

## **BOARD OF TRUSTEES**

Minutes of meeting 2012/2 of the Board of Trustees of the University of Western Sydney, held at 9.00am on **Wednesday 11 April 2012**, in the Boardroom, Building AD, Werrington North Campus.

**Present:** Professor Peter Shergold AC (Chancellor)  
Professor Janice Reid AM (Vice-Chancellor)  
The Hon Kim Yeadon (Deputy Chancellor)  
Mr Glen Sanford (Deputy Chancellor)  
Ms Gillian Shadwick (Pro Chancellor)  
Mr John Banks  
Mr Christopher Brown  
Ms Jing Chen  
Mrs Lorraine Fordham  
Dr Ken Langford  
Ms Vivienne James  
Dr George Morgan  
Ms Emma Stein (by telephone)  
Mr Ian Stone  
Associate Professor Paul Wormell

**In Attendance:** Ms Rhonda Hawkins  
Professor Wayne McKenna  
Mr Peter Pickering  
Mr James Fitzgibbon  
Ms Helen Fleming  
Ms Jeanine Parsons  
Mr Paul Woloch  
Ms Marian Alleyn  
Ms Deirdre Lee (minute secretary)

Mr Peter Boulous, Director Financial Audit Service, NSW Audit Office (item 3.5.1)  
Professor Kerri-Lee Krause (items 3.2 and 3.4)  
Dr Paul Rowland (items 3.2 and 3.4)  
Mr Scott Sligar (item 3.5.1)

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

#### **1.1 Welcome**

The Chancellor welcomed those present and advised that due to special circumstances, Ms Emma Stein would participate via teleconference.

#### **1.2 Apologies**

The Board noted apologies from Ms Linda Ayache.

### 1.3 Conflicts of Interest Declaration

The declarations of interest made by Board members in early 2012 had been provided to all Board members with their agenda papers.

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

Dr Ken Langford declared a possible conflict of interest in relation to the use of the parking sticker provided to him as a Board member to park at Hawkesbury Campus whilst he was tutoring. This was noted, and not considered to be a material concern. Use of the parking permit was an accepted part of the role, but the Parking Policy would be checked to ensure that there was no problem.

No other conflicts were declared.

### 1.4 Starring of Items

In addition to procedural items (items 1.1 to 1.7), the following items were starred: 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 7.1 and all items under 4.

#### 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.**

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### 1.5 Arrangement of Business

Items 3.3, 4.4 and 4.5 were listed for discussion in the Closed Session.

It was agreed that item 3.5.1, the Audited Financial Statements would be considered at the commencement of the Open Session, in the presence of Mr Peter Boulous from the NSW Audit Office.

The Board also agreed that the Undergraduate Student Member should raise an item under 3.7, and that the Academic Staff Member should raise an item under 7.1.

### 1.6 Confirmation of Minutes

The Board had before it the draft minutes of the 29 February 2012 meeting.

#### **Page 4, item 3.3, Suspension of Bachelor Natural Science (Sustainable Agriculture and Food Security)**

It was agreed that a correction should be made to the penultimate paragraph of this item to indicate that Dr Ken Langford would discuss the matter with Emeritus Professor Bawden's group, rather than join it. It was also agreed that the minutes should record that concerns had been expressed at the Board that the situation had been reached where suspension of the agriculture program had been necessary.

Subject to the above amendment being made to the satisfaction of Dr Langford, the minutes were approved.

#### Resolution

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**The Board of Trustees confirmed the minutes and confidential minutes of the meeting of the Board of Trustees held on 29 February 2012.**

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### **1.7 Action Sheets From Previous Meetings**

The Board noted the status of actions from previous meetings.

In relation to the action arising from item 4.4 of the 29 February 2012 meeting (property development projects), it was noted that there was no paper at this time and that the strategy would change to reflect recent developments.

### **2 BUSINESS ARISING (not covered elsewhere on the agenda)**

No additional matters were raised.

