

BOARD OF TRUSTEES

Minutes of meeting 2011/5 of the Board of Trustees of the University of Western Sydney, held at 9.00am on **Wednesday 7 December 2011**, 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)
- Mr John Banks
- Mr Christopher Brown
- Mrs Lorraine Fordham
- Ms Vivienne James
- Dr Ken Langford
- Mr Ian Stone
- Associate Professor Paul Wormell

In Attendance:

- Ms Jing Chen
- Dr Bronwyn Cole
- Ms Helen Fleming
- Professor Kerri-Lee Krause
- Ms Rhonda Hawkins
- Mr Peter Pickering
- Professor Wayne McKenna
- Professor Gary Smith
- Professor Steve Wilson
- Ms Marian Alleyn
- Ms Deirdre Lee
- Ms Jo Maguire (minute secretary)

1 OPENING AND PROCEDURAL MATTERS

1.1 Welcome

The Chancellor welcomed those present and: congratulated Mrs Fordham on being re-elected as General Staff Member for 2012-13; advised that Ms Jing Chen, incoming Undergraduate Student Member 2012-13, had been invited to attend the open session; and noted that Dr George Morgan had been elected Academic Staff Member 2012-2013. Professor Carolyn Sappideen, outgoing Academic Staff Member, was unable to attend her final Board meeting and the Chancellor asked that she be invited to join the Board for lunch after its February 2012 meeting.

1.2 Apologies

The Board accepted apologies from Ms Gillian Shadwick (Pro Chancellor); Ms Linda Ayache and Professor Carolyn Sappideen. The arrangements for Ms Emma Stein to attend the meeting via teleconference were unsuccessful. No other apologies were received.

1.3 Conflicts of Interest Declaration

The Chancellor requested new declarations be made for 2012 and, in line with normal business practice, that the listing of all declarations be provided to all Board members with their agenda papers in future.

Board members were invited to disclose any conflicts of interest in relation to the agenda items for this meeting. The Board noted Associate Professor Wormell's declaration regarding the recommendation to extend the term of Chair of Academic Senate (at Item 4.5).

No other conflicts were declared.

1.4 Starring of Items

The following items were starred 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 2.1, 2.2, 2.3, 2.5, 2.6, 3.1, 3.2, 3.5, 3.6, 3.7, 3.8, 5.1, 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 3.5 and 4.6 were listed for discussion in the Closed Session.

1.6 Confirmation of Minutes

Resolution

The Board of Trustees confirmed the confidential minutes and minutes of the meeting of the Board of Trustees held on 21 September 2011.

2 BUSINESS ARISING

2.1 Action Sheets from Previous Meetings

The Board noted the status of the actions from previous meetings.

2.2 Student Representation and Participation Model at UWS

Associate Professor Wormell spoke to this progress report. The Board noted that the new model has enabled a much more representative group of students across campus, political, social and cultural affiliations.

The President and Vice-President of the SRC will be invited to give a brief presentation at a Board meeting in the first half of 2012, and to meet Board members.

2.3 Student Services and Amenities Fee

The Board noted this report and the 2012 fee schedule (which was detailed in the agenda paper for Item 4.6).

Dr Langford sought clarification as whether use of the projected \$7.5m income from this fee would be in addition to the University's current \$11m funding for student services. The Board noted that there is no definitive answer because the University's *current* funding commitment covers some services that do not comply with the Act. The University would prefer an holistic approach to improving the student experience and will need to determine how it can maintain this, while both being compliant with the Act, and allocating funds in order to retain those non-compliant services that were implemented during the time of VSU.

A report will be developed for the Board by the Pro Vice-Chancellor (Students), after full consultation across all campuses.

2.4 New Organisation Structure – Progress Report

The Board noted this report, without discussion.

2.5 Gender and Diversity of UWS Staff

In light of Ms Stein's ongoing interest in this item, the Board agreed to defer this report until the February 2012 meeting.

2.6 UWS Cycle 2 AUQA Audit

The Board noted this report and that an action plan on AUQA's 6 recommendations will be brought back to the next meeting.

2.7 Western Sydney Institute for Health

The Board noted this progress report without discussion.

