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OPERATION VERDI (E13/0955)

MINUTES OF MEETING & AGENDA OF UNE COUNCIL & COMMITTEES

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COMMITTEES**

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SPECIAL COUNCIL MEETING

Strictly Confidential

The third meeting of the Council of The University of New England for 2005 will be held at 2.00pm on Friday, 24 June 2005 in the Council Room, Booloominbah, The University of New England.

20 June 2005

Helen Arthurson
Secretary to Council

CONFIDENTIAL AGENDA

APOLOGIES

CONFLICT OF INTEREST DECLARATIONS

Council members are asked to disclose any material interest, consistent with Schedule 2A Clause 5 of the *University Of New England Act 1993*, in which it is stated:

5 Disclosure of material interests by Council members

(1) If:

(a) a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and

(b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,

the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.

(2) A disclosure by a member of the Council at a meeting of the Council that the member:

(a) is a member, or is in the employment, of a specified company or other body, or

(b) is a partner, or is in the employment, of a specified person, or

(c) has some other specified interest relating to a specified company or other body or to a specified person,

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).

*1 ORDER OF BUSINESS

*2 FUTURE PROOFING STUDENT ORGANISATIONS.

pp 1-14e

A copy of a proposal for the inclusion of the activities of UNESA and UNEPA under the controlled entity established for the UNE Union is attached.

Confidential Agenda
24 June 2005

A copy of a letter dated 15 April 2005 from the Executive Officer of UNESA, Mr Wayne Kratz, to the Vice-Chancellor and the Executive Director, advising of the likely impact of VSU legislation on the operations of UNESA, is attached for information

The Executive Director (Business & Administration) will speak to this item.

*3 **RECENT UNESA ACTIVITIES**

pp 15-65

Copies of articles and other documents relating to recent UNESA activities that have raised serious concerns for UNE management are attached. The Executive Director (Business & Administration) will speak to this item.

These articles relate to:

Radio Station, TuneFM

pp 16-44

Press Release

pp 45-49

Censorship

pp 50-52

NUS Referendum and UNESA Electoral Findings

pp 53-59

Petition to Out Board

p 60

Other complaints – sexist/racist remarks; bullying behaviour; excessive consumption of alcohol at UNESA Council meeting; and undue influence

pp 61-65

Draft Confidential Minutes

Council
24 June 2005

CONFIDENTIAL MINUTES OF THE SPECIAL MEETING OF THE COUNCIL OF THE
UNIVERSITY OF NEW ENGLAND, HELD ON FRIDAY, 24 JUNE 2005 COMMENCING
AT 2.00PM IN THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr JR Harris (<i>Deputy Chancellor and Chair</i>)	Mr A Marks
Professor I Moses (<i>Vice-Chancellor</i>)	Mr S Williams
Associate Professor H Beyersdorf	Mr E Wright, AM
Mrs J Crew, OAM	
Professor M Franzmann (<i>Chair of Academic Board</i>)	

BY TELECONFERENCE

Ms F Giuseppe

APOLOGIES

Mr J Cassidy (*Chancellor*)
 Mrs J Oppenheimer, OAM
 Mr P Mathew
 Ms A Maurer
 Ms J McClelland
 Ms K Scharf

OFFICIAL OBSERVERS

Mr G Dennehy (*Executive Director (Business & Administration)*)
 Professor P Flood (*Pro Vice-Chancellor (Research & Development)*)
 Professor R Pollard (*Pro Vice-Chancellor (International & Entrepreneurial)*)
 Professor D Rich (*Pro Vice-Chancellor (Teaching & Learning)*)

IN ATTENDANCE

Ms H Arthurson (*Secretary to Council*)

TABLED DOCUMENTS

- *Email correspondence between the Executive Director (Business & Administration) and the President of UNESA.*

CONFLICT OF INTEREST DECLARATIONS

Mrs Crew, OAM, declared a conflict of interest arising from her position as the University Council representative on the UNESA Council and the Board of the UNE Union.

Associate Professor Beyersdorf, Professor Moses, Professor Franzmann, Mr Harris and Mr Williams declared a conflict of interest arising from their membership of the UNE Union.

1 ORDER OF BUSINESS

Council agreed that Item 3 be discussed prior to Item 2.

