

**Submission to TEQSA
on behalf of a Conference of Chairs of Academic Boards and Senates**

13 August 2013

Corporate and Academic Governance in the New Regulatory Environment

Purpose

This paper contains a submission in response to a suggestion by the Chief Commissioner of TEQSA to a national conference of Chairs of Academic Boards and Senates that this group might provide some advice to TEQSA about possible criteria for assessing effective academic governance and the “clear and discernible separation between corporate and academic governance” that is referred to in Higher Education Provider Standard 3.8.

Background

In March 2012 a national conference of Chairs of Academic Boards and Senates commissioned a working party to “to develop a discussion paper on the relationship between corporate and academic governance” for advice to TEQSA about possible criteria for assessing effective academic governance and the “clear and discernible separation between corporate and academic governance” (Higher Education Provider Standard 3.8).

After a period of preparation, discussion and review during 2012, the most recent national conference in March 2013 endorsed the final version of a paper entitled *Corporate and Academic Governance in the New Regulatory Environment* and a series of actions, including:

Advise all members and TEQSA of the criteria that the National Conference has identified for the separation of corporate and academic governance.

Following further minor revisions, as requested by the conference, a final copy of this paper is appended.

This paper was written for a particular purpose that is related to the current Threshold Standards. However, the working party and conference recognised that it might also be of interest and use to the Higher Education Standards Panel in its review of the Standards, and another action was:

Recognising that the Higher Education Standards Panel will be conducting a review during 2013, recommend that the Threshold Standards should be clarified by explaining that the overall governance of an institution comprises its corporate governance, encompassing the corporate governing body and executive management, and its academic governance. There should be a clear distinction between the responsibilities of the different governance and management components, including a clear and discernible separation between corporate and academic governance.

Accordingly, a copy of the paper has also been sent to the Higher Education Standards Panel.

In providing this advice to TEQSA and the Panel we wish to provide some overarching comments about what the paper is, and what it is not.

First, the paper is written from an academic governance perspective, and there are of course other perspectives. Indeed, many Chairs are also members or their university councils, and some also hold (or have previously held) executive management roles. The paper recognises that good governance requires that academic boards respect and support the distinctive roles and responsibilities of the vice-chancellor and other senior academic leaders, recognising that “the academic board, vice-chancellor and other senior officers of the University are working together to achieve the goals of the University, playing complementary roles in academic leadership and decision-making.”

Second, the paper recognises the different legislative and institutional contexts in which academic boards operate. The lists of factors (pp. 6 – 8) and characteristics of an effective academic board (pp. 11 – 12) are meant to be indicative rather than prescriptive. They will have different weights and applicability in different institutions; indeed, some may be precluded by legislation or other characteristics of particular institutions.

Third, the paper is written from a University perspective, and does not make recommendations about other types of higher education provider.

The March 2013 conference also agreed to review and update an earlier national conference paper on *The Purpose and Function of Academic Boards and Senates*, to produce a companion paper, which considers the broader range of roles that academic boards play in Australian universities, in the context of the Higher Education Threshold Standards. This second paper is currently under development and will be considered by the next national conference in November 2013.

Finally, this paper was developed and reviewed under the auspices of a series of national conferences of chairs of academic boards and senates, and the March 2013 conference agreed that it be forwarded to TEQSA and the Higher Education Standards Panel. It does not necessarily represent the views of all of the current chairs, and there will, of course, be continued discussion and debate around the roles and responsibilities of academic boards, consistent with the nature of academic discourse. We recognise too that this is an area of current academic research, with a growing scholarly literature.

However, we hope that this paper will be of value to TEQSA when considering the nature of academic governance in universities in the context of the Higher Education Standards.

Submitted on behalf of the March 2013 National Conference of Chairs of Academic Boards and Senates, with grateful acknowledgement to the conference organising committee and the working party.

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CABSS Working Party on Corporate and Academic Governance
Corporate and Academic Governance in the New Regulatory Environment

Purpose of this Paper

On 9 March 2012 the National Conference of Chairs and Secretaries of Academic Boards and Senates established a working party “to develop a discussion paper on the relationship between corporate and academic governance. The paper is to be circulated for comment and revision, then disseminated to help inform TEQSA’s¹ deliberations.”

