

**Review of Council Committees**

**Adelaide University**

**November 2001 - January 2002**

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## *University of Adelaide Council Committees*

### **1. Terms of Reference**

As set out in the Council Members Update of 22 October '01:

- ◆ *Review committees of Council generally. To consider whether their purposes and terms of reference are clear and not overlapping, whether their membership is appropriate and add value to the governance of the University;*
- ◆ *Paying particular reference to the Chancellor's Committee, review its terms of reference and operation since its establishment;*
- ◆ *Where appropriate make recommendations for change.*

*Note: In considering the Council and its subordinate committees, it may be necessary to comment more generally on the governance of the University.*

### **2. Functions of Council as set out in the Act:**

The University is a body corporate *"invested with full juristic capacity and unfettered discretion, subject to the laws of the State, to conduct its affairs as it thinks fit."*(Section 4).

The Council is the governing body of the University and has as its principal responsibilities (Section 9) -

- (a) overseeing the management and development of the University; and*
- (b) devising or approving strategic plans and major policies for the University; and*
- (c) monitoring and reviewing the operation of the University.*

**Recommendation 1: The University of Adelaide Act should be amended to set out the functions and powers of Council in more explicit terms.**

### **3. Functions of the Chancellor and Vice-Chancellor as currently performed.**

The functions of neither are set out in the Act, but by Statute, the Vice-Chancellor is Chief Executive Officer. By custom and practice, the Vice-Chancellor exercises executive functions assuming wide delegation of powers, but is subject to the approval of Council, as the governing body, in deploying that authority or allocating resources. Insofar as the CEO is exercising the powers implicit in the Act, no such delegation, in terms of the Act, can *"derogate from the power of the Council itself to act in any matter"* (Section 10(2)). The role of the Vice-Chancellor is discussed in Attachment 1, in relation to governance issues.

**Recommendation 2: Delegations to the Vice-Chancellor should be formally established by Council.**

The Chancellor exercises the role of presiding over and leading the Council in the exercise of its functions, and as chair of the governing body, has a special role of liaison with the Vice-Chancellor, as CEO. However, this role differs significantly from that of chairman of a public company. The Chancellor, by custom, undertakes general oversight of the University on behalf of the Council, to ensure that the Council is appropriately informed and able to undertake its responsibilities in an effective manner.

The Chancellor has no executive role in management of the University, but has an important role as its symbolic and ceremonial head. The Chancellor assists the Vice-Chancellor in external representation of the University.

#### ***4. Current Powers of Delegation***

Under Section 10 of the Act, Council may delegate any of its powers *"to any officer or employee of the University."* The Council may not delegate powers to a Committee. As far as the reviewer can determine this is a situation unique for Adelaide amongst Australian universities, and is not consistent with good governance where expert committees can play a major role handling minor governance matters on behalf of Council, leaving the governing body free to focus on major issues. The issue of delegation is particularly important in respect of the role of the Academic Board. (See Section 12.6)

**Recommendation 3: Amendments to the Act should provide for delegation of specific powers to Committees.**

#### ***5. Process of Review***

The reviewer had the opportunity to consult extensively with the Chancellor, with the current Vice-Chancellor, with the two Deputy Vice-Chancellors, the Convenor of the Academic Board, with eight members of the Council, including three elected staff members and an elected student member. He met with Council in session for open discussion of the issues under consideration and received a written submission from a member of Council who was unable to be present at that time (Hon. Justice Perry). He had an extended telephone discussion with the Convenor of the Finance Committee, Mr Ross Adler AO. He consulted with Mr Alan McGregor AO, a member of the Finance Committee who led the Review of Governance in S.A. in 1995-96.

The reviewer met the Secretary of Council, and with the recently appointed Executive Director, Student and Staff Services. He met with a member of Senate who had moved a motion in the Senate critical of arrangements for the Chancellor's Committee and with the Warden of the Senate. He received a submission made on behalf of the Senate, approved by the 2001 annual meeting of that body.

#### ***6. Review of papers of Council Committees over the past twelve months.***

The terms of reference, minutes and reports of the Council committees were reviewed.

**Finance Committee**

**Audit and Compliance Committee**

**Student Affairs Committee**

**Academic Board**

**Education and Research Development Committee**

**People Committee**

**Chancellor's Committee**

## 7. *Principles of governance for a research intensive university*

Consideration of the way in which the Council of a university such as Adelaide should exercise its governance responsibilities must take account of the nature of the work, or ‘business’, of the institution. There are several aspects to assessment of the functioning of the Council and its committees –

- ◆ how well does the Council function as a governing body?
- ◆ how well do the committees serve the Council in an internal sense, facilitating the process by which all members become effective participants in decision making?
- ◆ how well do the committees and procedures provide the Council with the appropriate information to ensure effective oversight of the management, development and performance of the institution?
- ◆ how far are the structures appropriate to the legal provisions in the Act and how far do they conform with what would be termed ‘best practice’ for a leading research-intensive university?

Much has been written over the years relating to the issues of university governance. There is also significant legal case law in the United States, Britain and Australasia. Whilst changing circumstances with implications for governance have arisen over time, particularly the great increase in demand for higher education and increased funding required to support research, there are also consistent themes. Major research-intensive universities are concerned primarily with the discovery and dissemination of knowledge. In this sense, their fundamental character has not changed.

The major research-intensive university is, historically, an important institution in which the quality of staff and their innovative research and scholarship are its principal assets. The philosopher Francis Bacon, in the 17<sup>th</sup> century, asserted that knowledge should be for the benefit and use of society; this has been the central theme in evolution of universities over the centuries. He stated it “*should not be as a courtesan, for pleasure and vanity only, or as a bond-woman, to acquire and gain to her master's use; but as a spouse, for generation, fruit and comfort*”. Good governance depends on the nurturing of knowledge, using the resources of the university effectively to this end and ensuring that knowledge is successfully transmitted for the broad benefit of society.

Clark Kerr, a celebrated President of the University of California, stated in his Godkin Lectures at Harvard University in 1963, “*The basic reality, for the university, is the wide-spread recognition that new knowledge is the most important factor in economic and social growth. We are just now perceiving that the university's invisible part, knowledge, may be the most powerful single element in our culture, affecting the rise and fall of professions and even of social classes, of regions and even of nations.*” Such an assessment is as valid today as it was nearly forty years ago. Assessing the capacity of a university to contribute through generation and transmission of knowledge is not a simple matter, but “*overseeing management and development of the university*”, set out as the responsibility of the Council in the Act, entails a lively commitment to just this task.