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Council
24 June 2005**2 RECENT UNESA ACTIVITIES (ITEM 3 ON THE AGENDA)**

The Vice-Chancellor introduced the discussions, informing Council that:

- it is clear that Voluntary Student Unionism (VSU) will be introduced;
- UNESA and UNEPA will not be able to continue alone; and
- as a result of the adverse publicity about and complaints against the UNESA Executive, it is now appropriate for the University to act.

The Executive Director (Business & Administration) spoke to the documentation relating to the recent activities of the UNESA Executive, highlighting the key issues of:

- the radio station, for which the University holds the license, and the potential industrial relations issues arising from the UNESA Executive's attempted dismissal of the Manager of the radio station;
- the UNESA press release containing a false statement about the involvement of the Police at a UNESA Council meeting;
- the censorship by the UNESA Executive of the UNESA publication and Tune FM;
- the findings of the UNESA Electoral Tribunal with respect to the NUS Referendum and the questions concerning the competence of the Returning Officer;
- the apparent failure of the student petition to call a general meeting of UNESA to move dismissal of the UNESA Council; and
- the inappropriate sexist, racist and bullying behaviour at UNESA Council meetings.

Council noted:

- the tabled recent email correspondence between the UNESA President and the Executive Director (Business & Administration);
- the comments indicating the apparent willingness of the UNESA Executive to work with the University to address the issue of the radio station and changes to structure to cope with the anticipated VSU legislation;
- that the Executive Director (Business & Administration) has been invited to address the next meeting of the UNESA Council on 10 July 2005;
- although there had been complaints about the behaviour of the UNESA Executive to the Vice-Chancellor, the Executive Director (Business & Administration) and others, it was considered that the UNESA Constitution should deal with the issues raised; and
- the possibility of referring some matters (e.g. inducement to vote a particular way in the referendum) to ICAC had been considered but, advice had been received that as neither the UNE Union nor UNESA are public bodies, it would not be appropriate to refer the issues to ICAC.

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Council
24 June 2005**3 FUTURE PROOFING STUDENT ORGANISATIONS (ITEM 2 ON THE AGENDA)**

The Executive Director spoke to the proposal presented in the papers, highlighting the following points.

- It is time to move forward on the decision to create a controlled entity for the UNE Union activities.
- Discussions with the UNEPA President and the UNESA Executive indicate that they are aware that UNEPA and UNESA will not be able to operate after the introduction of the VSU legislation.
- There is still a chance that an amendment to the legislation would assist Sport UNE to remain a separate entity.
- The controlled entity to replace UNE Union could be constructed in such a way as to be able to accommodate some of the activities of UNEPA and UNESA.
- There would be a single Board with fiduciary/statutory obligations with responsibilities being delegated by the Board to the CEO.
- The UNE Union, UNEPA and UNESA should be advised that the GSF is to be directed into the new company.

During discussion, Council noted:

- that the students could still form their own bodies but they would not be able to receive money from the University or to trade and if they formed "clubs" they would be required to conform to protocols being established for such clubs;
- the proposed resolution was too broad and would benefit from a clause explaining the transfer of assets;
- there was a concern that UNE was pre-empting the legislation;
- questions as to whether anyone had analysed which operations would be transferred to the new company, to what extent would there be ongoing funds from UNE, what would the purpose of the company be, and was there a business plan for the new company;
- non-commercial support and advocacy services would not be moved into the new company;
- the University is reviewing its current student support services, such as those provided through the Academic Skills Office, Counseling and Career, and the Equity Office, and considering bringing them together under Student Administration and Services;
- there had been a commitment of some of the additional 5% of the raised HECS for 2006 to be used to help fund services for students; and
- the process of obtaining undergraduate and postgraduate student representation, should UNESA and UNEPA cease to exist, would be discussed.

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Council
24 June 2005

Council resolved:

THAT

1. THE UNIVERSITY ESTABLISH A NEW COMPANY CAPABLE OF ACCEPTING THE ASSETS AND OPERATIONS OF ANY OR ALL OF THE ORGANISATIONS, THE UNE UNION, SPORT UNE, UNESA AND UNEPA WITHIN THE FRAMEWORK SUGGESTED BY THE RECEIVER/MANAGER OF THE UNE UNION;
2. THE UNE UNION, UNESA AND UNEPA HAVE THE OPTION TO CONTRIBUTE THEIR ASSETS AND OPERATIONS BY MUTUAL AGREEMENT WITH THE NEWLY CONSTRUCTED COMPANY;
3. THE UNIVERSITY BEGIN CONSULTATION WITH THE UNE UNION, UNESA AND UNEPA TOWARDS HOW UNE MIGHT PROVIDE THEIR NON-COMMERCIAL OPERATIONS; AND
4. THE UNE UNION, UNESA AND UNEPA BE INFORMED THAT THE GENERAL SERVICE FEE IS NOW TO BE DIRECTED INTO THE NEW COMPANY.

