BOARD OF TRUSTEES

Minutes of meeting 2010/5 of the Board of Trustees of the University of Western Sydney, held at 9.00am on Wednesday 24 November 2010, in the Boardroom, Building AD, Werrington North Campus.

Present: Mr John Phillips, AO (Chancellor)  
Professor Janice Reid AM (Vice-Chancellor)  
Mr Michael Antrum  
Mrs Lorraine Fordham  
Mr David Holmes  
Ms Vivienne James  
Dr Ken Langford  
Mr David Lenton  
Mr Glen Sanford  
Professor Carolyn Sappideen  
Ms Gillian Shadwick  
Ms Emma Stein  
Mr Ian Stone  
Associate Professor Paul Wormell

In Attendance: Ms Rhonda Hawkins  
Mr Angelo Kourtis  
Associate Professor Robyn McGuiggan  
Professor Wayne McKenna  
Professor Garry Smith  
Mr Paul Woloch  
Ms Marian Alleyn  
Ms Jo Maguire (minute secretary)

1 OPENING AND PROCEDURAL MATTERS

1.1 Welcome  
The Chancellor welcomed those present.

1.2 Apologies  
Apologies were received from Mr John Banks and the Hon Kim Yeadon.

1.3 Conflicts of Interest Declaration  
Board members were invited to disclose any conflicts of interest in relation to the agenda items for this meeting.

Associate Professor Wormell, Chair of Academic Senate, declared a possible material interest in the outcome of the recommendation at item 4.3.

No other conflicts were disclosed.
1.4 Starring of Items
The following items were starred 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 2.2, 2.3, 3.1, 3.2, 3.4, 3.5, 3.6, 3.7, 5.1, 5.2 and all items under 4.

Resolution

*It was resolved that:

All unstarred items be taken as considered and all recommendations in the attachments for them as adopted.*

1.5 Arrangement of Business
Items 3.4, 4.4 and 4.4.1 were listed for discussion in the Closed Session.

1.6 Confirmation of Minutes
Mr Lenton, Postgraduate Student Member, queried the minutes of the special meeting held on 22 October 2010. He advised that the e-mail sent to students about the review of student representation and participation at UWS did not accord with his recollections of what was agreed at the Board meeting. He also commented that the timing of the notice to students was not optimal as it coincided with exams and end of semester. Mr Holmes, Undergraduate Student Member, sought clarification on the sub-committee’s terms of reference and access to the submissions.

In response, the Chancellor advised that he believes the minutes do accurately reflect the agreement reached at the 22 October meeting, ie that a sub-committee of the Board would examine the current issues and overall relationships between the student body and the University to determine the best model (bearing in mind the diversity of models across Australian universities) and this would include consultation with stakeholders. Any issues around the timing of this review would have to be managed by the sub-committee. The sub-committee’s terms of reference and the Board’s resolution were contained within the body of the e-mail to students and, to enable candid input, students’ submissions would be confidential to the sub-committee.

The Chancellor commended the integrity and experience of the sub-committee chair, the Hon Kim Yeadon, and suggested that, if students do have any concerns about the review process, they could include such in their submissions.

Resolution

*It was resolved that:

The confidential minutes and minutes of the meeting of the Board of Trustees held on 6 October 2010 are confirmed.

The minutes of the special meeting of the Board of Trustees, held on 22 October 2010, are confirmed.*

[Mr Sanford arrived at 9:15am]
2 BUSINESS ARISING

2.1 Review of Student Representation and Participation at UWS
The Board noted this report. This matter is also discussed at item 1.6 of these minutes.

2.2 Naming Policy
The Board agreed that the amended documents do not fully reflect the changes it had requested at its October meeting. As such, these documents will be further reviewed and resubmitted to the Board.

2.3 UWS AUQA Cycle 2 Audit Preparation Process
In order to meet the revised submission deadline of 7 February 2011, Board members will be provided with a draft of the portfolio for review and comment out of session.

3 NEW GENERAL BUSINESS AND MATTERS FOR DISCUSSION/DECISION

3.1 Vice-Chancellor’s Report
The Board noted this report.

3.2 Vice-Chancellor’s End of Year Report
The Vice-Chancellor provided an overview of the University’s progress in implementing its key strategic priorities during 2010, in the key priority areas of Learning and Teaching, Research and Community Engagement. She also reported on the University’s financial performance and outlook, strategic staffing initiatives, campus and capital development.

