

BOARD OF TRUSTEES

Minutes of meeting 2011/4 of the Board of Trustees of the University of Western Sydney, held at 9.00am on **Wednesday 21 September 2011**, in the Boardroom, Building AD, Werrington North Campus.

Present:

- Professor Peter Shergold AC (Chancellor)
- Professor Janice Reid AM (Vice-Chancellor)
- Mr Glen Sanford (Deputy Chancellor)
- The Hon Kim Yeadon (Deputy Chancellor)
- Ms Gillian Shadwick (Pro Chancellor)
- Ms Linda Ayache
- Mr Christopher Brown
- Mrs Lorraine Fordham
- Dr Ken Langford
- Professor Carolyn Sappideen
- Mr Ian Stone
- Associate Professor Paul Wormell

In Attendance:

- Mr Tony Geange (for item 2.3)
- Ms Rhonda Hawkins
- Professor John Ingleson
- Mr Peter Pickering
- Professor Wayne McKenna
- Professor Roy Tasker (for item 3.6)
- Mr Paul Woloch
- Ms Marian Alleyn
- Ms Jo Maguire (minute secretary)

1 OPENING AND PROCEDURAL MATTERS

1.1 Welcome

The Chancellor welcomed those present, particularly Ms Linda Ayache to her first meeting as the elected Postgraduate Student member.

1.2 Apologies

The Board accepted apologies from Mr John Banks, Ms Vivienne James and Ms Emma Stein. No other apologies were received.

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.

No 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, 1.7, 2.1, 2.2, 2.3, 3.1, 3.2, 3.4, 3.5, 3.6, 6.5 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 1.7, 3.4, 4.4 and 6.5 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 8 June 2011 and the minutes of the annual strategy day held on 20 July 2011.

1.7 Closed Session Item for Board Members

This item was discussed in the closed session.

2 BUSINESS ARISING

2.1 Action Sheets from 8 June and 20 July Meetings

The Board noted the status of the actions from the 8 June and 20 July meetings.

2.2 Resolutions from Board of Trustees Strategy Day 2011

The Board considered this document and some members suggested further refinements which are captured in the following resolutions. The documents will be made public as soon as possible.

Resolutions

The Board of Trustees approved the following preamble and resolutions from the 2011 Strategy Day:

Preamble

The University has a legislative mandate to achieve academic excellence in higher education and in the conduct of research “*having particular regard to the needs and aspirations*” of the community of Greater Western Sydney. It prides itself on its commitment to social justice and equal opportunity, opening its campuses to those who would not traditionally have had access to a university education.

These objectives underpin the University’s strategic planning and frame its response to the increasing opportunities for growth. The University has already experienced substantial expansion since 2009. At the same time UWS has

achieved significantly higher levels of student demand and student satisfaction, improved student retention, increasing productivity and scale in research as well as encouraging outcomes in the first Excellence in Research Australia (ERA) assessment.

With the ‘uncapping’ of Commonwealth funded places in 2012 the Board of Trustees has determined that UWS will adopt an ambitious but managed growth strategy – where the opportunities, challenges and risks of growth are carefully examined and prudently managed. Our goal is to widen participation in our University, to continue the transformation of UWS as a highly respected institution and to ensure that the quality of the academic program is not compromised. It is in this context that the Board of Trustees passed the following resolutions to guide the University’s activities in the next year.

Resolution 1:

To build on earlier decisions of the Board of Trustees by:

1. confirming the ongoing relevance and currency of the *Making the Difference Strategy 2010-2015* as the guiding planning framework for the University; and
2. noting that the underlying plans and frameworks will be refined to reflect the Board’s decisions as set out below.

Resolution 2:

To continue to give life to the University’s strong commitment to providing greater higher education opportunities to the communities of Greater Western Sydney, growth in student load will be addressed by:

1. targeting growth in selected disciplines;
2. selectively making campuses more comprehensive in their academic offerings;
3. providing greater academic flexibility in course design and delivery and enhancing student choice; and
4. the rigorous and equitable allocation of research, teaching and administrative responsibilities.

