

WESTERN SYDNEY UNIVERSITY



BOARD OF TRUSTEES

Minutes of meeting 2017/1 of the Board of Trustees of Western Sydney University held at 8.30am on **Wednesday 22 February 2017** in Conference Room 2, Level 9, 1 Parramatta Square.

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)
Emeritus Professor MaryAnn Bin-Sallik AO
Mr Christopher Brown AM
Dr Ben Etherington
Mr Tim Ferraro
Mr Peeyush Gupta
Ms Vivienne James
Ms Sophie Kobuch
Ms Jenny Purcell
Mr Ian Stone

Apologies:

Mr John Banks
Ms Winnie Jobanputra
Ms Gabrielle Trainor (joined meeting during strategy sessions)

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)
Dr Andy Marks, Assistant Vice-Chancellor, Strategy & Projects (for item 2.2)
Professor Michael Adams, Dean of the School of Law (for item 4.1)

Morning tea:

Ms Deborah Carr (Executive Director, Advancement)

1. OPENING AND PROCEDURAL MATTERS

1.1 Welcome

The Chancellor opened the meeting and invited attendees to join a tour of 1PSQ at the meeting's conclusion.

The Board congratulated Emeritus Professor MaryAnn Bin-Sallik AO on being recognised with the award of *Officer (AO) in the General Division of the Order of*

Australia for her distinguished service to tertiary education as an academic, author and administrator, particularly in the area of Indigenous studies and culture, and as a role model and mentor.

1.2 Apologies

The Board accepted apologies from Mr John Banks, Ms Winnie Jobanputra and Ms Gabrielle Trainor, noting that Ms Trainor would join for the strategy sessions later in the day.

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

With a minor amendment to resolution 7/12/2016:7, the Board passed the following resolution.

Resolution

The Board of Trustees approved the minutes and confidential minutes of its 7 December 2016 meeting. [22/2/2017:1]

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, 2.1.1, 2.2, 3.1, 3.2, 3.3, 4.1, 5.1, 5.2, 5.3, 5.4, 5.5 and all items listed for the Strategy Session.

Resolution

The Board of Trustees approved all unstarred items being taken as considered and all recommendations and attachments for them as adopted. [22/2/2017:2]

1.7 Arrangement of Business

The following items were identified as being considered in closed session: 2.1.1, 3.1, 3.3, 5.1, 5.4 and 5.5.

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

2.1 Chancellor's Report

The Chancellor highlighted aspects of his written report, particularly:

- In his role as Convenor of the University Chancellors Council (UCC), that the UCC has contracted the Australian Institute of Company Directors (AICD) to develop a tailored governance course for Australian university board and council members. The course will be available from the second half of this year.
- In his role as Chair of the Higher Education Standards Panel (HESP) that, following the release of the HESP report on improving transparency of higher

education admission processes, the panel is now conducting a review of completion and attrition rates. The report is expected by August this year.

The Chancellor also commended the excellent calibre of nominees for this year's Alumni awards and encouraged Board members to attend the awards ceremony to be held at 1PSQ on 23 May 2017.

[During the following item Mr Gupta arrived at 8:45am and Mr Brown arrived at 9:00am.]

Western Sydney Wanderers

The Chancellor raised concerns about the behaviour of the Western Sydney Wanderers' *Red and Black Block (RBB)* at the recent Sydney Derby game, and the lack of response from the Wanderers' Board, which were not consistent with the University's values. This was regrettable as many of the team's players contribute in a number of positive ways to the community and the University did not wish to reduce its support for the women's team. Following discussion and advice that the University had the right to take this step within the terms of its contract with the Western Sydney Wanderers, the Board passed the following resolution.

Resolution

The Board resolved to:

- (1) condemn the actions of the Western Sydney Wanderers' Red and Black Block supporters at the recent Sydney Derby game, as well as the lack of response from the Wanderers' Board. As a consequence, the University will require the removal of its signage for the remaining A-League games this season;**
 - (2) continue to support the Wanderers' W-League team as a demonstration of the University's commitment to the growth of women's sport. [22/2/2017:3]**
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2.1.1 Vice-Chancellor's Performance Plan [CONFIDENTIAL ITEM]

This item was considered *in camera*.

