

THE AUSTRALIAN NATIONAL UNIVERSITY

Australian National University (Sir Roland Wilson Foundation) Statute 2019

The Council of the University makes the following statute.

Dated 26 July 2019

Professor the Hon Gareth Evans AC QC FASSA FAIIA
Chancellor

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Part 1—Preliminary

1 Name

This is the Australian National University (Sir Roland Wilson Foundation) Statute 2019.

2 Commencement

This instrument commences on 4 August 2019.

3 Authority

This instrument is made under the ANU Act, section 50 (Statutes).

4 Definitions

In this instrument:

ANU Act means the *Australian National University Act 1991*.

ANU Foundation Statute means the *Australian National University (ANU Foundation) Statute 2018*.

appointed member, of the Board, means a member of the Board appointed by the Vice-Chancellor.

APS member means a person appointed as an APS member of the Board.

[Note: For eligibility for appointment as an APS member, see section 15(2).]

assets includes money and any other kind of property.

Board means the Sir Roland Wilson Foundation Board.

Chair means the Chair of the Sir Roland Wilson Foundation Board.

Deputy Chair means the Deputy Chair of the Sir Roland Wilson Foundation Board.

Executive Director means the Executive Director of the Sir Roland Wilson Foundation.

external member means a person appointed as an external member of the Board.

[Note: For eligibility for appointment as an external member, see section 15(3).]

Foundation means the Sir Roland Wilson Foundation.

function includes authority, duty and power.

Indigenous member means a person appointed as the Indigenous member of the Board.

[Note: For eligibility for appointment as the Indigenous member, see section 15(4).]

member means a member of the Board and, to remove any doubt, includes the Chair, the Deputy Chair, any appointed member and any other member of the Board.

proper use means use that is efficient, effective, economical and ethical.

University legislation includes any statute, rule or order of the University.

University member means a person appointed as a University member of the Board.

[Note: For eligibility for appointment as a University member, see section 15(1).]

Part 2—Sir Roland Wilson Foundation

5 Establishment of Sir Roland Wilson Foundation

The Sir Roland Wilson Foundation is established as a body within the University.

6 Foundation functions

The Sir Roland Wilson Foundation has the following functions:

- (a) honouring the contribution of Sir Roland Wilson to the development of public policy in Australia, and providing a permanent acknowledgement of his achievements and his contributions to, and place in, Australian history;
- (b) advancing the study and development of public policy in Australia, particularly by fostering closer links between the Australian Public Service and the University;
- (c) promoting and supporting activities that maintain and enhance the University's role as Australia's national university and contribute to any of the following:
 - (i) promoting and supporting excellence in public policy research and analysis, particularly in areas of national importance to Australia;
 - (ii) providing a national, regional and international public policy resource to address major issues confronting governments, business and communities;
 - (iii) maintaining and further developing long-term strategic relationships with governments, business, other universities and institutions and the public, both within Australia and internationally;
 - (iv) supporting the development of Australia's national unity and identity, including the advancement of its Indigenous peoples;
 - (v) supporting public policy capability and leadership;
- (d) supporting the development of the individual capabilities of future leaders in public policy;
- (e) exercising any other function given to it under this instrument, any other University legislation or a decision of the Council;
- (f) doing anything incidental or conducive to the exercise of any of its other functions.

7 Foundation powers

- (1) The Sir Roland Wilson Foundation has power to do all things necessary or convenient to be done for, or in connection with, the exercise of its functions.
- (2) Without limiting subsection (1), the Foundation may:
 - (a) exercise any power given to the Foundation under this instrument, any other University legislation or a decision of the Council; and
 - (b) do anything necessary or convenient to be done for, or in connection with, the exercise of any of its powers.

8 Foundation to comply with Commonwealth laws, University legislation etc.

To remove any doubt, the Sir Roland Wilson Foundation must comply with Commonwealth laws that apply to the University, University legislation (including this instrument and, as far as applicable, the ANU Foundation Statute), decisions of the Council, and University policies and procedures.