Council asked that:

- the Executive Director (Business & Administration) report on progress to the next meeting of Council;
- legal advice on the dismissal of the UNESA Executive be obtained and reported to Council;
- the draft wording of the resolution be sent to Council members for comment and confirmation; and
- the confidentiality of the meeting be maintained.

There being no further business the meeting closed at 3.45pm.

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Notes from a Meeting held in the Office of the Executive Director (Business & Administration) at 11.00am on Wednesday, 20 July 2005

Present

Mr J Cassidy (*Chancellor*)
 Mr G Dennehy (*Executive Director (Business & Administration)*)
 Mr S Hall (*Receiver/Manager of UNE Union*)
 Mr A Fox (*University Lawyer*)
 Ms S Paini (*CEO, UNE Union*) (Joined the meeting at approximately midday)

In Attendance

Ms H Arthurson (*Secretary to Council*)

Discussion

The group met to discuss the options in terms of the timing of the sale of the Tattersalls' Hotel in relation to the transfer of assets from UNE Union Ltd and UNE Union to a company, a controlled entity of the University, nominally called Services UNE.

The major issues involved in making the decision were the following.

1. The potential drawback for deferring the sale of the hotel until after the company is established and assets had been transferred was the possibility of the requirement to pay Stamp Duty of \$154,000
2. There was a possibility that the sale of the hotel would be subject to capital gains tax if it were sold prior to transfer.
3. The potential drawback if the hotel was sold as soon as possible, was the loss of the ability to use the off premises portion of the liquor license for the hotel for events outside the Bistro, *Booloominbah* and Tattersalls, (e.g. at the Colleges, in Lazenby Hall, on the *Booloominbah* lawns.
4. The appropriateness or otherwise of leaving the decision to sell or to keep the hotel to the controlled entity's Board after asset transfer. *decided to sell the hotel now or*

The group noted that Mr Hall was required to present a report to the UNE Union Creditors on Thursday, 28 July 2005 and that these matters needed resolution as soon as possible.

1. Stamp Duty

The Chancellor informed the group that he'd had discussions with Mr Richard Torbay, MP the Members for the Northern Tablelands and that they were both of the opinion that the University would have a good chance of obtaining an exemption from Stamp Duty for the transfer of the hotel to the new controlled entity.

Action

It was agreed that the Chancellor would make enquiries and advise Mr Hall of the outcome of those enquiries by Monday, 25 July 2005. Furthermore, if it appeared that

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Meeting re UNE Union
20 July 2005

the request would be received favourably by the NSW Treasurer, then an application for exemption should proceed.

2. Capital Gains Tax

The University Lawyer informed the group that the Chief Executive Officer of the UNE Union, had informed him that the UNE Union had a Federal Tax exemption.

The Receiver/Manager informed the group that the UNE Union Ltd held the Hotel in trust for the UNE Union. On the basis that the gain from the sale of the hotel would go to the UNE Union, there would be no capital gains tax payable.

The Chief Executive Officer of the UNE Union informed the group that The UNE Union had written to the Taxation Office to clarify whether the UNE Union's tax exemptions include capital gains tax.

Action The CEO, UNE Union, would inform the group of the advice from the Taxation Office when it is received.

3. Liquor License

The CEO, UNE Union, provided the following information.

- The Union holds the following licenses:
 1. An on- and off-site liquor license for Tattersalls Hotel;
 2. An on-site liquor license for the Bistro and *Booloominbah*; and
 3. A catering license, which had not been used since changes to the Liquor Act last year. The UNE Union has not been advised that the catering license has lapsed, although it appears that may have happened.
- If the hotel was sold, the UNE Union could still cater for functions outside the Bistro or *Booloominbah* by either:
 1. making individual applications to the Local Licensing Court in Armidale for liquor licenses for each event; or
 2. developing a strategic relationship with a hotel in Armidale for the supply of liquor at these functions; or
 3. apply for a Governor's License, but this would be likely to take at least 6 months and possibly several years.
- The UNE Union was covered for all insurances by the University's policy other than for the Belgrave Cinema and the Tattersall's Hotel, for which there are separate insurance policies.

