

COUNCIL NON-CONFIDENTIAL MINUTES



Minutes of the 508th meeting of **COUNCIL** held at 2.00 pm on **Monday 15 June 2020** via Zoom.

PRESENT

Mr David Gonski AC, Chancellor
Mr Warwick Negus, Deputy Chancellor (departed 4.45 pm)
Professor Ian Jacobs, President and Vice-Chancellor
Professor David Cohen, President of the Academic Board
Dr Jennifer Alexander
Ms Maxine Brenner
Professor David Carmichael
Mr Matthew Grounds AM
Mr Nicholas GuriEFF
Mr Mark Johnson
Mr Brian Long
Mr Aaron Magner
Professor Kristy Muir
Mr Ike Schwartz
Ms Jennifer Westacott AO

APOLOGIES Nil

IN ATTENDANCE

Professor Eliathamby Ambikairajah, Acting Deputy Vice-Chancellor, Enterprise
Professor Eileen Baldry, Deputy Vice-Chancellor, Equity Diversity & Inclusion
Professor Merlin Crossley, Deputy Vice-Chancellor, Academic
Professor Nicholas Fisk AM, Deputy Vice-Chancellor, Research
Professor Anne Simmons AM, Provost
Ms Fiona Docherty, Vice-President, External Relations
Ms Shahina Mohamed, Chief Operating Officer, President and Vice-Chancellor's Office
Mr Jon Paparsenos, Vice-President, Philanthropy
Mr Andrew Walters, Vice-President, Finance & Operations
Mr David Ward, Vice-President, Human Resources

Present for Open Session Items 5 (Early Years), 6, 11 and 12

Dr Thomas Britz, UNSW Researcher

Dr Peter Geelan-Small, UNSW Researcher

Dr Gordana Popovic, UNSW Researcher

Present for Item 13

Ms Sally McDow (Your Call)

SECRETARY

Ms Elizabeth Grinston, General Counsel and University Secretary
Mr James Fitzgibbon, Director of Governance
Mr Mark Smith, Deputy Director of Governance

For convenience, agenda items were taken out of order.

PROCEDURAL MATTERS

1. Welcome, apologies and leave of absence

The Chancellor expressed his respects to Elders past, present and emerging, and extended his respects and acknowledged the Traditional Custodians of all the lands from which members and attendees were joining the Council meeting.

Council noted there were no apologies for this meeting.

The Chancellor welcomed all members and attendees to the meeting and took the opportunity to congratulate Professor Nick Fisk, Deputy Vice-Chancellor Research, who was made a Member of the Order of Australia (AM) in the Queen's Birthday Honours List.

The Chancellor noted that this would be the last meeting for Mr Brian Long and a number of elected Council members. The Chancellor indicated that an acknowledgement of their contributions to Council would occur later in the meeting.

2. Declarations of interest and conflicts of interest

RESOLVED

Council received and noted the declarations and conflicts of interest provided at this meeting.

Note for the record

Council noted:

- Dr Jennifer Alexander's appointment to the Audit and Risk Committee of the NSW Mental Health Commission effective 23 June 2020;
- Mr Mark Johnson's appointment as a Director to the Boards of Goodman Limited and Goodman Funds Management effective 1 June 2020; and
- Professor Kristy Muir's election to the Board of the Community Council of Australia.

Council agreed that there were no items of conflict for Dr Alexander, Mr Johnson and Professor Muir for this meeting.

3. Minutes of previous meeting and business arising (other than business in this agenda)

3.1 Minutes of Council meeting held on 6 April 2020

RESOLVED

Council confirmed the minutes of the meeting held on 6 April 2020 as an accurate record and authorised the Chancellor to sign them.

3.2 Matters arising and business carried forward

Council noted that all matters arising and business carried forward were either completed or in progress.

4. Adoption of items for noting and approval, and starring of items

Council received and carried a motion for the adoption of the non-confidential and confidential items for noting.

Council noted the meeting would commence in Open Session discussing the following items:

- Item 5 – Vice-Chancellor's report on Early Years;
- Item 6 – Reports on the proceedings of the Academic Board;
- Item 11 – myExperience Student Survey; and
- Item 12 – Environmental Sustainability Report 2019.

MANAGEMENT AND STRATEGY

5. Report of the President and Vice-Chancellor to Council [Open Session]

Council noted the report presented on UNSW Early Years.

The Vice-Chancellor commenced his report by updating Council on potential changes to the operation of UNSW Early Years childcare centres. The University was exploring options that included closing one centre (Kanga's House) and outsourcing the operation of the remaining centres to an external provider.

