University that is resistant to fraud, corruption and other intentional or deliberate wrongdoing.
2. All staff have a responsibility to:
 - a. Ensure that their behaviour and conduct at all times reflects the standards of the *University Code of Conduct*;
 - b. Comply with the internal controls, systems, relevant policies and directions that apply to them from time to time in relation to carrying out their duties or functions for the University;
 - c. Report any known or suspected incidents of wrongdoing regarding the University pursuant to this policy and related procedure;
 - d. Reasonably assist those dealing with a report, including supplying any information on request;
 - e. Not take detrimental action against a person that they suspect has reported wrongdoing;
 - f. Notify a nominated Disclosures Officer of any suspicions they have that detrimental action is occurring or has been threatened.

3. Managers and Supervisors (including Disclosure Officers, the Disclosure Coordinator and the Vice-Chancellor) receiving a report of wrongdoing have an additional responsibility to:
 - a. Treat seriously all reports of wrongdoing;
 - b. Ensure all reports of wrongdoing are dealt with in accordance with the applicable procedure;
 - c. Keep the identity of the internal reporter and anyone who is the subject of a report confidential as far as possible, where it is practical and appropriate to do so;
 - d. Assist the person to put their report in writing or ensuring that any reports received verbally are documented, dated and signed by the person;
 - e. In cases where the Manager or Supervisor receiving the report is not a nominated Disclosure Officer:
 - i. Refer the internal reporter to a nominated Disclosure Officer, the Disclosure Coordinator or Vice-Chancellor to make the report to ensure any protections under the PID Act are applicable; and
 - ii. Within a reasonable timeframe and ensuring confidentiality of the internal reporter is maintained, confirm with the Disclosure Coordinator or Vice-Chancellor that the report of wrongdoing has been made and if not, advise of the information provided so that the report can be given due consideration.
 - f. In cases where the Manager or Supervisor receiving the report is a nominated Disclosure Officer, forward the report as soon as practicable to the Disclosure Coordinator or Vice-Chancellor for assessment;
 - g. Advise the internal reporter to only discuss the matter with authorised people and explain what will happen in relation to the information received.
4. The Disclosure Coordinator has an additional responsibility to:
 - a. Ensure that a written acknowledgement of receipt of the report of wrongdoing and a copy of this policy and the *Fraud & Corruption Internal Reporting Procedure* within 5 working days of the report being made;
 - b. Ensure that written advice about how the report will be dealt with is given to the internal reporter as soon as possible, and preferably within 10 working days of the report being made;
 - c. Periodically provide relevant information to the internal reporter;
 - d. At the end of the investigation and within six months of the internal reporter's report having been received, provide the internal reporter with enough information to show that adequate and appropriate action was taken and/or is proposed to be taken;
 - e. Ensure all records relating to the management of reports of wrongdoing are securely retained.
5. The Fraud and Corruption Control Committee has a responsibility to:
 - a. Declare any actual or perceived conflicts of interest prior to any decisions about a report of wrongdoing being assessed or considered;
 - b. Determine if a report is a public interest disclosure and how it will be dealt with;
 - c. Ensure the principles of procedural fairness are adhered to;

- d. Keep the identities of all parties confidential as far as possible, where it is practical and appropriate to do so, and if it is not possible to maintain confidentiality, develop a strategy for supporting all parties involved and preventing detrimental actions;
 - e. Ensure that adequate support is provided to the internal reporter and the person who is the subject of the report;
 - f. Make recommendations on the systems and strategies that should be established to minimise any risk of detrimental action.
6. The Vice-Chancellor has additional responsibility to:
- a. Establish and maintain a working environment that encourages persons to report wrongdoing regarding the University, appropriately deal with reports of wrongdoing, and support staff by using best endeavours to ensure that detrimental actions are not taken;
 - b. Establish and maintain a framework to minimise the University's exposure to fraud and corrupt conduct;
 - c. Ensure that all relevant persons are aware of the processes for reporting wrongdoing and, where applicable, the protections of the PID Act;
 - d. Provide adequate resources to any person appointed to investigate a report, and to support the internal reporter or the person who is the subject of a report;
 - e. Ensure that the workplace situation is effectively managed, particularly if there is conflict or reprisal is threatened or takes place;
 - f. Take appropriate action against anyone who threatens or takes reprisal against an internal reporter;
 - g. Take appropriate remedial action in response to any findings that substantiate the allegations of wrongdoing;
 - h. Implement any organisational reform that is necessary to address systemic issues identified.