Part 3—Sir Roland Wilson Foundation Board

Division 3.1—Sir Roland Wilson Foundation Board and its functions and powers

9 Establishment of Sir Roland Wilson Foundation Board

The Sir Roland Wilson Foundation Board is established as a body within the University.

10 Board functions

- (1) The Sir Roland Wilson Foundation Board:
 - (a) is responsible to the University for the following matters:
 - (i) the governance, management, strategic direction and performance of the Sir Roland Wilson Foundation;
 - (ii) any assets provided to the Foundation by the University and any assets for which the Foundation is the responsible authority under the ANU Foundation Statute, including the application and proper use of those assets;
 - (iii) accounting for, and reporting on, the application and proper use of those assets; and
 - (b) is also responsible to the University and relevant stakeholders for the following matters:
 - (i) the application and proper use of assets provided for the purposes of the Foundation (other than assets provided by the University or as gifts to the University);
 - (ii) accounting for, and reporting on, the application and proper use of those assets.
- (2) The Board has the following other functions:
 - (a) promoting the Foundation and its activities;
 - (b) seeking funding for the purposes of the Foundation in accordance with the University's policies;
 - (c) reporting to the Council and Vice-Chancellor on the exercise of its functions, including at the times, and in the way, required by the Council or Vice-Chancellor;
 - (d) exercising any other function given to it under this instrument, any other University legislation or a decision of the Council;
 - (e) doing anything incidental or conducive to the exercise of any of its other functions.

11 Board committees and working groups

The Board may establish committees and working groups to assist it to exercise its functions.

12 Delegation by Board

- (1) The Board may delegate all or any of its functions under this instrument to a committee consisting of members or members and other persons.
- (2) However, the board may not delegate any of its functions to the Executive Director or to a committee of which the Executive Director is a member.

Division 3.2—Board composition

13 Board membership

- (1) The Sir Roland Wilson Foundation Board consists of the following members:
 - (a) the Secretary to the Treasury;
 - (b) the Australian Public Service Commissioner;
 - (c) at least 3 members appointed as University members;
 - (d) at least 1 other member appointed as an APS member;
 - (e) at least 3 other members appointed as external members;
 - (f) any member appointed under subsection (5) as the Indigenous member.
- (2) Each of the members mentioned in subsection (1)(c) to (f) is an *appointed member*.
- (3) An appointed member is to be appointed, in writing, by the Vice-Chancellor.
- (4) Once the initial appointments have been made to the Board:
 - (a) a member appointed as a University member or APS member must be appointed by the Vice-Chancellor after consulting with the Board; and
 - (b) a member appointed as an external member must be appointed by the Vice-Chancellor on the recommendation of the Board.
- (5) If there is no Indigenous person holding a position on the Board, the Vice Chancellor may appoint a person as the Indigenous member after consulting with the Tjabal Indigenous Higher Education Centre.
- (6) The appointment of an appointed member must specify whether the member is appointed as a University member, an APS member, an external member or the Indigenous member.
- (7) In recommending and making appointments to the Board, the Board and the Vice-Chancellor must have regard to the need for the members to have between them sufficient expertise and experience for the Board to properly exercise its functions, and the need for the Board to reflect the diversity of the Australian population, including in relation to gender and Australia's Indigenous peoples.

14 Board Chair and Deputy Chair

- (1) The Board is to have a Chair and a Deputy Chair.
- (2) The Vice-Chancellor must, in writing, appoint a member of the Board as the Chair and another member of the Board as the Deputy Chair.
- (3) Once the initial appointments have been made to the Board, the Chair and the Deputy Chair must be appointed by the Vice-Chancellor after consulting with the Board.
- (4) The Chair or Deputy Chair automatically ceases to be Chair or Deputy Chair if the Chair or Deputy Chair ceases to be a member of the Board.
- (5) The Chair may, where necessary, take executive action on behalf of the Board between meetings and must report to the Board as soon as practicable on any executive action taken.