The Australian Higher Education Management Review (Hoare Committee), which reported in 1996, commented that “*Universities are different from many businesses in terms of their diverse purposes and the unquantifiable nature of many of their objectives. Yet the*

*higher education sector also shares characteristics of an increasingly competitive environment both internationally and domestically.”*

The growth in demand for higher education, increased diversity of funding, much of which is highly competitive, and the continuing need for expanded resources, all contribute to the need for a capacity to implement change. The Hoare Committee, commenting on major changes in universities, pointed out that the changes were not unique to Australia. *“In the United States, the United Kingdom and Europe, universities have faced rapid growth in student population, repeated demands for improvements in efficiency and quality as well as in relevance to industry, society and students and have faced the added pressure of reductions in public funding”*. Successfully encompassing major change in universities entails both management and governance of high quality and maintaining a cohesive institution with a common sense of purpose to deliver outcomes of high quality.

### **8. Changes in university governance in Australia**

The universities established in Australia in the 19<sup>th</sup> century played a critical role in the development of the Australian community through education for the professions, the advancement of culture and, in the second half of the 20<sup>th</sup> century, through the advancement of knowledge by research. Their systems of governance have evolved progressively since the appointment of the first full-time vice-chancellors during the 20<sup>th</sup> century. The pattern differs little from that in major British or many American universities. They have retained their tradition of partnership between academic staff and management, with governing bodies retaining representative elements, as well as assuming special responsibilities for safeguarding financial solvency and external accountability. Tensions between academia and management have always been an issue in governance, but creative tension of this kind, when well managed, can be a great strength rather than a weakness.

The Dawkins reforms brought major changes. The White Paper (1988) contained views on the desired nature of governing bodies. It declared an interest, on the one hand, in developing the capacity of institutions to meet both their own objectives and broader national goals. On the other, it offered a clear preference for *“strong managerial modes of operation, which remove barriers to delegation of policy implementation from governing bodies to chief executive officers.”* (White Paper, p. 103). The model of national governance envisaged was one of top-down *“corporate management”*, but with ministerial control channelled through a government department and a National Board of Employment Education and Training, with its several Councils. It foresaw small governing bodies for institutions based on the pattern of *“boards of large private sector organisations”*. But these governing bodies *“would delegate clear responsibility and authority to their chief executive officers to implement agreements reached with the Commonwealth, and to hold them responsible for that implementation”* (White Paper, p. 103). The adoption of ‘private sector governance’ as the model appropriate to deliver a ‘central command economy’ pattern was an odd combination.

Research-intensive universities were prominent amongst those resisting the move away from collegial participation in management, and following considerable debate, a balance was retained in most. With the first national reviews of quality of performance of institutions in the 1990s, most of the traditional research-based universities appeared in the highest category, reflecting perceived high quality of performance in education and research. This function was generally the responsibility of Academic Boards, or at least involved their active participation.

In all research-intensive Australian universities, with the exception of Adelaide, and in many others, an Academic Board or similar body continues to play a significant role in governance on all academic matters and is provided for in the relevant University Act. The

Hoare Report (1996) considered “*that to function properly, universities need to have an independent and vigorous academic authority. This academic body should monitor academic policy and standards as well as protecting academic freedom of individual staff members. There should also be appropriate links between the academic body and the governing body. This could be achieved by including, ex-officio, the presiding member of the academic body on the governing body.*”

The McGregor Review of University Governance in South Australia entitled *Balancing Town and Gown* (1996) came to similar conclusions. The need for effective governing bodies was emphasised, with constitutions appropriate to their functions. The report also stated “*...a university Council should look to the Vice-Chancellor and Academic Senate (or its equivalent) as its principal sources of advice on academic matters. While a Council might from time to time refer a matter back for reconsideration or further advice, we think it must be made clear... that primary responsibility for academic decision-making should be in the appropriate academic bodies within the overall policy and strategic framework determined by the Council.*” Regrettably, not all the recommendations contained in this review were adopted for the University of Adelaide in terms of the constitution of its Council and of the role of the Academic Board.

Few research-based universities would accept as appropriate a direct ‘top-down’ management model based on line management from a Vice-Chancellor through deputies and executive deans without a commitment to partnership with the academic community as expressed through an Academic Board or similar body, and active participation of Faculty Boards.

### ***9. Recent history of governance in the University of Adelaide***

Adelaide adopted an excessively collegial structure following the Corbett Review of 1979-80, with day to day management delegated to an executive of the then Education Committee rather than to the Vice-Chancellor. The Karmel Review, in 1989-90, judged that this structure had become ineffective at a time when decisions had to be taken expeditiously in rapidly changing circumstances. He recommended transfer of management authority to a small executive, with the Vice-Chancellor, two newly appointed DVCs and the Registrar, who together constituted a Senior Management Group. This was implemented in 1992. This and subsequent developments were the subject of the review of management in 1997.

The McGregor Review recommended that a majority of members of governing bodies be from outside the institution. It recommended that the presiding officer of the Academic Board be *ex-officio* a member of the Council. Following representations from persons associated with the University urging retention of a substantial elected membership from the Senate, the Government did not amend the Act to recognise the Academic Board.

By 1997, it was clear that there was considerable disquiet at the lack of an effective interface between the academic community and senior management, although the Senior Management Group had, by that time, been expanded to include Executive Deans and the Convenor of the Academic Board. The Academic Board no longer had a significant role in advising Council on major academic policy or management issues and had largely ceased to attract active academic leaders to its membership. This was seen as one of the key weaknesses in governance at the time of the 1997 Review.

### ***10. Effectiveness of Council in governance of the University***

Several Council and major committee members interviewed considered that Council has not worked effectively as a governing body over many years. Some outside members

have insufficient familiarity with the University to be able to assess its performance and to make informed decisions as to priorities. Some consider elected members as primarily expressing the views of their electors or of unions with which they are associated, treating Council as a parliament for the institution rather than as a governing body. Much time has tended to be devoted to lengthy debates over minutes and procedural matters, rather than in exercising Council's fiduciary responsibilities and in consideration of the major strategic issues before the University.

Formation of the Chancellor's Committee was a strategy developed by the current Chancellor to bring outside members and convenors of committees into an environment in which they would become better informed. However, the delegation of Council's authority to the Chancellor, to be exercised on the advice of the Committee, introduced a further element that was immediately controversial. I note that the delegated authority was never exercised and has since been revoked.

