

COUNCIL CONFIDENTIAL MINUTES



Minutes of the 512th meeting of **COUNCIL** held at 2.00 pm on **Monday 14 December 2020** via Zoom.

PRESENT

- Mr David Gonski AC, Chancellor
- Mr Warwick Negus, Deputy Chancellor
- Professor Ian Jacobs, President and Vice-Chancellor
- Professor David Cohen, President of the Academic Board
- Dr Jennifer Alexander
- Dr Raji Ambikairajah
- Ms Maxine Brenner
- Mr Mark Johnson
- Associate Professor Louise Lutze-Mann
- Professor Kristy Muir
- Mr James Rogers
- Mr Constantine Tsounis
- Ms Jennifer Westacott AO (departed 4.15 pm)

APOLOGIES

- Mr Jack Campbell
- Mr Matthew Grounds AM

IN ATTENDANCE

- Professor Eileen Baldry, Deputy Vice-Chancellor, Equity Diversity & Inclusion
- Professor Merlin Crossley, Deputy Vice-Chancellor, Academic
- Ms Fiona Docherty, Vice-President, External Engagement
- Professor Nicholas Fisk AM, Deputy Vice-Chancellor, Research
- Ms Sarafina Mohamed, Chief Operating Officer, President and Vice-Chancellor's Office
- Professor Anne Simmons AM, Provost
- Mr Andrew Walters, Vice-President, Operations
- Scientia Professor George Williams AO, Deputy Vice-Chancellor, Planning & Assurance

OBSERVER

- Mr Jonathon Strauss, UNSW former staff member and alumnus

SECRETARY

- Ms Elizabeth Grinston, General Counsel and University Secretary (arrived 4.30 pm)
- 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 acknowledged the Traditional Custodians of the Lands from which members and attendees were joining the Council meeting and extended his respects to the Elders past and present.

Council accepted apologies from Mr Jack Campbell and Mr Matthew Grounds for this meeting.

The Chancellor took the opportunity to congratulate Associate Professor Lutze-Mann on her promotion to Professor from 1 January 2021.

The Chancellor welcomed all members and attendees to the final meeting for 2020 and informed Council that Mr Jonathon Strauss would observe the meeting to assist with an assignment for his doctoral studies.

The Chancellor also noted that while Professor Eliathamby Ambikairajah, Acting Deputy Vice-Chancellor, Enterprise had sent an apology for this meeting, his role as Acting DVC Enterprise would conclude on 31 December 2020. The Chancellor, on behalf of Council, took the opportunity to acknowledge and thank Professor Ambikairajah for his contributions to Council.

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:

- the Chancellor advised that:
 - he ceased to be an Advisor to Adamantem Capital, effective 1 November 2020,
 - he became a non-executive member of LeapFrog Investment's Global Leadership Council, effective 1 November 2020,
 - he ceased to be the Chair and a Director of ANZ Banking Group Limited, effective 28 October 2020, and
 - his daughter and her partner had moved out of Basser College to their personal apartment as her partner was no longer the Dean of Basser College;
- Dr Raji Ambikairajah advised that her roles on the NSW Circular Economy Network and the Sydney School of Entrepreneurship had now concluded;
- Ms Maxine Brenner advised that:
 - she ceased to be a Director of Growthpoint Properties, effective 30 November 2020, and
 - she commenced as a Director of Woolworths Ltd, effective 1 December 2020;
- Ms Jennifer Westacott advised that she ceased to be a Panel Member of the Senior Secondary Review.

Council agreed to note the various interests and that there were no conflicts for the Chancellor, Dr Ambikairajah, Ms Brenner and Ms Westacott for this meeting and that they remain present for all items.

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

3.1 Minutes of Council meeting held on 12 October 2020

RESOLVED

Council confirmed the minutes of the meeting held on 12 October 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.

MANAGEMENT AND STRATEGY

5. Report of the President and Vice-Chancellor to Council

- 5.1 Update on Organisational Change
- 5.2 Educational Delivery and Student Load
- 5.3 Return to Campus
- 5.4 Strategy 2025 Update
- 5.5 Establishment of Working Groups to assess Cash Generating Ideas
- 5.6 Freedom of Speech

6. Report on the proceedings of the Academic Board

Professor Cohen spoke to this item.

Professor Cohen highlighted the Academic Board 2020 Annual Report, in particular the University's research performance, the progress of reviewing the University's assessment requirements and the implementation of General Education.

Council discussed with Professor Cohen:

- the disestablished engineering degrees at UNSW Canberra – Professor Cohen informed Council that UNSW Canberra was discontinuing the teaching of these four-year degrees due to a lack of demand from the Department of Defence; and
- the amendments to the UNSW Rules – Professor Cohen highlighted that due to the implementation of the Workplace Change it was not possible to hold elections for staff positions on the Academic Board and staff and student positions on Faculty Boards, and that the amendments to the UNSW Rules would allow the University the opportunity to retain corporate knowledge and quorum for all Boards while the University undertook elections in early 2021.

The Chancellor thanked Professor Cohen for his report and leadership of the Academic Board.

6.1 Academic Board 2020 Annual Report

RESOLVED

Council received and noted the Academic Board 2020 Annual Report.

6.2 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.

6.3 Confirmed Minutes of Academic Board meeting held on 20 October 2020

RESOLVED

Council received and noted the confirmed minutes of the Academic Board meeting held on 20 October 2020.