3. NEW GENERAL BUSINESS AND MATTERS FOR DISCUSSION/DECISION

3.1 Chancellor's Report

The Chancellor advised that his recent activities as Chancellor included participating in graduations and UWS Scholarships awards; giving the opening address to the Medical Deans of Australia & New Zealand conference; attending the opening of the Blacktown Clinical School; attending the Golden Key Honour Society and promoting giving back to the community; attending a professoriate dinner and a Whitlam Institute seminar. In future the Chancellor's report will be a written agenda paper and, in 2012, he will commence a 'Chancellor's Blog'.

3.2 The Year in Review – Vice-Chancellor's End of Year Report

The Board noted this full report and the Vice-Chancellor provided an overview, including the three significant external endorsements of quality and excellence (ERA, AUQA and ALTC) and the University's 2011 achievements in improving our student profile, learning and teaching, research and staffing.

The key areas of focus for 2012 reflect the Making the Difference Strategy, the Board's priorities, the outcomes of the AUQA audit, thematic and functional plans and the Schools' plans. The key areas of focus will be shaped by the resolutions arising from the Board's 2011 Strategy Day:

- Positioning for growth in the student cohort
- Learning and teaching

- Research positioning
- Continuing focus on quality and return from postgraduate programs
- Rejuvenating the academic staffing profile
- Improving alignment between planning, delivery and review
- Reviewing the University's Community Engagement strategy and practices.

The action plan for these priorities sit within the following framework headings:

1. Further developing the academic program
2. More flexible teaching and learning delivery
3. Student:staff ratios (The Board discussed whether there is any correlation between student:staff ratios and student satisfaction, particularly if technology is used increasingly as a teaching tool, and some Universities successfully offer full courses externally)
4. Student pathways and support
5. Community and regional engagement

3.3 Vice-Chancellor's Report

The Board noted the Vice-Chancellor's report without discussion.

3.4 Uses of the University Seal

Resolution

The Board of Trustees approved the uses of the University Seal since 9 September 2011, as detailed in the attached paper.

3.5 Cases Under Management

This was discussed in the closed session.

3.6 PVC Education – Professor Kerri-Lee Krause

Professor Krause was introduced to the Board and spoke briefly about her new portfolio at UWS, including that:

- The University needs to be 'situated and strategic' in its approach and to ensure that national policy developments in education are brought into the University's work;
- Her role will have strong synergies with the PVC Students, particularly in relation to student engagement and retention;
- Her work needs to be evidence based and she will be liaising with the Director, Strategy & Quality with regards to University data;
- Deeper analysis is required about what 'flexible course delivery' really means;
- She will be working strategically to improve the articulations and pathways already in place.

3.7 Presentation – Teaching Models in Education

Professor Steve Wilson, Head of the School and Dean-elect of the School of Education and Dr Bronwyn Cole, Associate Pro Vice-Chancellor (Education) and previous Head of Program (Primary Education), spoke to the Board about the 1+1+1 teaching model that has been implemented in the School of Education since 2008.

Professor Wilson explained the key drivers for the changes in delivery of units and some of the outcomes for staff and students. Dr Cole provided examples of the ways in which the model was implemented.

3.8 Alumni Graduation Gift Appeal

The Board noted that this gift appeal will be reassessed after a 12 month trial period and that the University will continue to work to improve other fundraising through its Alumni.

3.9 Institute of Infrastructure Engineering

Resolution

The Board of Trustees approved the establishment of the Institute of Infrastructure Engineering.

4 REPORTS AND RECOMMENDATIONS FROM BOARD COMMITTEES

4.1 Finance and Investment Committee

The Committee Chair, Mr Sanford, spoke to the report of the 17 November 2011 meeting. The Board noted this report and made the following decisions:

a) Cadre Design Pty Ltd

Resolution

The Board of Trustees approved the proposal to accept the offer from Navitas Limited, on terms to be finalised.

b) Commercial Activities Guidelines

Resolution

The Board of Trustees approved the changes to the University's Commercial Activities Guidelines requested by the NSW Treasury, for final approval by the Minister for Education and Training.

4.1.1 2012 Budget

The Board considered the budget, noting that it is the first iteration of the newly instituted system of rolling budgets and quarterly reviews. The Board agreed to the finalised budget being brought back to the 29 February 2012 meeting, once the new Schools structure is in place and recent funding announcements (such as the Structural Adjustment Fund) have been factored in. At which time the Board will consider the document in depth and discuss other significant implications such as risk management and strategic allocation of funds (particularly with regard to capital expenditure).