## ***11. Current issues relevant to governance***

### **The Council's role in governance.**

Council needs to distinguish between the **role of management** on the one hand, which should be formally delegated, and the **role of governing the institution**, which is the obligation of the Council under the Act. The latter includes:

- the critical role of appointment of a Vice-Chancellor,
- broad oversight of the quality of management,
- approval of strategic policy,
- ensuring that the institution is and will continue to remain solvent,
- ensuring that the University is complying with its external obligations,
- ensuring the University is performing its functions for students and the community to a high standard, and
- that the Council is performing its governance functions in a manner fitting for a leading research-intensive university.

### **The necessary sources of information.**

Council needs to have processes through its committee structure to ensure it receives appropriately developed recommendations and the necessary flow of information to allow it to serve its oversight functions effectively.

In a commercial company, numerical performance indicators relating to financial matters give assurance to directors that they can judge the performance of management. In a university, quality of education, of research and research training, or its attractiveness as a venue for outstanding staff, are not so readily quantified or transparent. An institution not performing well may lose good staff over an extended period or become unattractive to good students without the situation becoming readily apparent to the governing body.

The Council needs a good working relationship with its Vice-Chancellor and to have confidence in management processes. The Vice-Chancellor directly or indirectly controls much of the information coming before Council concerning the performance of the institution. A system of governance, however, that depends on appropriate judgment of a single individual as to the advice and information Council should receive leaves the governing body at risk. Information and advice from key committees of Council is important,

as is a good working relationship with an Academic Board, which accepts broad academic responsibilities.

### **Information relating to quality of academic performance.**

Availability of appropriate finance-related information and oversight of financial management are important aspects of governance, but the oversight of performance of the institution related to education, research and research training is equally a charge which Council must accept. The unexpected failure of the University to gain continuing accreditation for *AusAID* in 2000 raises questions as to the extent to which Council is fully aware of issues of quality of performance of the institution in its provision of services to overseas graduate students. Are other aspects of performance subject to appropriate scrutiny?

The newly established Australian University Quality Agency expects to deal with universities through their governing bodies.

In other research-intensive universities, these responsibilities are delegated to Academic Boards, which report to their governing bodies. This issue is discussed further below in relation to the Academic Board (Section 12.6).

### **Information relating to financial status of the University.**

The Council needs access to reliable financial data to ensure that the institution is and will remain solvent in the course of its activities. Those members of Council with experience in public companies will be well aware of these responsibilities and the means by which they can make appropriate judgment on matters of this kind. However, recent advice from the Commonwealth, following the annual visit from the DETYA review team, raises questions as to the extent to which Council has had before it the relevant information in its forward financial planning. The Finance Committee must serve as a Standing Committee of Council, reporting directly to Council, to give Council advice on the financial status of the institution so the Council takes full fiduciary responsibility – an obligation of all of its members. Specific recommendations relating to the Finance Committee are set out below (Section 12.1).

### **General issues relating to Council Committees.**

Some committees appear to have become effectively controlled by management and some even report to management rather than to the Council. Membership of Council committees need not be confined to members of the Council, where special expertise can, with benefit, be recruited from outside. However, the Convenor of any Council committee should be a member of Council and with the exception of the Academic Board, a clear majority of members also be members of the Council. Outside members should be appointed by Council rather than by the committees.

**Recommendation 3: The Council should determine membership of all its committees. Each should be convened by a member of Council. (Until revision of the Act permits Council membership of its Convenor, this provision should not be binding for the Academic Board). With the exception of the Academic Board, all should have a majority of members of Council in their membership; their agenda should be determined by the convenor. Each Committee be required to propose its Charter and specific Terms of Reference for approval by Council.**

## *12. Analysis of particular Committees*

### **12.1 Finance Committee**

**Constitution:** As a Standing Committee of Council (established as such since 1887) it should have a majority of members of Council, together with provision for up to three external members, appointed by the Council, bringing appropriate expertise, with staggered terms of appointment of two or three years. The Vice-Chancellor should be a member, as should the Convenor of the Academic Board, *ex officio*. The Committee should have the power to co-opt an additional member with special expertise if judged necessary for a period of up to twelve months, reappointment being subject to Council approval. The Executive Director, Finance and Infrastructure, should be in attendance. It is not appropriate for the Vice-Chancellor to control, as currently, co-options to the Committee.

**Terms of reference** do not appear to be set out in a formal manner, but cover the major issues. They should be formally established (see Attachment 2). The Convenor of the Committee should have a right of access to all financial information directly through the Executive Director, Finance and Infrastructure, at any time. The Committee should report directly to Council, rather than the current somewhat ambiguous reporting track.

It is important that financial reports to the Committee show separately the income stream of 'general fund' moneys, available for any use, and separately, that tied to specific purposes. The former includes the government recurrent grant, some infrastructure funding, student fee income, and some other sources. The latter includes research funds gained by staff, tied capital funding and other income for which the University is externally accountable as to its use.

The annual budget, prepared by management, should specify assumptions as to any increase in income against which expenditure is to be committed, and should include contingency plans to handle the situation if planned growth in income does not eventuate.

The Finance Committee should report to Council each year the total funding which can be allocated by management in the Budget for the subsequent year.

Reports of the Committee to Council should contain sufficient detail to support Council in taking final responsibility for oversight of the financial status of the University.

**Recommendation 4: Terms of Reference and constitution of the Finance Committee should define its role and responsibilities to Council, taking account of suggestions in Attachment 2, with proposals for specific delegations once the Act has been revised.**

### **12.2 Audit and Compliance Committee.**

**Constitution** seen as appropriate, subject to a decision as to whether it should remain free-standing.

**Terms of Reference:** In many universities, functions of the kind served would be by a sub-committee of the Finance Committee, or a committee reporting to Council through the Finance Committee. Some shared membership with the Finance Committee might make better use of people with special expertise, the committee reporting to Council either directly with reference to the Finance Committee or through the Finance Committee.

It is important to ensure appropriate compliance with external obligations, and its minutes indicate that it is currently doing valuable work.

Oversight of commercialisation of research could usefully be added, as issues of transfer of intellectual property and commercial agreements inevitably come within the current terms of reference. It should receive annually a report on these issues, jointly or severally, from the Academic Board and the Deputy Vice-Chancellor (Research).

Satisfying the Council that the University, through the Academic Board, has appropriate processes for academic audit could be added to its responsibilities, although not to undertake such audit processes itself.

