

**WESTERN SYDNEY**  
UNIVERSITY



**BOARD OF TRUSTEES**

**Minutes** of meeting 2018/2 of the Board of Trustees of Western Sydney University, held at 8.30am on Wednesday 4 April 2018 in the Boardroom, Building EB, Parramatta South campus.

**Present:**

Board of Trustees

Professor Peter Shergold (Chair and Chancellor)  
Ms Liz Dibbs (Deputy Chancellor)  
Ms Genevieve Gregor (Deputy Chancellor)  
Ms Kerry Stubbs  
Professor Barney Glover (Vice-Chancellor and President)  
Associate Professor Alpha Possamai-Inesedy (Chair, Academic Senate)  
Dr Linda O'Brien AM  
Mr Joseph Carrozzi (*arrived at 8.40 am*)  
Ms Holly Kramer  
Professor MaryAnn Bin-Sallik AO  
Mr Christopher Brown AM  
Mr Peeyush Gupta  
Ms Carmel Hourigan  
Dr David Harland  
Dr Ben Etherington  
Ms Alexandra Coleman  
Ms Nicole Gismondo

**Apologies:**

Ms Gabrielle Trainor AO

**In Attendance:**

Western Sydney University Staff

Professor Lisa Jackson Pulver (Acting Senior Deputy Vice-Chancellor)  
Professor Kevin Bell (Acting Deputy Vice-Chancellor and Vice-President, Academic)  
Professor Deborah Sweeney (Deputy Vice-Chancellor, Research and Innovation)  
Professor Sharon Bell (Deputy Vice-Chancellor, Strategy and Planning)  
Mr Peter Pickering (Vice-President, Finance and Resources)  
Mr Angelo Kourtis (Vice-President, People and Advancement)  
Ms Helen Fleming (University Secretary and General Counsel)  
Professor Annemarie Hennessy (Dean, School of Medicine)  
*(for Item 2.1.1 only)*  
Mr Darren Greentree (Executive Director, Financial Operations)  
*(for Items 3.1 and 3.2 only)*  
Ms Sophie Buck (Director, Governance Services)  
Ms Sara Godfrey (Executive Governance Officer) (*minutes*)  
Ms Teneille Rousianos (Administration Assistant) (*meeting support*)  
Mr Parasdeep Virk (Student) (*for open session items only*)

NSW Audit Office (*for Items 3.1, 3.2 and the In Camera session only*)

Mr David Daniels (Deputy Director)  
Mr Christopher Harper (Audit Leader)

## 1. OPENING AND PROCEDURAL MATTERS

### 1.1. Welcome

The Chair welcomed members and observers, declared the meeting open, and confirmed that there was a quorum present.

### 1.2. Apologies

The Board noted the apologies and the attendances of Professor Lisa Jackson Pulver as Acting Senior Deputy Vice-Chancellor and Professor Kevin Bell as Acting Deputy Vice-Chancellor and Vice-President, Academic.

The Chancellor informed members of Ms Gabrielle Trainor's intention to resign from the Audit and Risk Committee, the External Relations Working Party and the Foundation Council. Replacement members will need to be identified.

### 1.3. Declarations of Material Interests

The Chair invited Board members to declare any new material interests in relation to any matters on the agenda or their role on the Board more generally. Mr Christopher Brown AO noted his appointment as an adviser to the Parramatta Light Rail.

### 1.4. Confirmation of Minutes

In reviewing the minutes of the 21 February 2018 meeting and strategy session, the Board noted that, it was agreed the University Endowment Investment Strategy would be discussed once the Ethical Framework has been further developed. Subject to the inclusion of this point, the Board passed the following resolution:

*Resolution*

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**The Board of Trustees approved the minutes and the confidential minutes of its 21 February 2018 meeting.**

**[4/4/2018:1]**

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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

*Resolution*

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**The Board of Trustees approved all unstarred items being taken as considered and all recommendations and attachments for them adopted.**

**[4/4/2018:2]**

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### 1.7. Arrangement of Business

The following items were identified for consideration in closed session: 2.1, 2.1.1, 3.6, 5.1, 5.2, 5.3, 5.4, 5.5 and 5.6.