[The Assistant VC Strategy and Projects joined the meeting at 9:20am]

2.2 Vice-Chancellor's Report

The Vice-Chancellor noted some of the highlights of his report and advised that the University looks forward to working with the new NSW Premier and Ministry on key issues for the University and Western Sydney.

On 17 February the NSW Government released its preferred route for the Parramatta Light Rail. The 'Stage 1' phase of the project links Westmead, Parramatta CBD and Carlingford and, while it does not include Olympic Park, it directly links the University's Westmead, Parramatta (1PSQ) and Parramatta South (Rydalmere) campuses and provides a proximate connection to 100 George Street, Parramatta.

Competition for students has increased in a contracting market and, to date, the University's 2017 student load is not expected to achieve target, however, the University is now much better placed to monitor and actively respond to emerging enrolment patterns through the new online systems and reporting dashboard. The

Vice-Chancellor commended the staff involved in the new student offer and enrolment project and support from Schools which are helping to meet the challenges of the current position. The University has a diversified international program and, with the improved turnaround times, the targets for International students should be met. The Board will be kept informed of the University's strategies to manage student load and a full report will be available to the Board following the 31 March census.

In addition, 1PSQ will provide strong opportunities for improved connectedness between the University, its students, and businesses in the Parramatta Square precinct.

Following a mid-point review in late-2016 and the Board's approval of the inclusion of the University's gender equality priorities and strategies in Section 6 of the *Securing Success: 2015-2020* strategic plan, and other minor amendments, the revised document is complete and will be available on the University's web site. Following the Board Strategy Day in June, the University will engage in a significant review of *Securing Success*, and the revised document will be provided to the Board for consideration later in the year.

Lastly, the Vice-Chancellor paid tribute to Emeritus Professor Natalie Bolzan, Professor Roger Bartrop and Associate Professor Cecily Hengstberger-Sims, who passed away recently.

3 SIGNIFICANT MATTERS FOR DELIBERATION OR APPROVAL

3.1 [COMMERCIAL IN CONFIDENCE AND PRIVILEGED AND CONFIDENTIAL ITEM]

This item was considered in closed session.

3.2 Changes to University Act and By-law

The Board noted that changes to the *Western Sydney University Act* came into force on 6 January 2017. The Board resolved to make changes to the proposed new By-law and Rule to deal with casual vacancies in the office of Chancellor and appointment procedures for appointed Board members.

Resolutions

The Board of Trustees resolved:

- (1) to note the changes to the *Western Sydney University Act 1997*, that came into effect on 6 January 2017; [22/2/2017:5]**
- (2) pursuant to s.40 of the *Western Sydney University Act 1997*, to make the *Western Sydney University By-law*, subject to any final drafting or formatting changes recommended by NSW Parliamentary Counsel, and which is to replace the *Western Sydney University By-law 2005*; [22/2/2017:6]**

- (3) pursuant to s.41 of the *Western Sydney University Act 1997*, to make the *Western Sydney University (Governance) Rule*, to replace the *UWS Rules* and the *University of Western Sydney (Pro Chancellor) Rule*, and subject to any minor changes needed to ensure consistency with Recommendation (1). The new Rule is to take effect upon enactment of the new *Western Sydney University By-law*; [22/2/2017:7] and
- (4) that the University Secretary and General Counsel is authorised to incorporate any changes to the new By-law or Rule as recommended by NSW Parliamentary Counsel under Recommendation (1) and to report these back to the Board for noting. [22/2/2017:8]
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3.3 [COMMERCIAL IN CONFIDENCE]

This item was considered in closed session.

Introduction of Senior Staff

The Board was introduced to Ms Deborah Carr, recently appointed Executive Director, Advancement. In 2017 the Advancement and Alumni will focus on strengthening gift giving activity and donor stewardship.

