CORPORATE GOVERNANCE

Chancellor
(11 July – 31 December 2016)

Mr Peter N Varghese AO

The Chancellor leads the University's governing body, the Senate.

Acting Chancellor
(1 January – 10 July 2016)

Deputy Chancellor
(1 January – 11 November 2016)

Dr Jane Wilson

Acts as Chancellor in the absence of the Chancellor, or if the office of the Chancellor is vacant.

University governing body

The governing body of the University is Senate, as constituted by the *University of Queensland Act 1998*. Senate has 22 Members, comprising official members, appointed members, elected members and additional members. Members serve a four-year term except for members who are students, who serve for two years. A four-year term of the 33rd Senate began on 1 January 2014. Members do not receive remuneration for undertaking this role. Senate met six times during 2016. The University complies with the Voluntary Code of Best Practice for the Governance of Australian Universities, approved by the Ministerial Council for Tertiary Education and Employment in 2011.

Senate membership

Official members

– Chancellor **Mr Peter N Varghese AO**, BA (Hons) *Qld*, H.DLitt *Qld* [Mr Varghese joined Senate on 11 July 2016, following the retirement of the previous Chancellor, Mr John Story AO, on 31 December 2015; Deputy Chancellor Dr Jane Wilson was Acting Chancellor from 1 January to 10 July 2016]
– Vice-Chancellor and President, **Professor Peter Høj**, MSc, PhD, DUniv (Honoris Causa) *Copenhagen* and *S.Aust*, FTSE
– President of the Academic Board, **Professor Fred D'Agostino**, BA (Hons) *Amherst*, MA *Prin*, PhD *LSE,* FAHA

Members appointed by the Governor-In-Council

– **Mr Timothy B Crommelin**, BCom *Qld*, AdvMgmtProg *Hawaii*, FSIA
– **The Hon Justice Martin Daubney**, BA *Qld*, LLB *Qld*

– **Mr Philip Hennessy**, BBusAcc *QUT*
– **Dr Zelle Hodge AM**, MBBS *Qld*, FRACGP, FAMA, FAICD
– **Mr Jamie Merrick**, BA (Laws), MSc [appointed 29 September 2016 to fill a vacancy]
– **Mr Grant Murdoch**, BCom *Cant*, MCom *Cant*, FCA, FAICD
– **Mr Charlie Sartain**, BE (Hons) *Melb,* FAusIMM, FTSE
– **Dr Jane Wilson**, MBBS *Qld*, MBA *Harv*, FAICD (Deputy Chancellor) [resigned 11 November 2016]

Elected members

– One Member of the Academic Board, **Associate Professor Greg Hainge**, BA (Hons) *Nott*, MA *Nott*, PhD *Nott*, GCELead *Qld*
– One Member of the full-time or part-time academic staff of the University, **Associate Professor Tony Roberts**, BSc (Hons I) *Qld*, MComm *Qld*, PhD *ANU*
– One Member of the full-time or part-time general staff of the University, **Mr Mark D Starkey**, BA *Qld*
– One postgraduate student, **Mr Thomas Mackay**, BSc *Qld*
– One undergraduate student, **Mr Dylan Kerr**

Three graduates of the University

– **Ms Kathy Hirschfeld**, BE (Chem) *Qld*, FTSE, FIChemE, FIEAust, GAICD
– **Dr Carla Tromans**, BEd *QUT*, MEdSt *Qld*, MEd *USQ*, EdD *QUT*, MAICD
– **Mr Michael Zivcic**, BE (Mining) *Qld*, BSc *Qld*, GAICD, GAusIMM

Appointed by Senate

– **Mrs Margaret Brown**, BA *Qld*, LLB (Hons) *Qld*, MAICD, MIPSANZ
– **Ms Tonianne Dwyer**, BJuris (Hons) *UWA*, LLB (Hons) *UWA*, GAICD
– **Ms Michelle Tredenick**, BSc *Qld*, FAICD.

Senate report

For a report of the Senate's 2016 activities, please visit uq.edu.au/about/year-ended-december-31-2016.

Executive management

While the Chancellor and Deputy Chancellor lead the University Senate, the Vice-Chancellor and President is the University's Chief Executive Officer, responsible to Senate for overall strategic planning, finance and external affairs' direction.

The Vice-Chancellor* is supported by an Executive to whom most of the University's organisational units report. The Executive comprises:

– Provost and Senior Vice-President*
– Deputy Vice-Chancellor (Academic)*
– Deputy Vice-Chancellor (External Engagement)*
– Deputy Vice-Chancellor (Research)*
– Pro-Vice-Chancellor
– Pro-Vice-Chancellor (Advancement)
– Pro-Vice-Chancellor (Indigenous Engagement)
– Pro-Vice-Chancellor (Research and International)
– Pro-Vice-Chancellor (Teaching and Learning)
– Chief Operating Officer*
– President of the Academic Board.