Resolution

The Board of Trustees approved the 2012-2014 Budget noting:

- 1. the final School budgets will be presented to the Board in February; and**
 - 2. the rolling budget process allows for adjustments as operational needs require. These will be reported through Finance and Investment Committee to the Board on a quarterly basis.**
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4.2 Strategy and Planning Committee

The DVC Corporate Strategy and Services spoke to the report of the 10 November 2011 meeting, in Ms Stein's absence. The Board noted the report, the action plan and the tabled 'heat map' for addressing the 2011 Strategy Day Resolutions.

Resolution

The Board of Trustees noted the University's proposal for progressing the resolutions from the 2011 Board of Trustees Strategy Day.

4.3 Campus Development Committee

The Board noted the report of the 4 November 2011 meeting. A separate Campus Development matter was discussed in the closed session.

[Mr Sanford left the meeting at 12.30pm]

4.3.1 Hawkesbury Campus Biobank Site

Resolution

The Board of Trustees:

- 1. approved the University entering into a Biobanking Agreement with the Minister for the Environment in accordance with the terms as outlined in this report for the establishment of a Biobanking Site on a portion of approximately 100 hectares of Cumberland Plain Woodland on the Hawkesbury Campus in return for funding of approximately \$1.8 million;**
 - 2. authorised the affixing of the University seal in accordance with the University Rules to the Biobanking Agreement and all other agreements, deeds, plans or other instruments ("Documents") as may be required to give effect to the transaction;**
 - 3. authorised 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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4.4 Audit and Risk Management Committee

The Vice-Chancellor spoke to the report of the 1 November 2011 meeting and the Board passed the following resolutions.

- i. Draft UWS Delegations for New Structure in 2012

Resolution

The Board of Trustees approved the revised Delegations (Administrative) Policy and Delegations Schedule, as attached, to take effect from 1 January 2012.

- ii. Internal Audit and Risk Management Procedures

Resolution

The Board of Trustees approved the minimum term of appointment of the Chair of Audit and Risk Management Committee increasing from two to three years and, as a result of this approval, that the current Chair's term will conclude on 31 December 2013.

4.5 Report from the Chair of Academic Senate

The Board noted this report and Associate Professor Wormell's declaration of a conflict of interest, as the current Chair of Academic Senate, in regard to the resolution about the term of the Chair of Academic Senate.

Resolution

The Board of Trustees approved the revised Academic Governance Policy, providing for changes to the terms of reference and membership of Academic Senate effective from 1 January 2012.

The Board of Trustees also approved:

- 1) the calling of elections as early as is possible to fill the positions on the Academic Senate elected by academic staff in schools and the Badanami Centre for Indigenous Education for two-year terms ending on 31 December 2013;**
 - 2) that until the time these elections are completed, the current elected members of Senate shall continue as members of the Senate;**
 - 3) the continuance in office of the current elected Chair of Academic Senate, the elected Deputy Chair of Academic Senate, and the elected undergraduate and postgraduate student members of the Senate, to the end of their current terms on 31 May 2013.**
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4.6 Board Standing Committee and Remuneration and Nominations Committee

The reports of the 11 October 2011 meetings were discussed in the closed session, where the Board passed resolutions relating to honorary awards, and also the following resolutions.

Voluntary Code of Best Practice for the Governance of Australian Universities

Resolution

The Board of Trustees resolved to:

- 1. adopt the Voluntary Code of Best Practice for the Governance of Australian Universities from 1 January 2012;**
 - 2. review the University's compliance with the Code at the first meeting of the Board each year; and**
 - 3. report its compliance with the Voluntary Code in the University's Annual Report.**
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The UWS Academic Structure – The Future of Science Teaching and Research

Resolution

The Board of Trustees noted and confirmed the approval (on its behalf) by the Board Standing Committee to the merger of the Schools of Science, and Biomedical and Health Sciences, to form a new School from 1 January 2012.

