

BOARD OF TRUSTEES

Minutes of meeting 2011/2 of the Board of Trustees of the University of Western Sydney, held at 9.00am on **Wednesday 13 April 2011**, in the Boardroom, Building AD, Werrington North Campus.

Present: Professor Peter Shergold AC (Chancellor)
Professor Janice Reid AM (Vice-Chancellor)
Mrs Lorraine Fordham
Ms Vivienne James
Dr Ken Langford
Mr Glen Sanford
Professor Carolyn Sappideen
Ms Gillian Shadwick
Ms Emma Stein (by teleconference)
Mr Ian Stone
Associate Professor Paul Wormell
The Hon Kim Yeadon

In Attendance: Professor Andrew Cheetham (A/g DVC A&R)
Ms Helen Fleming
Ms Rhonda Hawkins
Mr Peter Pickering
Mr Paul Woloch
Ms Marian Alleyn
Ms Jo Maguire (minute secretary)

Mr Eric Sidoti (Director, Whitlam Institute) for item 3.4
Mr Peter Boulous (Director Financial Audit Services of the NSW Audit Office) for item 4.3.1

1 OPENING AND PROCEDURAL MATTERS

1.1 Welcome

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

1.2 Apologies

Apologies were received from Mr Michael Antrum, Mr John Banks and Mr David Lenton.

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.

While it wasn't a conflict of interest per se, the Chancellor took the opportunity to advise the meeting that an announcement was imminent about his appointment as Chair of the Board of the NSW Public Service Commission.

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, 2.1, 2.2, 3.0, 3.1, 3.3, 3.4, 5.2 and all items under 4.

Resolution

The Board of Trustees 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 3.3, 4.5 and 4.6 were listed for discussion in the Closed Session.

1.6 Confirmation of Minutes

Resolution

The Board of Trustees resolved to:

Confirm the confidential minutes and minutes of the meeting of the Board of Trustees held on 23 February 2011.

2 BUSINESS ARISING

2.1 Student Representation and Participation at UWS – Progress Report

The Chancellor elaborated on the progress report, advising that the Hive's financial situation includes:

- a) debts greater than \$41,000 which are likely to increase further, including:
 - i) \$24,000 outstanding PAYG payments to the Australian Taxation Office
 - ii) \$3,000 for phone charges
 - iii) \$3,000 outstanding superannuation

The University will pay the debts incurred up until the date of de-affiliation. Mr Jason Pratap, General Secretary of the Hive, has been working well with University staff in the wind-up phase.

The new student leadership group has been established, comprising 25 students selected from 35 expressions of interest. This group is broadly representative of the student body across gender, campus, undergraduate/postgraduate, mature age/school leaver. Its first meeting was held on 12 April and University staff, including the Chair of Academic Senate, are optimistic that this group will work constructively with the University to establish an improved, broader model for student advocacy and student life on campus.

University staff are working to protect the Hive's assets to ensure they are available for the new student organisation when it is established.

2.2 UWS AUQA Cycle 2 Audit Preparations

Board members noted this progress report and the importance of being available, if at all possible, to meet with AUQA. The University will provide a two-page briefing synopsis to aid UWS participants to prepare for their meetings.

3 NEW GENERAL BUSINESS AND MATTERS FOR DISCUSSION/DECISION

3.0 Chancellor's Report

The Chancellor advised that, in future, he will provide a report to each Board meeting. He reported briefly on his continuing orientation at the University, which has recently included meetings with Aspire students; ALTC award winners; the Foundation and participants of the Fast Forward program. He will be speaking at a Property Council function on 6 May and hopes that he will be able to assist the Vice-Chancellor to represent the University in various ways. He has received a briefing on social media, not only how the University promotes itself but also monitoring comments made about UWS through social media.

3.1 Vice-Chancellor's Report

The Board noted the Vice-Chancellor's report. Mr Stone commended the University's outreach to schools and Mr Yeadon commended the 'Bringing Sustainability to Life' web site.

3.2 Uses of the University Seal

Resolution

The Board of Trustees resolved to:

Approve the uses of the University Seal since 9 February 2011.

3.3 Cases Under Management

This item was reported in the closed session.

3.4 The Whitlam Institute

Mr Eric Sidoti, Director of the Whitlam Institute, gave a presentation to the Board, summarising the foundations of the Institute, progress to date and plans for the future.

The Board commended Mr Sidoti on his leadership and raising the profile of the Whitlam Institute. The Board also acknowledged the importance of the University's continued strong commitment to the Institute.

4 REPORTS AND RECOMMENDATIONS FROM BOARD STANDING COMMITTEES

4.1 Finance and Investment Committee

The Board noted the report of the 1 April meeting.

4.2 Strategy and Planning Committee

The Board noted the report of the inaugural meeting held on 4 March 2011 and Ms Stein's comments that the Committee's current focus will be on the themes of retention and growth.

4.3 Audit and Risk Management Committee

The Board noted the report of the 1 April 2011 meeting and passed the following resolution.

Resolution

The Board of Trustees resolved:

- 1. To note the procedural non-compliance with the UWS Delegations of Authority and endorse, retrospectively, the expenditure of \$87,285 to The Spencer Partnership, from April to July 2010, to evaluate the International admissions workflows and processes and to implement new measurements and processes to train staff to ensure the workflow management and measurement was used daily in line with agreed protocols.**
 - 2. That all senior staff demonstrate they both know and appreciate the importance of complying with their delegated authority, including their financial delegations.**
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4.3.1 Audited Financial Statements for the Year Ended 31 December 2010

The Board noted the report of the meeting of the Audit and Risk Management Committee with the Finance and Investment Committee in attendance, held on Friday 1 April 2011. Mr Sanford reminded the Board that the annual result of \$65m (which includes \$38m capital grants) should not be viewed as 'surplus' or 'profit' but rather a necessary contribution to fund the capital program. There was a \$240m uplift in the 2010 balance sheet due to revaluation of land and buildings and the Finance Director is investigating how best to institute a system of rolling annual valuations.