Resolution 3:

To pursue its commitment to social justice and educational access the University will:

1. progressively expand UWSCollege;
2. diversify entry pathways;
3. increase participation of Aboriginal and Torres Strait Islander students from our region;
4. continue to improve access to students with a disability by ensuring high standard support services; and
5. continue to advocate for public transport accessibility to the University’s campuses.

Resolution 4:

To pursue greater scale, impact, critical mass and strength in research, as achieved through the previously established Hawkesbury Institute for the Environment and the Institute for Culture and Society, the University will:

1. establish the Institute of Human Communication Science (or similar name);
2. establish an Institute in Infrastructure Engineering, subject to further development of the proposal (or similar name); and
3. continue the planning of a Western Sydney Institute of Health.

Resolution 5:

To continue to build excellence in the student experience and in the quality of our teaching and research, the priorities for expenditure in 2012 will be:

1. increasing the number of academic staff to meet teaching demands and reduce casualisation;
2. ensuring adequate professional staffing and resources to support students and academic staff;
3. investing strategically in high achieving researchers;
4. building honours, doctoral and postdoctoral programs;
5. seeding new and expanded graduate coursework programs;
6. developing the 'Horizons 1000' concept; and
7. undertaking essential capital refurbishment, IT infrastructure and building development.

Resolution 6:

To maintain the University's leadership in community engagement in 2012 UWS will:

1. engage eminent international leaders in university engagement to review our achievements in regional engagement, partnerships and sustainability and to provide expert advice on ways in which the University can remain a global leader in serving its communities;
2. consult widely with community, industry and government bodies in Greater Western Sydney to inform its future programs, plans and initiatives;
3. further develop a strategic framework for collaborative engagement over the next 5 years; and
4. develop a blueprint for a centre for Western Sydney urban and social research which would be the major authority on the development of Greater Western Sydney.

Resolution 7:

To improve student engagement and success and to support research, academic programs and business requirements, UWS will develop a contemporary, efficient and effective IT environment across its campuses to:

1. enhance our e-learning and e-research capability and capacity;
2. minimise internal investment in facilities that are better provided externally; and
3. invest strategically to achieve continuous improvement in IT services.

Resolution 8:

To fund essential University campus facilities and infrastructure the University will aim to achieve an operational surplus of 5% of revenue in 2012 (\$30m on revenue of \$600m).

Resolution 9:

To fund necessary capital developments to enable growth (where this cannot be achieved by using our buildings, equipment, facilities and resources more effectively and efficiently) the University will use:

1. accumulated annual operational surpluses;
2. external capital grants;
3. commercial income from campus developments; and
4. borrowings, primarily for income-earning projects, but only when supported by well developed and robust business cases.

Resolution 10:

To advance the standing, reputation and image of the University a revised branding strategy will be developed for consideration by the Board of Trustees to:

1. include integrated promotion of the University by and with its affiliated entities such as research institutes and centres, CADRE, Whitlam Institute and TVS; and
2. require that any distinct branding and logos for institutes, centres and entities must be approved by the Vice-Chancellor in accordance with this policy.

Resolution 11:

To provide more and diverse opportunities for students and to enhance educational opportunities in the Greater Western Sydney region the University will undertake a comprehensive review of its relationships with TAFE and assess:

1. further opportunities for articulation agreements between UWS and TAFE;
2. the development of new and innovative collaborative partnerships with TAFE which will benefit students;
3. leveraging the advantages of the co-location of TAFE colleges and University campuses;
4. the integrated provision of joint educational programs for key industries, community and demographic groups, mobilising the strengths of both sectors.

In discussing Resolution 11, the Board agreed that some form of joint activity or function with TAFE should be considered for next year.

2.3 Student Representation and Participation at UWS

The Board noted this progress report and acknowledged the contributions of Associate Professor Paul Wormell, Chair of the Working Group. The Board discussed the following points:

