



THE UNIVERSITY OF
NOTRE DAME
A U S T R A L I A

Board of Directors' Governance Statement

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1 OBJECTS OF THE UNIVERSITY

The University's Objects are defined in Section 5 of its Act of Parliament:

The Objects of the University are:

- (a) the provision of university education, within a context of Catholic faith and values; and
- (b) the provision of an excellent standard of -
 - i. teaching, scholarship and research;
 - ii. training for the professions; and
 - iii. pastoral care for its students.

2 PURPOSE

- 2.1 This Statement sets out the mechanisms to ensure the efficient and effective operation of the University's Board of Directors (**Board**), in accordance with good governance practices.
- 2.2 The Statement should be read in conjunction with the documents listed at Clause 3.1.

3 GOVERNANCE FRAMEWORK

- 3.1 The Board of Directors is subject to a governance framework comprising the following:
 - 3.1.1 *University of Notre Dame Australia Act 1989*
 - 3.1.2 *Canonical Proclamation, 2 July 1991*, establishing Notre Dame as a Juridical Person
 - 3.1.3 *Statutes of The University of Notre Dame Australia*
 - 3.1.4 *Board of Directors Standing Orders – 05*
 - 3.1.5 *National Governance Protocols for Higher Education Providers*
 - 3.1.6 *Higher Education Standards Framework (Threshold Standards) 2015*.
- 3.2 The Board is required to perform its functions in consideration of the roles and responsibilities of:
 - 3.2.1 The **Board of Trustees**, who are the custodians of the University, responsible for ensuring that the University complies with its Objects and for protecting and preserving the Catholic character of the University. The Trustees appoint the Chancellor, Directors and Governors, and make rules for governing the University.
 - 3.2.2 The **Board of Governors**, that provides advice and support to the Board of Directors, in accordance with Section 15 of the Act.

4 ROLE OF THE BOARD

- 4.1 Statute 6.1 provides that the Board "is the governing body of the University, and, except where the Act otherwise provides and subject to the role of the Trustees as specified in Statute 5, exercises all the powers of the University and has entire control and management of the affairs and concerns of the University."
- 4.2 Without limiting Statute 6.1, the responsibilities of the Board, as established by Statute 7.1, are to:
 - 4.2.1 preserve and foster the essential character of the University as a Catholic University;
 - 4.2.2 appoint the Vice Chancellor of the University upon the nomination of the Trustees, and

monitor the performance of the Vice Chancellor as the chief executive officer of the University;

- 4.2.3 approve the mission and strategic planning of the University;
- 4.2.4 approve the annual budget and business plan of the University;
- 4.2.5 oversee and review the management and performance of the University;
- 4.2.6 approve and modify the operation of Statutes, by-laws and regulations of the University and established policy and procedural principles relating to the operations of the Board and its committees which are consistent with legal requirement and community expectations;
- 4.2.7 approve and monitor policies and systems of control, accountability, governance, planning and organisation of the University including controlled entities (if any);
- 4.2.8 oversee and monitor and approve policy relating to the assessment and management of risk across the University, including health and safety and commercial undertakings;
- 4.2.9 approve significant commercial activities of the University; and
- 4.2.10 delegate its powers in accordance with the Act.

- 4.3 In exercising their powers and performing their functions, the Board Directors, collectively and individually, are required to comply with those duties and responsibilities placed on them under Section 15C of the Act and any other duties which may be imposed on them under any law.

