

# WESTERN SYDNEY UNIVERSITY



## BOARD OF TRUSTEES

**Minutes** of meeting 2017/2 of the Board of Trustees of Western Sydney University held at 8.30am on **Wednesday 5 April 2017** in the Boardroom, Building EB, Parramatta South campus.

### **Present:**

Professor Peter Shergold AC (Chancellor)  
 Professor Barney Glover (Vice-Chancellor and President)  
 Mr Michael Pratt AM (Deputy Chancellor)  
 Ms Elizabeth Dibbs (Deputy Chancellor)  
 Ms Genevieve Gregor (Pro Chancellor)  
 Associate Professor Paul Wormell (Chair Academic Senate)  
 Mr John Banks  
 Emeritus Professor MaryAnn Bin-Sallik AO  
 Mr Christopher Brown AM  
 Dr Ben Etherington  
 Mr Tim Ferraro  
 Mr Peeyush Gupta  
 Ms Vivienne James  
 Ms Winnie Jobanputra  
 Ms Sophie Kobuch  
 Ms Jenny Purcell  
 Mr Ian Stone  
 Ms Gabrielle Trainor

### **Apologies:**

Nil

### **In Attendance:**

Ms Sophie Buck (Director, Governance Services)  
 Ms Helen Fleming (University Secretary and General Counsel)  
 Professor Scott Holmes (Deputy Vice-Chancellor and Vice-President, Research and Development)  
 Professor Denise Kirkpatrick (Deputy Vice-Chancellor and Vice-President, Academic)  
 Mr Angelo Kourtis (Vice President, People and Advancement)  
 Mr Peter Pickering (Vice President, Finance and Resources)  
 Ms Jo Maguire (Executive Officer)  
 Ms Saada Georges (Meeting Support)  
 Mr Darren Greentree (Director, Financial Operations) (for items 3.1, 3.2 and 3.3)  
 Professor Gregory Kolt, Dean of the School of Science and Health (for item 4.1)

### Representatives of NSW Audit

Mr John Viljoen, Assistant Auditor General  
 Ms Renee Meimaroglou, Director, Financial Audit Services

## 1. OPENING AND PROCEDURAL MATTERS

### 1.1 Welcome

The Chancellor opened the meeting and advised that, in order to accommodate the attendance of NSW Audit Office representatives, the agenda would be reordered so that Items 3.1, 3.2 and 3.3 were considered first. This would include an *in camera* discussion between the Board and the Audit Office representatives.

The Chancellor also advised that a student would be in attendance as an observer during the open session.

These minutes reflect the order in which agenda items were considered.

### 1.2 Apologies

There were no apologies.

### 1.3 Declarations of Interest

The Chair invited Board members to declare any material interests they may have in relation to any matters on this agenda or their role on the Board more generally. No declarations were made.

### 1.4 Confirmation of Minutes

The Board passed the following resolution.

#### *Resolution*

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**The Board of Trustees approved the minutes and confidential minutes of its 22 February 2017 meeting. [5/4/2017:1]**

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### 1.5 Action Sheets from Previous Meetings

The Board noted the action taken on items listed.

### 1.6 Starring of Items

In addition to procedural items (1.1 to 1.7), the following items were starred: 2.1, 2.2, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 4.1, 5.1, 5.2, 5.3, 5.4 and 5.5.

#### *Resolution*

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**The Board of Trustees approved all unstarred items being taken as considered and all recommendations and attachments for them as adopted. [5/4/2017:2]**

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### 1.7 Arrangement of Business

The following items were identified as being considered in closed session: 2.2, 3.4, 3.5, 5.4 and 5.5.

*[Ms James arrived at 8.37am]*

### 3.6 Election of Deputy Chancellors

#### *Resolution*

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The Board of Trustees resolved:

- (1) to note the advice from the Returning Officer that, as at the close of nominations for elections, two valid nominations were received nominating Ms Elizabeth Dibbs and Ms Genevieve Gregor; [5/4/2017:3]
  - (2) to elect Ms Elizabeth Dibbs and Ms Genevieve Gregor as Deputy Chancellors pursuant to s.14 of the *Western Sydney University Act 1997* for a term commencing on 1 May 2017; [5/4/2017:4]
  - (3) in accordance with clause 5(2) of the *Western Sydney University Bylaw 2017*, to reduce the term of office of each from 4 years to expire on 31 December 2017, to correspond with the term of office for which Ms Dibbs and Ms Gregor hold office as members of the Board. [5/4/2017:5]
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The Board warmly congratulated Ms Dibbs and Ms Gregor on being elected.

### 3. SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL – PART 1

The Chancellor welcomed the NSW Audit Office representatives to the meeting.