Drafts of the paper were presented at the National Conferences of Chairs of Academic Boards and Senates on 15 November 2012 and 1 March 2013, and revisions were made on the basis of feedback and discussion at the conferences. The 1 March conference endorsed the final version of the paper for dissemination.

Members:

- Ben Bradley (Charles Sturt University)
- David Holloway (Murdoch University)
- Di Kelly (University of Wollongong)
- Peter McCallum (University of Sydney)
- Sally Varnham (University of Technology Sydney)
- Paul Wormell (University of Western Sydney)

This paper provides a brief analysis of the relevant sections of the Higher Education Provider and Qualifications Standards, and the related TEQSA Regulatory Risk Indicators, proposes some ways in which these Standards might be clarified, identifies some possible criteria for assessing the separation of corporate and academic governance, and suggests how some criteria for effective academic governance could be identified for universities. The paper does not make recommendations about other types of higher education provider.

This paper is written from the perspective of the National Conference of Chairs of Academic Boards and Senates and addresses a particular question about the relationship between corporate and academic governance. A separate paper states the Conference’s broader position on ‘The Purpose and Function of Academic Boards and Senates’, building on the work of earlier National Conferences.

Background

The Higher Education Provider Standards (Threshold Standards), consisting of the Provider and Qualification Standards, were approved by the Minister on 22 December 2011. TEQSA took up its full powers to regulate with reference to these standards on 29 January 2012. Higher education providers, including universities, must meet these standards if they are to maintain their registration as providers. This is also a requirement for universities to retain their self-accrediting status (*i.e.*, their capacity to approve their own courses of study.)

¹ Tertiary Education Quality Standards Agency, Australia’s independent national higher education regulator.

The Higher Education Standards Panel will be reviewing the Threshold Standards during 2013, in consultation with a range of stakeholders, and any suggested revisions should be directed to the Panel.

According to the Higher Education Provider Standard 3.8:

The higher education provider's corporate governing body protects the academic integrity and quality of the higher education provider's higher education operations through academic governance arrangements that provide a clear and discernable separation between corporate and academic governance, including a properly constituted academic board and course advisory committees.

This is reflected in TEQSA's Regulatory Risk Framework (risk indicators C1 and C2), noting that in this Framework "Corporate and academic governance' risk indicators include consideration of: the operation of corporate and academic governing bodies and processes (including the role of student organisations); and risk management practices."

C1: Weak academic governance structure – A clear academic governance structure plays a key role in protecting the integrity of the provider's core activities of teaching and research (where applicable to provider category). Considerations would include whether academic governance arrangements provide a clear separation between corporate and academic governance (including a properly constituted academic board and course advisory committees), support the maintenance of academic standards, and whether independent student organisations are incorporated into processes.

C2: Weak corporate governance structure / processes – Sufficient capacity for good leadership, with respect to both corporate and academic governance, is important to effective functioning as a higher education provider and managing the delivery of education outcomes. Consideration of appropriateness of qualifications and experience of senior executives, including mix of academic and corporate leadership. Governance processes include clarity of roles, responsibilities, policies and corporate processes (e.g. planning, conflict of interest, internal audit etc).

TEQSA gives a definition of academic governance in the glossary to its Regulatory Risk Framework (February 2012).

Academic governance is a subset of the overall governance of an educational organisation, and deals with the framework that regulates academic decisions and academic quality assurance within the organisation. Academic governance includes the policies, processes, definitions of roles, relationships, systems, strategies and resources that ensure academic standards and continuous improvement in academic activities, and is concerned with the integrity and quality of the core higher education activities of teaching, research and scholarship.

The Regulatory Risk Framework does not give a corresponding definition of corporate governance, but risk indicators C1, C2 and A6 (see below) are relevant, and also the following Provider Standards. There is, of course, an extensive international literature about corporate governance, a term which may be interpreted in more than one way, but in the first

instance it is appropriate to focus on the meanings that it has in the Higher Education Standards Framework.

Higher Education Provider Standard 3.1:

The higher education provider has a corporate governing body that has responsibility for oversight of all of the higher education provider's higher education operations, including conferral of its higher education awards, and to which management is accountable.