5 POLICY APPROVAL AND OVERSIGHT

- 5.1 The Board has oversight of the University's Policy Framework as part of its role in assuring legislative requirements are met.
- 5.2 The Board has responsibility for approving University policy and governance documents that include, but are not limited to:
 - 5.2.1 *Board of Directors Standing Orders*
 - 5.2.2 *University Statutes*
 - 5.2.3 *General Regulations*
 - 5.2.4 *Investment Policy*
 - 5.2.5 *Board Remuneration Policy*
 - 5.2.6 *Policy: Delegations of Authority and Delegations Schedules*
 - 5.2.7 *Policy: Award of Emeritus Title*
 - 5.2.8 *Policy: Award of Honorary Degrees*
 - 5.2.9 *Policy: Risk Management*
 - 5.2.10 *Policy: Work, Health and Safety*
 - 5.2.11 *Guideline: Setting Tuition and other Fees*
 - 5.2.12 *Policy: Naming Rights (Chairs, Structures and Facilities).*

6 BOARD COMPOSITION

- 6.1 The Act provides that the Board must have no more than 14 persons, consisting of:
 - 6.1.1 the Chancellor (ex officio);
 - 6.1.2 the Vice Chancellor (ex officio); and
 - 6.1.3 up to 12 other members who are:
 - 6.1.3.1 members of the Board of Governors; and

- 6.1.3.2 appointed by the Trustees to be members of the Board of Directors on the nomination of a committee comprising the Chancellor, the Deputy Chancellor and the Vice-Chancellor (the Nominating Committee).

7 APPOINTMENT, TERMS AND REMOVAL OF DIRECTORS

7.1 Appointment of Directors

- 7.1.1 The Act provides that the Trustees of the University may appoint as a Director members of the Board of Governors on the recommendation of the Nominating Committee.
- 7.1.2 At such time as there is a vacancy or vacancies on the Board, or the Trustees are of the opinion that a further appointment(s) is/are needed, the Nominating Committee shall seek expressions of interest in appointment from the Board of Governors. The process for appointment is set out in *Trustees Rules* 4.1.2 and 4.1.3.
- 7.1.3 On commencement as a member of the Board of Directors, each Director will be required to:
 - 7.1.3.1 acknowledge in writing that they agree to abide by the duties and obligations of Directors as set out in this Statement and its related governance documents as listed in section 4; and
 - 7.1.3.2 complete a Fit and Proper Person Declaration as required by Tertiary Education Quality and Standards Agency and the Australian Skills Quality Authority.

7.2 Term of Appointment

- 7.2.1 The terms and conditions of appointment of Directors is determined by the Trustees and set out in Trustees Rule 4.2 as follows:
 - 7.2.1.1 A Director shall be appointed for a term up to three years and is, in the first instance, eligible for re nomination and re-appointment at the conclusion of each term of office up to a maximum term imposed under the Act.

7.3 Removal of Directors

- 7.3.1 A Director will be removed from office where that Director has breached a statutory duty under s15 of the Act.
- 7.3.2 Before a vote is taken by the Board to remove a member of the Board from office for a breach of duty, a majority of the Board must be satisfied on the balance of probabilities that the member in question has committed a breach of duty and that there is no reasonable justification or excuse for such a breach as per Trustees Rule 4.4.
- 7.3.3 The process for removing a Director from office where that Director has breached a statutory duty under s15 of the Act is set out in Standing Order 16.

8 BOARD PROCEEDINGS

8.1 Meetings

- 8.1.1 Meetings are conducted in accordance with *Standing Orders* approved and amended by a resolution carried by no less than two-thirds of the members of the Board as set out in Statute 9.1. The *Standing Orders* provide for:
 - 8.1.1.1 At least four regular meetings of the Board of Directors will be held in each University year.
 - 8.1.1.2 Special meetings of the Board may be called by the Chancellor or any other three Governors on 21 days prior written notice or on shorter notice agreed to

by a majority of Governors then in office.

8.1.1.3 The Chancellor is to preside at all meetings of the Board at which he or she is present. In the absence of the Chancellor or where there is a vacancy in the office of the Chancellor the Deputy Chancellor is to preside at all meetings of the Board at which he or she is present. In the absence of the Chancellor and Deputy Chancellor a person elected by those Governors present at the meeting shall preside.

8.2 Quorum

8.2.1 A quorum for any meeting of the Board shall be greater in number than half of the members in office at the time of the meeting as per Standing Order 4.

