

BOARD OF TRUSTEES

Minutes of meeting 2013/1 of the Board of Trustees of the University of Western Sydney, held at 9.00am on **Wednesday 27 February 2013**, 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) [arrived 9:20am]
 - The Hon Kim Yeadon (Deputy Chancellor)
 - Ms Gillian Shadwick (Pro Chancellor)
 - Mr John Banks
 - Mr Christopher Brown [arrived 10:05am]
 - Mrs Lorraine Fordham
 - Ms Vivienne James [arrived 9:20am]
 - Dr Ken Langford
 - Dr George Morgan
 - Ms Emma Stein
 - Mr Ian Stone [arrived 9:15am]
 - Ms Gabrielle Trainor
 - Associate Professor Paul Wormell
- Apologies:**
- Ms Linda Ayache
 - Ms Jing Chen
 - Mr Michael Pratt
- In Attendance:**
- Ms Rhonda Hawkins (DVC Corporate Strategy & Services) and Secretary to the Board of Trustees
 - Mr James Fitzgibbon (Associate Director, Secretariat)
 - Ms Helen Fleming (University Legal Counsel)
 - Mr Angelo Kourtis (PVC Students)
 - Mr Peter Pickering (Chief Financial Officer)
 - Professor Steve Wilson (DVC Academic Planning)
 - Mr Paul Woloch (Director, Governance Services)
 - Ms Jo Maguire (Executive Officer to the Board of Trustees)
 - Ms Christine Sharpe (Committees Officer)

OPENING AND PROCEDURAL MATTERS

1.1 Welcome

The Chancellor welcomed those present, particularly Ms Gabrielle Trainor who was attending her first meeting as an appointed member of the Board of Trustees. Mr Michael Pratt has also recently been appointed to the Board but was unable to attend this meeting. The Chancellor commented that Ms Trainor and Mr Pratt will bring not only commercial and financial expertise to the Board's deliberations, but also a deep understanding of the University's mission.

The Chancellor noted that this was Emma Stein's last meeting as a ministerial appointee to the Board of Trustees, a position she has held since January 2010. The Chancellor noted Emma's extraordinary contribution to the University, which began formally in 2004 as a member of the Board's Strategy and Resources Committee; then as Chair of the Board's Strategy and Planning Committee and member of the Board Standing, and Remuneration and Nominations Committees. Her resignation from all of these roles is effective from today's date. Board members warmly endorsed the Chancellor's appreciation.

1.2 Apologies

The Board noted the apologies from Ms Ayache, Ms Chen and Mr Pratt.

1.3 Declarations of Interest

The Chancellor reminded Board members of the need to declare any real or perceived conflicts on any Board agenda items.

- The Chancellor advised that he had recently stood down from the National Centre of Indigenous Excellence.
- The Board noted that Ms Trainor had just enrolled as a UWS student.
- Mr Brown declared his membership of the Parramatta Partnership Board.

No other interests were declared.

1.4 Starring of Items

In addition to procedural items (items 1.1 to 1.6), the following items were starred: 2.2, 3.1, 3.2, 3.3, 3.4.3, 3.5, 3.6.1, 3.7, 7.2 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

The Board agreed with the Chancellor's suggestion that, to provide a foundation for the discussions which followed, the meeting should begin in open session with items 3.1 and 3.2. Items 3.3, 3.4.3, 4.1, 4.1.1, 4.1.2, 4.4, 4.4.1 and 4.5 would then be considered in closed session, with the open session resuming thereafter for the remaining starred items.

OPEN SESSION PART 1

3.1 Chancellor's Report

The Chancellor spoke to his report which listed his representations as Chancellor of UWS. He emphasised that his activities as UWS Chancellor are of a strategic nature and complement, but are separate to, the Vice-Chancellor's management responsibilities. One such recent activity was the Parramatta Business Forum's bus tour, which highlighted to the Chancellor the visibility of other higher education providers located in the Parramatta business district, and the direct competition UWS faces, not only in the provision of on-line courses by other providers, but their strategies to be located in our catchment area. The University's blended-learning strategies are one way UWS can, within its funding limitations, improve its competitive edge.