**Recommendation 5: The Audit and Compliance Committee should report to Council either directly with reference to the Finance Committee or through the Finance Committee, with oversight of all audit processes and of performance of the University in commercialisation of intellectual property.**

### **12.3 Student Affairs Committee**

*Constitution and Terms of Reference* are appropriate.

Minutes and consultation with the Convenor indicate that the Committee has done valuable work and provides a good vehicle for interaction between the student body and management, problems being identified and resolved through negotiation. Whilst for most functions this could be a Vice-Chancellor's committee, students are represented on Council and the committee means that student matters will not be brought unnecessarily before the full Council. Access of the Committee to Council is an incentive for resolution of problems.

### **12.4 People Committee**

A committee to advise the Council and the Vice-Chancellor on matters of salaries and industrial relations is desirable, although management discretion is necessary in many situations and must be fully recognised. This committee has not met in its new format throughout 2001, and should be reviewed. Members of the Adelaide University NTEU Executive should be ineligible to serve on the Committee, as they cannot act on 'both sides of the table' due to conflict of interest. (It must be recognised that industrial relations in higher education in Australia have become increasingly adversarial over the past twenty years.)

The Reviewer recommends that this committee continues as a separate committee. Its title should be reconsidered as the term 'People Committee' might imply a role in dealing with individuals or even to include students. It should have a role to overview staff profile, the broad operation of personnel policies, promotions and staff turnover. It should receive a report from the Vice-Chancellor on industrial relations at least once each year and the Executive Director, of Student and Staff Services, should provide an annual report to Council through the Committee on staffing issues. Possible titles include 'Personnel Committee' or 'Staffing Issues Committee'. As 'industrial relations' are primarily a management responsibility, this should not be included in the title, so as to avoid confusion of roles, even though it would receive reports on these issues.

**Recommendation 6: The title of the People Committee should be reviewed and the Committee given revised Terms of Reference.**

### **12.5 Education and Research Development Committee**

This committee has not met during 2001. Its functions overlap heavily with what are seen as necessary roles for the Academic Board.

**Recommendation 7: The Education and Research Committee should be deleted and the functions incorporated into the Terms of Reference of the Academic Board.**

### **12.6 Academic Board**

**Constitution:** This should be revised so that it can play a significant role in the life of the University. The Reviewer considers that, in addition to a half-time Convenor, a ¼ time deputy and current ex-officio membership, it should comprise primarily Heads of Academic Departments and Deans. (An appropriate salary loading, as currently provided, should continue for the convenor and for one deputy, but an Assistant Convenor might be appointed by the Board without salary supplementation as a means of broadening the experience base for the purposes of succession planning.)

Small departments in any one Division or Faculty, of say, less than 10 Full Time Equivalent staff, should be grouped together for representation. The Board should have the right to co-opt additional senior academic members, up to a limit of 25% of the number of Heads of Department who are members. As at present, there should be student representation, and general staff might be better represented here than on Council if Council is to be reconstructed through revision of the Act.

The alternative is an elected Board of a smaller size. However, if the culture of the University is to change so that the academic community feels involved and committed in academic decision making and oversight, the larger body, supported in its work by a smaller Standing Academic Committee, would be more likely to achieve this end. It should be noted that this is the pattern in most research-intensive universities. The University of Sydney is currently considering moving back to this pattern following unsatisfactory experience, under its current Vice-Chancellor, with a smaller elected body supported by a larger 'Forum'. The Boards of the Universities of Melbourne, Queensland, WA and ANU all have extensive representation of heads of departments and deans, providing a two-way track for interaction with the academic community through faculties and departments.

The enlarged Board should establish an Academic Standing Committee, comprising convenors of its committees and a small number of senior academics appointed by the Board, to prepare material appropriate for debate and approval. The Vice-Chancellor and DVCs should be members of such a committee and DVCs would be expected to play a significant role in Board committees, which should replace some of their own current committees. As members of the Board, DVCs would be eligible to chair Board committees.

The process of appointment of the Convenor and Deputy Convenor of the Academic Board should be revised so that its leadership is seen to be accountable. A Nominations Committee is proposed comprising Vice-Chancellor as Chair, the outgoing Convenor, a senior Professor nominated by the Vice-Chancellor, and three members of the Academic Board elected by the Academic Board, the Chair having a deliberative and a casting vote. There are alternatives for procedure thereafter. That preferred is for a single nomination to pass the Council for appointment. The alternative is one or at most two nominations for each office to be submitted by the Committee to the Board for election.

The appointment should normally be concluded not less than four months prior to the offices falling vacant to permit time for the appointee to make appropriate academic arrangements and to be prepared for office. Appointments should normally be for a two year term, and renewable for one further term. Should either office fall vacant during the term, the existing Nominations Committee should be empowered to advise Council on an appointment. (If the election route has been chosen, the committee should fill the vacancy with an acting appointee who would have full authority of the office until the commencement of the following academic year.) The Board should appoint an Assistant Convenor.

The Faculty Boards do not appear to be functioning effectively, their roles having been largely subsumed by Executive Deans. This diminishes the interaction with both internal and external groups with an interest in the University and leaves many decisions

being made at the level of central management that could be better handled by faculties. The Academic Board should undertake a review of constitution and functions of Faculty Boards and report on this matter to Council during 2002.

**Terms of Reference:** These are currently constrained by the fact that delegation under the current Act can only be to an individual rather than to a committee. Should this be changed, the terms of reference should be revised to provide for extensive delegation to the Board to regulate academic programs, student progression and possibly student discipline, to monitor quality of education and research training and to advise Council on any academic matter.