- Whether the two additional student representatives on the uwconnect Board should be elected from the UWS student body or appointed by the uwconnect Board (the latter is done for the existing student members on that Board). Following extensive discussion and consideration of the pros and cons of the different approaches, the Board agreed that one position should be appointed and one should be ex officio an elected member of the new SRC to take effect in 2012. The Board also agreed that members of the uwconnect Board, including the students, should be required to sign a acknowledgement of their responsibilities and obligations as a board member.
- The Board noted that the new student representation model will need to comply with the legislative changes being introduced by the Federal Government around student representation and a Student Amenities Fund. Associate Professor Wormell's opinion was that UWS' proposed new model will be compliant.
- There remain questions around how this model for UWS students intersects, if at all, with arrangements for UWSCollege students (which have different models of support and different student life cycles). This will need to be considered and incorporated into the model.
- The Board agreed with student representatives' receiving sitting fees, but not stipends.
- The DVC Corporate Strategy and Services undertook to investigate whether student representatives, even though they are not representing an incorporated body, are covered by the University's Directors and Officers Liability Protection.
- These arrangements will be reviewed in 12 months' time.

Resolutions:

The Board of Trustees resolved to approve the revised structure for Student Representation and Participation, for implementation in 2012, with a review of the structure's effectiveness to be conducted at the end of 2012. This decision is subject to the model being compliant with proposed Federal legislation.

2.4 UWS Cycle 2 AUQA Audit

The Board noted this report and that a formal endorsement of the UWS AUQA report is not expected until the TEQSA Board meeting in October. The Board will be kept informed.

3. NEW GENERAL BUSINESS AND MATTERS FOR DISCUSSION/DECISION

3.1 Chancellor's Report

The Chancellor advised that, when giving public commentary, he will be identifying himself as the Chancellor of UWS on issues that he believes are of relevance to the University and when there is a benefit to UWS in his doing so. He briefly advised the Board about some of his recent activities:

- Panel member at the annual Macquarie University Vice-Chancellor's Lecture on 24 August, which was broadcast on Radio National on 4 September. The topic was "Beyond Skills, Towards Wisdom"
- Interviewed by Radio National about the NSW State Government's trial of 'social benefits bonds' as part of NSW 2011 Budget
- Panel member at the Generation One discussion about Aboriginal training, which was hosted by UWS
- After-dinner speaker at a function of Medical Deans Australia and New Zealand
- Attendance at a meeting of the UWS Foundation
- Met with the Head of the Urban Research Centre, Professor Phillip O'Neill
- Met with members of the NSW government to promote the Parramatta land swap concept. The Chancellor urged Board members to lobby politicians about this if they have the opportunity. Mr Brown mentioned discussions between the State and Federal Governments regarding the rail system and Ms Hawkins undertook to provide Mr Brown with the UWS Travel Issues document.

3.2 Vice-Chancellor's Report

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

- A green paper is being developed on the concept of a research centre on Western Sydney
- In 2012 there will be a continuation of the UWS cyclical reviews of Schools and Administrative units.
- Two thematic reviews of Aboriginal Education and University Engagement will be undertaken in 2012
- For the Engagement review there is a tentative agreement for two international reviewers to participate in the review in September 2012.
- The University's restructure is ongoing. Deans have been appointed to all 10 Schools, all organisational and consultation steps have been carried out and the communication strategy is ongoing. The Vice-Chancellor acknowledged the work of Associate Professor Paul Wormell, Chair of Academic Senate, in leading the development of the necessary academic governance arrangements for the new schools and at the University-wide level. In light of the organisational changes, delegations revisions will be submitted to the Audit and Risk Management Committee for endorsement, prior to them coming to the December Board meeting for approval.

- Following a tender process, GHD Pty Ltd has been contracted to conduct a review of the Hawkesbury campus farms, particularly to consider how to maximise the potential benefits of this resource to the University, its education purposes, research, students and the community.
- Open Day was, once again, a successful event.

3.3 Uses of the University Seal

Resolution

The Board of Trustees resolved to approve the uses of the University Seal since 25 May 2011, as detailed in the attached paper.

3.4 Cases Under Management

This was discussed in the closed session.

3.5 New South Wales Universities' Legislation

The Chancellor spoke to this item, noting the confusion around whether or not there will be an 'opt in' option. The University will seek clarification on this.

3.6 ALTC Teacher of the Year

Associate Professor Roy Tasker, recipient of the 2011 ALTC Prime Minister's Award for Australian University Teacher of the Year, gave a presentation about his teaching and the award.

The Board were very interested in Associate Professor Tasker's innovations in his use of technology in his lectures to both make Chemistry more accessible to students, particularly those who are first in family to attend university or did not do Chemistry in years 11 and 12, and also in his use of 'clickers' as a teaching and assessment tool.