* Members of the Vice-Chancellor's Committee.

The University's Vice-Chancellors	
1938–1960	John Douglas Story
1960–1969	Sir Fred Schonell
1970–1977	Sir Zelman Cowen
1978	Professor George Neville Davies (Acting)
1979–1995	Professor Brian G Wilson
1996–2007	Professor John A Hay
2008–2011	Professor Paul Greenfield
2011–2012	Professor Deborah Terry (Acting)
2012–	Professor Peter Høj

2016 UQ Senate

Front row, from left: Mr Mark D Starkey, Dr Carla Tromans, Ms Kathy Hirschfeld, Mr Peter N Varghese AO, Professor Peter Høj, Ms Tonianne Dwyer, Ms Michelle Tredenick, Mr Timothy B Crommelin.

Back row: Associate Professor Tony Roberts, Dr Zelle Hodge AM, Associate Professor Greg Hainge, Mr Jamie Merrick, Mr Dylan Kerr, The Hon Justice Martin Daubney, Professor Fred D'Agostino, Mr Philip Hennessy, Mrs Margaret Brown, Mr Grant Murdoch.

Absent: Mr Michael Zivcic, Mr Thomas Mackay, Mr Charlie Sartain.

Executive management

Vice-Chancellor and President
Professor Peter Høj

MSc, PhD, DUniv (Honoris Causa) *Copenhagen* and *S.Aust*, FTSE

Chief Executive Officer (CEO), responsible to Senate for UQ's strategic direction, performance and external affairs.

Provost and Senior Vice-President
Professor GQ Max Lu

(1 January – 18 March 2016)

BE *Northeastern (China)*, ME *Northeastern*, PhD *Qld*, FAA, FTSE, FIChemE

Professor Aidan Byrne

(from 4 October 2016)

BSc, MSc *Auck*, PhD *ANU*

Standing deputy to the Vice-Chancellor and President of the University, providing leadership for the University's overall strategic planning, academic quality, budget and infrastructure management. Provides executive leadership of the academic, research and financial performance of six faculties and four research institutes.

Chief Operating Officer
Mr Greg Pringle

BA *Natal*, LLB *Natal*, GradDip (Industrial Relations) *Natal*, MBA *Qld*, Advanced Management Program *Harv*

Coordinates management of the University's finance, business, human resources, legal, management information, corporate operations, property and facilities, occupational health and safety, investigations, risk, internal audit and information technology functions. Advises the Senate on governance, and is the University Secretary and its Public Officer. *

Deputy Vice-Chancellor (Academic)
(1 January – 20 March 2016 and from 4 October 2016)

Acting Provost and Senior Vice-President
(21 March – 3 October 2016)

Professor Joanne Wright

Joint Honours *Kent*, MLitt *Aberdeen*, PhD *ANU*, GAICD

As Deputy Vice-Chancellor (Academic), responsible for preserving the University's commitment to high-quality learning and teaching, including promoting a culture of excellence in learning and teaching, student recruitment and retention, providing a distinctive student experience, and quality assurance.

Deputy Vice-Chancellor (External Engagement)
Professor Iain Watson

(from 1 August 2016)

BA(Hons) *Ulster*, MSc *Ulster*, PhD *Ulster*

Responsible for leading the University's overall engagement strategy, with a particular focus on expanding the quality and scale of engagement with prospective students, industry, government, alumni, and Aboriginal and Torres Strait Islander communities.

Deputy Vice-Chancellor (Research)
Professor Robyn Ward AM

MBBS (Hons) *UNSW*, PhD *UNSW*, FRACP, FAHMS

Responsible for enhancing the University's performance and reputation in research, research training, and research collaboration with external stakeholders, nationally and internationally.

Deputy Vice-Chancellor (International)
Professor Monique Skidmore

(1 January – 9 September 2016)

BSc *ANU*, BA (Hons) *ANU*, MA *McGill*, PhD *McGill*, GAICD

University-wide portfolio responsibility for International matters, including Global Engagement; International Marketing, Recruitment and Admissions; International Development; and the Institute of Continuing and TESOL Education.**

Pro-Vice-Chancellor
Professor Alan Rix

BA (Hons) *ANU*, PhD *ANU*, GAICD

Responsible for overall management and development of both the Gatton campus and the Pinjarra Hills site, and management of the University's academic employee relations.

Pro-Vice-Chancellor (Advancement)
Ms Clare Pullar

(1 January – 22 April 2016)

BA *La Trobe*, DipEd *La Trobe*, MACE

Acting Pro-Vice-Chancellor (Advancement)
Ms Patricia Danver

(from 25 April 2016)

BS(Comms) *Syracuse*

Responsible for the University's philanthropic agenda that incorporates extensive community and alumni engagement and public relations.

