

BOARD OF TRUSTEES

Minutes of the meeting 2016/1 of the Board of Trustees of Western Sydney University held at 8.30am on **Wednesday 2 March 2016 in the Chancellery Boardroom, 2.23 EB, Parramatta Campus.**

Present: Professor Peter Shergold AC (Chancellor)
Professor Barney Glover (Vice-Chancellor)
Ms Gillian Shadwick (Deputy Chancellor) (left at 12.35pm)
Ms Elizabeth Dibbs (Pro Chancellor)
Associate Professor Paul Wormell (Chair Academic Senate)
Mr Christopher Brown AM
Dr Ben Etherington
Mr Tim Ferraro (arrived at 8.50am)
Ms Genevieve Gregor
Ms Vivienne James (arrived at 8.45am)
Ms Winnie Jobanputra
Ms Sophie Kobuch
Ms Jenny Purcell
Mr Ian Stone
Ms Gabrielle Trainor (left at 1.45pm)

Apologies: Mr John Banks, Professor MaryAnn Bin-Sallik, Mr Michael Pratt.

In Attendance: Ms Helen Fleming (University Secretary and General Counsel)
Mr James Fitzgibbon
Professor Denise Kirkpatrick
Professor Annemarie Hennessy (Item 4.1)
Mr Kerry Holling (Item 4.2)
Professor Scott Holmes
Mr Angelo Kourtis
Mr Ian Londish
Mr Peter Pickering
Ms Sharon Rigney
Ms Belinda Salvatori

1. OPENING AND PROCEDURAL MATTERS

1.1. Welcome

The Chancellor welcomed members to the first meeting of the year.

1.2. Apologies

The Board accepted apologies from John Banks, MaryAnn Bin-Sallik and Michael Pratt.

1.3. Declarations of Interest

Peter Shergold and Gabrielle Trainor reported changes to their declarations as reported in the register of interests.

1.4. Confirmation of Minutes

Resolution

The Board of Trustees resolved to approve the Minutes and Confidential Minutes of its 2 December 2015 meeting, and rotary resolution dated 14 December 2015. [2/3/2016:1]

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, 4.1, 4.2, 5.1, 5.1.1, 5.2 5.3, 5.4, 5.4.1, 5.4.2, 5.4.3, 5.4.4, 5.4.5, 5.5 and 8.

Resolution

The Board of Trustees resolved that all unstarred items be taken as considered and all recommendations in the attachments for them as adopted. [2/3/2016:2]

1.7. Arrangement of Business

The Board agreed with the Chair's suggestion that Items 2.1, 5.4.2 and 8 be discussed under closed session. The remainder of the items was discussed in the open session.

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

2.1. Chancellor's Report

The Chancellor welcomed new Board members Dr Ben Etherington and Ms Winnie Jobanputra. Professor MaryAnn Bin-Sallik has been appointed to the Board but was an apology for this meeting. This was the final meeting for Deputy Chancellor Gillian Shadwick.

The Chancellor spoke to his report, and highlighted the following matters:

- The annual ZEST community awards and presentation of the Chancellor's Unsung Hero Scholarship. These awards showcase the great work of the Community Sector across Greater Western Sydney and many of the nominees and winners are from Western Sydney University;
- The refugee scholarship fund which has been established with funds from the University and the staff giving program, and noted that many other NSW universities are also enhancing their support for refugees. The policy framework for the scholarship fund will be discussed at the Board's June meeting.
- A review to be conducted by the Higher Education Standards Panel to review student admission schemes and ATARs and to develop a set of principles that will make the admissions process more equitable and transparent.

- The External Relations Working Party is in the process of being convened and that Christopher Brown has agreed to act as chair and Gabrielle Trainor has agreed to be member.

Resolution

The Board of Trustees resolved to appoint Christopher Brown as Chair of the External Relations Working Party and Gabrielle Trainor as a member. [2/3/2016:3]

The Board discussed the Vice-Chancellor's performance plan under closed session.

2.2 Vice-Chancellor's Report

The Vice-Chancellor briefed the Board on the University's 2016 admissions. A report will be presented to the Board at its April meeting. A recent media report about ATARs and university admissions failed to adequately explain bonus systems, which provide students who have experienced educational disadvantage with the opportunity to attend university.

The Vice-Chancellor also advised that the University's *Workplace Surveillance Policy* and related procedures are under review.