[The Assistant VC, Strategy and Projects left the meeting at 10:55am]

4 PRESENTATIONS

4.1 School Performance Report – School of Law

Professor Michael Adams, Dean of the School of Law, presented to the Board on the School's 21 year history, its strategic challenges and future developments planned for 2017-2018. The Board noted that, after 10 years in the position, Professor Adams will retire as the Dean, effective 30 June 2017. Following a period of leave, he will return to the School as Professor of Corporate Law and Governance in 2018. The Board wished Professor Adams well in the next phase of his career.

5 BOARD COMMITTEES AND ADVISORY BODIES

5.1 [COMMERCIAL IN CONFIDENCE]

Finance and Investment Committee

This item was considered in closed session.

5.2 Audit and Risk Committee

The Committee Chair spoke to the unconfirmed minutes of the 3 February 2017 meeting and highlighted the following matters. The Committee's new members had recently participated in an induction with the Chancellor and University staff and the recruitment process for the new Director, Audit and Risk Assessment, has commenced. The Committee has a comprehensive schedule of matters it considers at each meeting and had, at the February meeting, considered Strategic Risk #3 Cyber Risks and Loss of Critical Systems and Strategic Risk #6 Wellbeing of Staff and Students, Challenging and Risky Behaviour and sought further information on both of these risks. The full review of the University's Strategic Risk Register will be finalised after the appointment of the new Director, and the revised Register will be submitted to the Board in due course.

5.3 Report from the Chair of Academic Senate

The Chair of Senate outlined the recent work of Senate and its Executive Committee. The first Senate meeting for the year had a review and planning focus and Senate members proposed some priorities for work and academic discussion during the year. This included a broad unifying topic along the lines of the role of the University in the so-called “post-truth era”, noting the Vice-Chancellor’s recent *Campus Review* article on informed public debate and discourse, and the Chancellor’s longstanding interest in universities engaging with public policy. The *Student Misconduct Rule* has been in operation for one year, and Assessment Committee has seen the first round of reporting which shows that the great majority of cases are relatively minor, requiring counselling, education and remediation. More serious cases do occur, and are sanctioned accordingly, but the number is relatively small – along the lines of earlier years.

5.4 [CONFIDENTIAL ITEM]

Board Standing Committee and Remuneration and Nominations Committee

This item was considered in closed session.

5.5 [COMMERCIAL IN CONFIDENCE]

University Infrastructure Committee

This item was considered in closed session.

6 OTHER MATTERS FOR APPROVAL OR NOTING

6.1 Uses of the University Seal

Resolution

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. [7/12/2016:24]

6.2 Compliance with Voluntary Code of Best Practice

The Board noted the report that the University is compliant with the Voluntary Code of Best Practice for the Governance of Australian Universities.

7 NEXT MEETING

The next meeting of the Board will be held at 8.30am on Wednesday, 5 April 2017, in the Chancellery Boardroom, EB.2.23, Parramatta South Campus.

STRATEGY SESSION

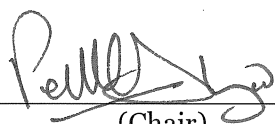
At 12.20pm the Board adjourned for a brief lunch and then reconvened for a special strategy session to consider the University's Investment and Divestment strategy and agreed to form a working party to consider a decision making framework for the Board. The strategy session

also included presentations from Professor Lisa Jackson-Pulver, Pro Vice-Chancellor (Engagement and Torres Strait Islander Leadership) on the University's Aboriginal and Torres Strait Islander Strategy and Professor Kevin Bell, Pro Vice-Chancellor (Digital Futures) on the University's Digital Futures Strategy.

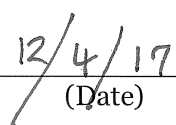
MEETING CLOSURE

There being no further business, the meeting closed at 3:00pm.

Confirmed by:



(Chair)



(Date)