Higher Education Provider Standard 3.3:

The higher education provider's corporate governance arrangements demonstrate a clear distinction between governance and management responsibilities.

TEQSA Risk Indicator A6:

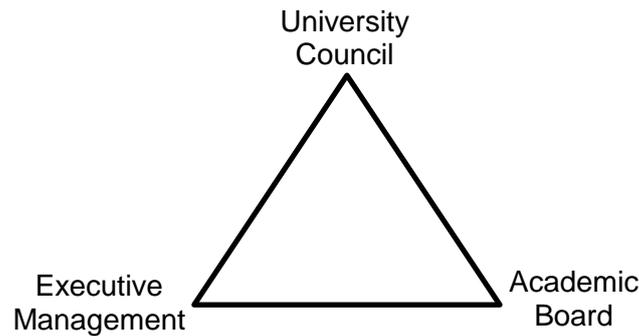
A6: Overseas Body Corporate – The Threshold Standards require that higher education providers have governance and management of its Australian higher education operations located in Australia. An overseas body corporate flags a need for strong governance and management arrangements to be in place.

(This relates to Higher Education Provider Standard 1.1)

All universities are required to have a corporate governing body (known variously as a council, senate, board, etc.) For the purposes of this document, we will refer to this as the university council, and the peak academic-governance body as the academic board.

Thus it is implicit in the references to governance within the Provider Standards and the risk indicators that effective university governance involves two areas of separation: between academic and corporate governance (Provider Standard 3.8) and between governance and management responsibilities (Provider Standard 3.3), implying a tripartite separation of roles, but with some shared responsibilities. In practice all Australian universities have such a tripartite governance structure, as shown in the Figure below, comprising:

- The university council, which is typically responsible for overall institutional strategy, risk management and financial oversight;
- The executive management (Vice Chancellor and other senior academic leaders and managers), who are responsible for the allocation and management of resources to meet the university's mission;
- The academic board, which is typically responsible for academic values, standards, policies and quality assurance, and serves as a forum for debating academic and strategic issues. These roles are often specified in the relevant University Act or related by-laws.



University Governance Triangle (after Shattock (2012), Fig. 2)

Both the executive management and academic board make substantial and distinctive contributions to academic decision-making within the university, within the context of council decisions. Close collaboration and mutual respect between the three components of the structure is essential for effective overall University governance.

It appears from Standards 3.1 and 3.3 that, in the higher education context, “corporate governance” encompasses the university council and the executive management of the provider, with “a clear distinction between governance and management responsibilities”.

We recommend that the Higher Education Standards Panel be invited to clarify the Standards by explaining that the overall governance of an institution comprises its corporate governance, encompassing the corporate governing body and executive management, and its academic governance. There should be a clear distinction between the responsibilities of the different governance and management components, including a clear and discernible separation between corporate and academic governance.

The nature of this separation is the main focus of this paper.

As identified in the Threshold Standards and various University Acts, academic boards are a characteristic and distinctive feature of universities in Australia and internationally, with a history extending over 800 years, reflecting their long-standing status as self-governing communities of scholars. However, as Winchester (2007) has noted, “academic boards have evolved over time. They have origins in professorial boards and sometimes retain this element in their contemporary form. They vary in size, from very large bodies with an unspecified number of members, determined according to the constituent parts of a particular university, to smaller ones that are less representative in their composition. They are often seen as slowing decision-making, a necessary outcome of their relation to the governing council and the layers of subordinate committees with which they share the work load. They are also seen as collegial and as a forum for debate.”

The 2005 National Conference of Chairs of Academic Boards and Senates considered a draft document which was subsequently developed into a national statement of function and purpose for Australian academic boards. The Mission of an academic board is summarised as follows:

“The Board is the principal policy-making and advisory body on all matters relating to and affecting a university’s teaching, research and educational programs. It is also responsible for assuring academic quality including academic freedom, academic integrity, assessment, admissions, and research conduct. The Board model of academic governance is founded upon consultation, collegiality and broad-based representation, and had its origins in the historical tradition of a university as a community of scholars.