At the end of the presentation, the Vice-Chancellor advised Associate Professor Tasker that the University has a High Performance Recognition Policy which enables it to "confer the title of Professor in circumstances where an academic staff member has achieved exceptional international or national recognition for excellence or distinction in teaching". In accordance with this policy, the Vice-Chancellor advised Associate Professor Tasker that it had been approved that he be awarded the title of a full Professorship. This was heartily endorsed by the Board.

The Board agreed that it would like to meet other ALTC award winners and arrangements will be made for a suitable function or for presentations to future Board meetings.

4 REPORTS AND RECOMMENDATIONS FROM BOARD COMMITTEES

4.1 Finance and Investment Committee

The Committee Chair, Mr Sanford, spoke to the report of the 1 September 2011 meeting. The Board noted this report and considered the following matters.

a) Investment Policy and Long Term Liabilities

Resolution

The Board of Trustees approved:

- i) that the University's Long Service Leave Liability investment retention amount be provisioned at the level of one (next) year's forecasted cash flow for long service leave payments, and**
 - ii) that an external valuation review of the Provisions for Annual Leave and Long Service Leave is undertaken as part of the preparation of the 2011 Annual Accounts.**
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b) Climate Change and Ethical Investments

Resolution

The Board of Trustees approved:

- i) the University's supporting the principle of ethical investing, using the accepted industry standard definition, with a caveat that high risk or non-performing funds be avoided;**
 - ii) a policy being developed to provide guidance on ethical investing.**
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c) Parking

Due to the significance of the following resolution, the potential reaction from the staff and students and lack of public transport alternatives, the Board requested that a clear case for this increase be communicated to the University community.

Resolution

The Board of Trustees approved:

- i) Increasing parking permits for 2012 to a 10% price increase and**
 - ii) Subject to legal advice on the terms of the current lease, the proposed changes to parking management at Westmead Campus in 2012 be implemented.**
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d) Management Report as at 31 July 2011

The Board noted that the full year forecast net operating result is \$7m down on the full year budget. This is mostly due to a decline in research income. The University is therefore not expected to achieve a '5% surplus.

4.2 Audit and Risk Management Committee

The DVC Corporate Strategy and Services spoke to the report of the 2 August 2011 meeting. The Board noted this report and the advice that the Fatima College proposal would not be proceeding.

4.3 Report from the Chair of Academic Senate

The Board noted this report and the Chair's advice that the proposed changes to the Academic Governance Policy are necessary for the Senate to function effectively for the remainder of 2011.

Resolution

The Board of Trustees approved the revised Academic Governance Policy, providing for changes to the ex-officio membership of Academic Senate, thus:

- a) **the position of Deputy Vice Chancellor (International and Development) is removed**
 - b) **the Pro Vice-Chancellor (Learning and Teaching) is replaced by the Pro Vice-Chancellor (Education)**
 - c) **the Pro Vice-Chancellor (Engagement) is replaced by the Pro Vice-Chancellor (Engagement and International)**
 - d) **the Pro Vice-Chancellor (Quality) is replaced by the Pro Vice-Chancellor (Students)**
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4.4 Board Standing Committee and Remuneration and Nominations Committee

The report of the 9 August 2011 Remuneration and Nominations Committee meeting was discussed in the closed session, where the Board passed resolutions relating to honorary awards.

The Board noted the report of the 9 August 2011 Board Standing Committee and considered the following matters.

a) Board Performance Appraisal

The Board noted that a Board performance appraisal survey will be available on-line, directly after the 7 December meeting.

b) Amendment to Resolution About UWS Borrowings

The Board passed the following resolution, noting that it was necessary to accommodate NSW Treasury's wording requirements.

