

**BOARD OF TRUSTEES**

**Minutes** of the meeting 2015/2 of the Board of Trustees of the University of Western Sydney, held at 8.30 am on **Wednesday 8 April 2015 in the Board of Trustees Room, EZ, Parramatta Campus.**

**Present:**

- Professor Peter Shergold AC (Chancellor)
- Professor Barney Glover (Vice-Chancellor)
- Ms Gillian Shadwick (Deputy Chancellor)
- Ms Elizabeth Dibbs (Pro Chancellor)
- Mr John Banks
- Mr Christopher Brown AM
- Mr Tim Ferraro
- Ms Genevieve Gregor (by phone until 10.30)
- Mr Elie Hammam
- Ms Vivienne James
- Dr George Morgan
- Mr Paul Newman
- Ms Jenny Purcell
- Mr Ian Stone
- Ms Taylor Macdonald
- Associate Professor Paul Wormell

**Apologies:**

- Mr Michael Pratt
- Ms Gabrielle Trainor

**In Attendance:**

- Ms Helen Fleming (University Secretary and General Counsel)
- Ms Emily Byrne
- Mr James Fitzgibbon
- Mr Peter Forster
- Mr Darren Greentree (item 3.2)
- Ms Jacinta Jennings (item 3.2)
- Professor Scott Holmes
- Professor Denise Kirkpatrick
- Mr Angelo Kourtis
- Ms Renee Meimaroglou, NSW Audit Office (item 3.2)
- Mr Peter Pickering
- Ms Sharon Rigney (minutes)
- Mr John Viljoen, NSW Audit Office (item 3.2)

## **1. OPENING AND PROCEDURAL MATTERS**

### **1.1. Welcome**

The Chancellor welcomed the members of the Board and senior staff. Peter Forster attended the meeting as an observer to assist in the review of the Board's performance that he is conducting. The Chancellor also welcomed John Viljoen and Renee Meimaroglou from the NSW Audit Office who attended the meeting for the sign-off of the Audited Accounts.

### **1.2. Apologies**

The Board accepted apologies from Michael Pratt and Gabrielle Trainor.

### 1.3. Declarations of Interest

The Chancellor advised that the declarations of interest register will now be included with Board meeting papers. A summary of the responsibilities of Board members' was noted.

### 1.4. Confirmation of Minutes

*Resolution*

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**The Board of Trustees resolved to confirm the Minutes and Confidential Minutes of the meeting of the Board of Trustees held on 25 February 2015. [8/4/2015:1]**

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### 1.5. Action Sheet from Previous Meetings

The Board noted the actions from previous meetings without discussion.

### 1.6. Starring of Items

In addition to procedural items (items 1.1 to 1.7), the following items were starred: 2.1, 2.2, 3.1, 3.2, 3.3, 3.4, 4.1, 5.1, 5.2, 5.4, 6.2 and 6.3.

*Resolution*

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**The Board of Trustees resolved that all unstarred items be taken as considered and all recommendations in the attachments for them as adopted. [8/4/2015:2]**

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### 1.7. Arrangement of Business

The Board agreed with the Chancellor's suggestion that for item 3.2, the discussion with the representatives of the NSW Audit Office concerning the Audited Accounts would be conducted under closed session. The remainder of the items would be discussed in open session.

## 2. CHANCELLOR'S & VICE-CHANCELLOR'S REPORTS

### 2.1. Chancellor's Report

The Chancellor spoke briefly to his report. Engagement activities through the Foundation Council are achieving good results in generating scholarships and internships. A recent Universities Australia conference was well represented by UWS, with the Chancellor speaking at satellite events conducted by University staff in areas such as governance and academic senate activities.

The draft agenda for the Board's strategy day in June was tabled for noting. The session will build upon the Securing Success strategic plan approved by the Board in February. Board members were encouraged to provide input into the agenda to ensure the day covers the major areas of interest and relevance to the members.

The Chancellor tabled the 2015 performance plan for the Vice-Chancellor, noting that the Vice-Chancellor's self-assessment for the year will be discussed under closed session at the December Board meeting.

### 2.2. Vice-Chancellor's Report

The Vice-Chancellor briefed the Board on the status of the proposed higher education reforms. The legislation is unlikely to be passed in its current form and discussions are ongoing. The University's stated position is the encouragement of

debate and engagement on the issues, including the sustainable funding of higher education and the maintenance of the demand-driven system and HECS. During a recent trip to China, the Vice-Chancellor progressed plans for the establishment of joint learning centres in China and more details will be brought back to the Board as they emerge.

While the University's sponsorship of the Western Sydney Wanderers has changed from being the community sponsor to an educational sponsor, opportunities for engagement will continue.

The Board noted recent media reports that were critical of an expensive shortened and exclusive pathways program offering students of a Sydney private school entry into Sydney University and were advised that the UWSCollege pathway program, in contrast, is an intensive 36 week, open-access program.

### **3. SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL**

#### **3.1 Assurance of Internal Controls**

The annual certification procedure that supports the signoff of the UWS Financial Statements provided the level of assurance required for the certification of the 2014 accounts to proceed.