The Board is composed primarily of academics, who are representative of the diversity of the academic diversity in the university, but includes also students and may include professional staff. It is independent of, but shares membership with, senior executive, senior management and Council. It is a representative body of colleagues engaged in the compliance and innovation processes of the university.

The Board provides an important venue for student involvement in academic decision-making.

As noted above, the Board upholds the voice and the interests of the Academy in a tripartite relationship of the Academic Board and Council; the Vice-Chancellor and Senior Executive; and the academic community. The Board has a well-defined role in governance, both as a policy making body and as an advisory body, on all academic matters, including academic activities, policies and strategic planning.

Free and open debate fosters moral authority within the academic community, and the Board provides a forum to facilitate debate and information flow on a range of educational and university sector issues, across the senior executive and the wider academic community. Boards provide cross-functional mechanisms to address and resolve complex problems that cut across academic and administrative policy.”

Different institutions strike different balances between the three domains of institutional governance, depending on their histories, enabling legislation, institutional missions, sizes and geographic constraints, academic profiles and cultures, and, inevitably, the personalities involved. As Baird (2007) has pointed out, “In Australia as elsewhere, complex internal dynamics shape the actual role played by the academic board. The extent to which the board is actively involved in policy advice depends in part on the level of trust between the board and the chief executive and senior managers, as well as the extent to which academic leaders participate on the board.” In universities, the vice-chancellor plays a particularly influential role in determining the relationship between the academic board and the executive management.

The role of an academic board has evolved over the past century, and continues to evolve in response to the changed roles of university councils and executive management, sometimes with encouragement or firm guidance from Australian University Quality Agency (AUQA) audit panels, as analysed by Baird (2007), Dooley (2007) and Winchester (2007). Winchester (2007) argued that “the rationale for academic boards is clearly as custodian of academic values and standards, and in so doing they provide the expert voice on the academic purpose of the higher education enterprise. It is now time to apply mechanisms of good governance to this clearly defined purpose”, and the “time really has come for discussion of governance to shift from council and to focus in a more rigorous way on the

role of the academic board within the overall governance system. Baird (2007) concluded that “governing bodies would do well to monitor the extent to which they are supported by an active and effective academic board working productively in concert with executive managers.”

More recently, Wormell (2012) has suggested that “in the new regulatory scheme Academic Boards and their committees are required to play substantial and distinctive roles in the management of academic aspects of regulatory risk, and institutional monitoring and assurance of academic standards, policy, quality and excellence” and “the Higher Education Threshold Standards emphasise the Boards’ legislated and traditional roles and accountabilities, echoing earlier forthright advice from AUQA”, so that “in these circumstances Boards must think clearly about their distinctive character and contributions, and their internal and external collaborations.”

It is essential that there be good communication and co-operation between the three governance domains. The 2005 National Conference of Chairs paper stated that “There should be a well-defined statement which clarifies roles and delegations of the Board, the Council and the Executive. This should establish a shared governance role; distinguish between the Board’s role in governance and the function of management; guarantee independence of the Board; ensure that it has a regular reporting relationship to Council; ensure good, evidence-based advice to the Council and Executive on academic matters; and include clear and consistent terms of reference concerning which matters are dealt with by the Board.”

Under Standard 3.8, there must be a “clear and discernable separation between corporate and academic governance”. The nature and extent of this separation will vary between institutions, but some key factors are listed below.

1. The academic board should have a well-defined role in the university’s overall governance: “There should be a well-defined statement which clarifies roles and delegations of the Board, the Council and the Executive” (National Conference of Chairs of Academic Boards and Senates, 2005).
2. This statement should be explicit about the extent to which the corporate governing body delegates its responsibilities for the oversight of the institution’s higher education operations to the academic board: for example, the accreditation and conferral of higher education awards; the development, implementation and review of academic policies relating to learning, teaching and research; the maintenance of academic standards; and academic quality assurance arrangements, encompassing systematic monitoring, review and improvement.
3. It should also state the ways in which the academic board is accountable to the corporate governing body and the management of the provider.
4. There should be a clear understanding of the extent to which the academic board is independent of the council and executive management. Key factors here include:
 - a. The membership of the academic board (proportions of appointed and elected members; the degree of independence of the chair or president);