The Vice-Chancellor then requested Mr Ward to update Council on the Early Years arrangements at the University. Mr Ward highlighted:

- the declining demand for childcare at UNSW even prior to the COVID-19 pandemic;
- that 14% of current placements were community families (ie neither UNSW staff nor students);
- the potential outsourcing of childcare operations – Council discussed and agreed that any operator would need to provide the same level of quality service the University provides and that staff and students should be given priority access to places. Mr Ward informed Council that the quality and alignment with the University's values and philosophy for childcare were paramount criteria in considering external providers and that a range of requirements would be included as key performance indicators for an external provider in any contract;
- a tender panel would include parent representatives; and
- the potential closure of Kanga's House – Council noted that should this decision be made, the University would work closely with families to transition children to the other currently available Early Years centres located at the University. Mr Ward informed Council that within the local area other providers also had a number of places available.

Council discussed with Mr Ward the current financial situation of the Early Years centres and noted:

- the University had the same access to childcare subsidies as a private provider; and
- in the current financial circumstances the University wanted the centres to run at cost neutral including their Estate Management (building and IT) costs, however for a number of years the centres had been operating at a significant deficit. Council enquired whether it was possible to increase fees to cover costs and Mr Ward informed Council that fee increases were difficult as fees were already high. Furthermore, anecdotally higher fees were holding back demand and it was also important to ensure there was access to affordable childcare, particularly for students, some of whom (international students) do not have access to Government subsidies.

The Chancellor thanked the Vice-Chancellor and Mr Ward for the report on the Early Years centres and requested further updates on this matter.

The Chancellor then moved to the next Open Session item the report from the President of the Academic Board.

Report of the President and Vice-Chancellor to Council [Confidential Session]

- 5.1 Educational Delivery and Student Load**
- 5.2 Campus Recovery Plan**
- 5.3 Financial Implications and Plan**
- 5.4 Workforce Implications and Plan**
- 5.5 Taskforce 20/21+**

6. Report on the proceedings of the Academic Board [Open Session]

- 6.1 Report to Council by President of the Academic Board**

RESOLVED

Council received and noted the report to Council by the President of the Academic Board.

Note for the record

Professor Cohen highlighted for Council:

- the questions on notice received from Board members regarding the implications of COVID-19 on the University;
- the Board would be undertaking a review of programs that moved to the online delivery environment to ensure that the academic governance was appropriate and meets TEQSA requirements; and
- the introduction of the Academic Offering Approval Procedure from 1 July 2020 which would include a new course and program data repository and approval system called ECLIPS.

6.2 Unconfirmed minutes of Academic Board meeting held on 5 May 2020

RESOLVED

Council received and noted the unconfirmed minutes of the Academic Board meeting held on 5 May 2020.

6.3 Report on the establishment of a Degree, Diploma, Certificate or Other Award Program by Academic Board

RESOLVED

Council received and noted the report on the establishment of a Degree, Diploma, Certificate or Other Award Program by Academic Board.

7. Finance and Business Committee Report

7.1 Confirmed Confidential Minutes of Finance and Business Committee Meeting held on 17 April 2020

7.2 Unconfirmed Confidential Minutes of Finance and Business Committee Meeting held on 26 May 2020

7.3 Financial Impact of COVID-19

7.4 2020 Quarterly Financial Results – April 2020 YTD

7.5 UNSW 2019 Annual Investment Report

7.6 UNSW Net Zero Greenhouse Gas Emissions Target

8. Audit Committee Report

8.1 Confirmed Minutes of Audit Committee Meetings held on 10 March, 30 March and 3 April 2020

9. Risk Committee Report

9.1 Unconfirmed Minutes of Risk Committee Meeting held on 4 May 2020

9.2 UNSW Safety and Wellbeing Report – Quarter 1 2020

10. 2025 Council Sub-Committee Report

10.1 Unconfirmed Minutes of 2025 Council Sub-Committee Meeting held on 26 May 2020

11. myExperience Student Survey [Open Session]

RESOLVED

Council received and noted the presentation myExperience Student Survey for Term 1, 2020.

Note for the record

Professor Crossley spoke to this item.

Council noted the results from the Survey and discussed with Professor Crossley:

- the satisfaction scores – Council asked if there were any further insights in the different responses of the different genders to Term 1 teaching and if further consideration could be given to the low scores in Engineering, and what was being done to identify and address any issues [**Matter arising**]; and
- data comparison with other institutions – Professor Crossley advised Council that the QILT Survey was conducted in the second half of the year and provides information on the University's performance against other Australian universities and was normally available, and provided to Council, early in the following year.