Resolution

The Board of Trustees noted the outcome of the 2016 undergraduate domestic admissions period, including the Western Sydney early offer programs and the impact on offers made and Australian Tertiary Admission Rank (ATAR) cut offs for admission to the University in 2016. [2/3/2016:4]

3. SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL

3.1. Process for the Election of a Chancellor

The Board considered a paper that outlined the process for the election of a Chancellor, as the term of office for the current Chancellor expires on 31 December 2016. The Board also considered a paper (brought forward from Item 5.4.1) that outlined the process for the election of a new Deputy Chancellor, to replace the outgoing Deputy Chancellor, Ms Gillian Shadwick. These elections will take place at the April Board meeting.

The Board also considered a tabled paper titled 'Amendment of Governance (Pro Chancellor) Rule and Appointment of Additional Pro Chancellor' and approved a recommendation to change the Rule to allow for the appointment of an additional Pro Chancellor to assist with gradations in April.

Resolutions

The Board of Trustees approved the amendments to the Governance (Pro Chancellor) Rule in accordance with the tabled marked-up draft, with these changes to take effect from the date of publication pursuant to clause 45 of the University of Western Sydney By-Law 2005. [2/3/2016:5]

The Board of Trustees approved the appointment of Ms Genevieve Gregor as a Pro Chancellor, pursuant to the *Governance (Pro Chancellor) Rule* (as amended), for a term commencing on the date following publication of the amendments to the Rule, and ending on expiry of Ms Gregor's term of office as a member of the Board of Trustees, being 31 December 2017. [2/3/2016:6]

4. PRESENTATION

4.1 School Performance Report

As part of the regular scheduling of School presentations, the Dean of the School of Medicine, Professor Annemarie Hennessy, reflected on the first ten years of the Medical School and outlined plans for the next ten years. The School has achieved above sector-average results in Indigenous student enrolments and has put in place extensive support programs to assist these students toward successful completion. A new clinical facility on the grounds of the Campbelltown Hospital will provide a world-class training, research and teaching facility and will be able to accommodate up to 300 students per year.

4.2 IPSQ

The Chief Information and Digital Officer, Mr Kerry Holling, presented the technology plan for the new teaching facilities in the Parramatta CBD building. The plan is to deliver technology services that enable student-centred learning and a flexible learning environment. A prototype has been built on the Kingwood campus to use as a laboratory for the new technology, and which will also allow modifications as required.

4.1. BOARD COMMITTEES & ADVISORY BODIES

Finance and Investment Committee (FIC)

The Chair of FIC, Ms Genevieve Gregor, spoke to the minutes of the meeting held on 18 February 2016. In 2016, the Committee will focus on developing a funding plan to support the Transforming Western Sydney University plan. The University is diversifying its commercial arrangements and the Committee will consider the framework for joint ventures as part of a broader body of work. The reported result for the annual statutory accounts is expected to show a large increase, although much of this is due to land revaluation.

4.1.1. Art Collection Annual Report

The Board noted the annual report on the University's art collection. The Advisory Committee has been meeting infrequently and the Board requested that the Committee be scheduled to meet biannually.

5.2 Audit and Risk Management Committee (ARMC)

The Chair of the ARMC, Ms Elizabeth Dibbs, spoke to the minutes of the meeting held on 19 February 2016. The Committee is reviewing its charter and will report back to the Board towards the middle of 2016. The 2015 external audit is on track and there are no significant issues to report.

The Board approved a proposal to amend the University of Western Sydney Act 1997 to remove outdated references and provisions and strengthen governance.

Resolutions

The Board of Trustees noted the interim performance assessment of the Audit and Risk Management Committee against its Charter, and that a more comprehensive assessment will be provided later in 2016. [2/3/2016:7]

The Board of Trustees approved the proposal to seek changes to Sections 12, 14(1), 23, 40(1) and Clause 7 Schedule 1 of the University of Western Sydney Act 1997 as detailed in the paper. [2/3/2016:8]

The Board noted that there is a vacancy on the ARMC and approved Gabrielle Trainor's nomination for membership of the ARMC.

Resolution

The Board of Trustees resolved to appoint Gabrielle Trainor to the Audit and Risk Management Committee, for a term of office commencing immediately and ending on 31 December 2017. [2/3/2016:9]

5.3 Academic Senate

The Chair of Academic Senate, Associate Professor Paul Wormell, spoke to his report.

Academic Senate's work in 2016 will be shaped by *Securing Success* and its associated plans, and the outcomes of the Board's strategic discussions.

Key themes include:

- Academic standards and integrity
- Streamlining of policies and processes
- Assessment and academic integrity.