8.2.2 Should a Director be absent from a meeting but be able to participate in the debate by use of audio or audio visual facilities, such a Director shall be deemed to be present for the count of the quorum and the vote as per Standing Order 7.

8.3 Notice of Meetings

8.3.1 Each Director shall be given 21 days' notice in writing of the date of a meeting.

8.4 Agenda and Supporting Documentation

8.4.1 Agenda items must be proposed in writing to the University Secretary and approved by the Chancellor.

8.4.2 The Agenda and papers shall be prepared in accordance with an agreed format as approved by the Chancellor on the recommendation of the University Secretary. Board papers will be distributed electronically through a secure link to a Board portal at least five days in advance of the scheduled meeting.

8.4.3 Board papers that contain significant detail, such as spreadsheets or large tables, and that cannot be easily read on the Board portal will be provided to Directors in a printed format.

8.5 Attendance at meetings

8.5.1 All Directors are expected to attending Board meetings. If a Director is unable to attend then an apology should be advised to the University Secretary as soon as practicable.

8.5.2 Directors should attend a minimum of two meetings of the Board held in any one University year, and if a Director fails to attend two meetings, the Director shall be deemed to have resigned from the office of Director on the last day of that University year.

8.5.3 Members of the Board who intend to be absent from Board meetings for two or more consecutive meetings should apply to the Chancellor for leave from the Board.

8.5.4 A Director who fails to attend two consecutive meetings without leave will be contacted by the Chancellor to ascertain the reason for absence.

8.5.5 Directors are also expected to attend two Board of Governors meetings per year.

8.6 Board Minutes

8.6.1 Draft minutes will be prepared by the University Secretary, with input from other relevant expertise as required, and submitted to the Chair of the meeting (normally the Chancellor), for review.

8.6.2 The Chair-approved minutes are then circulated to all Directors by email within two weeks of the meeting being held. If any changes of significance are suggested by one or more Directors, the Chair may either:

(a) amend the minutes and circulate an updated version to all Directors; or

(b) convene a teleconference for Directors to discuss these changes out of session, and subject to the Chair's approval of the suggested changes, then send an updated

version of the minutes to all Directors.

- 8.6.3 All proceedings of each Board meeting are entered in a minute book which is kept for the purpose by the University Secretary as per Standing Order 9.
- 8.6.4 Where possible, approved minutes will be entered into the minute book within one month of the meeting taking place.
- 8.6.5 Minutes are formally approved at the next Board meeting. Any amendments to the minutes are resolved by resolution, and these amendments are noted in the minutes of the next Board meeting.
- 8.6.6 The approved Minutes stand as the formal legal record of the decisions made by the Board and the process or proceedings by which those decisions were made.

8.7 Conduct of Business and Rules of Debate

- 8.7.1 The Board's business will be conducted in accordance with the *Standing Orders*.
- 8.7.2 Participation in the proceedings of meetings shall be informal unless the Chair determines that the strict order of debate should apply. The debate shall then be in accordance with Standing Orders 17 to 30 inclusive.
- 8.7.3 Unless otherwise prescribed, the decisions of the Board shall be by simple majority of those present. In the event of a tied vote, the Chair shall have a casting vote.
- 8.7.4 No resolution [motion] may be moved which is inconsistent with a Statute of the University..
- 8.7.5 A motion or amendment should be couched in clear and precise language and should normally be affirmative in its form.
- 8.7.6 The electronic device provided to Directors for Board papers should not to be used for conducting any business or personal activities apart from those directly related to the meeting while meetings are being held.

8.8 Circular Resolutions

- 8.8.1 The Directors may pass a resolution without a Director's meeting being held if all Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document as per Standing Order 8.
- 8.8.2 Resolutions passed by circulation are recorded by the University Secretary and formally recorded with Board Minutes.

