

1 Context

- 1.1 The University of Queensland (the University) was established by the *University of Queensland Act 1998* (UQ Act).
- 1.2 The UQ Act establishes the Senate and recognises it as the governing body of the University. The Senate has the function and powers conferred on it by the UQ Act.
- 1.3 The position of the Vice-Chancellor is established under the UQ Act. The Vice-Chancellor is the chief executive officer of the University and is also known as the Vice-Chancellor and President. For clarity, throughout this Charter the term Vice-Chancellor is used.

2 Purpose

- 2.1 This Charter sets out the authority, roles and responsibilities of the members of Senate and is based on principles of effective corporate governance.

3 Scope

- 3.1 This Charter is a set of guidelines adopted by the Senate to assist members to carry out their duties.
- 3.2 The Charter should also be read in the context of the *Code of Governance Principles and Practice for Australia's Public Universities* ("Voluntary Code"), which the University has adopted as a guiding principle for good corporate governance.
- 3.3 The Charter, in places, paraphrases, elaborates or interprets sections of the UQ Act. It sets out the responsibilities of the Senate and outlines how the Senate ensures that effective corporate governance practices are in place to discharge those responsibilities.
- 3.4 This Charter does not seek to replace or override the provisions of the UQ Act. If there is a conflict between this Charter and the provisions of the UQ Act, the UQ Act will prevail. Further, if there is a conflict between this Charter and any other legislation or the University's Code of Conduct, then such legislation or the Code of Conduct (as relevant) will prevail.

4 Powers of the Senate

- 4.1 The Senate has the power under the UQ Act to do anything necessary or convenient for its function in particular its powers to:
 - 4.1.1 appoint University staff;
 - 4.1.2 manage and control the University's affairs and property; and
 - 4.1.3 manage and control the University's finances.
- 4.2 The Senate must act in a way that appears to it most likely to promote the University's interests.

5 Responsibilities of the Senate

- 5.1 The role of the Senate is to demonstrate leadership and exercise oversight of the University and its affairs. In particular, the Senate ensures that the appropriate structures, policies, processes and planning are in place for the University to effectively manage its activities and achieve its goals. The primary responsibilities of Senate include:
- 5.2 strategic oversight including;
 - 5.2.1 defining the University's purpose and setting its strategic objectives;
 - 5.2.2 articulating the University's Mission, Vision and Values, approving the University's strategic direction and plans, and overseeing Management's implementation of adequate processes and systems to give effect to these;
- 5.3 ensuring effective overall management of the University, including:
 - 5.3.1 appointing the Vice-Chancellor as the chief executive officer of the University and monitoring of the Vice-Chancellor's performance;
 - 5.3.2 appointing the President of the Academic Board;

- 5.3.3 electing the Chancellor and Deputy Chancellor;
- 5.3.4 ensuring the effective operation of the Senate, including the induction and professional development of Senate members and the evaluation of the performance of the Senate and its committees;
- 5.3.5 overseeing and reviewing the management of the University and its performance;
- 5.3.6 overseeing and monitoring the academic activities of the University;
- 5.4 ensuring responsible financial and risk management of the University, including:
 - 5.4.1 approving the annual budget and business plan including any variations;
 - 5.4.2 approving the University's Code of Conduct and ensuring that the Code underpins and achieves the desired culture within the University;
 - 5.4.3 establishing policies and procedural principles, consistent with legal requirements and community expectations in respect of matters relating to safety, academic standards and research ethics and integrity etc.;
 - 5.4.4 approving and monitoring systems of control and accountability;
 - 5.4.5 overseeing the integrity of the University's accounting and corporate reporting systems, including consideration of external audit reports;
 - 5.4.6 whenever required, challenging the Senior Executive and holding it to account;
 - 5.4.7 satisfying itself that the University has in place an appropriate risk management framework, covering all categories of risk and setting the risk appetite within which the Senate expects Management to operate;
 - 5.4.8 ensuring that an appropriate framework exists for relevant, accurate and clear information to be reported by Management to the Senate on a timely basis. Management reporting to include information about the University's financial and operational performance, progress against the Strategic Plan, assurance on the University's compliance with legal, regulatory and internal obligations and any material breaches;
 - 5.4.9 satisfying itself that the University's senior executive remuneration policies are aligned with UQ's purpose, values, strategic objectives and risk appetite;
 - 5.4.10 approving strategies for the development of the campuses of the University and overseeing their implementation;
 - 5.4.11 overseeing the raising of philanthropic funds held by the University;
 - 5.4.12 reviewing and approving significant capital expenditure and commercial activities of the University, including strategic investment decisions, debt restructuring and material variations;
 - 5.4.13 overseeing the University's controlled entities, as specified in section 15 below; and
 - 5.4.14 approving the Annual Report of the University.
- 5.5 performing such other functions conferred by legislation.