**Recommendation 8: The Academic Board should be a standing Committee of Council, not constrained by the general obligation of membership by a majority of Council members nor by being convened by a member of Council until such time as its Convenor is *ex-officio* a member of Council. It should have broad responsibilities to oversee the education, research and research training activities of the University, to safeguard the appropriateness and quality of these activities and to report to Council on these and on any other matter relevant to the academic work of the institution. Once the Act so permits, specific delegation should be established for the Board to regulate academic progression, and changes in academic programs within courses approved by Council. In exercising its responsibilities it should work in close collaboration with the Vice-Chancellor and Deputy Vice-Chancellors.**

**Recommendation 9: There should be a Nominations Committee to handle the nomination of the Convenor and Deputy Convenor of the Academic Board. It should comprise the Vice-Chancellor as Chair, the outgoing Convenor, a senior Professor nominated by the Vice-Chancellor, and three members of the Academic Board elected by the Academic Board, the Chair having a deliberative and a casting vote.**

**Recommendation 10: Until such time as the Act has been appropriately amended, the Council's current practice should continue, namely, the Convenor should be invited to attend all Council meetings, and to serve on Council committees, with speaking rights as if a member of Council, but without a right to vote or to move motions. 'Proforma' motions could be put forward, to be moved on behalf of the Board by a member of Council as necessary.**

**Recommendation 11: A Standing Academic Committee and other committees be established by the Academic Board to bring recommendations and reports to meetings of the full Board, which should occur at least four times in an academic year. The Standing Academic Committee should have the right to report or make recommendations directly to Council on urgent matters between meetings of the Board.**

**Recommendation 12: The Academic Board to undertake a review of the constitution and functions of Faculty Boards and to report on this matter to Council during 2002.**

### **12.7 Chancellor's Committee**

**Constitution:** This should relate to its functions (discussed below). As a committee comprising convenors of the several Council committees, it can serve a valuable role as a 'Convenors Committee'. It could ensure that appropriate information is provided to Council and that outside members who play a significant role in convening committees have full briefing on the issues with opportunity to access further information from management outside Council meetings.

**Functions:** Concern was expressed in a number of quarters with the establishment of a Committee tied in its function and constitution to delegation of all the powers of the Council to the Chancellor, who would act on the advice of the Committee. There was an argument that this arrangement represented *de facto* delegation to a committee, not permitted by the current Act and that it could 'disenfranchise' many members of the Council. Regardless of the fact that no such delegated power has been exercised in its first year of operation, the decision by Council in June 2001 to revoke the delegation has removed this issue. It is recommended that the Committee not have reinstated the function of advising the Chancellor on exercising delegated powers. The Vice-Chancellor, in any event, may more appropriately take action on urgent matters, between meetings. (The Vice-Chancellor in all matters remains accountable to the Council).

Members of the Committee, including its student member, spoke highly of its value of in bringing a better understanding of issues prior to Council meetings (particularly important for external members). As the Committee has no executive authority, there should be no obstacle to its continued existence providing all members of Council have access to its minutes and the minutes of any Council committees reporting through it.

**Recommendation 13: The Committee should continue, but be renamed 'Convenors Committee'. Terms of Reference should be appropriate to ensure improved information sharing between convenors and senior management, and to facilitate processes whereby recommendations coming to Council have been adequately reviewed and supported by appropriate information. The Committee should be convened by the Chancellor, and meet as required.**

### ***13. Proceedings of Council***

The Minutes and reports of Council for the past twelve months have been reviewed and discussed with several members.

Undue time appears frequently to have been spent debating minor matters of detail and the draft minutes. This is generally counter-productive and likely to lead to disenchantment and loss of support from outside members whose concern is with major issues of import for the University. Council members are urged to keep such activity to a minimum.

All reports of committees should clearly highlight any recommendations to Council. At the start of the meeting, items for debate should be starred and for those items not requested for starring, their information and recommendations be adopted *en bloc* without debate at the end of the meeting. Minutes should be a concise record of attendance, of decisions taken and any other major items considered. They should not attempt to recount detail of debates or the views of individuals.

The practice of reaching decisions by consensus without formal moving, seconding and voting on each motion, is commended when governance processes are working well, in a body with a common sense of purpose. There should, however, be provision for right to appeal for 'formal order' if deemed necessary by any member of Council, such a procedural request being immediately put to a vote without debate. If the vote is lost, the Chancellor has the right to conclude the matter without a vote. 'Formal order' of this kind should be called upon rarely.

The practice of requiring attendance of all Executive Deans at Council meetings is anomalous, as they do not generally participate. Individuals should be invited from time to time to address the Council on the work of the University, chosen after consultation between

the Chancellor and Vice-Chancellor, to enhance knowledge of Council members concerning the University. (See reference to Colloquia or Retreats below).

Not all members of Council are aware that the Secretary has a commitment to provide any member of Council access to the minutes of any Council committee on request. This practice is endorsed as a necessary component of good governance. Such committee papers could be made available in a room accessible by Council members prior to each Council meeting. A concern about undue 'secrecy' and 'confidentiality' should be dispelled by greater use of this facility.

A regular, short Report of Council deliberations prepared by the Secretary of Council is included in a monthly electronic newsletter, and it is urged that this become a regular report to the University community following each Council meeting. This would enhance staff confidence in the functions of Council.

The practice of open sessions of Council is widely observed in Australian universities. These would be more effective if the open session were to commence at a set time, such as an hour after the commencement of the meeting, normal work being then suspended, to continue following the conclusion of the open session. It should be noted that varying locations for meetings acts as a disincentive to participation in open meetings.

Consideration should be given to development of a series of Colloquia for Council members in which discussion of major issues before the University can take place outside the pressures of decision making, and in which non-members of Council can be invited to participate. This would achieve better understanding of issues on the part of external members and improve common understanding of governance obligations.

The University of Sydney alternates Colloquia with normal business meetings (five of each in a year). The University of Melbourne conducts one or two, two day 'retreats' for its Council each year for this purpose, and traditionally, alternate Council meetings deal only with urgent business to leave more time for strategic issues. Many universities conduct formal induction programs for new members of governing bodies over several days, to ensure familiarity with their institutions. Consideration should be given to implementing this for new members of Council.

The issue of delegation of authority between Council meetings is dealt with in different ways in different universities. Some have a small 'Executive Committee' for this purpose. The University of Melbourne formally delegates the full powers of its Council to the Vice-Chancellor to act between meetings in situations of urgency, requiring any such action to be reported for ratification to the next occurring meeting of the Council. Inclusion of a power to reach decisions in situations of urgency by circular resolution using electronic means between meetings, in the Act or by Statute, is desirable. The reviewer's preference, however, is to use delegation to the Vice-Chancellor on most urgent matters, as this officer remains subject to Council oversight.

Further consideration should be given to formal evaluation of performance of Council members. The regular feedback evaluation reports of meeting processes is seen as valuable.

#### ***14. Revision of the University of Adelaide Act***

The Act, in style, is thoroughly out-dated, being drawn from the days when the Council managed the University without a full time Vice-Chancellor, governing all activities through statutes, rules and by-laws. Although provision for a Vice-Chancellor has been added, the style of the Act has changed little to reflect the necessary role of management in a

changed environment, appropriate powers of delegation or definition of the necessary partnership between management and the Academic Board in regulation of academic activities. Retention of the Senate may be anachronistic, given that there is a separate Alumni body, but in any event it should not have power to block changes to Statutes.