8.9 Reviews of Meetings

- 8.9.1 At the end of each meeting, or at a frequency determined at the discretion of the Chancellor, the Board will conduct a brief review of the meeting in order to obtain feedback from Directors on the efficiency and efficacy of proceedings. Questions will be determined by the University Secretary, in consultation with the Chancellor, and will cover such issues as:
 - (a) Appropriateness time for discussion of strategic matters;
 - (b) Proportion of meeting spent on any operational matters deemed minor in nature;
 - (c) opportunity for each Director to speak on important topics;
 - (d) quality, timeliness and adequacy of Board papers;
 - (e) preparation and participation of Directors; and
 - (f) any suggestions for improvement.
- 8.9.2 This process will be managed by the University Secretary and will inform refinements to improve the Board's processes and documentation.

8.10 Retention and Destruction of Board Papers, Draft Minutes and Directors notes of meetings

- 8.10.1 Board papers are for the Directors' use solely in discharging their duties as Directors and remain the property of the University.
- 8.10.2 Board papers may be retained by Directors for up to the date the Minutes of the meeting to which they relate are formally approved. The University Secretary can arrange confidential disposal of printed documents.
- 8.10.3 Subject to 8.10.4 below draft minutes circulated to Directors and copies of handwritten or electronic notes made by Directors at a meeting may be retained until such time as the Minutes are formally approved. Once the Minutes of a meeting are formally approved Directors may destroy or delete and draft minutes or notes in their possession.
- 8.10.4 Directors must retain copies of draft minutes and handwritten notes where they are aware that legal proceedings have been commenced or are likely to be commenced in relation to a matter the subject of draft minutes or handwritten or electronic notes.

9 BOARD SUBCOMMITTEES

- 9.1 Unless otherwise expressly provided for in the Statutes, a Standing Committee of the University reports to the Board of Directors through the Vice Chancellor as per Statute 33.4.
- 9.2 The Board specifies the manner in which it may establish a committee, terms of reference and any delegated functions as well as the number of members and composition of the committee as per Statute 33.
- 9.3 The Standing Committees are established under Division 7 of the *Statutes*. The Standing Committees of the University are:
 - 9.3.1 Academic Council;
 - 9.3.2 Core Curriculum Committee;
 - 9.3.3 Ethics Committees;
 - 9.3.4 Student Affairs Committees
 - 9.3.5 Student Board;
 - 9.3.6 Finance, Audit and Risk Committee; and
 - 9.3.7 Executive Council.
- 9.4 Minutes of these meetings must be provided to the University Secretary who will provide a copy to the Board for noting and action as appropriate.

10 DELEGATION OF AUTHORITY

- 10.1 The Board may delegate their powers or duties to any committee or officer of the University in accordance with s16 of the Act.
- 10.2 Implementation of the delegations enables the Board to properly attend to its governance functions and processes. Section 6.1.3(b) of the *Australian Higher Education Standards Framework (Threshold Standards) 2015* states that exercising competent governance oversight includes "defining roles and delegating authority as is necessary for effective governance, policy development and management; and monitoring the implementation of those delegations".

11 EXPERT ADVICE AND CONFIDENTIALITY

- 11.1** All Directors have direct access to the University Secretary and the Chancellor.
- 11.2** Directors shall not, without the approval of the Chair, discuss with, or directly or indirectly disclose to a person not a member of the Board, information received by virtue of membership of the Board other than information that is available publicly.
- 11.3** Directors who wish to obtain information or documents from staff of the University should do so through the University Secretary or the Vice Chancellor.
- 11.4** Independent expert advice to be obtained by the Board in order to inform competent decision making and direction setting, as per section 6.1(3.a.) of the *Higher Education Standards Framework (Threshold Standards) 2015* will be facilitated through the University Secretary, in consultation with the Chancellor.
- 11.5** A Director is authorised to seek expert or legal advice on their own accord if they believe it is essential for them to discharge their duties. Directors must direct any request for assistance in obtaining expert advice to the Chancellor.