15 Version Control and Change History

Version Control	Date Effective	Approved By	Amendment
1	25/10/13	University Council	This policy replaces the existing Corruption Prevention Policy & Public Interest Disclosures Policy
2	19/02/15	Vice-Chancellor	Removed 6.3a in accordance with the Public Interest Disclosures Act. Update logo and apply new cover page template.

Voluntary Code of Best Practice Governance for Australian Universities

VOLUNTARY CODE OF BEST PRACTICE FOR THE GOVERNANCE OF AUSTRALIAN UNIVERSITIES

- 1: A university should have its objectives and/or functions specified in its enabling legislation¹.
- 2: A university's governing body should adopt a statement of its primary responsibilities, to include:
- (a) appointing the Vice-Chancellor as the Chief Executive Officer of the university, and monitoring his/her performance;
 - (b) appointing other senior officers of the university as considered appropriate;
 - (c) approving the mission and strategic direction of the university, as well as the annual budget and business plan;
 - (d) overseeing and reviewing the management of the university and its performance;
 - (e) establishing policy and procedural principles, consistent with legal requirements and community expectations;
 - (f) approving and monitoring systems of control and accountability, including general overview of any controlled entities. A controlled entity is one that satisfies the test of control in s.50AA of the *Corporations Act*;
 - (g) overseeing and monitoring the assessment and management of risk across the university, including commercial undertakings;
 - (h) overseeing and monitoring the academic activities of the university;
 - (i) approving significant commercial activities of the university.

A university's governing body, while retaining its ultimate governance responsibilities, may have an appropriate system of delegations to ensure the effective discharge of these responsibilities.

- 3: A university should have the duties of the members of its governing body and sanctions for the breach of these duties specified in its enabling legislation. Other than the Chancellor, the Vice-Chancellor and the Presiding Member of the Academic Board, each member should be appointed or elected *ad personam*. All members of the

¹ In the case of a university established under the *Corporations Act*, a reference to enabling legislation is taken to mean its constitution and/or, where applicable, the *Corporations Act*.

governing body should be responsible and accountable to the governing body. When exercising the functions of a member of the governing body, a member of the governing body should always act in the best interests of the university.

Duties of members should include the requirements to:

- (a) act always in the best interests of the university as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her;
- (b) act in good faith, honestly and for a proper purpose;
- (c) exercise appropriate care and diligence;
- (d) not improperly use their position to gain an advantage for themselves or someone else; and
- (e) disclose and avoid conflicts of interest (with appropriate procedures for that purpose similar to those for public companies).

There should be safeguards, exemptions and protections for members of a university's governing body for matters or things done or omitted in good faith in pursuance of the relevant legislation. Without limitation, this should include such safeguards, exemptions and protections as are the equivalent of those that would be available were the member a director under the *Corporations Act*. A university (with the exception of those subject to the *Corporations Act*) should have a requirement included in its enabling legislation that its governing body has the power (by a two-thirds majority) to remove any member of the governing body from office if the member breaches the duties specified above. A member should be required, automatically, to vacate the office if he or she is, or becomes, disqualified from acting as a Director of a company or managing corporations under Part 2D.6 of the *Corporations Act*.

- 4: If permitted by its enabling legislation, a university should develop procedures;
 - a) to provide that the Chancellor and Deputy Chancellor hold office subject to retaining the confidence of the governing body; and
 - b) to deal with removal from office if the governing body determines that such confidence is no longer held.
- 5: Each governing body should make available a programme of induction and professional development for members to build the expertise of the governing body and to ensure that all members are aware of the nature of their duties and responsibilities.
- 6: On a regular basis, at least once each two years, the governing body should assess its performance, the performance of its members and the performance of its committees. The Chancellor should have responsibility for organising the assessment process, drawing on external resources if required. On an annual basis, the governing body should also review its conformance with this Code of Best Practice and identify needed skills and expertise for the future.
- 7: The size of the governing body should not exceed 22 members. There should be at least two members having financial expertise (as demonstrated by relevant

qualifications and financial management experience at a senior level in the public or private sector) and at least one member with commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector). Where the size of the governing body is limited to less than 10 members, one member with financial expertise and one with commercial expertise would be considered as meeting the requirements. There should be a majority of external independent members who are neither enrolled as a student nor employed by the university. There should not be current members of any State or Commonwealth parliament or legislative assembly other than where specifically selected by the governing body itself.