6 Delegation

- 6.1 The Senate has powers under the UQ Act to delegate certain powers and has delegated powers to the Vice-Chancellor. In this way the Senate, while retaining its ultimate governance responsibilities, has delegated day-to-day management and administration of the University to the Vice-Chancellor, subject to the terms set out in the Delegations Policy and Procedures.
- 6.2 Under the UQ Act, Senate cannot delegate its power to adopt the University's annual budget nor to make an election policy.
- 6.3 Under the delegation to the Vice-Chancellor, Senate has reserved certain matters for decision making only by the Senate.
- 6.4 As permitted by the UQ Act, the Vice-Chancellor has sub-delegated the exercise of certain powers to appropriately qualified members of University staff.

- 6.5 The Vice-Chancellor is accountable to the Senate for the authority that is delegated by the Senate and will report routinely to Senate on the stewardship of the University and progress in the achieving the short, medium and long term plans and strategies of the University.

7 Committees

- 7.1 To assist in the discharge of its obligations Senate has established the following Committees:
- 7.1.1 Advancement and Community Engagement Committee;
 - 7.1.2 Campus Infrastructure Committee;
 - 7.1.3 Equity, Diversity and Inclusion Committee;
 - 7.1.4 Finance Committee;
 - 7.1.5 Honorary Awards Committee;
 - 7.1.6 Governance Committee;
 - 7.1.7 Senior Executive Remuneration and Performance Committee; and
 - 7.1.8 Risk and Audit Committee.
- 7.2 Senate may establish additional committees, or ad hoc special purpose committees or working groups from time to time, with a charter approved by Senate.
- 7.3 Each committee will have a charter setting out its terms of reference, membership and reporting obligations. Senate will, on an annual basis, review the charter of each committee and evaluate its performance against its charter.

8 Relationship with Academic Board

- 8.1 The Academic Board is established under the UQ Act. It is not a committee of the Senate, does not currently receive any delegation of authority from the Senate and does not make academic decisions on behalf of the Senate.
- 8.2 The Academic Board advises the Senate and the Vice-Chancellor on all matters relating to and affecting the University's teaching, scholarship and research programs. The specific role, purpose and function of the Academic Board is set out in the Academic Board Policy.
- 8.3 The Academic Board reports regularly to the Senate on matters of academic quality and standards.

9 Composition of Senate

- 9.1 The size and composition of the Senate is determined by the UQ Act. Senate has 22 members comprising:
- 9.1.1 3 official members (Chancellor, the Vice-Chancellor and the President of the Academic Board);
 - 9.1.2 8 appointed members who are appointed by the Governor in Council;
 - 9.1.3 8 elected members; and
 - 9.1.4 3 additional members appointed by Senate.

10 Election and appointment of members

- 10.1 Each Senate member is appointed or elected in accordance with the provisions of the UQ Act.
- 10.2 Subject to the UQ Act, Senate will take reasonable steps to ensure that its membership demonstrates a diversity of gender, background and experience and includes members with the requisite skills to enable Senate to fulfil its duties having regard to the strategic direction of the University.

- 10.3 The Governance Committee provides the Chancellor with the names of persons who might be recommended to the Queensland Government for appointment by the Governor-in-Council, and advises Senate on persons who might be appointed to the Senate by the Senate, in each case having regard to Section 7.3 of this Charter.
- 10.4 All appointed and elected members hold office for 4 years, except members who are students who serve for 2 years, unless they resign or are removed.
- 10.5 Under the UQ Act, a person is not eligible to be elected or appointed as an elected, appointed or additional member if the person's election or appointment as the member will result in the person being a member for 12 years or more (whether continuously or not). This provision does not apply, however, if a majority of members agree that the person may be elected or appointed as an elected, appointed or additional member.
- 10.6 A person is not eligible to become a Senate member if that person is disqualified from managing corporations under the *Corporations Act 2001 (Cth)*, part 2D.6 or has a conviction for an indictable offence. (s.23 of UQ Act)
- 10.7 The Senate may fill a casual vacancy of the Senate in accordance with the provisions of the UQ Act.
- 10.8 The Senate will make available a programme of induction and professional development for members, to build the expertise of the Senate and to ensure that members are aware of the nature of their duties and responsibilities.