12 PUBLIC COMMENT

- 12.1** The Vice Chancellor (Statute 20.1(iv)) is responsible for representing the University before the public.
- 12.2** Directors will be supported and encouraged as ambassadors of the University to promote the role, nature, contribution and achievements of the University to internal and external stakeholders.

13 CONFLICT OF INTEREST

- 13.1** Directors will be requested to declare any potential conflicts of interest at each meeting.
- 13.2** A Director shall not participate in any discussion or decision on the matter in which they have an actual or potential conflict of interest unless the other Directors then in office approve by a two-thirds majority to permit the Director to participate in such discussion and/or decision.
- 13.3** Failure to disclose an actual or potential conflict of interest is grounds for immediate dismissal from office of Director.
- 13.4** All declarations of conflict of interest are recorded in the Conflict of Interest Register by the University Secretary.

14 PROTECTIONS FROM LIABILITY FOR DIRECTORS

- 14.1** The Board may be held accountable for perceived or actual mismanagement in various circumstances. As Board members contribute to Board operations, members could be exposed to legal action if they breach their legal duties.
- 14.2** The University maintains a Directors' and Officers' Insurance policy for Directors and will:
 - 14.2.1 give Directors access to University documents for the purpose of defending civil or

criminal legal proceedings, or in conjunction with investigative proceedings; and

14.2.2 pay any legal representation costs incurred in defending civil or criminal legal proceedings arising, subject to the limitations of the insurance policy from time to time arising out of any claim brought against them in their capacity as Director of the University.

14.3 The Board may remove from office a member of the Board for breach of duty pursuant to s. 15 of the Act.

15 INDUCTION AND PROFESSIONAL DEVELOPMENT

15.1 The University Secretary will provide induction information to each commencing Director to assist them to effectively perform their role as a member of the Board. The induction information will include, but is not limited to:

15.1.1 Key governance and working documents;

15.1.2 A welcome meeting with the Chancellor and Vice Chancellor;

15.1.3 Information about the structure of the agenda and minutes and the conduct of Board meetings;

15.1.4 Agenda papers and minutes of recent meetings.

15.2 Supplementary information will be provided, under the direction of the Vice Chancellor, in relation to:

15.2.1 Higher education policy;

15.2.2 Strategic issues;

15.2.3 Budget model and process;

15.2.4 Learning and teaching priorities; and

15.2.5 Research priorities.

15.3 The University will make available continuing professional development for Directors to build the expertise of the Board and ensure that all members are aware of the nature of their duties and responsibilities. The University Secretary will keep Directors informed of relevant external professional development opportunities.

15.4 Each year, the University Secretary will manage a process for the Board to identify needed skills and expertise for the future to inform the professional development and induction plan for the following year and to support succession planning of members.

16 GRIEVANCE AND DISPUTE RESOLUTION

16.1 Where a dispute between Directors is unable to be resolved through respectful debate in a Board meeting, the Directors should, in good faith, attempt to resolve the matter between themselves within 14 days of the dispute coming to the attention of each Director.

16.2 If a dispute is unable to be resolved between the Directors, the Chancellor should be notified

and requested to assist in resolution of the dispute.

- 16.3** If a dispute is unable to be resolved with the assistance of the Chancellor, a formal external mediation process should be commenced by notifying the University Secretary of the parties to the dispute and the matters that are the subject of the dispute.
- 16.4** The University Secretary will manage a process that upholds the principles of procedural fairness and natural justice and involves a meeting of all parties to the dispute in the presence of an independent mediator. This process will be confidential and conducted without prejudice.
- 16.5** The independent mediator should be a person chosen by agreement between the parties to the dispute, and
- 16.5.1 Must not be biased, or reasonably be perceived to be biased; and
 - 16.5.2 Must not have a personal interest in the dispute.
- 16.6** Should independent mediation be unable to resolve the dispute, the parties may seek to resolve the dispute at law.