The key priorities for 2011 are summarised as:

- Improve the focus on academic standards and ICT-enabled learning
- Learning and teaching strategies for growth scenarios
- Research positioning
- Continuing focus on quality and return from postgraduate programs
- Rejuvenating the academic staff profile
- Improving alignment between planning, delivery and review
- Integrating the University’s commitment to sustainability into all strategic planning and projects

The Board discussed risk management in a changing higher education environment. The University is arranging its business in a way that can observe and respond to change, recognise risk, be adaptable and not over-extend its resources. The Vice-Chancellor also summarised some of the overall improvements achieved at UWS over the past 10 years, during the Chancellorship of John Phillips. The Vice-Chancellor thanked the Chancellor for the judicious direction that he has provided to her and the Board over the past 10 years; his thorough understanding of institutional dynamics; his concern for the University, its region, its students and its staff; and his ability as Chair of the Board of Trustees to always deal with matters in a fair and thoughtful way.
3.3 Uses of the University Seal

Resolution

\emph{It was resolved that:}

The Board approves the uses of the University Seal since 22 September 2010.

3.4 Cases Under Management
This item was reported in the closed session.

3.5 Governance Matters

a) Election of Deputy Chancellor

As the Hon Kim Yeadon's term as Deputy Chancellor ends on 31 December 2010, nominations had been called for the position of Deputy Chancellor, in accordance with the University Act and By-Laws. At the close of nominations the Hon Kim Yeadon was the only nominee for this position.

Resolution

\emph{It was resolved that:}

The Hon Kim Yeadon is re-elected unopposed as Deputy Chancellor of the University of Western Sydney from 1 January 2011 until the end of his Board membership term, which is 31 December 2013.

b) Revision to the UWS Board of Trustees Meeting Protocols

The Board noted that the main amendments to this document relate to the management and security of Board papers available electronically.

Resolution

\emph{It was resolved that:}

The Board approves the revised UWS Board of Trustees Meeting Protocols.

3.6 Presentation – UWS Web Site

Mr Angelo Kourtis, Executive Director Engagement and Partnerships, provided a presentation about the University's branding and current web site.

3.7 Presentation – Sustainability

Professor Geoff Scott, Pro Vice-Chancellor (Quality), provided a presentation about the University’s sustainability activities.
4 REPORTS AND RECOMMENDATIONS FROM BOARD STANDING COMMITTEES

4.1 Strategy and Resources Committee
The Board noted the report of the final meeting of the Strategy and Resources Committee, which was held on 11 November 2010. From 1 January 2011 it will be replaced by the Finance & Investment and Strategy & Planning Committees. Ms Emma Stein will Chair the Strategy and Planning Committee from that date.

a) Budget 2011-2013

Resolutions

It was resolved that:

1. The Board of Trustees approves the 2011 budget.

2. In this context, the Board endorses the approach noted by the Committee as follows:
   • that the 2012 and 2013 results are consistent with the approach to the target defined increases in the surplus agreed previously by the Board;
   • in terms of the out years (2012 and 2013) there will be a step change in revenue and activity which should make possible higher operating surpluses;

3. That the figures in the 2012 and 2013 forecasts be reviewed throughout the course of 2011, so as to reflect the changing educational environment and enlarged scale of the university which in turn, may necessitate higher targeted surpluses for 2012 and 2013.

b) Revised Procurement Policy and Purchase & Tender Board Policy

Resolution

It was resolved that:

The Board of Trustees approves the following polices (as attached to this agenda item):

1. Procurement Policy
2. Purchase and Tender Board Policy
c) UWS Residential Colleges Limited

With the inclusion of the words “due diligence and” to point 4, the following resolution was passed.

Resolution

It was resolved that:

The Board of Trustees approves the following actions:

1. That the University takes all actions as may be necessary for all the current functions of the controlled entity known as UWS Residential Colleges Limited (RCL) in the day to day management of the University’s student accommodation business be brought within the University structure;

2. That the University accepts the transfer from RCL of all remaining assets of RCL;

3. That the University accepts the transfer from RCL to UWS of any trademarks, business names of other intellectual property of RCL;

4. That, subject to due diligence and proper investigation by the University Finance Department, the University accepts responsibility for all remaining liabilities and third party contracts of RCL (subject to any required consents);

5. That the University takes all necessary actions for the staff of RCL to be offered positions within the University on terms equivalent to their current terms of employment with the University accepting continuity of employment and responsibility for employee entitlements;

6. That the University establishes a new residential services unit within the University staffed by the former employees of RCL and advance the development of a governance and reporting structure;

7. That, following completion of all necessary transfers and compliance requirements, all necessary actions be taken to facilitate RCL to be de-registered as a separate corporate entity;

8. That the University facilitates the passing of all necessary resolutions by the University and RCL as may required to give effect to these recommendations;

9. That the University authorises the Vice Chancellor to sign, on behalf of the University, any agreement, instruments, notices, resolutions, plans or other documentation, or any variations or additions thereto, as may required to give effect to these recommendations;
10. That, where necessary, the Board authorises the affixing of the University seal to any document required to give effect to these recommendations.

4.1.1 2011 Budget
Mr Peter Pickering, Finance Director, provided a presentation on the 2011-2013 budget document for the Board’s information. He suggested it should be considered more as a ‘business plan’ and is designed to be pro-active rather than reactive.