Pro-Vice-Chancellor (Indigenous Engagement)
Professor Cindy Shannon

BA *Qld*, GradDipEd *DDIAE*, MBA *USQ*, DSocSci *UQ*, GAICD, FSA

Responsible for leading the development, implementation and monitoring of the University's approach to Indigenous Learning, Discovery and Engagement.

Pro-Vice-Chancellor (Research and International)
Professor Anton Middelberg

BE (Hons) *Adel*, PhD *Adel*, MA *Cantab*, FIChemE, FTSE

Responsible for leadership and oversight of policy development in research ethics and integrity, research quality, and impact analysis, and works with others to identify and develop international research partnerships.

Pro-Vice-Chancellor (Teaching and Learning)
(1 January – 20 March 2016, and from 4 October 2016)

Acting Deputy Vice-Chancellor (Academic)
(21 March – 3 October 2016)

Professor Doune Macdonald

BHMS (Ed) (Hons) *UQ*, PhD *Deakin*, FNAK, FAIESEP, GAICD

Acting Pro-Vice-Chancellor (Teaching and Learning)
(21 March – 3 October 2016)

Professor Sarah Roberts-Thomson

BPharm (Hons) *Sydney*, PhD *Sydney*, GCELead *UQ*, GAICD

As Pro-Vice-Chancellor (Teaching and Learning), responsible for achieving teaching and learning objectives, including innovation in teaching and learning, digital learning, development and recognition of excellent teaching, quality assurance and enhancement, curriculum reform and renewal, and research in teaching and learning centring on improving student learning outcomes.

President of the Academic Board
Professor Fred D'Agostino

BA (Hons) *Amherst*, MA *Prin*, PhD *LSE*, FAHA

Oversees the business of the Academic Board and its committees and provides independent advice to the Vice-Chancellor and President and Senate on matters relating to the academic functions of the University.

* Mr Maurie McNarn AO announced his retirement as Chief Operating Officer in 2015 and, following a period of leave, concluded his employment with the University in July 2016. Mr Greg Pringle commenced in the role on 4 January 2016.

** With the resignation of Professor Skidmore, the University's international portfolio currently reports to the Deputy Vice-Chancellor (External Engagement).

Information systems and recordkeeping

The University continues to promote compliance with the *Public Records Act 2002*, *Information Standard 40: Recordkeeping* and *Information Standard 31: Retention and Disposal of Public Records*.

This year, records management made the following improvements:

– implemented a staged rollout of the University's Electronic Document and Records Management System (EDRMS), including the issue of additional licences across the University

– enhanced online training resources to assist units to manage their own records and promote a paperless office

– commenced the transition of employee records to a digital format

– introduced automatic capture of records through linking network drives.

Public Sector Ethics Act

In terms of its obligations under the *Public Sector Ethics Act 1994*, the University has a Code of Conduct that sets out the expectations for University staff in relation to professional conduct. To support staff in understanding how the Code of Conduct applies to them, the University has introduced an online course, including an assessment component, which is mandatory for all continuing and fixed-term staff. Casual staff are also strongly encouraged to complete the course.

The training is consistent with the University's obligations under the *Public Sector Ethics Act 1994*, which requires the University to provide appropriate education about public sector ethics. Given the high profile of the Code of Conduct, administrative procedures and management practices across the University reflect the objectives and requirements set out. It is also referenced in position descriptions and offers of appointment, forms part of employee induction programs, and is incorporated into relevant training and development programs.

Integrity and Investigations Unit

The Integrity and Investigations Unit is responsible for the management and conduct of investigations into breaches of policies, activities directed against the University and/or its people, misuse of public money and public interest disclosures. The unit also leads the delivery of misconduct prevention strategies, including training, information and advice.

The Associate Director, Investigations and Integrity, reports administratively to the Chief Operating Officer and has direct access to the Vice-Chancellor and President, Chair – Senate Risk Committee, and Chancellor, as required.

Risk management

The University has a Senate Risk Committee, which assists Senate in discharging its risk management, and internal compliance and control oversight responsibilities.

The role of the Senate Risk Committee is to exercise oversight for risks, including potential risks to the University, and ensure that management has strategies in place to effectively manage risks. The committee receives advice and assurance from senior management via the Vice-Chancellor's Risk and Compliance Committee across the following functions and activities:

– Enterprise Risk

– Occupational Health and Safety

– UQ Institutional Biosafety Committee

– Compliance

– Internal Audit

– Integrity and Investigations

– Research Integrity.

To assist the Senate Risk Committee gain further insights into the operational risks of the University, Executive Deans, Institute Directors and others are invited to speak on a rotating roster about risks faced within their areas of responsibility.

