

CORPORATE GOVERNANCE



Chancellor
Peter N Varghese, AO

Leads the University's governing body, the Senate.



Deputy Chancellor
Tonianne Dwyer

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 the Senate, as constituted by the *University of Queensland Act 1998*. Senate has 22 members, comprising official members, appointed members, elected members and additional members. Following the resignation of Dr Jane Wilson on 11 November 2016 after 10 years service, on 27 February 2017 Senate elected Tonianne Dwyer as the Deputy Chancellor.

Members serve a four-year term except student members who serve for two years. The four-year term of the 33rd Senate, which began on 1 January 2014, concluded on 31 December 2017. Elections were held in October to appoint elected members to the 34th Senate term commencing 1 January 2018.

In 2017 members did not receive payment for undertaking this role. Senate met seven times during 2017.

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 **Peter N Varghese, AO**, BA (Hons), H.D.Litt *Qld*
- Vice-Chancellor and President, **Professor Peter Høj**, MSc, PhD *Copenhagen*, 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

- **Timothy B Crommelin**, BCom *Qld*, AdvMgmtProg *Hawaii*, FSIA
- **The Hon Justice Martin Daubney**, BA, LLB *Qld*
- **Philip Hennessy**, BBusAcc *QUT*
- **Dr Zelle Hodge AM**, MBBS *Qld*, FRACGP, FAMA, FAICD
- **Jamie Merrick**, BA (Laws), MSc
- **Grant Murdoch**, BCom, MCom *Cant.*, FCA, FAICD
- **Charlie Sartain**, BE (Hons) *Melb.*, FAUSIMM, FTSE

Elected members

- One member of the Academic Board, **Associate Professor Greg Hainge**, BA (Hons), MA, 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), MComm *Qld*, PhD *ANU*
- One member of the full-time or part-time general staff of the University, **Mark D Starkey**, BA *Qld*
- One postgraduate student, **Thomas Mackay**, BSc *Qld*
- One undergraduate student, **Dylan Kerr**

Three graduates of the University

- **Kathy Hirschfeld**, BE (Chem) *Qld*, FTSE, FICHEM, Hon FIEAust, FAICD
- **Dr Carla Tromans**, BEd *QUT*, MEdSt *Qld*, MEd *USQ*, EdD *QUT*, MAICD
- **Michael Zivcic**, BE (Mining), BSc *Qld*, GAICD, GAUSIMM

Appointed by Senate

- **Margaret Brown**, BA, LLB (Hons) *Qld*, MAICD, MIPSANZ
- **Tonianne Dwyer**, BJuris (Hons), LLB (Hons) *UWA*, GAICD (Deputy Chancellor) [elected 27 February until 31 December 2017]
- **Michelle Tredenick**, BSc *Qld*, FAICD.

Senate report

For a report of the Senate's 2017 activities, please visit uq.edu.au/about/year-ended-december-31-2017.

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. Following a review of the senior management structure, the Executive now comprises:

- Provost and Senior Vice-President*
- Deputy Vice-Chancellor (Academic)*
- Deputy Vice-Chancellor (External Engagement)*
- Deputy Vice-Chancellor (International)***
- Deputy Vice-Chancellor (Research)*
- Pro-Vice-Chancellor
- Pro-Vice-Chancellor (Advancement)
- Pro-Vice-Chancellor (Future Students)**

- Pro-Vice-Chancellor (Indigenous Engagement)
- Pro-Vice-Chancellor (Research)
- Pro-Vice-Chancellor (Research Infrastructure)**
- Pro-Vice-Chancellor (Research Partnerships)
- Pro-Vice-Chancellor (Research Training) and Dean, Graduate School
- Pro-Vice-Chancellor (Teaching and Learning)
- Chief Operating Officer*
- Deputy Chief Operating Officer
- President of the Academic Board.

* Members of the Vice-Chancellor's Committee.

** New position, appointees to commence in 2018.

*** With the resignation of Professor Monique Skidmore in late 2016, the University's international portfolio reported to the Deputy Vice-Chancellor (External Engagement). A new structure for the External Engagement portfolio was approved in May 2017 and implemented to be operational from 1 January 2018.

The University's Vice-Chancellors	
1910-1916	Reginald Heber Roe
1916-1925	The Honourable Andrew Thynne
1925-1938	William Nathaniel Robertson
1938-1960	John Douglas Story ISO
1960-1969	Sir Fred Schonell
1970-1977	Sir Zelman Cowen AK GCMG GCVO KStJ
1978	Professor George Neville Davies (Acting)
1979-1995	Professor Brian G Wilson AO
1996-2007	Professor John A Hay AC
2008-2011	Professor Paul Greenfield AO
2011-2012	Professor Deborah Terry (Acting)
2012-	Professor Peter Høj

2017 UQ Senate

Front row, from left: Dr Carla Tromans, Dylan Kerr, Tonianne Dwyer, Peter N Varghese AO, Professor Peter Høj, Dr Zelle Hodge AM, Margaret Brown, Associate Professor Tony Roberts. Back row: Jamie Merrick, Michelle Tredenick, Mark D Starkey, The Hon Justice Martin Daubney, Professor Fred D'Agostino, Associate Professor Greg Hainge, Timothy B Crommelin. Absent: Grant Murdoch, Philip Hennessy, Kathy Hirschfeld, Thomas Mackay, Charlie Sartain, Michael Zivcic.