- 8: A university should adopt systematic procedures for the nomination of prospective members of the governing body for those categories of members that are not elected. The responsibility for proposing such nominations for the governing body may be delegated to a nominations committee of the governing body that the Chancellor would ordinarily chair.

Members so appointed should be selected on the basis of their ability to contribute to the effective working of the governing body by having needed skills, knowledge and experience, an appreciation of the values of a university and its core activities of teaching and research, its independence and academic freedom and the capacity to appreciate what a university's external community needs from it.

To provide for the introduction of new members consistent with maintaining continuity and experience, members' terms should generally overlap and governing bodies should establish a maximum continuous period to be served. This should not generally exceed 12 years unless otherwise specifically agreed by the majority of the governing body.

- 9: A university should codify its internal grievance procedures and publish them with information about the procedure for submitting complaints to the relevant ombudsman or the equivalent relevant agency.
- 10: The annual report of a university should be used for reporting on high level outcomes.
- 11: The annual report of a university should include a report on risk management within the organisation.
- 12: The governing body should oversee controlled entities by:
- (a) ensuring that the entity's board possesses the skills, knowledge and experience necessary to provide proper stewardship and control of the entity;
 - (b) appointing some directors to the board of the entity who are not members of the governing body or officers or students of the university;
 - (c) ensuring that the board of the entity adopts and regularly evaluates a written statement of its own governance principles;
 - (d) ensuring that the board documents a clear corporate and business strategy which reports on and updates annually the entity's long-term objectives and includes an

- annual business plan containing achievable and measurable performance targets and milestones; and
- (e) establishing and documenting clear expectations of reporting to the governing body, such as a draft business plan for consideration and approval before the commencement of each financial year and at least quarterly reports against the business plan.
- 13: A university should assess the risk arising from its involvement in the ownership of any entity (including an associated company as defined in the Accounting Standards issued by the Australian Accounting Standards Board), partnership and joint venture. The governing body of a university should, where appropriate in light of the risk assessment, use its best endeavours to obtain an auditor's report (including audit certification and management letter) of the entity by a State, Territory or Commonwealth Auditor-General or by an external auditor.
- 14: A University should disclose in its Annual Report its compliance with this Code of Best Practice and provide reasons for any areas of non-compliance.

This Code was approved out-of-session by the Ministerial Council for Tertiary Education and Employment on 27 July 2011.

Glossary of Terms and Abbreviations

Abstudy	Commonwealth Government living allowance for Aboriginal and Torres Strait Islander students enrolled full time in an approved course
Academic Senate	The senior academic body of the University. The Senate advises the Vice-Chancellor and Council on academic matters
Academic staff	The teaching and research staff of the University
Academic year	The standard academic year comprises a 'first session' (Autumn: February-June), a 'second session' (Spring: July-November,) and the following (optional) Summer session (December-February).
APA	Australian Postgraduate Award – scholarships allocated to the University by the Commonwealth for postgraduate study
AQF	Australian Qualifications Framework
AQS	Australian Quality and Standards
ARC	Australian Research Council - the most significant source of research grants allocated by the Commonwealth Government
ASD	Academic Services Division
ATAR	Australian Tertiary Academic Rank
Austudy	Commonwealth Government living allowance for students enrolled full time in an approved course
Campus	University of Wollongong; Wollongong, Innovation Campus, Sydney Business School, Southern Sydney, Bega, Batemans Bay, Shoalhaven, Southern Highlands, Dubai and CCCU Hong Kong.
CAO	Chief Administrative Officer
CAPA	Council of Australian Postgraduate Associations
Course	A program of study that includes those courses leading to higher education awards and non-award courses. A course consists of a subject or combination of subjects and other requirements as specified in the course structure.
CPSU	Community and Public Sector Union
CRC	Cooperative Research Centre
Credit points	A value attached to a subject that indicates study load
Dean	A senior member of the academic staff, at UOW there is the; <ul style="list-style-type: none"> - Dean of Research - Dean of Law - Dean of Medicine

