

## **BOARD OF TRUSTEES**

**Minutes** of the meeting 2016/2 of the Board of Trustees of Western Sydney University held at 8.30am on **Wednesday 6 April 2016 in the Chancellery Boardroom, EB 2.23, Parramatta Campus.**

- Present:** Professor Peter Shergold AC (Chancellor)  
 Professor Barney Glover (Vice-Chancellor)  
 Mr Michael Pratt (Deputy Chancellor) (by phone)  
 Ms Elizabeth Dibbs (Pro Chancellor)  
 Ms Genevieve Gregor (Pro Chancellor)  
 Associate Professor Paul Wormell (Chair Academic Senate)  
 Professor MaryAnn Bin-Sallik  
 Dr Ben Etherington  
 Mr Tim Ferraro  
 Ms Winnie Jobanputra  
 Ms Sophie Kobuch  
 Ms Jenny Purcell  
 Mr Ian Stone  
 Ms Gabrielle Trainor
- Apologies:** Mr John Banks, Mr Christopher Brown and Ms Vivienne James
- In Attendance:** Ms Helen Fleming (University Secretary and General Counsel)  
 Professor Denise Kirkpatrick (Deputy Vice-Chancellor, Academic)  
 Professor Scott Holmes (Deputy Vice-Chancellor, Research and Development)  
 Mr Angelo Kourtis (Vice President, People and Advancement)\_  
 Mr Peter Pickering (Vice President, Finance and Resources)  
 Mr John Viljoen (Assistant Auditor-General, NSW Audit Office) (item 3.3)  
 Ms Renee Meimaroglou (Auditor, NSW Audit Office) (item 3.3)  
 Mr Darren Greentree (Director, Financial Operations)(item 3.3)  
 Mr Ian Londish (Acting Director, Policy and Governance)  
 Ms Sharon Rigney (minutes)  
 Ms Jody Cameron

### **1. OPENING AND PROCEDURAL MATTERS**

#### **1.1 Welcome**

The Chancellor welcomed members and extended a special welcome to Professor Bin-Sallik for her first meeting.

#### **1.2 Apologies**

The Board accepted apologies from John Banks, Christopher Brown and Vivienne James.

#### **1.3 Declarations of Interest**

Declarations of interest were made in regard to items 5.1 and 5.5.

#### **1.4 Confirmation of Minutes**

*Resolution*

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**The Board of Trustees resolved to approve the Minutes and Confidential Minutes of its 2 March 2016 meeting, and the rotary resolution dated 9 March 2016.[6/4/2016:1]**

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### 1.5 Action Sheet from Previous Meetings

The Board noted the actions from previous meetings without discussion.

### 1.6 Starring of Items

In addition to procedural items (items 1.1 to 1.7), the following items were starred: 2.1, 2.2, 3.1, 3.2, 3.3, 3.4, 4.1, 5.1, 5.2, 5.3, 5.4 and 5.5.

#### *Resolution*

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**The Board of Trustees resolved that all unstarred items be taken as considered and all recommendations in the attachments for them as adopted. [6/4/2016:2]**

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### 1.7 Arrangement of Business

The Board agreed with the Chair's suggestion that Items 5.1 and 5.5 be discussed under closed session. The remainder of the items were discussed in open session, commencing with items 3.2 and 3.3 with members of the NSW Audit Office in attendance.

## 2. CHANCELLOR'S & VICE-CHANCELLOR'S REPORTS

### 2.1 Chancellor's Report

The Chancellor briefed the Board on the consultation process for the student admissions project that is being undertaken by the Higher Education Standards Panel.

A Town and Gown Ball is being organised to be held on 29 October 2016 with fundraising from corporate sponsorship to provide scholarships for refugee students.

The inaugural Alumni Awards dinner held on 5 April was very successful and recognised the achievements of many outstanding University alumni in a number of categories.

The Chancellor noted that the farewell dinner for Gillian Shadwick will be held on 25 May and suggested that one of the new teaching spaces could be named after her in recognition of her outstanding contribution to the University.

#### *Resolution*

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**The Board of Trustees resolved to name the Kingswood learning studio the "Gillian Shadwick Learning Studio". [6/4/2016: 3]**

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### 2.2 Vice-Chancellor's Report

The Vice-Chancellor spoke to his written report. The *Transforming Western Sydney University* plan will be discussed in detail at the Board's strategy day in June.

The Board noted those facilities requiring capital investment and this will be discussed as part of the strategy day considerations. Federal Higher Education reform is still on the agenda with reforms relating to student debt anticipated.

The Vice-Chancellor briefed the Board on the student load, noting that the final post-31 March census load will not be realised for some weeks. International student load is up on 2015 figures and the risks relating to the processing of visas continue to be monitored.

### 3. SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL

#### 3.1 Elections of a Chancellor and Deputy Chancellor

*Professor Shergold and Ms Dibbs left the room for this item; the Vice-Chancellor took the Chair.*

The Board unanimously re-elected Professor Peter Shergold AC as Chancellor for a term to December 31, 2020. Ms Elizabeth Dibbs was unanimously elected as Deputy Chancellor to replace Ms Gillian Shadwick for a term to April 30, 2017.