#### **3.2 2014 Audited Financial Statements**

Elizabeth Dibbs briefed the Board on discussions held at the ARMC meeting, with the FIC members in attendance, to discuss the Audited Accounts. There were no major issues discussed in regard to the audit however there were some matters that arose during the latter part of the audit and processes will be put in place to identify issues earlier.

*Representatives from the NSW Audit Office joined the meeting.*

The University and its controlled entities achieved an unmodified report. The Board noted key improvements in the quality of the financial statements over recent years and collaboration to ensure the timely resolution of issues. Three NSW universities have been selected by the Auditor-General to use outsourced auditors to conduct their 2015 audits and the Vice-Chancellor reiterated the University's offer to be part of the trial. The Board acknowledged the efforts of the NSW Audit Office and University teams in resolving issues as they arose.

The Board held a brief closed session to discuss the audit process with the Audit Office representatives. Members of the University's Executive present at the meeting absented themselves for this session.

#### *Resolution*

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**The Board of Trustees resolved to approve the audited Financial Statements and authorise certification thereof by the Chancellor and Vice-Chancellor. [8/4/2015:3]**

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### 3.3 Annual Report and Board Report

The Board approved the 2014 Annual Report. The Board noted that the report is a compliance document [required under the *Annual Reports (Statutory Bodies) Act 1984* (NSW)] to report in a standardised way on a range of measures. The annual reports across NSW universities provide similar information on the previous year's activities.

#### *Resolution*

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**The Board of Trustees resolved to approve the 2014 Annual Report and authorised the Vice-Chancellor to sign it on behalf of the Board. [8/4/2015:4]**

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### 3.4 Campbelltown Clinical School

The Board noted the report detailing the chronology of discussions about the proposed clinical school in recent years. This facility will replace the outdated clinical facility at the Campbelltown Hospital and will be jointly funded by the University and the Health Administration Corporation (HAC) (as owners of the land). The funding of \$12.2M has been budgeted for in the 2015-16 capital plan.

#### *Resolution*

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The Board of Trustees resolved as follows:

1. **Approved the establishment of the University of Western Sydney Clinical School, Research and Education Centre (Campbelltown Clinical School) within land owned by HAC;**
2. **Noted that a budget of \$21.2M towards the construction of the Campbelltown Clinical School comprised of \$9.0M funding from HAC and the balance to be provided by the University has been previously approved in the 2015 and 2016 Capital Plan;**
3. **Approved that the cost of operation of the Campbelltown Clinical School form part of the 2017 CW&F Overheads budget;**
4. **Approved the University entering into or otherwise endorsing the following agreements and documents as are required to establish the Campbelltown Clinical School:**
  - **Funding Agreement with the Health Administration Corporation (HAC) and South Western Sydney Local Health District (SWSLHD) providing for HAC to advance the amount of \$9.0M toward the project on such terms and conditions as are approved by the Vice-Chancellor;**
  - **Development Application and all other ancillary documents necessary to secure regulatory approval for the Campbelltown Clinical School;**
  - **an Agreement for Lease and Lease with HAC of the land for a period of 40 years on the terms and conditions outlined in this report;**
  - **Operations Documentation provided for in the Funding Agreement including:**
    - **a building management agreement;**
    - **a shared use agreement;**
    - **a research and affiliation agreement;**

- information technology agreement; and
  - such other agreement, instrument or other document as may reasonably be required to establish the Campbelltown Clinical School and on such terms as may be approved by the Vice-Chancellor.
- A building contract for the construction of the Campbelltown Clinical School on such terms and conditions as may be approved by the Vice-Chancellor;
  - All plans, consents, forms, specifications, declarations or other technical, administrative or procedural documents as may be required; and
  - All additional, incidental or ancillary agreements, instruments, memorandums or other arrangements as may be required
- (together called the “Transaction Documents”)
5. Authorised the Vice-Chancellor to approve such amendments or additions to the design or specifications of the Campbelltown Clinical School as may be required;
  6. Authorised the Vice-Chancellor to sign, on behalf of the University, the Transaction Documents and approve any amendments or additions to the Transaction Documents as may be reasonably required to give effect to the Campbelltown Clinical School project as authorised by these resolutions;
  7. Authorised the University granting a Power of Attorney to the Vice-Chancellor, if required, giving authority to sign the Transaction Documents
  8. Authorised the affixing of the University seal in accordance with the University Seal Usage Policy to any or all of the Transaction Documents as may be required and to any Power of Attorney or other document as may be required to implement the authorisations outlined in these resolutions. [8/4/2015:5]

#### 4. PRESENTATION

##### 4.1 UWSONline

Professor Denise Kirkpatrick, Deputy Vice-Chancellor (Academic), presented this item.

The major points discussed included:

- Student numbers are lower than projected, but a “gentle” beginning has proved worthwhile during the implementation phase while issues are ironed out.
- Only fully online student numbers were reported in the paper, however across the University campus-based students are enrolling in online units.
- Challenges with the licenced OU material include converting the materials to the Australian context and copyright clearance.