### **3 NEW GENERAL BUSINESS AND MATTERS FOR DISCUSSION/DECISION**

#### **3.1 Chancellor's Report**

The Board noted the report of the Chancellor's recent activities including interviews with Peter Noonan Consulting for Universities Australia, and a Whitlam Institute ARC project, and filming of a segment for the TVS program 'Shelf Life'; speeches at the Fast Forward Ceremony at Penrith Campus, and at the NSW Jewish Board of Deputies Passover Dinner; and his visit to the EucFACE facility at Hawkesbury Campus with the Vice-Chancellor. The Chancellor commented on the success of the visit of Senator Chris Evans to Parramatta Campus which he had hosted, and the goodwill generated for the University and its ambitions.

#### **3.2 Vice-Chancellor's Report**

The Board noted the Vice-Chancellor's report and the following items:

- the legacy of Margaret Whitlam at UWS, and the Vice-Chancellor's attendance at the memorial service held for Margaret Whitlam
- Senator Chris Evans' visit to Parramatta Campus, his interest in the University's activities to widen participation in higher education, and his subsequent opening of the Hawkesbury Institute for the Environment
- Women of the West Awards
- UWS had qualified again for the Employer of Choice for Women citation, awarded annually by the Equal Opportunity for Women in the Workplace Agency
- donation from Mr William Chiu to help students learn more about Chinese culture and society
- Associate Professor Brett Bowden, School of Humanities and Languages, had been awarded the Norbert Elias Prize for his book 'The Empire of Civilisation: the Evolution of an Imperia Idea'
- the University's commitment to exploring innovative course offerings in agriculture
- Campbelltown Hospital upgrade
- flood damage to Penrith Campus in February 2012
- fire in Building EE, the Sir Ian and Nancy Turbott Auditorium at Parramatta Campus.

In relation to the donation by Mr Chiu, the opportunity to work with Chinese businesses in Australia to achieve cross cultural benefits, and the ongoing work to develop relationships with alumni overseas, were noted.

#### **Teaching Focussed Positions – Fair Work Australia Process**

The Vice-Chancellor reported that agreement had been reached through the Fair Work Australia conciliation process with the NTEU on the issue of potential appointments of current casual staff to teaching focussed positions. An agreement had been reached that would allow schools to set the parameters for the workload of those roles. The University's overall staffing strategy would be discussed at the Board Strategy Day in June.

The Board noted that the agreement reached allowed the schools to set parameters for a teaching workload which was the equivalent of 35 hours per week for a years' contract, or 840 hours for a six months contract. There would be a proper process for determining the maximum workload for each school, and they were precluded from including research.

### **My University Website Launch**

The Vice-Chancellor reported on the launch of the My University website by the Commonwealth Government. The website provided a raft of data about each university, allowing users to compare institutions on an array of variables. Universities Australia had expressed the view in its newsletter that if there was general agreement that the website was here to stay, universities needed to work with Government to iron out as many of the problems as possible.

Dr Paul Rowland, Executive Director, Strategy and Quality, gave a short presentation showing the main features of the website. (<http://myuniversity.gov.au/University-of-Western-Sydney/3004>)

During discussion the following points were made:

- the data in relation to graduates in full time employment, and students from a non English speaking background (NESB), seemed at odds with UWS data on the percentage of students speaking a language other than English at home. This matter should be taken up with the Department of Industry, Innovation, Science, Research and Tertiary Education, and in particular the Department should be contacted to clarify their definition of NESB
- the staff student ratio of 29:1 was one of the highest
- the information provided would be helpful to students, but there was no trend analysis indicating whether an institution was improving or declining
- the number of visitors to the UWS website coming through the My University website should be established
- the website would be reviewed and updated in 12 months' time
- the difficulty the Government had of establishing a similar website for the vocational education sector.

The Board noted the reports.

Dr Rowland left the meeting at 11.25am.

### **3.3 Cases Under Management**

This was discussed in the closed session.

### **3.4 TAFE Relationships**

The Board noted the paper from the Pro Vice-Chancellor (Education), Professor Kerri-Lee Krause, providing an update on the educational relationships between UWS and TAFE in Greater Western Sydney. It outlined several initiatives currently underway and presented recommendations for further strategic collaboration with the Western Sydney Institute (WSI) and the South Western Sydney Institute (SWSI) of TAFE.