4. Whose Decision?

The group agreed that, pending a favourable response in terms of exemption from Stamp Duty, the recommendation would be for the hotel to be retained and transferred with the other assets of the UNE Union, if the Directors of the UNE Union agree to sign the Deed of Transfer. The University would indemnify the new arrangements.

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Meeting re UNE Union
20 July 2005

If the Directors of the UNE Union refuse to sign the Deed, then the Receiver/Manager will have no choice but to put the UNE Union into liquidation, sell the hotel and pay the creditors. There would also be the possibility of the creditors suing the Directors.

Action

The Standing Committee of Council will be asked to meet on 4 August 2005, and will be provided with:

- A report from the Receiver/Manager;
- A copy of the Constitution for the new controlled entity; and
- A recommendation from the University Lawyer and UNE management, including a full list of the steps in the process (to be identified by the Manager/Receiver, the University Lawyer and the Chief Executive Officer).

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CONFIDENTIAL MINUTES OF THE MEETING OF THE FINANCE COMMITTEE OF
COUNCIL OF THE UNIVERSITY OF NEW ENGLAND, HELD ON MONDAY, 25 JULY
2005 COMMENCING AT 2.00PM IN THE COUNCIL ROOM, BOOLOOMINBAH.

10. CONFIDENTIAL BUSINESS

PRESENT

Mr S Williams (*Chair*)
Mr J Cassidy (*Chancellor*)
Mr J Harris (*Deputy Chancellor*)
Professor I Moses (*Vice-Chancellor*)
Professor M Franzmann (*Chair of Academic Board*)
Ms F Giuseppe
Mr E Wright, AM

APOLOGIES

Mr P Mathew

IN ATTENDANCE

Mr G Dennehy (*Executive Director (Business and Administration)*)
Ms H Arthurson (*Secretary to Council*)

CONFLICT OF INTEREST

The Committee noted Mr Harris's declaration of a conflict of interest for matters concerning NERAM.

10.1 MINUTES

The Committee resolved that:

THE CONFIDENTIAL MINUTES OF THE MEETING OF 23 MAY 2005 BE CONFIRMED AS
A CORRECT RECORD OF THE MEETING

10.2 BUSINESS ARISING

10.2.1 Status Report on NERAM Debt

The Committee noted the report and that the reduction of debts is under the control of the Armidale Dumaresq Council's Business Manager.

10.2.2 UNE Union

The Committee was provided with the following information.

- The development of a new entity is progressing well and there had been a meeting between the Chancellor, the Executive Director (Business & Administration), the Receiver/Manager of UNE Union, the University Lawyer and the CEO of the UNE Union, which was minuted by the Secretary.
- The two main issues with respect to the timing of the sale of the Tattersalls Hotel are whether or not stamp duty would have to be paid on a transfer of the hotel

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Finance Committee
25 July 2005

from the UNE Union to the new entity and what impact would the loss of the off-site liquor license if Tattersalls were to be sold before the transfer of assets.

- An application has been made to the NSW Treasurer for a waiver on stamp duty for the transfer of Tattersalls Hotel from the UNE Union to the new entity and a favourable response was anticipated.
- The Receiver/Manager would be presenting the Deed of Assignment to the Directors of UNE Union and if they do not agree to sign, the Receiver/Manager will have no choice but to put UNE Union into liquidation. This would require a check for fraudulent behaviour and may result in the suing of the current and past Directors.
- Although the UNE Union Board has been disbanded, the previous Directors as members of the UNE Union, will be asked to sign the Deed.
- If the Deed is signed, there will be a meeting of the Standing Committee of Council on 4 August 2005 to approve the Constitution of the new entity.

10.3 OTHER CONFIDENTIAL BUSINESS

There being no further confidential business, the Committee returned to open session.

DRAFT

MINUTES OF THE MEETING OF THE STANDING COMMITTEE OF COUNCIL OF THE
UNIVERSITY OF NEW ENGLAND, HELD ON THURSDAY, 4 AUGUST 2005
COMMENCING AT 11.00AM IN THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr J Cassidy (*Chancellor*)
Mr J Harris (*Deputy Chancellor*)
Professor I Moses (*Vice-Chancellor*)
Professor M Franzmann (*Chair of Academic Board*)
Mr S Williams
Mr E Wright

APOLOGIES

Mr A Marks

IN ATTENDANCE

Mr G Dennehy (*Executive Director (Business & Administration)*)
Ms H Arthurson (*Secretary to Council*)

TABLED DOCUMENTS

- *Business Paper*

1 NEW CONTROLLED ENTITY

The Chancellor provided the following information.