17 BOARD PERFORMANCE EVALUATION

- 17.1** The Board will undertake an internal review and assessment of its performance once every three years and will provide a report on the outcomes of that review to the Trustees.
- 17.2** The Board will ensure that periodic independent reviews of its effectiveness, and of the effectiveness of academic governance processes are undertaken at least every seven years in accordance with section 6.1.3 (d) of the *Higher Education Standards Framework*. The Board will ensure that the findings of such reviews are considered by the Vice Chancellor and other relevant officer/s and committees and that agreed actions are implemented. A regular report of progress toward implementation of agreed actions will be developed for the Board by the University Secretary.

18 VICE CHANCELLOR PERFORMANCE EVALUATION

- 18.1** In accordance with Statute 7.1(ii), the Vice Chancellor is appointed by the Board of Directors, on the nomination of the Trustees, and the Board of Directors monitors the performance of the Vice Chancellor as the chief executive officer of the University.
- 18.2** The Chancellor is responsible for conducting the annual review of the Vice Chancellor's performance against
- 18.2.1 the University's achievement of its strategic priorities; and
 - 18.2.2 performance indicators as negotiated between the Chancellor and Vice Chancellor, and approved by the Board.
- 18.3** The Board of Directors may, by resolution, direct the Vice Chancellor in the performance of his or her duties in accordance with Statute 21.

19 ROLES AND RESPONSIBILITIES

19.1 Directors' duties are contained at section 15C of the Act. In effectively discharging these duties, Directors are expected to:

- 19.1.1 attend, unless unavoidably absent, and be prepared to contribute constructively to all Board meetings;
- 19.1.2 attend scheduled meetings of the Board of Governors and Board of Trustees;
- 19.1.3 advocate on the University's behalf in the wider community;
- 19.1.4 inform the Chancellor if they consider that the information provided by the University is insufficient to permit the Board to discharge its responsibilities;
- 19.1.5 inform the Chancellor of any concerns that they might hold about any Board decisions or actions that appear contrary to its public duties, and to do so as soon as these concerns arise;
- 19.1.6 declare and avoid any conflicts of interest, where possible;
- 19.1.7 inform the Chancellor:
 - 19.1.7.1 of the possible material interests of other members of the Board in matters before or about to come before the Board, if those interests are not declared by the member or members concerned; and/or
 - 19.1.7.2 of any actual or potentially corrupt or illegal activities involving members of the Board or staff of the University;
- 19.1.8 make reasonable efforts to become familiar with the affairs of the University in order to contribute to the governance of the University;
- 19.1.9 accept collective responsibility for decisions of the Board and support University management in the implementation of these decisions; and
- 19.1.10 keep themselves informed about matters affecting the Australian tertiary education sector.

19.2 The Chancellor, as Chair of the Board of Directors, is expected to:

- 19.2.1 in consultation with the University Secretary, set the agenda for matters to be considered by the Board;
- 19.2.2 seek to ensure that the information provided to the Board is relevant, accurate, timely and sufficient to keep the Board appropriately informed of the performance, finances, affairs, opportunities and challenges of the University and of any developments that may have a material impact on it;
- 19.2.3 liaise with the Vice Chancellor and the University Secretary as the primary contacts between the Board and management;
- 19.2.4 oversee and facilitate Board, Director and Vice Chancellor evaluation reviews and succession planning;
- 19.2.5 chair all meetings of the Board at which he or she presides and manage the conduct, frequency and length of meetings;
- 19.2.6 ensure that disputes are mediated respectfully, confidentially and in accordance with the principles of natural justice;
- 19.2.7 act, in conjunction with the Vice Chancellor, as the principal spokesperson for the University for external communications concerning governance issues;
- 19.2.8 promote the development of shared understanding of the role of the Board amongst the members of the Board;
- 19.2.9 foster a sense of cohesiveness amongst members of the Board in order that a high level

of trust between members exists;

19.2.10 encourage open debate and discussion of issues before the Board;

19.2.11 foster a culture of continuous learning amongst members to the Board

19.2.12 ensure that adequate resourcing is provided by the University to support the work of the Board, and the continuing professional development of Board members; and

19.2.13 sign official statutory reports of the University, as required.