#### *Resolutions*

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##### **The Board of Trustees:**

- **noted the report of the returning officer; and**
  - **in accordance with clause 14(b) of the University of Western Sydney Bylaw 2005, resolved to declare the following persons elected:**
    - Professor Peter Shergold as Chancellor, for a term of office commencing on 1 January 2017 and expiring on 31 December 2020; and**
    - Ms Elizabeth Dibbs as Deputy Chancellor, for a term of office commencing from the date of election until 30 April 2017**
- [6/4/2016:4]**
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Professor Shergold and Ms Dibbs returned to the meeting and were both congratulated on their elections. *The Chancellor resumed the Chair.*

#### 3.2 Assurance of Internal Controls

The chair of the Audit and Risk Management Committee (ARMC) advised that the Assurance of Internal Controls was considered at the meeting of ARMC with members of Finance and Investment Committee in attendance and were satisfied with the level of internal controls employed by the University.

#### 3.3 2015 Audited Financial Statements

Members of the NSW Audit Office attended for this item.

The Vice-President (Finance and Resources) presented the 2015 financial statements and the key audit issues. Unmodified audit opinions were received for the University and all of its controlled entities, and the Board congratulated the Vice-President (Finance and Resources) and the Finance team on this result. Letters of comfort were provided to Television Sydney (TVS) Ltd and uwsconnect Ltd. Representatives of the Audit Office recognised the positive co-operation between the University and the Audit Office during the audit process.

A key issues register has been developed to help identify and address audit issues as they arise throughout the year. The NSW Audit Office will work with the University to bring the timeline of the 2016 audit forward in order to address issues in a timely manner and to achieve an earlier audit clearance.

The Board noted the declaration to be made for the purposes of the *Australian Charities and Not for Profit Commission Act 2012*.

*Resolution*

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**The Board of Trustees approved the audited Financial Statements and authorised certification thereof by the Chancellor and Vice-Chancellor. [6/4/2016:5]**

**The Board of Trustees authorised the Vice-Chancellor to sign the responsible entities' declaration on behalf of the Responsible Entities. [6/4/2016:6]**

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**3.4 Annual Report and Board Report**

The Board approved the 2015 Annual Report and noted some structural changes that would help to highlight key activities for future reports. The Board was pleased to note the significant diversity in the academic staff profile which matches the diversity of the student profile.

*Resolution*

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**The Board of Trustees approved the 2015 Annual Report and authorised the Vice-Chancellor to sign it on behalf of the Board. [6/4/2016:7]**

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**4. PRESENTATION**

**4.1 Research Performance Report**

The Deputy Vice-Chancellor (Research and Development) presented on the University's research performance and areas for improvement. Significant investment in research staff and PhD scholarships is required over the next five years to ensure the University continues to remain competitive in research.

**5. BOARD COMMITTEES & ADVISORY BODIES**

**5.1 Finance and Investment Committee (FIC)**

This item was discussed under closed session and a resolution was made.

**5.2 Audit and Risk Management Committee (ARMC)**

The Chair of the ARMC, Ms Elizabeth Dibbs, spoke to the minutes of the meeting held on 23 March 2016. She thanked Mr Peter Pickering and the team in the Finance Office for a smooth audit process. The outsourcing of the IT firewall is a positive step in improving IT security and was supported by the committee.

**5.3 Academic Senate**

The Chair of Academic Senate, Associate Professor Paul Wormell, noted that Academic Senate has not met since the last Board meeting. He provided a verbal update on the work of the Red Tape Taskforce, including:

- The streamlining of the Course and Unit Approval Processes;
- Simplified procedures for the single consolidated Student Misconduct Rule;
- Introduction of the new Travel and Expense Management System (TEMS);
- The realignment of some delegations;

- The continuing development of an enterprise-wide “smart form” solution.

#### **5.4 Board Standing and Remuneration and Nominations Committees**

**(BSC/RNC)** The Board noted the minutes of the BSC and RNC held on 21 March 2016. The Board noted the thorough due diligence process that is undertaken in regard to the acceptance of philanthropic gifts and the circumstances in which gifts might not be accepted.

The Chancellor advised that a shortlist of individuals is under consideration for the Board vacancy and noted the high calibre of the field. The Chancellor invited Board members to nominate individuals that they considered suitable candidates for the vacant position

#### **5.5 University Infrastructure Committee (UIC)**

This item was discussed under closed session and a resolution was made.

#### **5.6 Foundation Council**

The Board noted the report without discussion.

### **6. OTHER MATTERS FOR APPROVAL OR NOTING**

#### **6.1 Uses of the University Seal**

The Board made the following resolution without discussion.

#### *Resolution*

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**The Board of Trustees approved the uses of the University Seal as detailed in the report provided to the meeting. [6/4/2016:10]**

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### **7. OTHER BUSINESS**

There was no other business.

### **8. MEETING CLOSE**

The Chancellor closed the meeting with a brief overview of the proposed agenda for the Board’s strategy day in June. Discussion will focus on the *Transforming Western Sydney University* plan and the five themes of the plan.

The next meeting of the Board is scheduled to be held at the Hotel InterContinental on 14 and 15 June 2016. There being no other business, the meeting closed at 12.29pm

Confirmed by:

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Chair

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Date