6.4 Unconfirmed Minutes of Academic Board meeting held on 24 November 2020

RESOLVED

Council received and noted the unconfirmed minutes of the Academic Board meeting held on 24 November 2020.

6.5 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.

6.6 2020 Results of the Academic Board Student Elections

RESOLVED

Council received and noted the report on the election of the following students as members of the Academic Board for a term from 1 January 2021 to 31 December 2022, subject to their continued student enrolment at the University:

One undergraduate student – Mr Mohique Gajdhar

One postgraduate student – Mr Saurabh Kaura

One Higher Degree Research (HDR) student – Mr Toyin Abdulsalam

6.7 Amendments to the UNSW Rules

RESOLVED

Council:

1. received and noted the report Amendments to the UNSW Rules;
2. noted the postponement of 2020 elections for staff members on Academic Board and staff and student members on Faculty Boards due to the UNSW Workplace Change proposal;
3. noted that all elected staff positions on Academic Board and all elected staff and student positions on Faculty Boards would become vacant on 31 December 2020;
4. approved amendments to the UNSW Rules comprising:
 - a. changes to Rule 5.1 *Election Procedures*
 - b. the addition of Rule 6.3 *Special Provisions due to the 2020 Workplace Change* to:
 - i. enable elections to be held between 1 January 2021 and 30 June 2021;
 - ii. extend the term of office of current elected members from 31 December 2020 until 30 June 2021 for:
 - Elected professorial and non-professorial academic staff members on Academic Board,
 - Members of Academic Board nominated to fill an elected position that became vacant during the current two-year term of the previously elected member,
 - The President and Deputy Presidents of Academic Board,
 - Elected academic staff members on Faculty Boards,
 - Elected student members on Faculty Boards;
 - c. changes to the terms of reference for the Program Review Committee and University Research Committee;
 - d. editorial amendments, including changes to position titles; and
5. noted that the casual vacancy provisions of Rule 2 and Rule 4, for Academic Board and Faculty Boards respectively, would apply where an elected staff member was no longer employed at UNSW or where a student member discontinues their study, or where any elected member resigns their office rather than continuing in office until 30 June 2021.

6.8 Reappointment of Such Other Persons to the Academic Board

RESOLVED

Council

1. received and noted the report Reappointment of Such Other Persons to the Academic Board;
2. approved the reappointment of the following to the Academic Board under the Such other Persons membership:
 - i. identified positions on the Academic Board for a term from 1 January 2021 to 31 December 2022:
 - a) Pro-Vice-Chancellor, Indigenous
 - b) One representative of the Early Career Academic Network (ECAN) Executive Committee, nominated by the President of the Academic Board
 - ii. the following staff for a term from 1 January 2021 to 30 June 2021:
 - a) Professor David Cohen
 - b) Professor Melissa Green.

7. Finance and Business Committee Report

7.1 Unconfirmed Confidential Minutes of Finance and Business Committee Meeting held on 1 December 2020

7.2 2020 Quarterly Financial Results

7.3 Financial Plan 2021 – 2023

7.4 Integrated Acute Services Building Funding Request

8. Audit Committee Report

8.1 Unconfirmed Confidential Minutes of Audit Committee Meeting held on 12 November 2020

8.2 Report on red-rated Internal Audit Actions

8.3 Legislative Compliance Framework – Annual Report 2020

9. Risk Committee Report

9.1 Unconfirmed Confidential Minutes of Risk Committee Meeting held on 20 November 2020

9.2 Safety and Management Report Q3 2020

9.3 Annual Briefing Paper on Composite Cladding

9.4 UNSW's Cybersecurity Risk Assessment

9.5 Research Ethics and Compliance Annual Report - 2019

10. 2025 Council Sub-Committee Report

10.1 Unconfirmed Confidential Minutes of 2025 Council Sub-Committee Meeting held on 17 November 2020

10.2 Council KPIs – Update on New Framework

10.3 Benefits Realisation Update

11. UNSW Council Committee Terms of Reference and Membership

12. Presentation – Research Achievements & Rankings Analysis

ITEMS FOR APPROVAL AND NOTING

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

14. Report of Approved Policy Documents

RESOLVED

Council received and noted the report of Approved Policy Documents for the period 1 October to 1 December 2020.

15. Compliance with the Voluntary Code of Best Practice for the Governance of Australian Universities

RESOLVED

Council:

1. received and noted the report on Compliance with the *Voluntary Code of Best Practice for the Governance of Australian Universities* (Voluntary Code) as part of Council's commitment to annually review the University's compliance with the Voluntary Code; and
2. noted that UNSW had not yet achieved compliance with the Voluntary Code and the *University of New South Wales Act 1989* in relation to controlled entities.

16. 2020 Annual Update for UNSW International House Charitable Trust

17. UNSW Global Board Composition

18. Schedule of Council and Council Committee Meeting Dates

RESOLVED

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

19. Business without notice

Item 1: Vote of thanks

The Chancellor took the opportunity to thank the Vice-Chancellor and Management Board on their handling of the COVID-19 pandemic and their outstanding leadership of the University, including the updating of Council throughout the year on how the University and its community were handling a very stressful year.

The Chancellor also thanked Council members for their input and guidance throughout 2020 and encouraged everyone to rest and recuperate over the Christmas and New Year period.

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 4.40 pm and moved into the Council Members Only Session.

The next Council meeting will be held on 15 February 2021.

SIGNED AS A CORRECT RECORD
Presiding Member

Mr David Gonski AC
Chancellor
15/02/2021