*[Ms Jobanputra arrived at 8.40am]*

#### 3.1 Assurance of Internal Controls

The Board noted that the Assurance of Internal Controls was considered at the 24 March 2017 Audit and Risk Committee meeting, with Finance and Investment Committee members in attendance. The Vice-Chancellor, being satisfied that the University had obtained the level of assurance required for the certification of the 2016 accounts to proceed, had signed the annual certification.

*[Ms Trainor arrived at 8.48am].*

#### 3.2 2016 Audited Financial Statements

The Vice-President (Finance and Resources) presented the 2016 financial statements and key issues. NSW Audit Office representative advised the Board that they would be issuing unmodified audit opinions for the University and all of its controlled entities.

The Chair of the Audit and Risk Committee commended improvements over previous years, including the early close procedures which resulted in a more efficient audit and all key accounting issues being resolved before year end; ongoing open communication with NSW Audit Office representatives attending Audit and Risk Committee meetings, and the Committee regularly monitoring the progress of matters identified in the previous year's audit.

The Chair of the Finance and Investment Committee also commended the result as indicative of the University's good financial health.

The Board congratulated the Vice-President (Finance and Resources) and the Finance team on this result. The Board also noted the cooperative working arrangement between the University and the NSW Audit Office during the audit process.

*In camera session*

The Board met with representatives from the NSW Audit Office in the absence of all non-Board staff members except the Vice-Chancellor and University Secretary. The Board was advised that the change in year-end processes and the introduction of the Register of Issues had worked well and led to early identification and resolution of issues. NSW Audit Office representatives advised there were no major weaknesses in internal controls and that key controls over financial systems were designed and operating effectively. At the conclusion of the *in camera* session, other attendees re-joined the meeting.

The Board noted that the NSW Audit office team would be changing over and thanked Mr Viljoen and Ms Meimaroglou for their assistance during their time working with the University.

*Resolution*

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**The Board of Trustees resolved to adopt the audited Financial Statements and endorse the signing thereof by the Chancellor and Vice-Chancellor. [5/4/2017:6]**

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### **3.3 Annual Report and Board Report**

In considering the 2016 Annual Report, the Board noted that minor typographical errors would be corrected and that, in future years, remuneration of Board members would be included in the commentary of the annual report, as well as within the financial statements.

*Resolution*

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**The Board of Trustees approved the *Western Sydney University Annual Report 2016*, including the Board of Trustees report, and authorised the Vice-Chancellor to sign these on behalf of the Board. [5/4/2017:7]**

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*[NSW Audit Office representatives left the meeting at the conclusion of this item.]*

## **2. CHANCELLOR'S AND VICE-CHANCELLOR'S REPORTS**

### **2.1. Chancellor's Report**

The Chancellor advised the Board about the following four issues:

1. The Board of Trustees' membership would be undergoing significant turnover in the next 12 months with the terms of office of all elected positions, and five of the six Ministerial appointees (two of whom have reached their maximum terms and cannot be reappointed), expiring. Noting that Board composition must comply with section 12 of the University's Act, the Chancellor asked members to submit the details of potential members to him personally in the first instance. Board membership will be an item for the Board Executive Committee's consideration and the University's negotiations with the Minister.
2. The University Foundation's fundraising is beginning to make a small but significant difference to the University, particularly with the recently announced \$5m + \$5m philanthropic gifts from Blackmores Limited and the Blackmore Foundation. It is important to sustain this momentum and, to that end, the Chancellor advised that a major bequest campaign would commence soon, and that he will be the patron of the Bequests Society.
3. [Closed session item]
4. Following the Board's consideration of ethical investments at its February meeting, the Ethics Centre had provided a proposed ethical framework for the University. The Chancellor advised that, in his opinion, the framework was too broad and expensive for the University's requirements. A review of other universities' ethics frameworks will be undertaken via Universities Australia and this matter will be an item for further consideration at the Board's strategy day in June. Student and staff engagement will be a component of the framework's development.

### **2.2. [CONFIDENTIAL REPORT]**

#### **Vice-Chancellor's Report**

This item was considered in closed session.

## **3 SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL – Part 2**

### **3.4 [COMMERCIAL IN CONFIDENCE AND PRIVILEGED AND CONFIDENTIAL ITEM]**

#### **Western Growth**

This item was considered in closed session.

### **3.5 [CONFIDENTIAL ITEM]**

#### **Consultation on Proposed Academic Restructure**

This item was considered in closed session.

*[Mr Michael Wright, a student editor on the University's student paper w'sup, joined the meeting at 11:15am and live-blogged the following open session items]*

## 4 PRESENTATIONS

### 4.1 School Performance Report – School of Science and Health

Professor Gregory Kolt, Dean of the School of Science and Health, presented to the Board on the School's context, and the continuum of its disciplines; load and enrolments; program offerings and areas for development and expansion; innovations in education and research strengths; and internationalisation and current opportunities. The Board noted the School's strengths, its size and its multi-campus footprint and that its international activities include international clinical placements and exchanges; opportunities for international on-shore students and international research links.