The Higher Education Standards Panel is looking into the increasingly intrusive directions from professional accreditation bodies in relation to curriculum matters. The Academic Senate will also review the annual course reports to enable reflection on a range of quality and performance data and to identify areas for improvement

During November and December 2015, Academic Senate conducted a self-assessment survey and a detailed report will be submitted to the next Board meeting.

5.4 Board Standing and Remuneration and Nominations Committees (BSC/RNC)

The Board noted the 9 February 2016 BSC and RNC minutes, and made resolutions under closed session regarding honorary awards (see item 5.4.2).

The Board also noted that the Remuneration and Nominations Committee has convened a Revocations Committee to urgently consider the revocation of an award which was issued as a result of an administrative error.

Resolutions

The Board of Trustees noted the Board Professional Development Guidelines. [2/3/2016:10]

The Board of Trustees noted that the Remuneration and Nominations Committee resolved to convene a Revocations Committee pursuant to clause (8) of the *Revocation of Awards Rule*. [2/3/2016:11]

5.4.1 Process for the election of a Deputy Chancellor

This item was discussed under item 3.1.

5.4.2 Honorary Award Nominations

This item was discussed under closed session.

5.4.3 Remuneration (Executive and Senior Managers) Framework Policy

The Board approved the policy framework for the remuneration of Executive and Senior Managers.

Resolution

The Board of Trustees resolved to approve the *Remuneration (Executive and Senior Managers) Framework Policy*. [2/3/2016:25]

5.4.4 Proposed Charters (incorporating revised terms of reference) for Board Standing Committee and Remuneration and Nominations Committee

The Board made the following resolutions without discussion:

Resolutions

The Board of Trustees approved the Charter for the Board Standing Committee. [2/3/2016:26]

The Board of Trustees approved the Charter for the Remuneration and Nominations Committee. [2/3/2016:27]

7. OTHER BUSINESS

The Chancellor farewelled the outgoing Deputy Chancellor, Ms Gillian Shadwick. Ms Shadwick has been associated with the University since before the federation of the three member institutions and has held many roles during that time. The Chancellor thanked Ms Shadwick sincerely for her valuable contribution to the Board and the University and, in particular, her passion for equity and social justice in matters relating to students and staff.

Ms Gillian Shadwick left the meeting.

8. STRATEGY SESSION

Following the Board meeting, the Board of Trustees held a strategy session under closed session to discuss the *Transforming Western Sydney University* plan. The Senior Leadership team will develop a set of initiatives, based on four broad themes, and with students at the centre of all transformation activities. Those initiatives will be discussed in detail at the Board's strategy day in June.

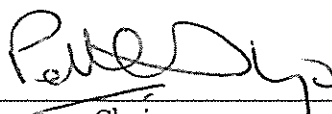
Resolution

The Board of Trustees noted the report and endorsed the further development of a more detailed plan and an integrated set of initiatives. [2/3/2016:31]

9. MEETING CLOSE

The next meeting of the Board is scheduled to be held at **8.30am on 6 April 2016**. There being no other business, the meeting closed at 2.30pm.

Confirmed by:



Chair

2/4/16

Date

5.4.5 Board Members' Skills Matrix

The Chancellor noted the skills matrix that has been developed to assist the Board to identify both the strengths and needs of the Board. The Chancellor encouraged Board members to send the names of potential Board members to him for discussion at the April Board meeting.

5.5 University Infrastructure Committee (UIC)

The Vice-President (Finance and Resources) spoke to the minutes of the UIC meeting held on 12 February 2016 on behalf of the chair, who was an apology for the meeting. A proposal for the development of Westmead lots 2 & 3 will be considered by the Committee at its next meeting prior to consideration at the April Board meeting.

The Academic Staff member on the Board raised concerns from colleagues regarding productivity within the shared amenities, which are a feature of the 1PSQ fit-out design. Lessons from other organisations that have employed this type of design are indicating clear benefits such as improved collaboration and communication.

The Board approved the 10 Year Estate Plan. The Plan establishes a blueprint for identifying short to medium term development activities and longer term opportunities for the University's campuses and broader footprint.

Resolution

The Board of Trustees approved the 10 Year Commercial and Estate Plan. [2/3/2016:28]

6. OTHER MATTERS FOR APPROVAL OR NOTING

6.1. Uses of the University Seal

The Board made the following resolution without discussion.

Resolution

The Board of Trustees approved the uses of the University Seal as detailed in the report provided to the meeting. [2/3/2016:29]

6.2 Compliance with Voluntary Code

The Board made the following resolution without discussion.

Resolution

The Board of Trustees noted the compliance report. [2/3/2016:30]