Division 3.3—Board members

15 Eligibility for appointment as appointed member

- (1) A person is not eligible for appointment as a University member unless the person is an officer or member of staff of the University.
- (2) A person is not eligible for appointment as an APS member unless the person is an Agency Head or APS employee under the *Public Service Act 1999*.
- (3) A person is not eligible to be appointed as an external member if the person is eligible to be appointed as a University member or APS member.
- (4) A person is not eligible for appointment as the Indigenous member unless the person is a member of staff of the University who is an Indigenous person.
- (5) However, a person must not be appointed as an appointed member if the person is:
 - (a) the Executive Director of the Foundation; or
 - (b) disqualified from managing corporations under the *Corporations Act 2001*, Part 2D.6.
- (6) To remove any doubt, nothing in this instrument prevents the appointment of any of the following as an appointed member if the person is eligible for appointment under this section:
 - (a) the Chancellor, Pro-Chancellor, Vice-Chancellor or Provost;
 - (b) a member of the ANU Foundation Board.

16 Terms of appointment of Chair, Deputy Chair and appointed members

- (1) The Chair is appointed as the Chair, and the Deputy Chair is appointed as the Deputy Chair, for the period (no longer than 3 years) decided by the Vice-Chancellor, but may be reappointed.
- (2) An appointed member is appointed as an appointed member for the period (no longer than 3 years) decided by the Vice-Chancellor.
- (3) However, an appointed member may be reappointed as an appointed member for a period. However, a person must not hold office as an appointed member (in any position or combination of positions) for longer than 8 consecutive years, unless the Vice-Chancellor considers it appropriate for the person to hold office as an appointed member for longer than that period.

17 Remuneration and allowances of members

- (1) A member of the Board is not entitled to be paid remuneration or allowances as a member.
- (2) To remove any doubt, this section does not prevent the reimbursement of a member for expenses reasonably incurred by the member in performing the duties of a member.
- (3) This section does not apply to:
 - (a) allowances decided by the Council to reimburse a member on account of expenses incurred (or that the Council considers may reasonably be expected to be incurred) by a member in performing the duties of a member; or

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- (b) the payment of amounts, or reimbursement of amounts paid, for directors and officers liability insurance; or
 - (c) the payment of amounts under any deed of indemnity provided by the University to a member; or
 - (d) the Chancellor, Pro-Chancellor or Vice-Chancellor (the **relevant University officer**) if the relevant University officer is a member.

Examples for subsection (3)(a)

- 1 travelling allowances
- 2 training and development allowances

18 Application of PGPA Act and Rule

- (1) In this section:

PGPA Act means the *Public Governance, Performance and Accountability Act 2013*.

PGPA Rule means the *Public Governance, Performance and Accountability Rule 2014*.

relevant provisions means the following provisions:

- (a) for the PGPA Act—Part 2-2, Division 3, Subdivision A (General duties of members);
 - (b) for the PGPA Rule—Part 2-2, Division 2, Subdivision D (Other requirements to disclose material personal interests).
- (2) This section applies to a member if, but only if, the relevant provisions do not apply, by force of the PGPA Act and PGPA Rule, to the member as an official of a Commonwealth entity.
- (3) The relevant provisions of the PGPA Act and the PGPA Rule apply, by force of this subsection, to the member as if the member were an official of a Commonwealth entity.
- (4) Without limiting subsection (3), to remove any doubt, the relevant provisions apply to the member as if:
- (a) the University were the Commonwealth entity; and
 - (b) the affairs of the Sir Roland Wilson Foundation and Sir Roland Wilson Foundation Board were part of the affairs of the University; and
 - (c) all members of the Board were officials of the University who were appointed under this instrument as members of the Board; and
 - (d) each meeting of the Board were a meeting of the appointed members of the Board.

