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Ms Melinda Cilento
Chair
Expert Council of University Governance

By email ExpertCouncilUniGov@education.gov.au

Dear Ms Cilento,

Strengthening University Governance: Expert Council on University Governance

Thank you for the opportunity to provide a submission to the Expert Council on University Governance. This submission follows our previous correspondence on this matter dated 30 January 2025.

Bond University welcomes the focus that the Council will place on the stewardship and performance of Australia's university sector. Moreover, the Education Minister's Priority Areas provide a sound basis for exploration of governance principles relevant to *public* universities.

Bond University is Australia's first *private* university. Our University submits that a number of the specific objectives captured under the Priority Areas are not relevant to the structure and operation of a private, non-profit institution such as ours, and may conflict with statutory obligations under Corporations Law and subsequently, that implementing a 'one-size-fits-all' approach developed with a focus on the responsibilities of public institutions may result in unintended consequences.

Bond University is established under the *Corporations Act 2001*, and as such, it operates under a fundamentally different statutory framework and corporate structure compared to public universities. Unlike public universities, Bond University's governance structure, Directors' duties and reporting obligations are set out in the *Corporations Act 2001* and are supplemented by Bond University's Constitution. The University is also required to comply with the governance standards prescribed by the Australian Charities and Not-for-profits Commission.

We note that much of the Minister's statements, press releases and media coverage of university governance matters does not draw a distinction between public and private universities or effectively regards all universities as homogenous. While public universities tend to dominate the sector, smaller private universities such as Bond also play an important

role by providing student choice, enhancing the diversity of the higher education system, and making a constructive and positive contribution to the economy and society.

We note that the University Chancellors Committee has already recognised important distinctions between public and private universities in the related Code of Governance Principles and Practice for Australia's Public Universities. There is significant risk that the final recommendations of the Expert Council could prove unfit for purpose if they do not similarly reflect this same distinction.

We wish to bring to your attention some of the important differences between non-profit private universities and public universities which may affect the implementation of new governance principles.

Bond University's Council is a skills-based board, and members have specific fiduciary duties and legal obligations that may interact with, or potentially overlap, the governance requirements that the Expert Council is considering. Bond University's Constitution sets out how members of Council are elected.

Bond University's governance structure includes representation from a broad variety of stakeholders. The Constitution allows for thirty individuals to form the membership of Bond University Limited. Of these 30 members, 28 are elected at the Annual General Meeting. The members are drawn from particular stakeholder groups including students, alumni, academic staff, professional staff and the general community. The remaining two members are appointed by the University Council.

The membership of the Corporation elects the board members of the University's Council (the Board of Directors). The board members are put forward from the Nominations Advisory Committee which considers a skills-based approach to nominations. In turn, the University Council elects one of its number to serve as the Chancellor.

Neither the Chancellor nor any of the independent directors receives any remuneration for their role on the University Council.

In 2023, Bond University commissioned an independent, external review of its corporate governance arrangements. The review concluded that the University met all the requirements of the *Higher Education Standards Framework (Threshold Standards) 2021*. The Review found that the Council's membership was fit for purpose and that Council members had discharged their duties diligently and effectively.

In closing, I urge the Expert Council to consider how the structural and statutory circumstances of a private, non-profit university fundamentally differ from public universities, noting that an effective and compliant governance framework exists and meets all required legal obligations. I request that the Expert Council consider the unique circumstances of a private university, and that Bond University be set aside with respect to principles and recommendations that do not apply to our operational and structural circumstances.

Bond University is committed to continually employing best-practice governance standards and would welcome the opportunity to discuss these issues further with the Expert Council and contribute our perspective to the development of these important reforms to ensure the reforms are applicable for implementation in all institutions in the sector.

Your office may contact [REDACTED] with any queries regarding this correspondence
by email [REDACTED]

Yours sincerely,

[REDACTED]

Professor Tim Brailsford
Vice-Chancellor and President