19.3 The **Vice Chancellor's** duties are outlined at Statute 20. In discharging these duties in relation to the Board of Directors and in support of good governance, the Vice Chancellor is expected to:

19.3.1 ensure that information is provided to the Board that is relevant, accurate, timely and sufficient to enable Board members to discharge their duties, including in the University's core functions of learning and teaching and research;

19.3.2 oversee implementation of Board decisions;

19.3.3 manage day to day operations of the University;

19.3.4 liaise with the Chancellor on the University's affairs and performance of its functions;

19.3.5 speak on behalf of the University.

In accordance with Statute 20.2(xiv), the Vice Chancellor may:

make any decision or take any action on behalf of the Board of Directors where the Vice Chancellor and Chancellor agree that the decision is urgent and requires immediate action and that it is not practicable to convene a special meeting of the Board of Directors, provided that where this power is exercised the use of the power shall be reported to the Board of Directors as soon as possible, and endorsement of the action taken shall be sought from the Board of Directors at its next meeting.

19.4 The **University Secretary** is accountable to the Board through the Chancellor. The University Secretary's duties are outlined in Statute 26.1. In discharging these duties and supporting the Board's role and good governance practices, the University Secretary is expected to:

19.4.1 establish and maintain a strong working relationship with the Chancellor in order to assist the Chancellor in the discharge of his or her duties as Chair of the Board and other committees of the Board as necessary;

19.4.2 work with the Chancellor and the Vice Chancellor to establish and implement good governance practices;

19.4.3 be responsible for obtaining legal advice for the Council, and for advising the Board on policy and procedure;

19.4.4 keep the Chancellor and Vice Chancellor fully informed on all issues relating to the affairs of the Board;

19.4.5 in consultation with the Chancellor, be responsible for all aspects of the meeting arrangements for meetings of the Board;

19.4.6 provide adequate written notice of the date of a meeting and the agenda;

19.4.7 be responsible for the coordination of the production and distribution of papers for the Board and committees of the Board, ensure the accuracy of draft minutes of those bodies, and effect prompt dissemination of the confirmed minutes to officers with responsibility for implementation of decisions;

19.4.8 make a program of induction and professional development for new Directors to build

- the expertise of the Board and to ensure all members are aware of their duties and responsibilities, in consultation with the Chancellor and Vice Chancellor;
- 19.4.9 notify the Chancellor and Vice Chancellor of appropriate professional development programs for Board members, and coordinate arrangements for program participation;
- 19.4.10 maintain the minutes book and Conflict of Interest Register;
- 19.4.11 maintain a register that records each document to which the Common Seal is affixed;
- 19.4.12 be the conduit for Directors who wish to obtain information from officers of the University;
- 19.4.13 make budget submissions to secure adequate resources for the performance of the Board’s responsibilities.
- 19.4.14 ensure that the Standing Orders are published and circulated to all Directors.

20 REVIEW OF THIS STATEMENT

- 20.1** The Board will review this Statement at least once every two years.
- 20.2** Under the direction of the Chancellor, the University Secretary is authorised to make administrative amendments to the Statement as required.

21 DEFINITIONS

For the purpose of this Statement, the following definitions apply:

Act means *University of Notre Dame Australia Act 1989*.

Board means the Board of Directors of The University of Notre Dame Australia.

Nominating Committee means a committee comprising the Chancellor, Deputy Vice Chancellor and Vice Chancellor which forms to recommend members of the Board of Governors who have expressed an interest in appointment to the Board of Directors.

Standing Orders means *The University of Notre Dame Australia Board of Directors Standing Orders – 05* (post UNDA Act amendments 2005).

Statutes means *Statutes of The University of Notre Dame Australia* as amended from time to time.

University means The University of Notre Dame Australia.

Version	Date of approval	Approved by	Amendment
1	21 February 2020	Board of Directors	Effective date – new Policy.