It is strongly recommended that a number of revisions be proposed to government.

Amongst other matters, it is recommended that the Act provide for:

- a statement of the powers of the Council;
- establishment of the Academic Board as a Standing Committee of Council, with its convenor *ex-officio* a member of Council;
- provision for delegation of powers in respect of academic matters such as approval of academic programs, oversight of quality of education and research training, academic progress and academic discipline to the Academic Board;
- modification of elected staff membership of Council in view of the enhanced role of the Academic Board in governance;
- provision for decisions of Council to be made by circular resolution using electronic means in respect of urgent matters arising between meetings;
- removal of the power of the Senate to disallow legislation;
- given that the student Union does not report on financial matters to the Council, either remove that section from the Act or clarify accountability of the Union to the Council.

Meanwhile, Council should continue its current practice of inviting the Convenor of the Academic Board to attend all Council meetings, with full speaking rights as if a member, but without a vote until such time as the Act has been appropriately amended.

### ***15. Implementation***

It is important that the recommendations be implemented without delay and that the necessary preliminary work and negotiations be undertaken to restructure the Academic Board, the various committees of Council in terms of their constitutions and terms of reference, and planning for revision of the Adelaide University Act.

**Recommendation 14: Existing Committees of the Council be wound up at 31 March 2002, or such later date as the Council might determine, to be replaced by the reconstituted committee structure.**

**Recommendation 15: A working group be established to consult and plan the approach to the Government of South Australia seeking appropriate amendments to the University of Adelaide Act.**

## Summary of recommendations

**Recommendation 1:** The University of Adelaide Act should be amended to set out the functions and powers of Council in more explicit terms.

**Recommendation 2:** Delegations to the Vice-Chancellor should be formally established by Council.

**Recommendation 3:** Amendments to the Act should provide for delegation of specific powers to Committees.

**Recommendation 4:** Terms of Reference and constitution of the Finance Committee should define its role and responsibilities to Council, taking account of suggestions in Attachment 2, with proposals for specific delegations once the Act has been revised.

**Recommendation 5:** The Audit and Compliance Committee should report to Council either directly with reference to the Finance Committee or through the Finance Committee, with oversight of all audit processes and of performance of the University in commercialisation of intellectual property.

**Recommendation 6:** The title of the People Committee should be reviewed and the Committee given revised Terms of Reference.

**Recommendation 7:** The Education and Research Committee should be deleted and the functions incorporated into the Terms of Reference of the Academic Board.

**Recommendation 8:** The Academic Board should be a standing Committee of Council, not constrained by the general obligation of membership by a majority of Council members nor by being convened by a member of Council until such time as its Convenor is *ex-officio* a member of Council. It should have broad responsibilities to oversee the education, research and research training activities of the University, to safeguard the appropriateness and quality of these activities and to report to Council on these and on any other matter relevant to the academic work of the institution. Once the Act so permits, specific delegation should be established for the Board to regulate academic progression, and changes in academic programs within courses approved by Council. In exercising its responsibilities it should work in close collaboration with the Vice-Chancellor and Deputy Vice-Chancellors.

**Recommendation 9:** There should be a Nominations Committee to handle the nomination of the Convenor and Deputy Convenor of the Academic Board. It should comprise the Vice-Chancellor as Chair, the outgoing Convenor, a senior Professor nominated by the Vice-Chancellor, and three members of the Academic Board elected by the Academic Board, the Chair having a deliberative and a casting vote.

**Recommendation 10:** Until such time as the Act has been appropriately amended, the Council's current practice should continue, namely, the Convenor should be invited to attend all Council meetings, and to serve on Council committees, with speaking rights as if a member of Council, but without a right to vote or to move motions. 'Proforma' motions could be put forward, to be moved on behalf of the Board by a member of Council as necessary.

**Recommendation 11: A Standing Academic Committee and other committees be established by the Academic Board to bring recommendations and reports to meetings of the full Board, which should occur at least four times in an academic year. The Standing Academic Committee should have the right to report or make recommendations directly to Council on urgent matters between meetings of the Board.**

**Recommendation 12: The Academic Board to undertake a review of the constitution and functions of Faculty Boards and to report on this matter to Council during 2002.**

**Recommendation 13: The Committee should continue, but be renamed ‘Convenors Committee’. Terms of Reference should be appropriate to ensure improved information sharing between convenors and senior management, and to facilitate processes whereby recommendations coming to Council have been adequately reviewed and supported by appropriate information. The Committee should be convened by the Chancellor, and meet as required.**

**Recommendation 14: Existing Committees of the Council be wound up as at 31 March 2002, or such later date as the Council might determine, to be replaced by the reconstituted committee structure.**

**Recommendation 15: A working group be established to consult and plan the approach to the Government of South Australia seeking appropriate amendments to the University of Adelaide Act.**

## **Attachment 1,                      The Vice-Chancellor**

The **University of Adelaide Act** identifies the Vice-Chancellor as the Chief Executive Officer of the University. It does not, however, define the powers associated with the office, nor are these set out in the Statute, which is concerned with the process and term of appointment. It is desirable that the role and powers of the Vice-Chancellor are set out to avoid potential conflict between a vice-chancellor and the governing body on the one hand or the Vice-Chancellor and the academic community, students other employees or outside parties on the other.

In the **University of Sydney Act**, Section 12, the Vice-Chancellor is defined as the '*principal executive officer of the University*' and has '*functions conferred or imposed on the Vice-Chancellor by or under this or any other Act*'. The Statutes define the role. The basic responsibilities of the Vice-Chancellor are set out in By-laws, Chapter 5. (The governing body is termed the Senate, and its members, Fellows).

1. *The Vice-Chancellor is responsible for promoting the interests and furthering the development of the University.*
2. *The Vice-Chancellor is under the Senate and subject to this By-law or any other rule or resolution of the Senate, to:*
  - (a) manage and supervise the administrative, financial and other business of the University, and*
  - (b) collect and prepare for the Senate and Finance Committee of the Senate all information required by these bodies about the administration, finance and other business of the University, and*
  - (c) consult with and advise the Senate and its committees, the Academic Board and all other university boards, faculties, committees, professors and heads of departments, and*
  - (d) exercise general supervision over the staff and students of the University, and*
  - (e) subject to any delegation of authority approved by the Senate, apportion administrative authority throughout the University, and*
  - (f) exercise supervision over the discipline of the University, in accordance with and subject to any law or rule dealing with discipline or misconduct of staff or students, and*
  - (g) give effect to this By-law, any rules, or any resolutions made, or reports adopted by the Senate, and*
  - (h) have such functions of the Senate as the Senate may, from time to time delegate to the Vice-Chancellor.*
3. *The Vice-Chancellor:*
  - (a) is, ex officio, a member of every board, faculty or committee, except a Student Proctorial Board convened under Chapter 8, and*
  - (b) may preside at any meeting of such board, faculty or committee.*
4. *Nothing in the Chapter affects the precedence or authority of the Chancellor or Deputy Chancellor.*

The above is a good summary, but note no reference to outside representation of the University, to academic leadership or to issues of quality of performance. Exercise of the discipline function is heavily prescribed in separate By-laws.