All members of the Senate Risk Committee are independent from management and appointed by Senate. The members during the 2015/2016 financial year were:

– **Grant Murdoch**, BCom *Cant*, MCom *Cant*, FCA, FAICD (Chair)

– **Philip Hennessy**, BBusAcc *QUT* (as Chair of Finance Committee)

– **Kathy Hirschfeld**, BE (Chem) *Qld*, FTSE, FIChemE, FIEAust, GAICD

– **Michelle Tredenick**, BSc *Qld*, FAICD

– **Michael Zivcic**, BE (Mining) *Qld*, BSc *Qld*, GAICD, GAusIMM

– **Peter N Varghese AO**, BA (Hons) *Qld*, H.DLitt *Qld* (ex officio).

Senate Risk Committee members are not remunerated for their roles.

The University has adopted a 'three lines of defence' assurance model as part of its governance, risk and compliance frameworks, and overseen by the Committee as follows:

– **First Line of Defence:** UQ's operational management has ownership, responsibility and accountability for identification, assessment and management of risk and ensuring compliance

– **Second Line of Defence:** Enterprise Risk, Occupational Health and Safety, Compliance and other relevant risk-oversight functions are responsible for facilitating, monitoring and supporting effective risk management and compliance practices by operational management

– **Third Line of Defence:** Internal Audit, Integrity and Investigations and other internal and external audit and review functions are responsible for providing review and assurance about the effectiveness of controls and identifying breakdowns and systemic issues in risk and compliance.

During 2016, the Committee provided direction and oversight of the following key initiatives:

– **risk appetite statements**: the methodology and underlying processes of risk appetite statements were approved, and formal discussions were held with senior executives and members of the Committee on risk tolerances and appetite statements

– **risk management policy and procedures**: these were reviewed and assessed internally using an external maturity model, the baseline was agreed, and management actions to further enhance the risk management function and culture were endorsed

– **top 10 risks**: for the first time, the University's top 10 academic risks were assessed separately to the top 10 non-academic risks, and management actions were endorsed to ensure effective management of those risks

– **IT strategy and management of IT risks**

– **safety risks and culture**.

Internal Audit

Internal Audit assists Senate and University management in the effective execution of their responsibilities by providing assurance about the effectiveness of governance, risk management and internal controls. Internal Audit completed 23 audits across the University during 2016, including four grant certifications, and also provided advisory services and ongoing input into several projects.

In accordance with the three lines of defence model, Internal Audit's scope of work is to determine whether the University's Enterprise Risk Management Framework is adequate to ensure:

– risks are appropriately identified and managed

– interaction between the various governance groups occurs as needed

– significant financial, managerial and operating information is accurate, reliable and timely

– employees act in compliance with policies, standards, procedures and applicable laws and regulations

– resources are acquired economically, used efficiently and managed adequately

– quality and continuous improvement are fostered in the organisation's control processes.

Internal Audit operates under an approved Internal Audit Charter. An annual risk-based planning process is undertaken and annual plans are approved by the Senate Risk Committee.

Internal Audit activities are cognisant of key legislative requirements, such as the *University of Queensland Act 1998*, the *Financial Accountability Act 2009*, and *Tertiary Education Quality and Standards Agency Act 2011* (TEQSA Act). The activities were also undertaken with due regard to the Queensland Treasury *Audit Committee Guidelines 2012*.

Internal Audit is an advisory service with an independent status within UQ and, as such, has no direct responsibilities for, or authority over, any of the activities it audits. The Associate Director, Internal Audit, reports operationally to the Chief Operating Officer and has direct access to the Vice-Chancellor and President, Chair – Senate Risk Committee, Chair – Vice-Chancellor's Risk and Compliance Committee, and Chancellor.

Government objectives for the community

Through its Research, Learning and Engagement activities as outlined in this report, The University of Queensland contributes to the Queensland Government's four key objectives for the community: creating jobs and a diverse economy; delivering quality frontline services; protecting the environment; and building safe, caring and connected communities.

External scrutiny

Two UQ researchers referred by the University to the Crime and Corruption Commission in 2014 after a research integrity investigation have now been dealt with by the courts.

In November 2016 the Office of the Information Commissioner (OIC) tabled a report in parliament, *Report No. 3 to the Queensland Legislative Assembly for 2016-17 (Follow-up of Report No. 2 of 2014-15: Review of universities' implementation of recommendations: Compliance with Right to Information and Information Privacy – Griffith University, Queensland University of Technology, University of Queensland and University of Southern Queensland)*. This report revealed that UQ had fully implemented all 10 recommendations made in the original review in order to meet its right to information (RTI) and information privacy (IP) obligations more efficiently and effectively.