In her introduction, Professor Krause referred to the activities being undertaken in the following areas:

- assessing the currency of and further opportunities for articulation agreements between UWS and TAFE
- assessing the opportunities for new and innovative collaborative and joint partnerships with TAFE and the potential benefits to students

- leveraging the advantages of the co-location of TAFE colleges and University campuses
- providing tailored joint educational programs for key industries, community and demographic sub-groups, mobilising the strengths of both sectors
- the actions planned to further develop collaborative educational partnerships between UWS and TAFE in Greater Western Sydney.

Professor Krause reported on her productive meetings with Ms Gabrielle Upton, NSW Parliamentary Secretary for Tertiary Education and Skills, Ms Susan Hartigan, Director of the Western Sydney Institute of TAFE, Mr Peter Roberts, Director of the South Western Sydney Institute of TAFE, and Ms Melissa Williams, UWS Director, Office of the Aboriginal and Torres Strait Islander Employment and Engagement. The changing landscape for vocational education was a common theme, as was the importance for UWS of having a strategic plan for how UWSCollege would work and develop alongside the TAFE sector.

The Board noted that the University of New England had established a presence in Parramatta and was likely to set up a pathways program. It would be important to work with the TAFE Institute Directors to achieve a more integrated approach, and to foster openness, with good communication about who was doing what. There was support for simplifying the pathways between UWS and TAFE, and it was noted that although there was currently no tracking of students who moved between the sectors, sharing of data on the movements in both directions was desirable.

The Board reflected on the increasingly competitive market, with provision of online education likely to increase, and some universities prepared to ignore the UAC code of conduct to attract more students. Also noted were the recent offering of packaged offers to international students, the positioning of UWSCollege in offering Foundation Programs as well as first year degree programs (Diplomas), and the changing scene in other States. These issues would be discussed further at the Board Strategy Day in June.

In conclusion, the Board thanked Professor Krause for her report and expressed strong support for creating close and harmonious relationships with Greater Western Sydney TAFE Colleges. The Board looked forward to receiving a progress report later in the year.

### **3.5 2011 Annual Accounts and Annual Report**

#### **3.5.1 Audited Financial Statements for year ended 31 December 2011**

The Board had before it the 2011 Financial Statements for the University and its entities, together with a paper from the Chief Financial Officer, Mr Peter Pickering, noting the key material financial aspects of the statements. A copy of the Client Service Report from the NSW Audit Office was also tabled.

Mr Pickering spoke to his report, noting that the University was in a solid financial position, and that at the operational level the results for 2011 were similar to those for 2010.

Mr Peter Boulous, Director Financial Audit Services of the NSW Audit Office, indicated that he had received full support from University staff. He advised that he was in a position to sign an unqualified audit report and that there were no issues to be raised in the statutory audit report. He advised that he was comfortable with the University's corrective action on the issues identified in the management letter, and there were very

few corrected misstatements this year. The UWS Foundation and Whitlam Trusts would receive qualified audits, similar to previous years, due to the difficulty in estimating donations, but Mr Boulous advised that all foundations and trusts across the NSW university sector were dealt with in this way. All of the University's other controlled entities would receive unqualified audits. Mr Boulous thanked Mr Pickering and the Finance team for their cooperation and assistance, noting the good working relationship and soundness of this year's financial reports.

The Chair of the Finance and Investment Committee, Mr Glen Sanford, spoke to the report of the Audit and Risk Management Committee's meeting of 27 March 2012 at which the draft financial statements had been considered (with members of the Finance and investment Committee present) (circulated as item 4.2).

In relation to the issue of solvency, Mr Sanford spoke to the issues of surplus, liquidity and debt noted in the report. Current assets of \$78m were offset by current liabilities of \$133m and the gap was widening. It was noted that classified under Non-Current Assets were other financial assets to the value of \$24m that could be liquidated within five working days to improve liquidity. The Board noted the assurance of the Chief Financial Officer that the five year loan facility was not subject to annual reconsideration by the bank, and that the provisions for long service leave were unlikely to be realised. The Board concluded that it was satisfied that the University was solvent and the financial statements as presented could be signed.