The Chancellor commended the University's preparation for the 2013 academic year, particularly its highly successful marketing campaign which included strong promotion of our teaching capacity, making early offers ahead of our competitors, together with the iPad initiative which created positive media coverage. The Chancellor spoke about the University's enrolments at the beginning of 2013 as being more healthy than might have been expected when the Board last met in November, with an improvement in actual CGS and HECS revenue and budget scenarios out to 2015 on an upward trend. These improvements can be attributed to the Executive's strategy to bring forward our offers, which has seen an increase in the take-up of places. The iPad initiative to support all first year students, particularly in recognition of the University's plan to increase blended learning, brought the University predominantly positive media coverage, although the extent to which this influenced students significantly to accept their UWS place was hard to measure and would not have been the key determining factor.

3.2 Vice-Chancellor's Report

The Vice-Chancellor's report was taken as read. The Vice-Chancellor noted the appointment of Sue Craig as the University Librarian and highlighted her appreciation of Robyn Benjamin who has been the University's Associate Librarian for many years and lead the Library in the interim period throughout 2012.

The Vice-Chancellor spoke to a presentation about the 2013 Student Recruitment Outcomes, giving a background as at 2012 which included:

- UWS Commonwealth student load grew by 34% from 2006 to 2012;
- 2012 was the first year of the 'uncapping' of student places attracting the Commonwealth grant and there was little or no public indication of how other universities would react;
- UWS commencing student numbers in 2012 decreased by 1.1% against a budgeted increase of 4.6%, a gap of 5.7% or -\$13.1m.

The University's strategy for 2013 included:

- Increasing the number of early offers (4500) in mid-late December compared with 2012
- Conducting an 'Enrolment' rather than an 'Information' day in early January, enrolling approximately 3500 students
- On 16 January when main round offers were made, UWS provided iPads in the context of the Board's approved blended and on-line learning strategy, which achieved wide-ranging and positive publicity, together with

- Eleven billboards on the M4 and M5, social media campaign, newspaper and radio advertisements.

Without changing our enrolment criteria (and not lowering cut-off limits), this strategy resulted in:

- UWS experiencing the largest increase in first preferences (59.5%) of the Sydney based universities since the end of September
- Placing UWS 1393 first preferences in front of UNSW and only 164 current school leaver first preferences behind the University of Sydney
- An unprecedented increase in current school leaver applicants (59.2%) and a large increase in non-current school leavers (59.9%)
- Enrolments in 2013 remain 1200-1400 above 2012.

The majority of Board members commended the University's iPad initiative and the bold recruitment strategies which were in line with the blended learning strategy approved by the Board, particularly the early offers, which have resulted in this strong start to 2013. During the discussion the Academic staff member expressed concern over the process associated with the decision to provide iPads to commencing students and particularly whether the Board should have been involved. The matter was discussed at some length and detail was provided in relation to the timing of the decision and initiative and the overall strategy for the 2012/13 recruitment exercise. The strong majority view among the Board was that the decision was an appropriate management initiative consistent with the strategic directions approved by the Board in September 2012.

An audit will be conducted the University's Information Technology performance and capacity to support the iPad initiative.

The Board commended the Mr Angelo Kourtis, and his Office of the PVC Students, for the 2013 student recruitment strategies.

CLOSED SESSION

The Board's closed session discussions included the following items:

- 3.3 Cases Under Management
- 3.4.3 Ministerial Appointment to the Board of Trustees
- 4.1 Finance and Investment Committee Report
 - 4.1.2 Campbelltown Campus Development Report
- 4.4 Board Standing and Remuneration and Nominations Committees Report
 - 4.4.1 Remuneration and Nominations Committee Recommendation for Appointment to Finance and Investment Committee
- 4.5 Campus Development Committee Report

OPEN SESSION PART 2

1.6 Confirmation of Minutes

Resolution

The Board of Trustees resolved to confirm the Minutes and Confidential Minutes of the 21 November 2012 meeting.

1.7 Minutes of Rotary Resolution

The Board noted the minutes of the 20 December 2012 rotary resolution, which had been signed by the Chancellor to meet the settlement date of the approvals determined.

1.8 Action Sheets from Previous Meetings

The Board noted the actions from previous meetings without discussion.

2. BUSINESS ARISING

2.1 Our Future Action Program – Status Report

The Board noted this report without discussion.