- A Constitution has been constructed for the new controlled entity as a company limited by guarantee, with the University of New England as the only voting member and provision for other non-voting members.
- Three external Directors are to be appointed initially.
- The Constitution provides for five Directors to be appointed by the University Council and two are to be elected from the student body, with the possibility of a third to be elected from Sport UNE should they join with the new entity in the future;
- Ms Paini will initially continue as the General Manager of the new entity, *pro tem*;
- Initially accounts will be provided on a monthly basis through Financial Services, and once established this could possibly be relaxed to be done at six-monthly intervals;
- The University Council has already agreed to underwrite the assets and liabilities of the UNE Union;
- The NSW Treasurer has provided an exemption from Stamp Duty for the transfer of the Tattersalls Hotel from the UNE Union to the new entity.

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Standing Committee of Council
4 August 2005

- It has been agreed that the decision to sell or keep the Tattersalls Hotel would be left to Council and the Directors of the new entity once they have developed their business plan.

During discussion, it was noted that:

- it will be necessary to formalize the relationship of landlord and tenant for indemnity purposes;
- the mechanism for the election of student member Directors has not yet been determined;
- the three initial Directors have the opportunity to recommend another two Directors for appointment by the University Council to the Board;
- the Administrator and Receiver/Manager is required to report to the Creditors of UNE Union on 5 August and the decision of the University Council on the Constitution and Deed of Company Arrangement is required before then;
- the liability of members is limited;
- there is a requirement that the University be notified and approve if the new entity intends to borrow more than \$100,000;
- the successful transfer of assets requires that the Board of Directors/Members of the UNE Union agree to sign the Deed of Company Arrangement;
- if the UNE Union Directors do not agree, then the Administrator and Receiver/Manager is required to liquidate UNE Union and carry out stringent investigations.

The Standing Committee agreed that Ann Maurer, Rod Watt and Andrew Murray be invited to be the initial Directors of the new entity.

Following a question concerning clause 12.12 of the Constitution which provided a definition of a quorum, advice was sought from the University Lawyer to ensure that, while there are three appointed Directors, a quorum was to be two appointed Directors, but this would increase to 4 Directors once all Directorship positions have been filled.

The Committee also asked that the word "appointed" be inserted before "by Council" in the definition of "Chair" in the Constitution.

Concern about the lack of continuity presented by "Alternate Members" was noted.

Mr Wright indicated that he was satisfied with the documents and left the meeting at midday.

The Committee resolved:

THAT THE CONSTITUTION AND THE DEED OF COMPANY ARRANGEMENT OF THE NEW ENTITY FOR THE ESTABLISHMENT OF SERVICES UNE BE APPROVED, WITH THE INCLUSION OF THE WORD "APPOINTED" BEFORE "THE COUNCIL", IN THE DEFINITION OF "CHAIR".

The Committee agreed that the Chancellor would contact the potential Directors and the Executive Director (Business & Administration) would advise the Administrator and Receiver/Manager of the UNE Union, and the University Lawyer of the outcome of the meeting.

CONFIDENTIAL MINUTES OF THE MEETING OF THE COUNCIL OF THE
UNIVERSITY OF NEW ENGLAND, HELD ON MONDAY, 8 AUGUST 2005
RECOMMENCING AT 2.00PM IN THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr J Cassidy (<i>Chancellor</i>)	Ms J McClelland
Mr JR Harris (<i>Deputy Chancellor</i>)	Mr A Marks
Professor I Moses (<i>Vice-Chancellor</i>)	Ms A Maurer
Associate Professor H Beyersdorf	Mrs J Oppenheimer, OAM
Mrs J Crew, OAM	Mr S Williams
Professor M Franzmann (<i>Chair of Academic Board</i>)	Mr E Wright, AM
Ms F Giuseppi	

APOLOGIES

Mr P Mathew
Mr A Marks (For early departure)

OFFICIAL OBSERVERS

Mr G Dennehy (*Executive Director (Business & Administration)*)
Professor Robin Pollard (*Pro Vice-Chancellor (International & Entrepreneurial)*)
Professor P Flood (*Pro Vice-Chancellor (Research & Development)*)
Professor D Rich (*Pro Vice-Chancellor (Teaching & Learning)*)

IN ATTENDANCE

Ms H Arthurson (*Secretary to Council*)