## 5 BOARD COMMITTEES AND ADVISORY BODIES

### 5.1 Finance and Investment Committee

The Chair of the Finance and Investment Committee spoke to the unconfirmed minutes of the 24 March 2017 meeting.

The Board noted the issues raised by the Committee about the WSU Online transaction and that the Committee's endorsement was on the proviso that it receive regular progress reports and that one of its members should be on the Steering Committee. The Board noted the comments from the University Executive that an online strategy would diversify the University's offerings, increase flexibility for students and, while remaining consistent with the University's strategy and objectives to internationalise, become more competitive in postgraduate course delivery and in the higher education sector more generally. Moreover, the decision to enter into the agreement with Online Education Services (OES) was taken after extensive review of the marketplace and that only high volume programs (all of which are Western Sydney University courses) will be offered.

The academic staff member formally opposed the resolution. While he did not doubt the soundness of the business case with respects to the market for online providers, he remained concerned about embedding shareholder profits in a University partnership, and the damage this could do to the University's mission as a public and collegial institution.

#### *Resolution*

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**The Board of Trustees resolved to approve the Western Sydney University Online Renewal Business Case on the proviso that Finance and Investment Committee receives regular progress reports and that the Steering Committee membership includes a member of the Finance and Investment Committee. [5/4/2017:16]**

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### 5.2 Audit and Risk Committee

The Chair of the Audit and Risk Committee spoke to the unconfirmed minutes of the 24 March 2017 meeting, noting that the key item for consideration at the meeting was the audited financial statements, already discussed at Items 3.1 and 3.2. The annual meeting, with Finance and Investment in attendance, provided a valuable opportunity for the members of both Committees to meet *in camera* to discuss the commonality in their work. The Director of Campus Safety and Security and the Manager of the Complaints Resolution Unit attended the meeting to speak to strategic risks applicable to their portfolios. The Committee looks forward to the

new Director of Internal Audit and Risk Assessment joining the University in the near future.

*[Ms Trainor and Mr Brown left at 12.07pm].*

### **5.3 Report from the Chair of Academic Senate**

The Chair of Academic Senate spoke to his report, highlighting the work of the Senate standing committees and the School committees that manage curriculum and academic standards at a local level and the challenges for Senate in the year ahead, including the TEQSA reaccreditation, Western Growth, the Curriculum for the 21<sup>st</sup> Century Project, and the possible ramifications of an academic restructure including academic governance arrangements, policies and delegations.

An important focus for Senate and its Committees is promoting and assessing continuous improvement. To this end, Senate will be refining its reporting and increasingly using reports already available, such as those from the Office of Quality and Performance. Senate's process of reporting student marks and grades to Senate Assessment Committee has been highlighted as leading sector practice by a number of the Chair's counterparts in other universities. Where schools identify problems and strategies for improvement – for example, curriculum changes and more support for students in units that have high failure rates – Senate supports closing the loop and implementing improvements.

*[Mr Wright left the meeting at the conclusion of these open session items]*

*[Mr Ferraro left at 12.33pm].*

### **5.4 [CONFIDENTIAL ITEM]**

#### **Board Standing Committee and Remuneration and Nominations Committee**

This item was considered in closed session.

*[Dr Etherington left the meeting during the following item at 12.39pm].*

### **5.5 [COMMERCIAL IN CONFIDENCE]**

#### **University Infrastructure Committee**

This item was considered in closed session.

### **5.6 Foundation Council**

The Board noted this report and the Chancellor's comments minuted as part of his report at Item 2.1

## **6 OTHER MATTERS FOR APPROVAL OR NOTING**

### **6.1 Uses of the University Seal**

#### *Resolution*

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**The Board of Trustees approved the affixing of the University Seal to those documents listed in the attached report, pursuant to the University Seal Usage Policy. [7/12/2016:20]**

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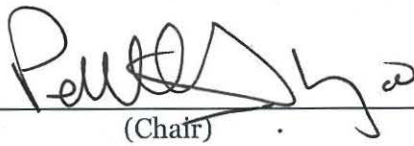
**7 NEXT MEETING**

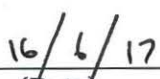
On Thursday 15 June the Board will meet for its annual Strategy Day in Conference Room 2, Level 9, 1PSQ, 8:30am-4:30pm. That evening a dinner will be held in the same location. Pre-dinner drinks will be served at 6:30pm, and dinner will commence at 7:00pm

On Friday 16 June the Board will hold a normal meeting at 8.30am in the Chancellery Boardroom, EB.2.23, Parramatta South campus.

There being no further business, the meeting closed at 12:45pm.

Confirmed by:

  
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(Chair)

  
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(Date)