2.2 Red Tape Taskforce

The Chair of Academic Senate advised that Senate also have an interest in this matter. The Board agreed to defer this item to the next meeting.

2.3 Educational Partnerships Council

The Board noted this progress report.

3.1 Chancellor’s Report

Minuted in Open Session Part 1.

3.2 Vice-Chancellor’s Report

Minuted in Open Session Part 1.

3.3 Cases Under Management

The Board discussed this item in closed session.

3.4 Governance Matters

3.4.1 Compliance with Voluntary Code of Best Practice

Resolution

The Board of Trustees noted the compliance report.

3.4.2 Membership Composition of the Board Standing Committee and the Remuneration and Nominations Committee

The Board passed the following resolution without discussion.

Resolution

The Board of Trustees resolved to:

(a) Affirm that the membership of the Board Standing Committee and Remuneration and Nominations Committee is as per the By-law:

- (a) the Chancellor,**
- (b) the Deputy Chancellors,**
- (c) the Vice-Chancellor,**

- (d) **one or more members of the Board who are external persons (within the meaning of section 12 (10) of the Act).**
 - (b) **Confirm the appointment of the Pro Chancellor to the Board Standing Committee and Remuneration and Nominations Committee in the category of “one or more members of the Board who are external persons”.**
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3.4.3 Ministerial Appointment to the Board of Trustees

The Board discussed this item in closed session.

3.4.4 2013 Board of Trustees Election

The Board noted this item without discussion.

3.4.5 2014 Meeting Dates – Board of Trustees

The Board noted this item without discussion.

3.5 Academic Standards Presentation

The Chair of Academic Senate spoke to the presentation about Academic Standards at UWS, which he had co-prepared with the Interim DVC Education and the Executive Director of Strategy and Quality. The presentation included the background of the AUQA audit themes and commendations; UWS academic standards and assessment framework; and the University’s 2012-2014 Learning and Teaching Plan. Two areas of focus being Academic Literacies and Assessment Moderation & Benchmarking.

The Board discussed the University’s strategies to improve students’ academic literacy, noting that this had been addressed by the Interim DVC Education at a recent Academic Senate meeting. The Vice-Chancellor and Chair of Academic Senate will consider whether information should be provided to Board members out of session for their information, or whether this should be a topic for discussion at the next meeting.

3.6 UWS Review of Community and Regional Engagement – Review Panel Report

The Board passed the following resolution without discussion.

Resolution

The Board of Trustees resolved:

- 1. To note the report from the UWS Review of Community and Regional Engagement and**
 - 2. That the review and the Management response be the subject of a detailed discussion with Board of Trustees at its Strategy Day in June.**
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3.6.1 Proposed Restructure of University of Western Sydney Foundation

The Board agreed that Mr Danny Gilbert should be invited to discuss the Foundation at a future Board of Trustees meeting.

Resolution

The Board of Trustees resolved to:

- (a) **establish a Council for Advancement chaired by Danny Gilbert for a term of three years in the first instance. The Remuneration and Nomination**

Committee will conduct a search for other suitable external Council members, with a view to putting forward names for appointment at the next meeting of the Board of Trustees;

- (b) **establish a new UWS Foundation;**
 - (c) **approve the proposed constitution and governance charter attached;**
 - (d) **authorise the Vice-Chancellor [through relevant officers, such as the Pro-Vice-Chancellor (Engagement and International)] and University Legal Counsel] to proceed to wind up and deregister the existing Foundation (and the trust deed) in accordance with the proposed implementation plan.**
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3.7 UWS Student Load Trends as at 12 February 2013

The Board's discussion of this information is incorporated as part of item 3.2.

4. REPORTS AND RECOMMENDATIONS FROM BOARD COMMITTEES

4.1 Finance and Investment Committee

The Board discussed this report, and passed the following resolution, in the closed session.

Tender to Deliver Training and Development Services

Resolution

The Board of Trustees resolved to approve the submission of the tender for the University to develop and deliver the professional development programs for extension providers (as detailed in the Department of Agriculture, Fisheries and Forestry (DAFF) tender document presented to Finance and Investment Committee).

4.1.1 Campbelltown Campus Development

The Board discussed this item and passed a business in confidence resolution in the closed session.

4.1.2 Student Residences: Service Outsource and Revenue Securitisation

The Board discussed this item and passed a business in confidence resolution in the closed session.