Executive management



Vice-Chancellor and President Professor Peter Høj

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

Chief Executive Officer (CEO), responsible to Senate for UQ's strategic direction, performance and external affairs; and chair of the University's Capital Management Group.



Provost and Senior Vice-President Professor Aidan Byrne

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, and budget. Provides executive leadership of the academic, research and financial performance of six faculties and four research institutes.



Chief Operating Officer Greg Pringle

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

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



Deputy Vice-Chancellor (Academic) Professor Joanne Wright

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

Responsible for preserving the University's commitment to high-quality learning and teaching; promoting a culture of excellence across the student experience; leading initiatives aimed at student success and retention, and integration of services for students; and quality standards.

Deputy Vice-Chancellor (External Engagement) Professor Iain Watson

BA (Hons), MSc, PhD *Ulster*

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

Deputy Vice-Chancellor (Research) Professor Robyn Ward, AM

MBBS (Hons), 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.

Pro-Vice-Chancellor (Office of the Provost) (1 January – 30 June 2017)

Professor Alan Rix

BA (Hons), 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.

(from 16 October 2017)

Professor Tim Dunne

BA (Hons) *East Anglia*, MPhil, DPhil *Oxford*, FASSA

Provides executive leadership with a particular focus on strategic and operational planning, employee relations, and general academic and research performance.

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.



Deputy Chief Operating Officer Saveria Dimasi

BA (Econ) (Hons), LLB, LLM *Melb*

Supports the Chief Operating Officer in managing the University's professional services and implementing the capital planning framework and transformation processes; also coordinates and oversees teams to plan and deliver major strategic cross-divisional projects.



Acting Pro-Vice-Chancellor (Advancement) (1 January – 23 July 2017)

Patricia Danver

BS (Comms) *Syracuse*

Pro-Vice-Chancellor (Advancement) (from 24 July 2017)

Jennifer Karlson

BSc *Wisconsin-Madison*, MSc *Nebraska Methodist*, CFRE

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



Pro-Vice-Chancellor (Indigenous Engagement) (1 January – 3 July 2017)

Professor Cindy Shannon

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

Acting Pro-Vice-Chancellor (Indigenous Engagement) (from 17 July 2017)

Shane Drahm

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) (1 January – 21 April 2017)

Professor Anton Middelberg

BE (Hons), PhD *Adel*, MA *Cantab*, FICHEM, 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 (Research) (from 28 August 2017)

Professor Mark Blows

BSc, PhD *La Trobe*, FAA

Responsible for research ethics and integrity, and supporting the University's research performance, including the submission of high-quality applications to major national grant schemes.



Acting Pro-Vice-Chancellor (Research) (1 January – 31 August 2017)

Pro-Vice-Chancellor (Research Training) and Dean, Graduate School (from 1 September 2017)

Professor Alastair McEwan

BSc (Hons) *Leeds*, PhD *Birmingham*

Provides leadership for the direction, development and improvement of the University's Higher Degree by Research program, and oversight of researcher development and training for all research-engaged staff.



Acting Pro-Vice-Chancellor (Research Infrastructure) (27 March – 27 August 2017)

Professor Stuart Crozier

BE, MAppSc *QUT*, DEng, PhD *UQ*

Provides strategic leadership to the University's research infrastructure (including eResearch)—operations, development and financial sustainability, as well as supporting large-scale new purchases.



Pro-Vice-Chancellor (Research Partnerships) (from 14 August 2017)

Professor Mohan Krishnamoorthy

BSc *Bangalore*, MSc *Delhi* and *Imperial*, PhD *Imperial*

Ensures a strategic approach to the stewardship of the University's research partnerships, supporting the development of research relationships with industry, government and other institutions.



Pro-Vice-Chancellor (Teaching and Learning) Professor Doune Macdonald

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

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.



* With the resignation of Professor Middelberg, the responsibilities of the role were transferred to the Pro-Vice-Chancellor (Research) and the newly created positions of Pro-Vice-Chancellor (Research Training) and Pro-Vice-Chancellor (Research Partnerships).

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*.

In 2017 UQ made the following records management 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
- successfully piloted the transition of employee records to a digital format
- continued 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. All continuing and fixed-term staff are required to complete an assessable online course to learn how the Code of Conduct applies to them; 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 and Audit Committee, and Chancellor, as required.

Risk management

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

The role of this 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
- Governance
- Compliance
- Internal Audit
- Integrity and Investigations
- Research Integrity.