11 Election and Role of Chancellor and Deputy Chancellor

- 11.1 The Chancellor is elected by the Senate in accordance with the UQ Act and holds office for the term fixed by the Senate which must not be longer than 5 years.
- 11.2 The Deputy Chancellor is elected by the Senate and holds office for the term fixed by the Senate which must not be longer than 4 years.
- 11.3 The Chancellor and Deputy Chancellor hold office subject to retaining the confidence of the Senate. If Senate determines that such confidence is no longer held, steps for removal may be initiated in accordance with the provisions in the UQ Act.
- 11.4 The Chancellor is a first among equals, facilitating Senate's work and collegiality by effective and ethical means, and providing a focal point to promote the high standing of the University. The Position Description for the Chancellor sets out the role in more detail.
- 11.5 The Deputy Chancellor acts as Chancellor in the absence of the Chancellor.

12 Vice-Chancellor's Role

- 12.1 The Vice-Chancellor is appointed by the Senate and is the chief executive officer of the University and may exercise the powers and perform the functions conferred on the Vice-Chancellor by the UQ Act or Senate.
- 12.2 The Vice-Chancellor may delegate powers of the Vice-Chancellor under the UQ Act or another Act to an appropriately qualified member of the University's staff.

13 Duties of Senate Members

- 13.1 The Senate members are responsible and accountable to the Senate. The function of members is to ensure that Senate performs its functions and exercises its powers appropriately, effectively and efficiently.
- 13.2 In performing these functions members must:
 - 13.2.1 act honestly and in the best interest of the University;
 - 13.2.2 exercise reasonable skill, care and diligence;
 - 13.2.3 disclose to the Senate any conflict that may rise between the member's personal interests and the interests of the University;

- 13.2.4 not make improper use of their position as a member, or of information acquired because of their position as a member, to gain directly or indirectly, an advantage for the member or another person;
 - 13.2.5 maintain strict confidentiality of the contents of meeting papers and discussions of the Senate and its Committees; and
 - 13.2.6 abide by the University's Code of Conduct and Senate Standing Orders.
- 13.3 The duties of members, sanctions for breach of these duties, and the procedure for removal of members are specified in the Act.

14 Standing Orders

- 14.1 The UQ Senate Standing Orders set out how the Senate regulates its proceedings.

15 Controlled entities

- 15.1 Senate is responsible for the oversight of controlled entities and has approved a policy setting out governance and management procedures in relation to controlled entities.
- 15.2 The responsibility for controlled entities is delegated to the Vice-Chancellor who is responsible for reporting to the Senate in relation to their operation.

16 University's annual report

- 16.1 The form and content required in the University's annual report is determined by the Queensland Government, but will include reporting on high-level outcomes and a report on risk management within the University.
- 16.2 The University discloses in its annual report its compliance with the Voluntary Code and provides reasons for any areas of non-compliance.
- 16.3 Senate approves the University's annual report.

17 Protection of Senate Members from liability

- 17.1 Under the UQ Act, members are not civilly liable for an act done, or omission made, honestly and without negligence in the pursuit of the fulfilment of their duties as Senate Members.
- 17.2 Members are covered under the University's Directors & Officers Insurance Policy, and members may enter into a Deed of Indemnity, Insurance and Access with the University.

18 Secretariat and legal advice

- 18.1 The Senate Secretary provides the secretariat for Senate.
- 18.2 Where members, with the permission of the Chancellor, wish to obtain independent professional advice in furtherance of their duties, the University General Counsel or Senate Secretary will arrange such advice at the University's expense and the advice received will be made available to all members.

19 Senate evaluation

- 19.1 Senate will assess its performance, the performance of its members, and the performance of its Committees on a regular basis. The Chancellor organises the evaluation process and may use external resources if required.

20 Annual Review of Senate Charter

- 20.1 This Charter will be reviewed annually by Senate.