14.1 MINUTES

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF COUNCIL HELD ON 6 JUNE 2005
BE CONFIRMED AS A CORRECT RECORD OF THE MEETING

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF COUNCIL HELD ON 24 JUNE 2005
BE CONFIRMED AS A CORRECT RECORD OF THE MEETING, WITH THE REPLACEMENT OF
THE CLAUSE, "DECLARED A CONFLICT OF INTEREST ARISING FROM THEIR MEMBERSHIP"
BY "ADVISED THAT THEY ARE MEMBERS", UNDER CONFLICT OF INTEREST
DECLARATIONS

14.2 BUSINESS ARISING FROM THE MINUTES

14.2.1 Update on UNE Union

The Chancellor provided the following information.

- The Standing Committee of Council met on 4 August 2005 to approve the Constitution and the Deed of Company Arrangement and to identify the initial three Directors of the new entity for the establishment of Services UNE.

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- The Administrator and Receiver/Manager of the UNE Union met with the Creditors of the UNE Union on 5 August 2005.
- There will be a meeting between the Administrator and Receiver/Manager of UNE Union and the UNE Union Board of Directors on Friday 12 August 2005 for the signing of the Deed of Company Arrangement.
- The Constitution allows for up to 5 Directors appointed by the University Council and two Directors to be elected by the students. The mechanism for election will be determined following signing of the Deed.
- The main issue at the Standing Committee meeting on 4 August was whether to sell or retain the Tattersalls Hotel prior to the transfer of assets and liabilities to the new entity. The Standing Committee agreed that, pending achieving an exemption from Stamp Duty on the transfer of the Hotel, the Hotel should be retained and the decision to sell or not, left to the Directors of the new entity. With the considerable assistance of the local Member of Parliament, Mr Richard Torbay, this exemption was achieved.
- The proposed three initial Directors for the new company will be Ms Ann Maurer (Accountant and UNE Council member), Mr Rod Watt (Solicitor) and Mr Andrew Murray (Business Person). Ms Maurer agreed and the Chancellor would contact Mr Watt and Mr Murray, as the Directors are Council appointments.
- UNE has already agreed to underwrite the assets and liabilities of the UNE Union and the UNE Union Ltd.
- If the current UNE Union Members/Directors do not sign the Deed, the Administrator and Receiver/Manager has advised that he will liquidate the UNE Union and examine the past conduct of the business of the UNE union for fraud or any other illegal behaviour.
- The current Chief Executive Officer of the UNE Union would become the *pro-tem* General Manager of the new entity.

In response to questions, Council was informed that:

- The new company would be a controlled entity of the University and the student associations may be linked to it, with some funding mechanism, but it will not be clear how this might be constructed until it is understood exactly what the VSU legislation will mean;
- it is possible that Sport UNE may form a separate controlled entity or may become a part of Services UNE, but this depends on the impact of VSU; and
- the University Council will have the power to amend the Constitution for the new entity, Services UNE, and the Constitution would be circulated for comment, if any.

14.2.2 UNESA Activities

The Executive Director (Business & Administration) informed the Council that:

- the University Lawyer had sought advice from a Barrister who specializes in Administrative Law, Professor Margaret Allars, on the University's powers with respect to UNESA;

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8 August 2005

- under the *University of New England Act 1993*, s.16(1B)(e), one of the University Council's functions is "to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture"; and
- therefore, it is within the University Council's powers to seek an audit of the activities of UNESA and this may be viewed as being a necessary and reasonable step given the level of complaints against UNESA.

Council agreed that:

- a "legal" (rather than financial) audit of UNESA's activities, within the context of its rights and responsibilities, be undertaken;
- Professor Allars be asked to conduct this audit;
- UNESA Executive be advised that the University Council, consistent with its powers under the *University of New England Act*, has requested that this audit be undertaken.

Council noted a question concerning whether or not Mr McInerney, as an expelled student, had the right to call a meeting of the UNE Union Board, given that he had been advised some time ago that he should no longer be holding the Office of President. It was agreed that, if he were President at the time that the UNE Union was placed in the hands of the Administrator and Receiver/Manager, it was appropriate and that this was a matter for the Administrator and Receiver/Manager.

14.2.3 Executive Search for Vice-Chancellor and Chief Executive Officer

The Chancellor informed Council that:

- Watermark Executive Search had received some 19 applications with several others pending;
- The Chief Executive Officer of the AVCC refused to provide assistance in the search, whereas a number of Vice-Chancellors had been helpful; and
- The range of applicants includes most academic people with some business skills, and several business people with academic skills.