Issues of governance in the University of Sydney are discussed in the Resolutions of the Senate of 5 November 2001 which followed a review by an outside professional consultant. The review followed a prolonged and very public dispute within the University, which involved both the previous Chancellor and, to a degree, the current Vice-Chancellor.

The Resolutions reflect, in part, concerns about past decision making and management processes, with lack of information or involvement of a majority of the Senate in important decisions. Fellows had complained of excessive concentration of power in the offices of Chancellor and Vice-Chancellor. The following Resolutions need to be interpreted in this context (the underlined sections particularly).

Interestingly, the University is now in the process of restructuring its Academic Board. Once again it will include heads of departments and deans, and have significant delegated authority, it having become an elected advisory body several years ago at the bidding of the current Vice-Chancellor, matching his previous experience in the University of Adelaide.

Broadly the relevant Resolution setting out the role of a CEO may be paraphrased as to:

- ◆ promote the interests of and further the development of the University through prudent, effective and ethical means as CEO and member of the Senate and as the senior representative of its academic body;
- ◆ manage the business of the University except where the Senate has set limitations, which include matters of self interest or reward of the CEO, the composition of the Academic Board, the work of the internal auditor and audit committee, the appointment and termination of officers of the secretariat of the Senate;
- ◆ delegate to senior officers and academics the conduct of that business that is appropriate and ensure that such delegations are effectively monitored;
- ◆ ensure that the Senate is thoroughly informed of administrative or academic implications and fiduciary risks or legal constraints which affect policy recommendations and strategic direction;
- ◆ establish supporting systems to monitor the performance of the University against agreed strategic direction and operational plans;
- ◆ with the Chancellor, establish processes to ensure the Senate is effectively supported in its work..... in an atmosphere of mutual trust;
- ◆ provide Senate with particular background knowledge to support Fellows in the discharge of their governance responsibilities;
- ◆ act as the key representative of the University with the wider community, sharing that responsibility with nominated officers and Fellows as appropriate and, in particular, with the Chancellor.

At the **University of Melbourne**, the role and authorities of the Vice-Chancellor are set out in Statute 2.4.

#### **Duties of the vice-chancellor**

*2.2.9 Subject to the Act, the statutes and regulations, the vice-chancellor must, as chief executive officer of the University-*

- a). exercise general superintendence over educational and administrative affairs of the University, and*
- b). be responsible for maintaining the discipline of the University.*

#### **Powers of the vice-chancellor**

*2.4.10(1) Subject to the Act, the statutes and regulations, the vice-chancellor may exercise any of the powers of the Council which are necessary for or incidental to the proper administration of the University including-*

- a). in respect of a minor or routine matter, the power to give any direction or take any action the vice-chancellor considers necessary,*

*b) in respect of an urgent matter requiring immediate decision or action by the Council or another body of the University, the power to make any decision or to take any decision or to take any action on behalf of Council or the body which the vice-chancellor considers necessary in the circumstances, and*

*c). in connection with any matter relating to the performance of the vice-Chancellor's duties, the power to obtain from any body of the University or member of staff of the University any information the vice-chancellor requires.*

*(2) If the vice-chancellor makes a decision or acts under paragraph (b) of sub-section (1) in respect of an urgent matter, the vice-chancellor must inform the Council or relevant body of the University of the matter as soon as possible.*

*(3) The vice-chancellor may require from any member of the University an explanation of any neglect of duty, misconduct or inefficiency alleged against the officer.*

*(4) Subject to the Act and the Statutes, the vice-chancellor is by virtue of the office a member of all bodies of the University.*

*(5) In matters of urgency the vice-chancellor may make any regulation which the Council could make and the vice-chancellor must report the making of the regulation to the next meeting of the Council.*

The above provides another approach, vesting the powers of the governing body in the position of Vice-Chancellor, subject to any direction or subsequent approval by the Council.

**The University of Adelaide** should resolve the statement of responsibilities and powers of the Vice-Chancellor in a manner appropriate to its own needs and culture of governance.

## ***Attachment 2***

## ***The Finance Committee***

The Finance Committee is of high importance as a Standing Committee of Council, providing advice directly to Council on any matters of a financial or business nature so that Council may be secure in exercising its fiduciary responsibilities. It should be able to comment on the financial implications of any recommendation being brought before Council for approval and have access to any financial information it requires from the university administration at any time. It should have oversight of Audit Committee reports.

It is appropriate that the Committee have authority delegated by Council so that relatively minor decisions such as writing off of bad debts are not an issue for Council, but it is prudent that such authority rests with Council rather than with university employees. Until such time as the Act permits such delegation, these powers could be delegated to the Convenor of the Finance Committee.

The following are the terms of reference of the Finance Committee of the University of Melbourne. They may be regarded as unduly detailed, but be a useful reference. Those of the Finance Committee of the University of Sydney are considerably more concise. These may be of value in the drawing up of an appropriate statement for the University of Adelaide, both for before and after revision of the Act permitting delegation to a committee.

### ***University of Melbourne***

#### **Terms of Reference**

1. Recommend to Council the total funds that may be used as operating income of the University in any year.
2. To receive from other committees, and after consideration convey to the Council together with any comments it wishes to make.
  - 2.1 the annual budget from the Planning and Budget Committee.
  - 2.2 the annual financial statements from the Audit Committee.
  - 2.3 reports from all Council and other Committees dealing with financial matters together with reports on the exercise of all financial delegations.
3. Provide advice to the Council on financial policy guidelines including, but not limited to:
  - 3.1 the amounts of any charges to students and charges for University services generally (other than course and subject fees).
  - 3.2 any financial agreements with, and budgets of, outside or self-governing bodies or institutions.
  - 3.3 the delegations of authority to incur expenditure, purchasing, and the establishment of Tender Board and Boards of Survey.