It was agreed that Item 3.6 would be discussed prior to Item 3.5 to enable Student observer, Mr Parasdeep Virk, to attend the open sessions without disruption.

## **2. Vice-Chancellor's and Chancellor's Report**

### **2.1. Vice-Chancellor's Report [Closed Session Item]**

This item was considered in closed session.

#### **2.1.1. Proposed Joint Medical Program with Charles Sturt University [Closed Session Item]**

This item was considered in closed session.

*[Following conclusion of this item, Mr Paradeep Virk joined the meeting]*

### **2.2. Chancellor's Report [Open Session Item]**

The Chancellor highlighted aspects of his written report, including his discussions with the Vice-Chancellor regarding the forthcoming Board of Trustees Strategy Day.

The Chancellor advised that he had resigned as Chair of the Higher Education Standards Panel.

The Chancellor advised the Board that there will be two new dates for the Australian Institute of Company Directors course, "Governance in the University Sector – Foundations of University Governance", to be conducted in Sydney and in Perth. He invited Board members to attend and also advised them of the annual conference on University Governance, organised by the University Chancellor's Council (UCC) to be held in Melbourne on 3-5 October 2018.

#### **2.2.1. Election of Deputy Chancellor [Open Session Item]**

The Chancellor introduced this item.

##### *Resolution*

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##### **The Board of Trustees:**

- 1. Noted the report of the Returning Officer that Ms Kerry Stubbs, (being the only valid nominee) is declared elected as Deputy Chancellor of Western Sydney University; and**
- 2. Resolved pursuant to clause 5(1)(a)(i) of the *Western Sydney University Bylaw 2017*, that the term of office is to commence on 5 April 2018 and to conclude on 31 December 2020.**

**[4/4/2018:4]**

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The Board warmly congratulated Ms Stubbs on being elected.

## **3. Significant Matters for Deliberation or Approval**

The Chancellor welcomed the NSW Audit Office representatives and the University's Executive Director, Financial Operations, to the meeting.

### **3.1. Assurance of Internal Controls [Open Session Item]**

The Board noted that the Assurance of Internal Controls was considered at the 22 March 2018 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 2017 accounts, had signed the annual certification.

### **3.2. Audited Financial Statements 2017 [Open Session Item]**

The Chancellor introduced the 2017 Audited Financial Statements for the University and its controlled entities, submitted for adoption and authorisation by the Board of Trustees, and as considered by the joint meeting of Audit and Risk Committee and Finance and Investment Committee on 22 March 2018.

The Vice-President (Finance and Resources) gave a presentation (to be circulated to Board members) on the key points of the 2017 Statements as well as providing a 10-year financial analysis for the period 2008-2017. It was noted that the Auditor General did not identify any significant matters to report in the Statutory Audit Report and that the report had been issued as an unmodified report. The Board congratulated the Vice-President (Finance and Resources) and the Finance team on this result and noted the cooperative working arrangement between the University and the NSW Audit Office during the audit process.

The Board sought clarification on whether the NSW Audit Office's findings for potential conflicts of interest in 2016 had been addressed. Members were advised that the Office of Audit and Risk Assessment had followed up on the matter and provided a report to the NSW Audit Office, noting that conflicts of interest identified from the review of ASIC directorships did not exist and that the issue had been closed. A review of policy and processes in relation to conflicts of interest is under way.

The NSW Audit Office Director, Financial Services, Mr David Daniels commended the quality of the financial statements.

#### *Resolution*

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**The Board of Trustees adopted the Audited Financial Statements for the year ending 31 December 2017 and endorsed the signing of the Statements by the Chancellor and the Vice-Chancellor.**

**[4/4/2018:5]**

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#### In Camera Session

Members of the Board of Trustees and NSW Audit Office representatives met for an *in camera* session without executive and staff members present. Assurances were provided as to the quality of the financial statements and the level of support and openness provided to the Audit Office by University staff. At the conclusion of these *in camera* discussions other attendees were invited to join the meeting.