Student Services and Amenities Fee

Resolution

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

- 1. UWS charging the full allowable student amenities fee per annum for students once enabled by legislation; and**
 - 2. in the case of part time and part year students, the Executive to finalise and implement a 2012 fee schedule which:**
 - a. complies with the student amenities levy legislation and binding Ministerial guidelines**
 - b. is administratively feasible to implement**
 - c. recognises that the amenities and services used by part time students are more than their strictly pro rata share**
 - d. covers UWS College students undertaking UWS first year units under Diploma or Associate Degree arrangements.**
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Entity Board Matters

Resolution

1. **The Board of Trustees noted the endorsement by the Remuneration and Nominations Committee under its delegation from the Board to:**
 - a. **the appointment by the University of Aisha Parsons and James Majorich as (student) directors of uwsconnect for two years from 17 October 2011, and the re-appointment of David Stephens, Vicki Buchanen, Tim Ferraro and Thea Seabrook for further terms of two years;**
 - b. **the appointment by the University of Susan Hudson, Patricia Mullins, Kerry O'Reilly, Ellen Brackenreg, and Denise Fraser as directors of UWS Early Learning Limited, noting that at least one external appointment will be made in the future.**

 2. **The Board of Trustees noted the endorsement by the Remuneration and Nominations Committee to the appointment by the University of Eric Wong as a director of the UWS Foundation and approved the appointment.**
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4.6.1 University Legislation

The Board noted this report and passed the following resolution, with the expectation that Board members attend meetings in person whenever possible.

Resolution

The Board of Trustees (with the consent of all members) resolved to amend paragraph 5.1 of its Standing Orders as set out in the attached marked up revision on a standing basis pursuant to section 6A(2) of the University of Western Sydney Act.

4.6.2 Chancellor Election

The Board considered this matter at end of meeting, and the Chancellor absented himself. The Vice-Chancellor spoke to this item, the Board acknowledged the Notice of Election and that this matter will come back to the 29 February 2012 meeting.

Our Chancellor at UWS is not remunerated. Universities across Australia deal with this in a variety of ways, but most do not remunerate their Chancellors, with most perceiving the role as an opportunity to serve the community.

4.6.3 Membership of the Appeals Committee for Student Non-Academic Misconduct

Resolution

The Board of Trustees appointed:

- a. Dr Ken Langford as the external Board of Trustees member and the chair of the Student Non-academic Misconduct Appeals Committee; and
 - b. Professor Carolyn Sappideen as a member of the Appeals Committee.
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5. REPORTS AND RECOMMENDATIONS FROM THE COUNCILS AND OTHER UNIVERSITY COMMITTEES

5.1 Indigenous Advisory Council

This report was deferred to the February 2012 meeting.

6. OTHER REPORTS FOR NOTING

6.1 Staffing Matters

The Board noted this report without discussion.

6.1.1 Equal Opportunity for Women in the Workplace Agency

The Board noted this report without discussion.

6.2 Outcome of Board of Trustees Elections

The Board noted this report without discussion.

6.3 Admissions Process – UWS School of Medicine

The Board noted this report without discussion.

6.4 Guidelines for Electronic Board and Committee Papers

The Board noted this report without discussion.

6.5 UWS Engagement with the Greater Western Sydney Giants

Professor Gary Smith, PVC Engagement and International, attended the meeting to speak to this item. The Board noted that the University's relationship with the GWS Giants is one of integrity, building strongly on the University's core mission of building educational opportunities. Nevertheless, there could be opportunities to foster educational opportunities via other sporting codes and these should be investigated in the future.

7. MATTERS RAISED BY BOARD MEMBERS

7.1 Workplace Giving

In discussing fundraising through the University's Alumni at item 3.8, the Chancellor also requested a report to the Board, mid-2012, on workplace giving.

7.2 Chair of UWS Foundation

The Vice-Chancellor advised that a suitable potential Chair of the UWS Foundation Board had been identified. As director appointments of the UWS Foundation require the formal approval of the Board of Trustees, a recommendation will be put to the February meeting.

7.3 Structural Adjustment Fund

During the meeting, the Vice-Chancellor received written confirmation that the University is to be the recipient of \$29.8m for its Collaborative Learning Network through the Structural Adjustment Fund. This funding will enable a major expansion of UWSCollege.

8. OTHER BUSINESS

8.1 Electronic Survey of Board and Committee Performance

The Chancellor invited Board members to complete the on-line performance assessment. Analysis of the feedback will be provided to the February meeting.

9. NEXT MEETING AND CLOSURE

The next meeting of the Board will be on 29 February 2012, 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