- b. The extent to which the academic board shares membership with the university's senior executive, senior management and council;
 - c. The extent to which the academic board has the resources, human and otherwise, to operate and meet its terms of reference. This includes appropriate workload allowances for chairs and deputy chairs, and the resources that are needed to fulfil their duties, as well as administrative support for the board and its committees, either through its own office, or another unit within the institution (e.g. an academic or committee secretariat);
 - d. The extent to which the academic board can make decisions that determine academic policies which affect academic quality in the institution;
 - e. The relationships and reporting lines between the three components of university governance, ensuring that the academic board takes proper account of institutional strategies and the implications of its decisions (e.g. in relation to staffing and infrastructure costs), while the executive management provides resources to support the implementation of academic policies, and such functions as course accreditation, the maintenance of academic standards, and quality assurance programs;
 - f. A clear recognition that this independence should exist in a thoroughly collaborative context, in which the academic board, vice-chancellor and other senior officers of the University are working together to achieve the goals of the University, playing complementary roles in academic leadership and decision-making.
5. The academic board should play an important role in debating, developing and implementing institutional strategy in a range of academic areas, and be able to have free and open debate about academic issues. As Dooley (2007) states, "If a Board is to operate in the traditions of a community of scholars, it should not feel itself constrained by the views of the vice-chancellor and Senior Management: no topic should be 'off limits'. Yet most modern academics are sufficiently pragmatic and timepoor not to want to spend hours discussing something which has no chance of ever being realised. A key to good discussion at Board is to have good, practical and realisable topics for discussion, and to clearly focus the discussions towards concrete outcomes, which one hopes are not totally diametrically opposed to the chosen path of management."
6. The academic board should be the principal policy-making and advisory body on all matters relating to and affecting a university's teaching, research and educational programs. It should be responsible for assuring academic quality including academic freedom, academic integrity, assessment, admissions, and research conduct. It should, of course, do this in collaboration with the relevant senior officers and operational units of the institution, with a clear division of accountabilities.
7. The academic board should be able to make decisions that lie within its purview, and these decisions should carry weight within the institution. For example, the institution should make it possible for academic policies to be implemented, monitored, reviewed and improved. Typically an academic board will not have control over

institutional resources such as staffing, budgets and infrastructure, although individual board members may exercise this through their management roles.

Collaboration

A complicating factor is that many aspects of “the academic integrity and quality of the higher education provider’s higher education operations” involve shared responsibilities. For example, Provider Standard 3.8 states that:

The higher education provider’s corporate and academic governance arrangements demonstrate:

- the effective development, implementation and review of policies for all aspects of the higher education provider’s academic activities including delivery of the higher education provider’s courses of study by other entities;
- the maintenance of academic standards, with appropriate mechanisms for external input, in accordance with international conventions for good academic practice; and,
- effective quality assurance arrangements for all the higher education provider’s higher education operations, encompassing systematic monitoring, review and improvement.

Addressing this standard adequately and comprehensively requires collaboration between the academic board and relevant standing committees at the university and college/faculty/school/department level; senior portfolio holders at the deputy or pro vice-chancellor level; executive deans, deans or other academic unit heads; organisational units with responsibility for collecting and evaluating data such as student-satisfaction data; input from student representatives and, of course, close collaboration with academic and professional staff across the institution.

When considering the separation of academic and corporate governance functions, it is necessary to assess the contributions that the three components of governance make to all-of-institution functions. In practice there needs to be a balance between collaboration and separation, allowing the academic board to make expert and critical recommendations and decisions on matters such as course approval (accreditation), assessment standards and criteria, standards for Higher Degree Research candidatures, and a range of other matters that intersect with financial and strategic priorities for the institution. Management and academic priorities may differ and may, at times, be in tension with one another. Managing this relationship requires good communication and diplomacy, as well as integrity and diligence in decision-making by the academic board. The role and responsibility of the academic board is, potentially, strengthened by the Higher Education Standards Framework; indeed the Standards and the TEQSA Regulatory Risk Framework have prompted institutions to look carefully at the roles and accountabilities of various parts of the organisation, and this is an opportunity for academic boards to identify more clearly the distinctive, expert and collegial contributions that they can and should make.