To assist the Senate Risk and Audit Committee gain further insights into the operational risks of the University, senior staff attend committee meetings on a rotating basis to discuss specific risks faced within their areas of responsibility.

All members of the Senate Risk and Audit Committee are independent from management and appointed by Senate. The members during the 2016–2017 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, FICHEM, FIEAust, GAICD
- **Michelle Tredenick**, BSc *Qld*, FAICD
- **Michael Zivcic**, BE (Mining) *Qld*, BSc *Qld*, GAICD, GAUSIMM
- **Peter N Varghese**, AO, BA (Hons) *Qld*, H.D.Litt *Qld* (Chancellor, ex officio).

Senate Risk and Audit 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 2017, the committee provided direction and oversight of the following key initiatives:

- **Risk Appetite Statement (RAS):** the first RAS for the University was approved by the Senate and included the establishment of five non-negotiable statements related to risk categories for which the Senate has expressed a 'zero' or 'very-low' risk tolerance, and seven 'strategic themes and enablers' statements representing risk categories for which the Senate is comfortable accepting a higher level of risk
- **Enterprise Risk Management Framework:** this was approved, implementing the non-negotiable risk appetite statements and operationalising these via the new risk matrix, providing clear allocation of responsibilities and accountabilities for implementing effective risk management practices and also introducing general management controls
- **top risks:** reporting continued on the University's top academic and non-academic risks, including their insurance status and follow-up of the timely implementation of proposed risk treatments
- **emerging risks:** for the first time the top emerging risks were reported, including those risks that have not yet occurred but are at an early stage of becoming known and are expected to grow greatly in significance
- **Key Risk Indicators (KRIs):** these were identified for monitoring each non-negotiable RAS, including an assessment of the status of the current KRI level against the RAS as well as the KRI's development trend over time
- **safety risks and culture.**

The Senate Risk and Audit Committee has observed the terms of its charter and had due regard to Treasury's Audit Committee Guidelines.

Internal Audit

The Internal Audit function adds value by assisting Senate and University management with the effective execution of their responsibilities by providing assurance on the effectiveness of governance, risk management and internal controls. Internal Audit also assesses and provides assurance on the quality of financial, managerial and operating information, and whether resources are acquired economically, used efficiently and managed effectively.

Internal Audit operates under an Internal Audit Charter, last reviewed and approved by the Senate Risk and Audit Committee in June 2017. As per this Charter, the Internal Audit function is independent of management and, as such, has no direct responsibilities for, or authority over, any of the activities it audits.

Internal Audit functionally reports to the Senate Risk and Audit Committee and has direct access to the Vice-Chancellor and President, Chair – Senate Risk and Audit Committee, Chair – Vice-Chancellor's Risk and Compliance Committee, and Chancellor.

Internal Audit activities take into account applicable legislative requirements, such as the *University of Queensland Act 1998*, the *Financial Accountability Act 2009*, *Financial and Performance Management Standard 2009* and *Tertiary Education Quality and Standards Agency Act 2011* (TEQSA Act). Internal Audit activities also consider the *Queensland Treasury Audit Committee Guidelines 2012*.

An annual risk-based planning process is undertaken in consultation with management and the Annual Audit Plan is approved by the Senate Risk and Audit Committee.

During 2017, Internal Audit completed 27 engagements across the University, including assurance services, grant certifications, advisory services and ongoing input into several projects.

External scrutiny

In 2017, a former employee of the Global Change Institute was charged with fraud relating to his employment with the University. Another person, a former academic title holder, was also charged with fraud in connection with the matter. The University of Queensland had referred the case to the Crime and Corruption Commission (Queensland) following an internal investigation. The University of Queensland maintains a zero tolerance attitude towards fraud.

On 22 June 2017, the Queensland Audit Office (QAO) report *Universities and grammar schools: 2016 results of financial audits (Report 18: 2016–17)* was tabled in the Queensland legislative assembly. This report revealed that The University of Queensland and its controlled entities had used sound financial reporting practices to produce timely and good-quality financial statements for 2016. UQ also improved the clarity of its financial statements by removing content unimportant to readers and reducing the number of explanatory notes by 16.7 per cent (compared with the average percentage decrease of 8.2 per cent across the sector). QAO deemed The University of Queensland as financially sustainable and able to meet its current and future obligations as they fall due.

In December 2017, the Crime and Corruption Commission (CCC) published two reports on its website:

- *Australia's first criminal prosecution for research fraud: a case study from The University of Queensland*
- *Corruption risks involving publicly funded research: What you should know.*

Government objectives for the community

With the underpinning principles of integrity, accountability and consultation, which are applied to carry out the activities outlined in this report, The University of Queensland contributes to the Queensland Government's key objectives for the community: to create jobs and a diverse economy; deliver quality frontline services; protect the environment; and build safe, caring and connected communities.