The Chancellor, on behalf of Council, took the opportunity to thank and congratulate the University, including Professor Crossley, the Deans, the student leaders and Faculty and Divisional staff for moving teaching and learning into the online environment in a fast and efficient manner. The Chancellor highlighted that the overall results indicated that the University delivered remote learning well and had expanded its options for teaching and learning into the future.

12. Environmental Sustainability Report 2019 [Open Session]

RESOLVED

Council:

1. received and noted the Environmental Sustainability Report 2019; and
2. noted that subsequent to the notification to Council on 2 June 2020, the Environmental Sustainability Report 2019 was published on World Environment Day (5 June 2020).

Note for the record

Mr Walters spoke to this item and highlighted to Council that this was the first report since the launch of the Environmental Sustainability Plan (ESP) in 2019.

Council noted the ESP including the completion of the solar farm with connection to the State's electricity grid in July 2020.

Council congratulated the University on its commitment and work in the area of environmental sustainability.

At the end of this item Dr Britz, Dr Geelan-Small and Dr Popovic left the meeting and the Chancellor closed the Open Session of Council and moved into the Closed Session and commenced with the Vice-Chancellor's confidential report (Item 5).

13. Whistleblower Training for Council

RESOLVED

Council received and noted the Whistleblower Training presentation from Ms Sally McDow (Your Call).

Note for the record

Ms McDow was present and spoke to this item.

Council received training in relation to the updated Treasury Laws Amendment (Enhancing Whistleblower Protections) Bill 2018. In particular, Council noted:

- their responsibilities and obligations under the amended Bill;
- the need to ensure that the whistleblower provides their consent to disclosing their identity – Ms McDow advised that there were penalties for disclosing the identity of a whistleblower if they had not giving their consent;
- the difficulty in progressing a matter should the whistleblower choose not to ‘go on the record’;
- the hierarchy of obligations and responsibilities – Ms Grinston informed Council that the UNSW Legal Office was available to provide guidance to Council members on their responsibilities; and
- the need to have a plan in place should a whistleblower contact a Council member – Ms McDow advised that a plan could include which senior officer of the University to contact regarding the information received from a whistleblower.

The Chancellor thanked Ms McDow for the training. Ms McDow left the meeting at the end of this item.

ITEMS FOR APPROVAL AND NOTING

14. Register of Use of Seal and University Name and Arms

15. Amendments to the Delegations of Authority

RESOLVED

Council:

1. received and noted the report Amendments to the Delegations of Authority; and
2. approved the amendments to the Delegations of Authority set out in the paper to reflect the new Strategic Investment Management process, to take effect from 15 June 2020.

16. The University of New South Wales Foundation Limited

16.1 Amendments to the Constitution

RESOLVED

Council:

1. received and noted the paper The University of New South Wales Foundation Limited (the Foundation) Constitution Review;
2. provided prior approval of changes to the Foundation’s Constitution, as required under the Foundation’s current Articles of Association, before the changes would be considered pursuant to a special resolution of the members of the Foundation; and
3. noted that further consideration would be given to the overall structure and size of the Board and recommendations would be provided to Council at a future date.

16.2 Confirmation of Directors

17. Council Review – Implementation Plan Progress

18. Schedule of 2020 Council and Committee Meeting Dates

RESOLVED

Council received and noted the Schedule of 2020 Council and Committee Meeting Dates.

19. Business without notice

Item 1 : Vote of thanks

The Chancellor, on behalf of Council, thanked elected members Professor Carmichael, Mr Magner, Mr Gurieff and Mr Schwartz for their time and service to the UNSW Council, in particular in assisting the University to modify its investment position and divest from fossil fuels. The Chancellor noted that Professor Muir was standing for re-election to Council and wished her well in these endeavours, and also thanked Professor Muir for her time and service to Council and its Finance and Business Committee.

The Chancellor noted that this was the last meeting for Mr Brian Long and took the opportunity to thank Mr Long for his 12 years of service to Council. The Chancellor highlighted Mr Long's outstanding contributions to the University as a member of Council, including his high-level guidance and support to senior management as the Presiding Member of the Council's Audit Committee, as well as undertaking the role of Pro-Chancellor. Council recognised Mr Long's contribution by acclamation.

Item 2 : Length of Meeting

RESOLVED

Council resolved to extend the 15 June 2020 meeting to 6.00pm pursuant to the requirements of Council resolutions CL96/60 and CL03/25.

20. COUNCIL MEMBERS ONLY SESSION

Management left the room before the start of the Council members only session.

There being no other business, the Chancellor declared the meeting closed at 5.40 pm and moved into the Council Members Only Session.

The next Council meeting will be held on a date to be advised in early July 2020.

SIGNED AS A CORRECT RECORD
Presiding Member

Mr David Gonski AC
Chancellor
17/08/2020