Double degree	Two degrees studied simultaneously
DVC	Deputy Vice-Chancellor. There are 3 DVCs: Academic, Global Strategy and Research and Innovation. DVCs provide leadership for policy, planning and quality management in their respective areas of responsibility
EFTSU	Equivalent Full Time Student Unit – one person studying full time (ie units totalling credit 48 points) over a year. This is the basis for funding of the University
ERA	Excellence in Research for Australia Initiative is the Commonwealth Government's process to assess research quality within Australia's higher education institutions using a combination of indicators and expert review by committees comprising experienced, internationally-recognised experts.
ESOS	Commonwealth Education Services for Overseas Students Act 2000
Executive Dean	A senior member of the academic staff who heads a faculty
Faculty	The University has five faculties: Faculty of Business; Faculty of Engineering and Information Sciences; Faculty of Law, Humanities and the Arts; Faculty of Science, Medicine and Health; and Faculty of Social Sciences.
FOI	Freedom of Information
GIPA	Government Information (Public Access) Act
Graduate School of Medicine	The Graduate School of Medicine accepted its first intake of students in January 2007, with student cohorts based in purpose-built buildings on the Wollongong and Shoalhaven campuses.
Group of 8 / GO8	A group of universities comprising Adelaide, the Australian National University, Melbourne, Monash, NSW, Queensland, Sydney and Western Australia
GSM	See Graduate School of Medicine
HECS	Higher Education Contribution Scheme – the fee payment system for Commonwealth-supported students
HESA	Commonwealth Higher Education Support Act 2003
HESP	Higher Education Standards Panel
iC	See Innovation Campus
Innovation Campus	The Innovation Campus (iC) is a world-class, award-winning

research and commercial precinct developed by the University of Wollongong (UOW) – one of Australia's leading research and teaching universities.

IHMRI	Illawarra Health and Medical Research Institute
IMTS	Information Management & Technology Services – the division of the University that provides computer, network and communication services to the University community
International Students	Students studying in Australia or overseas who are not Australian nationals.
NTEU	National Tertiary Education Union
NUS	National Union of Students
Professional Services Staff	Staff who are not academic staff
PVC	Pro Vice-Chancellor. There are 4 PVCs: Health; Inclusion and Outreach; Middle East and North Africa; and South East Asia who provide leadership for policy, planning and quality management in their respective portfolios.
QA	Quality Assurance
QILT	Quality in Learning and Teaching
RAID	University of Wollongong Research and Innovation Division
R&D	Research and Development
Regional Campuses	The University's domestic regional campuses are located at Batemans Bay, Bega, Moss Vale, Bowral, Southern Sydney and Shoalhaven
SBS	See Sydney Business School
SMART	Simulation, Modelling, Analysis, Research, Teaching Infrastructure Facility
Science Centre	The University of Wollongong Science Centre and Planetarium.
Senate	See Academic Senate
Session	The teaching and examination cycle, usually 13 weeks. See academic year .
SBRC	Sustainable Buildings Research Centre
SOLS	Student OnLine Services

SSD	Student Services Division
Student Central	One stop shop for student enquiries and information centrally located at the base of Building 17 on the Wollongong Campus.
Study Abroad	A program for International Students who wish to spend one or two sessions in a program of study at Wollongong University
Sydney Business School	A School within the Faculty of Business. Provides a range of postgraduate courses with flexible learning formats and executive short courses in both Wollongong and Sydney.
TAFE	Technical and Further Education
TEQSA	Tertiary Education Quality and Standards Agency
UA	Universities Australia, Australian Universities peak body
UAC	Universities Admissions Centre. The central office that receives and processes applications for admission to most undergraduate degrees at participating universities in NSW and the ACT
UniAdvice	Deals with domestic and international student recruitment, and community and partnerships.
UniCentre	A non-profit organisation that subsidises and provides services for students and staff of the University.
Universities Australia	Formerly known as the Australian Vice-Chancellors' Committee (AVCC), Universities Australia is the industry peak body representing the university sector.
UOW College	The UOW College offers foundation, diploma and English language programs.
UOWD	The University of Wollongong in Dubai is the largest western university in the United Arab Emirates region, with an enrolment of over 2,500 students from approximately 70 different countries.
UOW Enterprises	UOW Enterprises comprises of the University of Wollongong College (UOWC) and the University of Wollongong in Dubai (UOWD).
URAC	University Recreation and Aquatic Centre, a controlled entity of the University of Wollongong
VCAG	Vice-Chancellor's Advisory Group
WHS	Workplace Health and Safety

WIC	Woolyungah Indigenous Centre
WUSA	Wollongong Undergraduate Student Association
WUPA	Wollongong University Postgraduate Association