Resolution

The Board of Trustees resolved to note the approval (on its behalf) by the Board Standing Committee to the following resolutions:

- 1. Approve the investment of capital expenditure of up to \$56 million for the development of 620 rooms of student accommodation at Bankstown, Hawkesbury and Penrith.**
 - 2. Approve the investment of capital expenditure of up to \$35 million in the development of a new library at Kingswood on Penrith campus.**
 - 3. Approve the University borrowing amounts to fund that expenditure including an additional allowance for contingency expenditure of \$9 million.**
 - 4. Approve the University entering into amended and restated \$128 million loan facility agreement with the Commonwealth Bank of Australia for purposes including funding the construction of the additional student accommodation and the library and re-documenting the \$28 million loan facility agreement entered into in 2009 between the Bank and the University.**
 - 5. Authorise the affixing of the University seal in accordance with the University Rules to a Deed of Amendment and Restatement with the Commonwealth Bank of Australia amending and restating the existing \$28 million facility agreement as a \$128 million facility agreement and to all other agreements, deeds, documents and other instruments ('Documents') as may be required to give effect to the Deed of Amendment and Restatement, the amended and restated facility agreement and the drawing of amounts thereunder ('Transaction').**
 - 6. Authorise the Vice-Chancellor, if required, to execute the Documents and also to approve and execute any amendments or additions to the Documents as may be reasonably required to give effect to the Documents and the Transaction**
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c) Fatima College UAE Proposal

The Board noted the decision that the University will not proceed with this proposal, due to the significant potential risk and the likelihood that it would divert UWSCollege from its core business.

d) Academic Gowns – Medicine and Honorary Doctorate

Resolution

The Board of Trustees resolved to note the approval (on its behalf) by the Board Standing Committee to:

- 1. the new hood regalia colour of Ivory (with University blue on black) for the UWS Medical awards;**
 - 2. the new UWS Honorary Doctorate regalia as per the description and specifications in the paper, with minor modifications as determined by the Vice-Chancellor; and**
 - 3. implementation of the new regalia commencing at the December 2011 graduation ceremonies.**
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e) Transition to New Academic Structure

Resolution

The Board of Trustees resolved to note the approval (on its behalf) by the Board Standing Committee to:

- 1. The current management arrangements for the College of Health and Science with the heads of school reporting to and working with the Deputy Vice-Chancellors continue. (This would mean, in effect, for all intents and purposes the College would cease to operate from 1 September.)**
 - 2. The new School of Business be established now. This will allow the new Dean to lead during the transition to the new structure with the authority to continue 'business as usual' as necessary. This would also mean that for all operational purposes the College would cease to operate from 1 September, or the date the Dean commences, whichever is the earliest.**
 - 3. The heads of school in the College of Arts move to the same arrangements as the College of Health and Science (reporting to the Deputy Vice-Chancellors) once the Executive Dean takes up the role of Pro Vice-Chancellor (Engagement and International) on 1 October.**
 - 4. Budget, strategy and performance reporting continue to be presented in the College format pending the transition to the new structure and to a new budget and reporting framework from the beginning of 2012.**
 - 5. New academic governance arrangements, delegations and responsibilities are implemented as soon as practicable.**
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5. REPORTS AND RECOMMENDATIONS FROM THE COUNCILS AND OTHER UNIVERSITY COMMITTEES

5.1 UWS Foundation

The Board noted this report without discussion

6. OTHER REPORTS FOR NOTING

6.1 Staffing Matters

The Board noted this report without discussion

6.2 UWS 25 Year History Project

The Board noted this report without discussion

6.3 Board of Trustees Elections

The Board noted this report without discussion

6.4 Libyan Students in Australia

The Board noted this report without discussion

6.5 Honorary Doctorate Award

The Board discussed this matter in the closed session.

7. MATTERS RAISED BY BOARD MEMBERS

There were no other matters raised.

8. OTHER BUSINESS

The Chancellor spoke of UWS enshrining itself as *the* institution of Western Sydney, as a leader in regional engagement; building our reputation in the way we engage in political debates associated with Western Sydney, research, networks and sponsorships. Importantly, the University should identify the areas and organisations with which it would like to be associated and create a vehicle for this such as a "Chancellor's Circle" which, for example, might meet three times a year and broaden the University's networks. Such a network would be complemented by the UWS Foundation.

9. NEXT MEETING AND CLOSURE

The next meeting of the Board will be on 7 December 2011, 9.00am-12.30pm in the Boardroom, Building AD, Werrington North campus.

There being no further business, the meeting closed at 12.55pm.

Confirmed by:

Chair

Date