The Board noted the other points discussed by the Audit and Risk Management Committee, including the flat revenue offset by rising salary costs, and the need to find smarter ways of working to ensure that the people and buildings were used effectively. The view of the Finance and Investment Committee that borrowings should only be used against income generating assets was noted. In response, the Chief Financial Officer advised that it was necessary to consider the broader picture including the expenditure on research, as well as capital expenditure. It was important to consider the reasons for investing in certain activities and the quality outcomes should be considered alongside the cost impacts. It was noted that academic staff thought that they were very productive with the limited resources they have, and the issues around the staff student ratio would be considered at a future meeting.

The Board discussed the liability increase of \$88m for unfunded State superannuation schemes (now closed) that the Commonwealth Government was expected to fund but without there being a formal written understanding to do so. It was noted that this was an issue affecting all NSW universities and that the Vice-Chancellor's Committee was in discussion with Commonwealth and State Governments.

The continuing subsidy of Television Sydney Limited by the University was noted. The Board needed to be satisfied that the quality outcomes justified this investment and agreed that a paper be presented to the September meeting assessing the costs and benefits to the University of this expenditure.

The Board noted the recommendation of the Audit and Risk Management Committee that the Financial Statements should be signed.

## **Resolution**

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*The Board of Trustees resolved to:*

**Adopt the 2011 Financial Statements and authorise the signing thereof by the Chancellor and Vice-Chancellor.**

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Mr Boulous left the meeting at 10.45am.

### **3.5.2 2011 Annual Report and Board Report**

The Board's consideration of this matter included:

- a) the suggestion that a page be added at the front showing the University's achievements;
- b) the need for corrections to Appendix 2 showing Board members' attendance at meetings.

## **Resolution**

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*The Board resolved to:*

**Approve the "UWS Board of Trustees Report" in the 2011 UWS Annual Report and authorise the Chancellor to sign the document on the Board's behalf.**

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## **3.6 Governance matters**

### **3.6.1 Board and Committees Performance Assessment Outcome**

The paper was noted.

### **3.6.2 Compliance with Voluntary Code of Best Practice**

The paper was noted.

## **3.7 Student Representative Council Report**

The Board noted the report advising of progress with the newly formed Student Representative Council (SRC) and the five Student Campus Councils. The relationship with the SRC was being closely fostered by the Pro Vice-Chancellor (Students) and they were invited to attend an executive team meeting regularly. The Board looked forward to a presentation from the SRC at the June or September meeting.

### **3.7.2 Student Clubs and Societies**

The Undergraduate Student member of the Board, Ms Jing Chen, (who emphasised that she had no connection with the SRC) gave a presentation illustrating the importance of student clubs and societies to student life. Ms Chen spoke about how clubs and societies helped to change a persons' thinking by the sharing of wisdom, how by becoming involved, students helped to make UWS and the world a better place, influencing the development of a civil society. Active clubs and societies served to promote:

- an active campus culture
- dissemination of knowledge
- student participation

- social activism
- intercultural understanding.

Ms Chen urged the University to support students at the grass roots level by providing financial, physical and staff resources to assist clubs and societies.

The Board welcomed Ms Chen's comments and expressed strong support for the role of student clubs and societies. It noted that UWS Connect had been provided with a budget to support student activities. Significant financial resources were available to clubs and societies through a grant process and students should approach the Pro Vice-Chancellor (Students) for assistance.

## **4 REPORTS AND RECOMMENDATIONS FROM BOARD COMMITTEES**

### **4.1 Finance and Investment Committee**

The Board noted the report from the Finance and Investment Committee 27 March 2012 meeting, which included the Management Report YTD 29 February 2012, the Executive Management Reports for February 2012, and a paper on budget risk management, requested at the 29 February 2012 Board meeting.

### **4.2 Audit and Risk Management Committee**

The Committee noted the report of the 27 March 2012 meeting when members of the Finance and Investment Committee had been present to discuss the draft financial statements for 2011.

The Board approved the report's recommendation that the financial statements be adopted and signed, and this matter is minuted under item 3.5.1 where it was discussed.

#### **4.2.1 National Work Health and Safety Act 2011**

The Board noted the briefing papers on the new work health and safety legislation which had been requested at the previous Board meeting.

The report's recommendations in relation to membership of the Audit and Risk Management Committee, and circulation of minutes from other Board Committees, were not discussed.