*[NSW Audit Office representatives and WSU Director, Financial Operations left the meeting at the conclusion of this item.]*

### **3.3. Annual Report and Board Report [Open Session Item]**

In considering the 2017 Annual Report, the Board noted that the production had been adjusted to be compliant with the principles outlined by the NSW Premier's Department and the Annual Report Compliance Checklist, from the NSW Treasury Accounting Policy.

It was agreed that the Vice-President (People and Advancement) check whether the use of 'NA' in the keys statistics table on page 8 of the report is appropriate.

It was agreed that where a Board member's stipend is given back to the University for scholarships or other support, this should also be set out in future reports.

It was noted that the University was compliant with the Voluntary Code of University Governance.

*Resolution*

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**The Board of Trustees approved the Western Sydney University Annual Report 2017, including the Board of Trustees report, and authorised the Vice-Chancellor to sign these on behalf of the Board.**

**[4/4/2018:6]**

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**3.4. Review of Strategic Plan – Final Presentation [Open Session Item]**

The Deputy Vice-Chancellor, Strategy and Planning presented the revised Strategic Plan, *Securing Success*. This version of the Plan addresses issues raised at the Executive Committee meeting of 12 February 2018, and incorporates feedback from the Board Standing Committees, and the Western Sydney University Aboriginal and Torres Strait Islander Elders on Campus Advisory Group. The Board commended the work of the Deputy Vice-Chancellor, Strategy and Planning.

*Resolution*

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**The Board of Trustees approved the revised Strategic Plan.**

**[4/4/2018:7]**

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**3.5. Ethical Framework – Update Report [Open Session Item]**

The Chancellor provided an update on the Ethical Framework and invited all Board members to comment on the proposed draft, with feedback to be provided to the Chancellor directly by Friday 4 May 2018. The Chancellor will use this feedback to work with the Vice-Chancellor to re-draft a 2-page document in a way that is useful and practical for the University. The intention is to include this document in Board of Trustees meeting papers.

**3.6. Western Growth – Update Report [Closed Session Item]**

This item was considered in closed session.

**4. Presentation**

**4.1. Marketing Strategy 2018 [Open Session Item]**

The Vice-President (People and Advancement), Mr Angelo Kourtis, presented to the Board on the University's Marketing Strategy for 2018. The Board noted both the strength of the 2015 brand relaunch, which has raised the University's profile, and the University's plans to build on and further improve the profile. The Vice-President (People and Advancement) spoke to the use of disruptive statements and meta-themes in marketing, investment in digital work and the launch of a new future student website.

*[Mr Parasdeep Virk left the meeting following conclusion of this item]*

## **5. Board Committees and Advisory Bodies**

### **5.1. Finance and Investment Committee [Closed Session Item]**

This item was considered in closed session.

### **5.2. Audit and Risk Committee [Closed Session Item]**

This item was considered in closed session.

### **5.3. University Infrastructure Committee [Closed Session Item]**

This item was considered in closed session.

### **5.4. Academic Senate [Open Session Item]**

The Chair of Academic Senate spoke to aspects of the written report, including academic risk management and the re-election of Dr Elfriede Sangkuhl as the Deputy Chair of Academic Senate, and sought the Board of Trustees's approval for amendments to the membership of Academic Senate and some Senate standing committees.

#### *Resolution*

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**The Board of Trustees approved the proposed amendments to the membership of Senate in the Academic Governance Policy.**

**[4/4/2018:8]**

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### **5.5. Board Executive Committee [Closed Session Item]**

This item was considered in closed session.

### **5.6. Foundation Council [Closed Session Item]**

This item was considered in closed session.

## **6. Other Matters for Approval or Noting**

It was noted that Ms Kerry Stubbs would join the University's *Respect.Now.Always* Task Force as the Board of Trustees representative.

### **6.1. Uses of the University Seal [Open Session Item]**

#### *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.**

**[4/4/2018:10]**

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## **7. NEXT MEETING**

The next meeting of the Board will be held on Wednesday 13 June 2018 at 1.00 pm at the Liverpool City Campus.

There being no other business, the meeting closed at 12.29 pm.

Confirmed by:

(Chair)



(Date)