19 Termination of appointment of appointed members

The Vice-Chancellor must terminate the appointment of an appointed member of the Board if:

- (a) the member is absent, except on leave of absence given by the Board, from 3 consecutive meetings of the Board; or
- (b) the member is disqualified from managing corporations under the *Corporations Act 2001*, Part 2D.6; or
- (c) the member, in the Board's opinion formed by resolution passed at a meeting of the Board:

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- (i) has breached the member's duties under the *Public Governance, Performance and Accountability Act 2013*, Part 2-2, Division 3, Subdivision A as a member (including those provisions as applied by this instrument); or
 - (ii) is incapable (otherwise than on a temporary basis) of performing the duties of a member; or
 - (d) if the member is a University member—the member ceases to be eligible to be appointed as a University member; or
 - (e) if the member is an APS member—the member ceases to be eligible to be appointed as an APS member; or
 - (f) if the member is an external member—the member ceases to be eligible to be appointed as an external member; or
 - (g) if the member is the Indigenous member—the member ceases to be a member of staff of the University.

20 Resignation of Chair, Deputy Chair and appointed members

- (1) The Chair or Deputy Chair may resign as Chair or Deputy Chair by written notice given to the Vice-Chancellor.
- (2) An appointed member may resign as appointed member by written notice given to the Vice-Chancellor.
- (3) To remove any doubt, the Chair or Deputy Chair may resign as Chair or Deputy Chair and remain a member of the Board or may resign both as Chair or Deputy Chair and as a member of the Board.

Division 3.4—Board procedures

21 Holding Board meetings

- (1) The Board is to meet at the times and places that it decides.
- (2) However, the Board must meet at least 3 times a year.
- (3) Also, the Chair may at any time call a Board meeting and must call a Board meeting if asked by at least a quarter of the persons for the time being holding office as members.
- (4) The Chair must, when calling a meeting, give the other members reasonable notice of the time and place of the meeting.

22 Presiding at Board meetings

- (1) The Chair presides at all Board meetings at which the Chair is present.
- (2) If the Chair is absent, the Deputy Chair presides.
- (3) If the Chair and Deputy Chair are both absent, the member chosen by the members present presides.

23 Quorum at Board meetings

Business may be carried out at a Board meeting only if a majority of the persons for the time being holding office as members are present.

[Note: The Board may permit members to participate in meetings by telephone, close-circuit television or any other means of communication. A member who participates in a meeting under a permission is taken to be present at the meeting (see *Acts Interpretation Act 1901*, s 33B).]

24 Voting at Board meetings

- (1) A question arising at a Board meeting is to be decided by a majority of the members present and voting.
- (2) The member presiding and the other members present each have a single vote on each question to be decided.

25 Board decisions without meetings

- (1) A decision of the Board is a valid decision, even though it is not made at a Board meeting, if:
 - (a) the decision is of a kind that the Board has previously decided could be made without a meeting; and
 - (b) all members were given notice, or reasonable efforts were made to give all members notice, of the proposed decision; and
 - (c) the notice was given, or reasonable efforts were made to give the notice, in accordance with procedures previously decided by the Board; and
 - (d) a majority of the persons for the time being holding office as members indicated their agreement with the proposed decision; and
 - (e) the agreement was indicated in accordance with a method previously decided by the Board.
- (2) For subsection (1), a member must not indicate the member's agreement with a proposed decision if the member would be required not to be present or vote on the question if the question were to be considered at a Board meeting.

[Note: Under the *Public Governance, Performance and Accountability Rule 2014* (see section 16B(2)), if a member has a material personal interest that relates to the affairs of the University (including the Sir Roland Wilson Foundation or its Board), the member must not be present at a Board meeting if a matter in which member has the interest is being considered at the meeting and must not vote on the matter.]

26 Board proceedings generally

Subject to this instrument, the Board may conduct its proceedings (including its meetings) as it otherwise considers appropriate.

[Note: The *Public Governance, Performance and Accountability Act 2013* (see section 29) and the *Public Governance, Performance and Accountability Rule 2014* (see Part 2-2, Division 2) contain provisions requiring members to disclose details of material personal interests and dealing with the consequences of a disclosure, including not participating in Board meetings or voting on a matter in which the member has an interest.]

Division 3.5—Annual reports and operational plans

27 Annual reports of Foundation and Board

- (1) After the end of each calendar year, the Board must prepare and give an annual report to the Vice-Chancellor, for presentation to the Council, on the activities of the Sir Roland Wilson Foundation and the Board during year (the *report year*).