The exact balance between collaboration and separation may differ between universities, depending on their particular circumstances and legislation. For example, in some Australian universities, the initial proposal for a new degree is assessed by the university executive to see how well it fits with the university’s strategic plan and academic profile, what evidence

there is of student and employer demand, the intended size of the course, the resource requirements and an evidence-based business case. This is done within the overall university strategy and budgetary framework approved by the council, and major changes to the academic profile – for example, the introduction of a new discipline such as Medicine, Law or Engineering – would require explicit approval by the council. The academic board assesses the new degree for academic quality, rigour, coherence and compliance with external benchmarks and professional-accreditation requirements. Joint approval is required before a full course proposal can be developed. However, in other universities the board may be more closely involved in the strategic decisions, and give advice on the resource implications, although these will ultimately be decided by the council and/or executive.

Possible Measures of the Separation of Powers

The working party was not commissioned to identify a set of criteria for effective academic governance, useful and desirable though this might be. However, any consideration of “the relationship between corporate and academic governance”, and ways in which it might be assessed, leads to a consideration of criteria for assessing the separation of powers, which reside within a broader set of performance criteria for academic governance. In considering ways of determining the effectiveness of separation of academic governance and other governance and management functions, it is important to recognise, as noted above, that academic governance models will vary between institutions according to their mission, history, geography, size and diversity of academic disciplines. With this in mind, it is helpful to consider the type of evidence that TEQSA is seeking about the relevant Standards.

TEQSA’s *Application Guide: Application for Renewal of Registration* includes the following summary statement about Provider Standard 3 (“The higher education provider shows sound corporate and academic governance of its higher education operations.”)

The higher education provider’s corporate governing body protects the academic integrity and quality of the higher education provider’s higher education operations through academic governance arrangements that provide a clear and discernable separation between corporate and academic governance, including a properly constituted academic board and course advisory committees.

TEQSA requires a summary of reasons and evidence that demonstrates how the provider meets Provider Registration Standard 3 overall, and its components 3.1 to 3.8 inclusive. The summary must include information about “the provider’s approaches, effective implementation and outcomes relevant to the standard and its components”. The *Application Guide* also includes a list of evidence that is required, including the following items that relate directly to academic governance:

- the current risk management plan covering the provider’s higher education operations.
- current documentation such as policies, schedules and/or registers authorised by the governing body relating to financial, legal, academic and/or managerial delegations.
- a current chart of academic committee(s) showing structure and relationships.
- the most recent report of performance against the strategic plan’s key performance indicators, targets and/ or strategies.

- evidence supporting effectiveness of the provider’s academic governance processes, including those relating to course development, course approval, course monitoring and course review.

According to the *Guide*, “examples of evidence that may demonstrate that the provider meets Provider Registration Standard 3 overall, and its components 3.1 to 3.8 inclusive include:” (an edited list follows)

- reports from external or internal reviews of academic governance arrangements.
- policies, procedures, guidelines or similar relating to risk management.
- formally approved composition, statute and/or Terms of Reference for the Academic Board or similar that has responsibility for setting academic policy, and/or oversight of the maintenance of academic standards and effective quality assurance arrangements.
- confirmed minutes of recent meetings of the governing body, Academic Board, course advisory committees or similar.
- development and review processes for academic policies, and examples of implementation.
- processes used to develop and disseminate the provider’s strategic plan.
- review processes for the strategic plan and its KPIs.
- examples demonstrating how the provider’s strategic plan and associated plans (such as Teaching and Learning Plan) are used to guide decision-making.
- review processes for delegation schedules any significant risks identified in relation to meeting the standard, and mitigation strategies.

This is a thoughtful and comprehensive set of evidence, but it requires some criteria by which it can be judged, especially in relation to the effectiveness of academic governance, and the separation of academic and corporate governance.