The key points he addressed were:

- guiding principles
- budget framework
- strategic initiatives
- key risks
- financial framework
- consolidated and operating results
- income and allocations
- capital plan
- entities

The DVC Corporate Strategy and Services provided clarification to members in response to questions about TVS, and the Low SES Initiatives budget line forecast for 2010.

The Chancellor commended the quality of the budget document. The Board’s discussion about the business plan aspects of this document are minuted at item 3.2 and its approval of the 2011 Budget is minuted at item 4.1.

4.2 Audit and Risk Management Committee
The Board noted the report of the 3 November 2010 meeting.

a) Administrative Delegations

Resolution

It was resolved that:

The Board of Trustees approves the revised Delegations (Administrative) Policy and Delegations Schedules, as attached to this agenda item, to take effect from 1 January 2011.

b) Review of Audit & Risk Management Committee Against Its Charter

The Board noted the Committee’s assessment of its performance against its Charter, which the Committee is required to do in accordance with its current terms of reference.

Mr Sanford, outgoing ARMC Chair, noted that this was his last ARMC meeting as Chair and, from 1 January 2011 he would Chair the new Finance and Investment Committee. Mr Alan Zammit, who has served on the SRC for some years, will become Chair of the ARMC. Mr Sanford commended the culture instilled in the University by its senior
executive, particularly with regard to ethics and business conduct. Ms Shadwick, a co-member of the ARMC, in turn on behalf of the Board commended Mr Sanford for his guidance and professional contributions to the ARMC as its Chair.

4.3 Report from the Chair of Academic Senate
The Board noted this report and the Chair’s comments thereon.

a) Request for the Extension of the Terms of Office for Elected Members of the Senate and its Committees

The Board noted that Associate Professor Wormell, Chair of Academic Senate, had declared a possible material interest in the outcome of this matter. So that the experience and expertise of the outgoing Senate and its committees remain readily available during the AUQA audit in May 2011, the Board supported this recommendation.

Resolution

It was resolved that:

The Board of Trustees approves the extension of the terms of office of all elected Academic Senate members (including the Chair and Deputy Chair), and elected members of Senate committees, to 31 May 2011, with elections arranged to fill the elected positions for new two year terms beginning on 1 June 2011.

On behalf of Academic Senate, the Chair thanked the Chancellor for his support of the role of Academic Senate.

4.4 Campus Development Committee
This item was discussed in the closed session.

4.4.1 Property – Proposal for Purchase
This matter was discussed in the closed session.

5 OTHER REPORTS

5.1 Occupational Health and Safety
The Board supported Ms Stein’s request that the Audit and Risk Management Committee, which from 1 January 2011 will have oversight of OH&S, should monitor and report back to the Board on:

- progress on increasing the number of staff who have completed the mandatory OH&S training;
- action taken in response to the increase in severity of injuries in 2010, compared to 2009;
- further improving the descriptions of ‘type of injury’ used in OH&S reports to make the reports more understandable
5.2 Staffing Matters
Noting that gender pay equity at UWS is 1.9% below the Australian average, but above the sector average, the Board supported Ms Stein’s request that it be provided with greater analysis on gender pay equity at UWS.

5.3 Confidential Voluntary Code of Best Practice for the Governance of Australian Universities
The Board noted this report without discussion.

6 MATTERS RAISED BY BOARD MEMBERS

6.1 Request by Undergraduate Student for Membership of Finance and Investment, and Strategy and Planning Committees
The Board noted Mr Holmes’ verbal notification of his interest in becoming a member of these committees. As the Board does not meet until February, it delegated consideration of this membership to the Remuneration and Nominations Committee. The Chancellor strongly suggested that, in the meantime, Mr Holmes should consider whether his other commitments create a conflict of interest with these Committees.

7 OTHER BUSINESS

7.1 Chancellor, Mr John Phillips AO
This was the last formal meeting of the Board presided over by John Phillips AO, who has been Chancellor since 2001. He will stand down as Chancellor on 31 December 2010.

The Vice-Chancellor recorded her, and the University community’s, immense gratitude and thanks to the Chancellor for his service and support over the last ten years. She noted the dramatic change and progress that had been made during this period under his leadership and efforts on behalf of the University.

On behalf of the Board Mr Glen Sanford, Deputy Chancellor, also paid tribute to the Chancellor’s leadership of the Board and his support, dedication and commitment to the University.

The Chancellor expressed his gratitude for these remarks. He thanked Board members, past and present, and Board staff for their support and service and noted that the University had been well served over the last 10 years by the Board’s unity and commitment to the growth and development of the University and its ideals and objectives.

8 NEXT MEETING AND CLOSURE
The next meeting of the Board is scheduled to be at 9.00am on Wednesday 23 February 2011.

There being no further business, the meeting closed at 12.45pm.

Confirmed by: ____________________________

Chair

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Date