

**UNIVERSITY OF WESTERN SYDNEY
BOARD OF TRUSTEES**

**Information for Nominees
Postgraduate Student Member of the Board of Trustees Election 2011**

This election is being conducted in accordance with the University of Western Sydney By-Law 2005 for the position of postgraduate student member of the Board of Trustees. The term of office is two years from 1 July 2011 until 30 June 2013.

The Board of Trustees is the governing authority of the University and has eighteen members who collectively bring a range of experience, qualifications, backgrounds and perspectives to the work of the Board. The Board's key functions as outlined in the University of Western Sydney Act 1997 (s. 11) are:

- (a) the development of broad policies and strategic plans with respect to the University,
- (b) generally defining the University's educational profile,
- (c) the management of the University's resources and the monitoring of the University's performance,
- (d) representation of the University as occasion requires.

The Act also details the object and functions of the University, the constitution of the Board, and the powers of the Board. The Board's detailed functions are contained in section 22 of the Act which is copied below. It must be stressed that the Board is a strategic, policy setting and oversight body, not a management committee.

The Board meets, normally, six times per year and it is supported by a number of formal committees. Each of these committees is chaired by a Board member and there are also Board members who are general members of the committees. A number of members also have involvements with other groups in the University. Board members for instance have served on the Vice-Chancellor's Excellence Awards Panels, alumni committees, the Greening UWS Task Force, and the Student Non-academic Misconduct Appeals Committee.

The role of a Board member is similar to that of a company director and a formal induction is provided to all incoming members. The 'duties' of Board members are prescribed in the Act (Schedule 2A copied below) and these include a requirement for members to act in good faith and in the best interests of the University as a whole.

It is quite important for nominees and voters to understand that elected members do not 'represent' the constituencies from which they are drawn in the way that a member of Parliament represents his or her constituents. Rather they are expected to bring a graduate, student or staff perspective, as the case may be, to the Board. All members, whether appointed or elected, are required by law to act at all times as trustees of the University and in the interests of the University rather than as delegates representing sectional interests.

Details about the Board and its role, along with the list of current members and Board committees can be obtained from the University's web site at:

http://www.uws.edu.au/about_uws/uws/governance

The University of Western Sydney Act 1997 and the University of Western Sydney By-law 2005 can be accessed via the NSW Parliamentary Counsel's web site at:

<http://www.legislation.nsw.gov.au/maintop/scanact/inforce/NONE/0>

Professional development opportunities are available to all Board members related to their governance role.

Voting in the election will be conducted by way of an online voting system with eligible students receiving an email from the Returning Officer providing instructions on how to vote. Candidates are invited to provide a statement of up to 300 words and a digital photograph (jpeg 256kb) in support of their nomination. These are published on the University's web site on the Board Elections pages as well as via the online ballot paper.

Under the UWS By-law 2005 the Returning Officer is empowered to "decide all matters relating to the procedure for conducting an election". The Returning Officer may issue directions and guidelines related to the campaigning activities of candidates.

Jo Maguire, Returning Officer
March 2011

22 Functions of Board

(1A) The Board:

- (a) acts for and on behalf of the University in the exercise of the University's functions, and
- (b) has the control and management of the affairs and concerns of the University, and
- (c) may act in all matters concerning the University in such manner as appears to the Board to be best calculated to promote the object and interests of the University.

(1B) Without limiting the functions of the Board under subsection (1A), the Board is, in controlling and managing the affairs and concerns of the University:

- (a) to monitor the performance of the Vice-Chancellor, and
- (b) to oversee the University's performance, and
- (c) to oversee the academic activities of the University, and
- (d) to approve the University's mission, strategic direction, annual budget and business plan, and
- (e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and
- (f) to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 22A), and
- (g) to approve significant University commercial activities (within the meaning of section 32A), and
- (h) to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and
- (i) to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and
- (j) to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and
- (k) to adopt a statement of its primary responsibilities, and
- (l) to make available for members of the Board a program of induction and of development relevant to their role as such a member.

(1) Without limiting the functions of the Board under subsection (1A), the Board may, for and on behalf of the University in the exercise of the University's functions:

- (a) provide such courses as it thinks fit and, in conferring and awarding degrees and diplomas, issue such certificates in the nature of degrees, diplomas or other awards as it thinks fit, and
- (b) appoint and terminate the appointment of staff of the University, and
- (c), (d) (Repealed)
- (e) borrow money within such limits, to such extent and on such conditions as to security or otherwise as the Governor on the recommendation of the Treasurer may approve,
- (f) invest any funds belonging to or vested in the University, and
- (g) promote, establish or participate in (whether by means of debt, equity, contribution of assets or by other means) partnerships, trusts, companies and other incorporated bodies, or joint ventures (whether or not incorporated),
- (h) (Repealed)
- (i) establish and maintain branches, campuses and colleges of the University, within the University and elsewhere, and
- (j) make loans and grants to students, and
- (k) impose fees, charges and fines.

(2) The functions of the Board under this section are to be exercised subject to the by-laws.

(3) Schedule 2 has effect in relation to the investment of funds by the Board.

Note. The Annual Reports (Statutory Bodies) Act 1984 regulates the making of annual reports to Parliament by the Board and requires the Board to report on the University's operations (including in relation to risk management and insurance arrangements) and a range of financial and other matters.

Schedule 2A Duties of Board members (section 32F)

1 Duty to act in best interests of University

A member of the Board must carry out his or her functions:

- (a) in good faith in the best interests of the University as a whole, and
- (b) for a proper purpose.

2 Duty to exercise care and diligence

A member of the Board must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.

3 Duty not to improperly use position

A member of the Board must not make improper use of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

4 Duty not to improperly use information

A member of the Board must not make improper use of information acquired because of his or her position:

- (a) to gain, directly or indirectly, an advantage for the member or another person, or
- (b) to cause detriment to the University.

5 Disclosure of material interests by Board members

(1) If:

- (a) a member of the Board has a material interest in a matter being considered or about to be considered at a meeting of the Board, and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board.

(2) A disclosure by a member of the Board at a meeting of the Board that the member:

- (a) is a member, or is in the employment, of a specified company or other body, or
- (b) is a partner, or is in the employment, of a specified person, or
- (c) has some other specified interest relating to a specified company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).

(3) Particulars of any disclosure made under this clause must be recorded by the Board in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Board.

(4) After a member of the Board has disclosed the nature of an interest in any matter, the member must not, unless the Board otherwise determines:

- (a) be present during any deliberation of the Board with respect to the matter, or
- (b) take part in any decision of the Board with respect to the matter.

(5) For the purpose of the making of a determination by the Board under subclause (4), a member of the Board who has a material interest in a matter to which the disclosure relates must not:

(a) be present during any deliberation of the Board for the purpose of making the determination, or

(b) take part in the making by the Board of the determination.

(6) A contravention of this clause does not invalidate any decision of the Board.

(7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Board pursuant to section 32G.

(8) This clause applies to a member of a committee of the Board and the committee in the same way as it applies to a member of the Board and the Board.

(9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Board in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.

(10) In this clause:

associate of a member means any of the following:

(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,

(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,

(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.

de facto partner of a member means the other party to a de facto relationship (within the meaning of the *Property (Relationships) Act 1984*) with the member.