In response to a question concerning the selection process, Council was informed that:

- the Nominations Committee, with the replacement of the Vice-Chancellor by the Chair of the Finance Committee, would be acting as the Selection Committee for the position of Vice-Chancellor and Chief Executive Officer;
- the Selection Committee would interview those candidates short-listed by the search firm and would make a recommendation for appointment to Council.

There was considerable discussion about the appropriateness or otherwise, given privacy and confidentiality considerations, of the revelation to the University Council of the names and qualifications of the unsuccessful applicants. Council noted that, although there was a request that the Nominations Committee put forward its recommendation to Council for appointment of the Vice-Chancellor and Chief Executive Officer, this could not be done if it breaches privacy legislation and/or the confidentiality requirements of the candidates.

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14.2.4 Executive Search for Chief Financial Officer

The Chancellor informed Council that:

- there is a position description for the Chief Financial Officer, including membership of the Executive;
- six candidates have been short-listed for interview by the Selection Committee; and
- it is proposed that the Chancellor would chair the selection committee and other members would include the Vice-Chancellor, the Chair of the Finance Committee, Ms Giuseppi, Ms Maurer and the Chief Financial Officer of Melbourne University if he is available.

Council resolved:

THAT THE PROPOSED SELECTION COMMITTEE FOR THE POSITION OF THE CHIEF FINANCIAL OFFICER BE APPROVED.

14.2.5 Ministerial Appointee

The Chancellor informed Council that he was expecting to hear from the Minister's Office this week.

14.3 CONFIDENTIAL MINUTES FROM THE FINANCE COMMITTEE MEETINGS OF 23 MAY 2005 AND 25 JULY 2005

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE FINANCE COMMITTEE OF COUNCIL OF 23 MAY 2005 BE ACCEPTED

Council noted the unconfirmed Confidential Minutes of the Finance Committee meeting of 25 July 2005.

14.4 CONFIDENTIAL MINUTES FROM THE AUDIT AND COMPLIANCE COMMITTEE MEETINGS OF 23 MAY 2005 AND 25 JULY 2005

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE AUDIT AND COMPLIANCE COMMITTEE OF COUNCIL OF 23 MAY 2005 BE ACCEPTED

Council noted the unconfirmed Confidential Minutes of the Audit and Compliance Committee meeting of 25 July 2005.

14.5 CONFIDENTIAL MINUTES FROM THE BUILDINGS AND GROUNDS COMMITTEE MEETINGS OF 25 JULY 2005

Council noted the unconfirmed Confidential Minutes of the Buildings and Grounds Committee meeting of 25 July 2005.

14.6 STANDING COMMITTEE FLYING MINUTES 10 MAY 2005 AND 19 MAY 2005

UNSTARRED ITEM

[Mr Andrew Marks left the meeting at 3.15pm]

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14.7 REPORT ON THE TENDER COMMITTEE MEETING HELD ON 4 AUGUST 2005

Mr Williams, as Chair of the Tender Committee, informed Council that:

- the Tender Committee had approved two tenders, one for irrigation system and one for lock-smithing; and
- the Committee was gradually improving its procedures.

14.8 OTHER CONFIDENTIAL BUSINESS**14.8.1 Confidential Student Matters Actioned by Standing Committee of Academic Board**

The Chair of Academic Board spoke briefly to this item advising Council that due process had been followed.

Council resolved:

THAT THE RECOMMENDATIONS FROM THE STANDING COMMITTEE OF ACADEMIC BOARD CONCERNING THESE CONFIDENTIAL STUDENT MATTERS BE ACCEPTED.

14.8.2 Appointment of Replacement Academic Staff Member

Council was informed that:

- the Nominations Committee had met to consider expressions of interest in this position from two academic staff members;
- the Nominations Committee recommended that Council appoint Professor David John Cottle, Professor in Sheep and Wool Science to the position;
- both candidates were highly suitable but Professor Cottle would be the first Science based academic staff member on Council for a considerable time; and
- it was hoped that the other candidate would stand for election as an academic staff member in 2006.

Council resolved:

THAT PROFESSOR DAVID JOHN COTTLE BE APPOINTED TO THE POSITION OF ACADEMIC STAFF MEMBER OF COUNCIL FOR THE REMAINDER OF THE CURRENT TERM OF OFFICE, THAT IS, UNTIL 19 AUGUST 2006.