Mr Peter Boulous, Director Financial Audit Services of the NSW Audit Office, advised that on receipt of the signed financial statements he is in a position to sign an unqualified audit report and that there are no issues to be raised in the statutory audit report. There were no high risk issues identified in the Management letter and a smaller number of medium and low risk matters noted than last year. He advised that he is comfortable with the University's corrective action on some repeat issues, such as excessive annual leave balances, and will continue to follow up the University on all matters identified in the management letter. The UWS Foundation and Whitlam Trusts will receive qualified audits due to the difficulty in estimating fundraising, but Mr Boulous advised that all foundations and trusts across the NSW university sector are dealt with in this way. All of the University's other controlled entities will receive unqualified audits. Mr Boulous thanked Mr Pickering and the Finance team for their cooperation and noted the improvement in this year's financial reports, when compared to the number of corrections required in the previous audit year.

Resolution

The Board of Trustees resolved to:

- a) **Note the NSW Audit Office's advice that the audited financial statements were unqualified.**
 - b) **Adopt the 2010 Financial Statements and authorise the signing thereof by the Chancellor and Vice-Chancellor.**
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4.3.2 2010 Annual Report and Board Report

The Board's consideration of this matter included:

- a) the suggestion that the front cover photo of the annual report be changed to better reflect the diversity of the University community;
- b) Professor Cheetham's explanation of the basis of how research income is expressed in the annual report.

Resolution

The Board resolved to:

Approve the "UWS Board of Trustees Report" in the 2010 UWS Annual Report and authorise the Chancellor to sign the document on the Board's behalf.

4.4 Report from the Chair of Academic Senate

The Board congratulated Associate Professor Wormell on his re-election as Chair of Academic Senate. The Board noted this report and Associate Professor Wormell's advice that he would distribute to Board members the document recently distributed by TEQSA.

4.5 Board Standing Committee and Remunerations and Nominations Committee

This matter was discussed in the closed session, where the Board passed resolutions relating to honorary awards. The Board also passed the following resolutions:

Pro Chancellor Nomination

Resolution

The Board of Trustees resolved that:

In accordance with the Governance Pro Chancellor Rule, the Board of Trustees appoints Gillian Shadwick as Pro Chancellor for a term ending on 30 April 2013, coinciding with her term as a Board member.

Membership of Board Committees

Resolution

The Board of Trustees resolved to:

- a. **Note the appointment of David Holmes (undergraduate student member) to the Finance and Investment Committee for a term ending on 31 December 2011; and**
 - b. **Appoint Susan Hartigan as a member of the ARMC for a term of two years.**
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4.6 Campus Development Committee

The Board noted the report of the 25 March 2011 meeting and the tabled general overview of the 2011 capital works program. The Board discussed the contributions of Mr Bill Barr and the 1959 student year to the construction of the original swimming pool on Hawkesbury campus and the need to communicate sensitively with Hawkesbury Alumni about the decommissioning of this pool and the construction of a new pool. The Board noted the steps already taken by Ms Hawkins in this regard.

Dr Langford sought clarification on the proposed alterations to Building R2 on Hawkesbury campus, which is proposed to become available for adaptive re-use as the accommodation for the Hawkesbury Institute for the Environment. Dr Langford highlighted the historic significance of this building and asked if it could revert to student accommodation at a future time.

5 OTHER REPORTS

5.1 Occupational Health and Safety

The Board noted this report without discussion

5.2 Staffing Matters

The Board noted this report and agreed that, at its next meeting, it would like to consider staff diversity in more detail.

5.3 Outcome of Election – Postgraduate Student Member of the Board of Trustees

The Board noted that, following a recent election, Ms Linda Ayache was declared elected to the position of Postgraduate Student Member of the Board of Trustees for a two year term 1 July 2011 to 30 June 2013. The Board agreed that Ms Ayache should be invited to the open session of the 8 June Board meeting to meet Board members, if she is available.

6 MATTERS RAISED BY BOARD MEMBERS

6.1 uwconnect Shuttle Bus Service

Mrs Fordham advised that some students had commented that the new 20 seat shuttle buses do not accommodate the large numbers of students who use the bus and that some female students had recently had to walk to Kingswood station. Furthermore, there had been insufficient communication to students about the changes to the bus service.

The University will monitor the passenger demand for the buses and review the bus service to ensure the optimum service is available to students.

6.2 Venue of Board of Trustees Meetings

Due to his inability to attend Board meetings where and when they are currently scheduled, Mr Antrum had asked that the Board consider relocating its meetings to Parramatta campus in the evenings. The Board considered this proposal and agreed that, while its 20 July Strategy Day could be relocated to the Parramatta campus, there are usually significant traffic delays from the city to Parramatta campus in the afternoons and so permanently changing the venue and time of Board meetings was not a viable option at this time.

7 OTHER BUSINESS

There was no other business.

8 NEXT MEETING AND CLOSURE

The next meeting of the Board is scheduled to be at 9.00am on **Wednesday 8 June 2011**.

There being no further business, the meeting closed at 12.15pm

Confirmed by:

Chair

Date