The Board noted the interest among on-campus students to enrol in online units as part of their program. The UWSONline suite of programs will be supplemented by a pathways program and is currently available to some high school students through The Academy.

#### 5. BOARD COMMITTEES & ADVISORY BODIES

##### 5.1. Finance and Investment Committee (FIC)

The chair of the Finance and Investment Committee spoke to the minutes of the FIC meeting held on 27 March 2015. The Committee supported the recommendation to invest in

marketing, noting that this preliminary amount may need to be reviewed if more funding is required. The Vice-President (People and Advancement) also reported on a proposal to re-brand the University, including by improving the digital architecture to enhance the student experience and building the University's alumni community.

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*Resolution*

**The Board of Trustees resolved:**

1. **That UWS makes a significant investment, in the order of \$10M per annum over the next two years in enhancing its marketing capabilities to improve brand recognition and optimise market position in an increasingly competitive and deregulated environment. The four key areas of focus for this marketing investment should be developing marketing intelligence and capability; the website; UWS Brand and developing an integrated multi-media strategy.**
2. **That a specific project structure be established under the auspices of the Vice-President (People and Advancement) to project manage this work in cooperation with the Senior Executive Group and Executive, as well as key internal stakeholders such as Marketing and Communications and Information Technology and Digital Services. [8/4/2015:6]**

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*(Genevieve Gregor left the meeting).*

**5.1.1 UWS Student Load Trends**

The Board discussed the March report on student load, noting that final figures will not be known until post-census data is available. UWSCollege numbers are exceeding expectations while UWS enrolments are down in some areas. The load model is being re-built to address changes in the nature of the take-up rates as students respond to the varying offer methods employed.

**5.2. Audit and Risk Management Committee**

Elizabeth Dibbs spoke to the minutes of the ARMC meeting held on 27 March 2015. There are still some issues with the WHS staff training data, but an online system is being introduced and this should help to address this problem. The strategic risk register currently under development will be a useful tool for ARMC and will be submitted to the Board for review.

**5.2.1 Streamlined Visa Processing**

The Board noted the report on measures that the University is taking to protect its streamlined visa processing arrangements that enable the expeditious processing of visas for international students.

**5.2.2 Delegations Amendments**

The Board passed the following resolution to revise the delegations schedules to meet the operational needs and improve efficiencies of the respective offices.

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*Resolution*

**The Board of Trustees approved the revised delegations schedules A, B and C. [8/4/2015:7]**

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### 5.3 Academic Senate

Academic Senate has not met since the last Board meeting. The Senate Standing Committees have been meeting regularly to discuss a range of issues related to the University's academic programs.

### 5.4 Board Standing and Remuneration and Nominations Committees (BCS/RNC)

The Board noted the BSC and RNC minutes of the 17 March 2015 and 31 March 2015 rotary resolution.

#### *Resolution*

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The Board of Trustees resolved to appoint:

1. Nicholas Moraitis as a member of the Foundation Council for a term of three years, subject to his willingness to accept.
2. Damian Horton as a member of the University Infrastructure Committee for a term of office ending on 31 December 2016, subject to his willingness to accept. [8/4/2015:8]

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### 5.5 University Infrastructure Committee

The Committee has not met since the last Board meeting.

### 5.6 Foundation Council

The Board noted the minutes of the Foundation Council meeting held on 17 February 2015.

## 6. OTHER MATTERS FOR APPROVAL OR NOTING

### 6.1. Uses of the University Seal.

The Board made the following resolution without discussion:

#### *Resolution*

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The Board of Trustees approved the uses of the University Seal since the last report, as detailed in the report provided to this meeting. [8/4/2015:9]

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### 6.2. Academic Integrity

The Chair of Academic Senate reported on the national development of a strategy to address issues of academic honesty and integrity. Software is used to detect non-original work and work submitted in instances of collusion, although the Board noted the difficulties in detecting some forms of plagiarism and academic dishonesty.

### 6.3. Student Services and Amenities Fee (SSAF)

The Board agreed to the proposed priorities for the application of the Student Services and Amenities Fee, noting that student representative groups support the 5 tier strategy that allocates funds across a range of services.

*Resolution*

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**The Board of Trustees approved the 2015 SSAF priorities and noted the 2014 SSAF spend. [8/4/2015:10]**

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**7. OTHER BUSINESS**

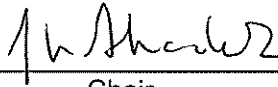
The Vice-Chancellor briefed the Board on an upcoming Four Corners program focusing on academic standards across Australian universities. The Vice-Chancellor's understanding is that the program will deal with the recruitment of international students and is expected to allege that there is pressure on university academic staff to moderate assessment tasks to accommodate lower English language abilities.

**8. NEXT MEETING AND CLOSURE**

The next meeting of the Board is scheduled to be held at **2pm on Tuesday 2 June 2015 – The Langham, Sydney.**

There being no other business, the meeting closed at 12.40pm.

Confirmed by:



Chair

2/06/15

Date