- 3.4 the accounting system, external and internal reporting, and receipts and payments.
- 3.5 the University's arrangements regarding banking.
- 4. Receive advice from the Investment Management Committee and recommend investment principles, objectives and guidelines to the Council.
- 4.A. Provide advice to Council on proposals for the investment of University financial resources in new enterprises which are of strategic interest to the University's development.
- 5. Provide advice to Council on policy covering borrowings and recommend to Council action to be taken within established policy in relation to individual requirements in excess of two million dollars.
- 6. Review the University's arrangements regarding all types of insurance.
- 7. Receive reports from all Council and other Committees dealing with financial matters together with reports on the exercise of all financial delegations and after consideration forward appropriate items to Council with comments.
- 8. Monitor generally the income and expenditure of the University and report to each Council meeting the financial situation of the University.
- 9. Monitor the financial aspect of Building and Estates Committee activities in relation to building projects costing in excess of one million dollars.
- 10. The Committee normally meets before each Council meeting. It includes in its report to Council a summary of the most significant matters referred to it by other committee.

### **Delegations**

- 1. The Finance Committee holds delegated authority to:
  - 1.1 authorise the writing off of bad or doubtful debts.
  - 1.2 approve Building and Estates Committee recommendations of, and if necessary the funding source for, settlement of claims on building contracts.
  - 1.3 authorise levels of charges for University services, agreements with and budgets of outside or self-governing institutions, and the use of accounting (including purchasing) systems generally.
  - 1.4 be responsible to the Council for the placement of the University's insurances.
- 2. Members of the Committee and officers hold the following delegations:
  - 2.1 Between meetings of the Finance Committee, the Executive of the Finance Committee, consisting of the Chairperson of the Finance Committee, the Vice-Chairpersons, and the Vice-Chancellor may act to give effect to urgent matters and must report each such action to the next meeting of the Committee.
 

In respect of such action:

    - (a) in the absence of the Chairperson of the Finance Committee, a Vice-Chairperson may act for the Chairperson;

- (b) in the absence of the Vice-Chancellor, an Acting Vice-Chancellor will carry out the role of the Vice-Chancellor in accordance with the provisions of Statutes 2.4.11 and 2.5.3.
- 2.2 The Vice-Principal and Chief Financial Officer or the Director of Financial Operations is authorised to approve the writing off of bad or doubtful debts of less than \$1,000 each.
- 2.3 The Vice-Principal and Chief Financial Officer or the Director of Financial Operations is authorised to approve the allocation of interest to an internal University account, subject to University guidelines.
- 2.4 Actions taken under these delegations must be reported to the Finance Committee at its next meeting.

## ***University of Sydney***

### **Terms of Reference**

- 11. Recommend to Council the total funds that may be used as operating income of the University in any year.
- 12. To receive from other committees, and after consideration convey to the Council together with any comments it wishes to make.
  - 12.1 the annual budget from the Planning and Budget Committee.
  - 12.2 the annual financial statements from the Audit Committee.
  - 12.3 reports from all Council and other Committees dealing with financial matters together with reports on the exercise of all financial delegations.
- 13. Provide advice to the Council on financial policy guidelines including, but not limited to:
  - 13.1 the amounts of any charges to students and charges for University services generally (other than course and subject fees).

### **Attachment 3**

### **The Academic Board**

The Academic Board should be established through the University of Adelaide Act when this is revised. It should be recognised as the principal source of advice to the Council on all academic matters, with obligation to consult with the Vice-Chancellor, with faculties and academic departments. It should report to Council on any matter referred to it by Council and have delegated to it by the Council such powers as the Council may choose to confer from time to time by Statute or by Resolution. Its convenor should, *ex officio*, be a member of Council by virtue of the Act.

Until such time as the Act is amended, its Constitution and Terms of Reference should be developed to permit the Board to evolve from its current reactive advisory role to one where it has active oversight of the education and research training functions. It should have oversight of the quality of these programs, including research, jointly with the Vice-Chancellor and DVCs, and establish procedures and structures to support broader functions. Direct responsibility for academic discipline and monitoring of student academic progress may need to be delayed until more experience has been gained in liaison with Faculty Boards, which, in turn may require time to establish appropriate processes and expertise, sharing roles effectively with experienced Executive Deans.

The Academic Board should comment directly to Council on any academic matter, with a right to make recommendations for consideration by Council. It should be expected to approve any major change in degree or coursework offerings, and to report to the Council on the Draft Strategic Plan of the University. It should not be granted delegated authority on financial matters, but be able to comment on budget or personnel matters.

For reference the following are sections of the University of Melbourne Act and the Statute relating to the Board. It is not recommended that student discipline generally become a delegated responsibility of the Board in the University of Adelaide at an early date. It should be noted that the Statute permits a quorum of 12 members, and small meetings of this nature are used in hearings on disciplinary matters or in resolving disputes on academic progress.

Melbourne University Act 1958

#### **Division 4-The Academic Board**

28. (1) There shall be an academic board as constituted by the statutes and regulations of the University.
- (2) The academic board-
  - (a) may make to the Council any recommendation about the academic affairs of the University, and in particular may make to the Council any recommendations as to studies and discipline in the University;

- (b) shall report to the Council on all matters submitted to it by the Council for report;
- (c) shall have such other powers and duties as are conferred or imposed upon it by or under this Act or any other Act or any statutes or regulations of the university; and
- (d) subject to any statutes or regulations of the University may regulate its own proceedings

## Statute 4.1 - **Academic Board**

### **Duties and powers of the Board**

- 4.1.2 (1) In addition to the duties and powers imposed or conferred on the Board by the Act, the Board is responsible to the Council for-
- a. the supervision and development of all academic activities of the University including the maintenance of high standards in teaching and research; and
  - b. communication with the academic community through the faculties and departments.
- (2) Consistent with the generality of subsection (1), the Board must-
- a. provide the Council with any information required by the Council;
  - b. act as the final appeal body within the University in all matters relating to students and their grievances against decisions made by University bodies individual officers and relating to persons who have ceased to be students because of the decision complained of;
  - c. consider any reports submitted to it by any faculty, department, school or other body;
  - d. exercise the powers and perform the duties of a faculty for all courses not pertinent to any faculty; and
  - e. exercise any other powers or perform any other duties conferred or imposed on the Board by any other statute or by any resolution of the Council.

The Statute contains the Constitution, provision for election of officeholders, casual vacancies, delegation of powers, convening and conduct of meetings and quorum.