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- (2) The report must be given to the Vice-Chancellor by 1 March after the end of the report year or any further period that the Vice-Chancellor allows in writing.
 - (3) The annual report must comply with any requirements notified, in writing, by the Vice-Chancellor to the Board during the report year.
 - (4) Without limiting subsection (3), the annual report for the report year must include the following:
 - (a) a list of the present and immediately past members of the Board;
 - (b) the dates of the Board meetings held during the report year;
 - (c) information about the activities undertaken, in whole or part, by the Foundation during the report year;
 - (d) a projection of what is intended to be achieved by the Foundation and the Board during the next year;
 - (e) the Board's comments on any audit report during the report year relating to the Foundation or the Board.

28 Operational plans

- (1) Before the end of each calendar year, the Board must prepare and give an operational plan to the Vice-Chancellor on the proposed activities of the Sir Roland Wilson Foundation and the Board during the next year (the *plan year*).
- (2) The operational plan for the plan year must include the following:
 - (a) projected revenue and expenses for the Foundation and the Board for at least the plan year;
 - (b) any anticipated changes to the staff of the Foundation (including the Executive Director) during the plan year;
 - (c) activities intended to be undertaken by the Foundation and the Board during the plan year;
 - (d) information about the status of those activities.
- (3) The Board may, at the Vice-Chancellor's request or on its own initiative, vary the operational plan to reflect changes in the funding available for the activities of the Foundation and the Board.
- (4) If the Board varies the operational plan, the Board must give a copy of the varied plan to the Vice-Chancellor.

Part 4—Executive Director of Foundation

29 Executive Director

- (1) The Sir Roland Wilson Foundation is to have an Executive Director, who is to be a member of staff of the University.
- (2) The Executive Director is to be appointed, in writing, by the Vice-Chancellor, after seeking the Board's advice.
- (3) A member of the Board cannot be appointed as the Executive Director.
- (4) The Executive Director is responsible for:
 - (a) supporting the Board and its Chair in the exercise of their functions; and
 - (b) managing the operations of the Foundation; and
 - (c) ensuring that the Foundation complies with:
 - (i) Commonwealth laws that apply to the University; and
 - (ii) University legislation, including this instrument and, as far as applicable, the ANU Foundation Statute; and
 - (iii) decisions of the Council and University policies and procedures.
- (5) Without limiting subsection (4)(a), the Executive Director must:
 - (a) provide the Board and its Chair with the reports that they require on the Foundation's operations; and
 - (b) provide the Board and Chair with the assistance that they require for the exercise of their functions; and
 - (c) ensure that the Board has sufficient timely information to prepare its annual reports and operational plans.
- (6) If the Executive Director loses the confidence of the Board, the Board may ask the Vice-Chancellor to end the Executive Director's appointment.

Part 5—Miscellaneous

30 Delegation by Vice-Chancellor

The Vice-Chancellor may, in writing, delegate all or any of the Vice-Chancellor's functions under this instrument (other than the power to make rules and orders) to the Provost.

31 Power to make rules and orders

The Vice-Chancellor may, by legislative instrument, make rules and orders for the purposes of this statute:

- (a) regulating, or providing for the regulation of, any of the following matters with respect to which statutes may be made:
 - (i) any matter required or permitted by this instrument or another statute to be prescribed by rule or order;
 - (ii) any other matter specified in the ANU Act, including section 50(2) (Statutes);
 - (iii) any other matter specified in this instrument or another statute; or
- (b) for carrying out or giving effect to the statutes.

Part 6—Transitional

32 Transitional: existing entity

The entity established under the ANU Foundation Statute, section 8(5) as the Sir Roland Wilson Foundation ceases to exist.

33 Transitional: rules and orders

- (1) Rules and orders made under section 31 (Power to make rules and orders) may prescribe matters of a transitional nature (including prescribing any savings or application provisions) relating to the making of this instrument.
 - (2) This instrument (other than this Part) does not limit the matters that may be prescribed by rules or orders made for the purposes of subsection (1).
 - (3) Rules and orders made for the purposes of subsection (1) have effect despite anything in this instrument (other than this Part).
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