4.2 Audit and Risk Management Committee

The Board noted the report of the 22 January 2013 and 4 December 2012 meetings.

The Vice-Chancellor advised that a fire truck (to be provided at no cost by the Rural Fire Service) is to be permanently located on Hawkesbury campus as a bushfire risk mitigation strategy for the Hawkesbury Forest Experiment, Eddy Flux Tower and EucFACE sites.

The Board agreed that a broader research protection strategy, including strategies to retain research teams and staff, should be a topic for discussion at its strategy day.

4.3 Report from the Chair of Academic Senate

The Board noted the written report of the Academic Senate's deliberations since the November meeting.

The Chair of Academic Senate gave the following verbal report of the 22 February 2013 meeting:

The meeting had a very full agenda which included:

- The likely impacts on UWS courses of new advice that we have received from the AQF and TEQSA;
- A review of our Honours courses that may have far-reaching consequences for our academic pathways to Research Masters and doctoral degrees ;
- Streamlining our processes for making curriculum changes – this relates to the Red Tape Task Force – identifying possible new courses, and making our academic programs more flexible for students;
- Discussions about the Enhancing the Academic Year and Blended Learning projects;
- And various decisions about academic policies, scholarships and an international articulation.

Senate also considered its draft work plan and priorities for 2013, including a paper by the Deputy Chair, Professor Donleavy, about “ways the Senate’s profile might be raised, and the quality of University-wide academic debate and discourse enhanced.”

Senate approved some strategies for enhancing their conversations and communication about academic matters, and passed a resolution which relates to its discretion to give advice to the Board and Vice-Chancellor, the spirit and key details of which were provided for the Board’s information.

The Senate’s resolution does not require any decision by the Board. The Chair of Academic Senate is now liaising with various decision makers within the University, to work out how the resolution can be given life, which Senate strongly supported, by identifying ways in which as a Senate it can give timely and appropriate advice, within its terms of reference, and respecting the various separations of powers within the University, noting that there are a number of matters on which Senate can not only give advice, but make decisions through its delegated powers from the Board. The Chair of Academic Senate will report back to Senate’s next meeting about the implementation of its resolution.

The Board will be provided with a copy of Professor Donleavy’s paper, out of session, for its information.

4.4 Board Standing and Remuneration & Nominations Committees

The Board considered this report, and passed resolutions about honorary awards and entity appointments, in the closed session.

4.4.1 Remuneration and Nominations Committee Recommendation for Appointment to the Finance and Investment Committee

The Board passed a resolution about Committee membership in the closed session.

4.5 Campus Development Committee

The Board considered this report, and passed business in confidence resolutions, in the closed session.

The University's infrastructure and campus life will be discussed at the 2013 Strategy Day.

The Chancellor requested a report about the management and funding of the University's major capital projects over recent years.

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

5.1 Indigenous Advisory Council

The Board noted this report without discussion.

6. USES OF THE UNIVERSITY SEAL

Resolution

The Board of Trustees approved the uses of the University Seal since the last report, as detailed in the report provided to this meeting.

7. OTHER REPORTS FOR NOTING

7.1 Staffing Matters

The Board noted this report without discussion.

7.2 2012 Media Coverage Summary

The Board noted this report and that it did detail the topics which received negative media coverage in 2012.

8. MATTERS TO BE RAISED BY BOARD MEMBERS

8.1 2013 Federal Election Campaign

The Board noted the University's activities in preparation for the 2013 federal election and that Board members would be provided with relevant briefing material.

8.2 Departing Comments from Emma Stein

Ms Stein ask to formally record these notes of appreciation:

1. she thanked the Board for its inspiration and collegiality;
2. she acknowledged the UWS students who do their teaching placements in her daughter's school, noting that just by being there the students raise the children's awareness of the University and enhance the UWS brand;
3. she thanked Ms Sharon Rigney for her consistent, 'behind the scenes', committee support over many years.

9. OTHER BUSINESS

There was no other business.

10. NEXT MEETING AND CLOSURE

The next meeting of the Board is scheduled to be held at 9.00am on Wednesday 10 April 2013 in the Boardroom, Building AD, Werrington North campus.

There being no other business, the meeting closed at 1:05pm.

Confirmed by:

Chair

Date