The 2005 National Conference paper on ‘The Purpose and Function of Academic Boards and Senate’ provides a comprehensive and authoritative statement about academic boards, especially in relation to governance, maintenance of academic standards, communication within the institution, and relationships with external stakeholders. The working party considers that it would be timely to review this statement to ensure that it covers the relevant sections of the Threshold Standards, especially those that relate to the integrity and quality of the core higher education activities of teaching, research and scholarship. Winchester (2012) has recently pointed out the following key issues for academic boards: a properly constituted academic board; academic policy; academic standards; quality assurance; academic integrity; academic partnerships; research. The role of student input is also clearly recognised in the Threshold Standards.

The revised statement should include the following characteristics, which could be used as criteria for assessing the effectiveness of an academic board, especially in relation to the separation of powers.

An effective academic board, with a clear and discernible separation between corporate and academic governance:

1. Is properly constituted and has a clearly defined role, terms of reference and delegations that are consistent with the university's enabling legislation; are approved by the university council; address the relevant sections of the Higher Education Standards Framework; and clearly distinguish the duties and responsibilities of the university council, executive management, and academic board.
2. Has well-defined accountabilities, with clear, direct and regular reporting and advisory lines to the university council and Vice-chancellor. In many cases the academic board is a committee of council and its chair is a council member.
3. Has clearly defined responsibilities, appropriate to its expert and collegial role, for assuring the integrity and quality of the core higher education activities of teaching, research and scholarship. These responsibilities address the relevant Higher Education Standards, including academic policy; academic standards, including course accreditation standards and qualifications standards; quality assurance; academic integrity; academic partnerships and research.
4. Makes expert and well-informed decisions that affect academic quality and standards for the university, ensuring that the board's decisions are respected and implemented.
5. Approves academic policies, and is capable of monitoring compliance with them, and taking decisive action when it finds non-compliance.
6. Actively participates in productive relationships between the board and the university's senior executive management committees, and relevant organisational units within the university.
7. Is supported by expert standing committees that have clearly defined roles, terms of reference, delegations and reporting lines.
8. Has a balanced membership that allows expert, collegial and well-informed consideration of academic business; this includes senior officers and academic leaders of the university, and elected staff and student members who can provide a wide range of perspectives, voices and expertise from university faculties, schools, departments and major research groupings.
9. Has a majority of members who do not hold formal management positions within the university, and is capable of making academic decisions that are independent of both the council and management, while respecting and supporting the distinctive roles and responsibilities of the vice-chancellor and other senior academic leaders. Where legislation permits, the board should have an independent elected chair and deputy chair.
10. Has staffing and other resources that allow it and its standing committees to operate and meet their terms of reference and accountabilities, including realistic workload allowances for chairs and deputy chairs, and access to the facilities that are needed to fulfil their responsibilities, including secretarial support and record-keeping for the board and its committees.

11. Sets its own agenda, within its terms of reference, and is free to debate important academic matters with appropriate input from all levels of the university community.
12. Engages in robust and productive debate that draws on the full range of expertise and perspectives that the board provides.
13. Keeps accurate and publicly available records of board and standing-committee meetings.
14. Demonstrates effective engagement in academic board business and implementation of relevant board decisions by department/school/faculty-level committees. Where these committees have formal delegations and responsibilities for academic governance, these should be defined in policy and have appropriate lines for reporting and monitoring.
15. Undertakes regular internal and external reviews, and benchmarking with other providers, and modifies its processes in response to this feedback.

Conclusions

The National Conference on 1 March 2013 agreed to the following actions.

- Recognising that the Higher Education Standards Panel will be conducting a review during 2013, recommend that the Threshold Standards should be clarified by explaining that the overall governance of an institution comprises its corporate governance, encompassing the corporate governing body and executive management, and its academic governance. There should be a clear distinction between the responsibilities of the different governance and management components, including a clear and discernible separation between corporate and academic governance.
- Review and update the 2005 National Conference paper on 'The Purpose and Function of Academic Boards and Senate' to ensure that it covers all relevant sections of the Threshold Standards, addressing the key issues that Winchester (2012) has identified, and incorporating the characteristics that the working party has identified. (**Note:** A draft paper was considered on 1 March 2013, for further revision.)
- Advise all members and TEQSA of the criteria that the National Conference has identified for the separation of corporate and academic governance.

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