*[Secretary's note: the recommendations were subsequently referred to the Board Standing Committee for consideration at its 16 May 2012 meeting.]*

### **4.3 Report from the Chair of Academic Senate**

The Board noted the report, and the advice of Associate Professor Paul Wormell that the major areas of activity in the period ahead would be the TEQSA standards and compliance with the new AQF. One of Senate's objectives would be to define and promote academic excellence, ensuring that students received the best possible educational opportunities and outcomes.

### **4.4 Board Standing Committee and Remunerations and Nominations Committee**

The report of the 20 March 2012 meetings was discussed in the closed session where the Board passed resolutions relating to honorary awards, and also the following resolutions.

#### **4.4 Emeritus Professor Awards and Policy**

The Board agreed to the re-institution of the presentation of certificates to Emeritus Professors at graduation ceremonies but on a voluntary basis. This would increase the pool of graduation speakers and provide a fitting ceremony for recognition of what in

most cases was a lifetime of academic achievement. To achieve this change, minor amendments to the Emeritus Professor Policy were approved, along with some minor updating of the Policy. The amendments included the addition of a statement that after receipt of the title of emeritus professor a person may engage in casual or fixed term employment with the University. This reflected current practice at UWS and other universities.

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#### **Resolution**

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**The Board resolved to approve the revised version of the Emeritus Professor Policy.**

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#### **4.5 Entity Board Appointments**

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#### **Resolution**

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**The Board of Trustees noted and confirmed the approval (on its behalf) by the Remunerations and Nominations Committee to:**

- a. the appointment of Mr Marcus Gillezeau, who was the duly authorised representative of Metro Screen, as a director of Television Sydney (TVS) Ltd; and
- b. the appointment by the University of Professor Kerri-Lee Krause and Mr Angelo Kourtis as UWS directors, and Mr Peter Graham as an independent director, on the board of UWS College.

#### **4.5 Campus Development Committee**

The Board noted the report of the 23 March 2012 meeting.

##### **4.5.1 Property Development Projects and Government Relations**

This was discussed in the closed session.

##### **4.5.2 Suburban Jobs Program Funding Bid**

The Board noted the paper advising of a funding application submitted by the University, Penrith City Council and Penrith Business Alliance for significant funding under the Commonwealth Government's Suburban Jobs Program of a development at Werrington South.

#### **5. REPORTS AND RECOMMENDATIONS FROM THE COUNCILS AND OTHER UNIVERSITY COMMITTEES**

No matters were reported.

#### **6 USES OF THE UNIVERSITY SEAL**

Without discussion the Board noted the summary report of the uses of the University Seal since the previous meeting.

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#### **Resolution**

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**The Board of Trustees approved the uses of the University Seal since 14 February 2012, as detailed in the paper.**

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## **7. OTHER REPORTS FOR NOTING**

### **7.1 Staffing Matters**

The Board noted this report without discussion.

#### **7.1.2 Academic Staffing Issues**

The Academic Staff Member of the Board, Dr George Morgan, raised a number of issues. These included the level of resources available to schools relative to those devoted to central initiatives and functions, a decline in the student to staff ratio over a number of years, the ways in which academic units dealt with pressures on resourcing, the increased administrative burden on academic staff, the substantial problems with academic literacy skills of students, and the impact of all of those issues on the quality of learning and teaching.

The Board noted Dr Morgan's views and agreed that it was appropriate to have strategic discussions at the Board level around these issues.

The Board looked forward to receiving the results of the 'My Voice' survey which had been completed by 83% of staff. Data around staff well being and academic workload would be available, and capable of comparison with other universities which had used the survey instrument.

### **7.2 UniJobs Best University to Work For Poll 2011**

The Board noted this paper which advised that UWS had been named *Best University to Work For 2011* in the annual survey conducted by UniJobs, an independent website promoting employment opportunities across the higher education sector.

## **8. MATTERS RAISED BY BOARD MEMBERS**

There were no other matters raised.

## **9. OTHER BUSINESS**

There were no other matters raised.

## **10. NEXT MEETING AND CLOSURE**

The next meeting of the Board will be on 7 June 2012, 5.00pm-7.00pm at Lilianfels Hotel, Blue Mountains. The Board's annual Strategy Day would follow on Friday 8 June 2012.

There being no further business, the meeting closed at 12.50pm.

Confirmed by:

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Chair

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Date