14.8.3 Potential Claims Under Directors and Officers Insurance

Council noted that:

- a number of potential claims have arisen in regards to Brickfields, TOP Education Group and possibly others;
- these claims have been identified in legal advice from solicitors acting on behalf of the University, and need to be to be properly assessed, quantified and the insurers put on notice by management;
- the report from the Pro Vice-Chancellor (International and Entrepreneurial) including this legal advice, and provided to the confidential meeting of the Audit and Compliance Committee on 25 July 2005 was provided;

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- the University Lawyer has been reminded of the request to interview people with respect to Brickfields but the Executive Director (Business & Administration) would follow up this request; and
- the Pro Vice-Chancellor (International and Entrepreneurial) provides Audit and Compliance Committee with six-monthly reports on the partnerships and these reports are provided to Council for information.

As there was no other Confidential Business, Council returned to open session.

.....
Mr John M Cassidy
Chancellor

7-4-2006

.....
Date

DRAFT

CONFIDENTIAL MINUTES OF THE MEETING OF THE STANDING COMMITTEE
OF COUNCIL OF THE UNIVERSITY OF NEW ENGLAND, HELD ON MONDAY 21
NOVEMBER 2005, COMMENCING AT 11.00AM IN THE COUNCIL ROOM,
BOOLOOMINBAH

PRESENT

Mr J Cassidy (*Chancellor and Chair*)
Mr J Harris (*Deputy Chancellor*)
Professor I Moses (*Vice-Chancellor*)
Mr S Williams
Mr E Wright

APOLOGIES

Professor M Franzmann (*Chair of Academic Board*)
Mr P Schubert

IN ATTENDANCE

Ms H Arthurson (*Secretary to Council*)

TABLED DOCUMENTS

- Letter dated 18 November 2005 from the Chief Executive Office, Services UNE Ltd to the Secretary to council concerning the Sale of Tattersalls Hotel by Services UNE Ltd.

1 SALE OF TATTERSALLS HOTEL BY SERVICES UNE LTD

The Chancellor informed the Committee that he had called this meeting because of the urgent need for the University Council to consider and, if appropriate, approve the sale of Tattersalls Hotel by Services UNE Ltd, given that Services UNE Ltd is a controlled entity, and the requirement under section 18(1)(b) of the *University of New England Act 1993 (NSW)*, which states:

(1) *The Council:*

....

(b) *has the control and management of all property at any time vested in or acquired by the University and may, subject to this section, dispose of property in the name and on behalf of the University.*

The Chancellor outlined the recommendations from the Directors and Chief Executive Officer of Services UNE Ltd and impressed upon the Committee the need for probity with respect to the tender process.

After a brief discussion, the Committee resolved:

THAT, UNDER SECTION 18(1)(B) OF THE UNIVERSITY OF NEW ENGLAND ACT 1993
THE STANDING COMMITTEE OF COUNCIL APPROVES THE SALE OF THE TATTERSALLS
HOTEL, SUBJECT TO SERVICES UNE ADHERING TO THE NSW GOVERNMENT
PROCUREMENT POLICY, OFFICE OF FINANCIAL MANAGEMENT, POLICY AND

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Standing Committee of Council
21 November 2005

GUIDELINES PAPER, NSW CODE OF PRACTICE FOR PROCUREMENT, ITEM 4,
STANDARDS OF BEHAVIOUR;

AND

THAT MR ADRIAN ROBINSON, CHIEF FINANCIAL OFFICER OF UNE, BE APPOINTED AS
A DIRECTOR TO SERVICES UNE BOARD.

The Standing Committee also proposed that the close of tenders be extended for a further
two weeks until 9 December 2005 and that the Directors be present at the opening of all
tenders.

There being no further business the meeting closed at 11.25am.

CONFIDENTIAL MINUTES OF THE MEETING OF THE COUNCIL OF THE
UNIVERSITY OF NEW ENGLAND, HELD ON THURSDAY, 8 DECEMBER 2005,
COMMENCING AT 2.00PM IN THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr J Cassidy (<i>Chancellor</i>)	Mr P Mathew
Mr JR Harris (<i>Deputy Chancellor</i>)	Ms A Maurer
Professor I Moses (<i>Vice-Chancellor</i>)	Ms J McClelland
Professor D Cottle	Mrs J Oppenheimer, OAM
Mrs J Crew, OAM	Mr P Schubert
K Ford	Mr R Torbay, MP
Professor M Franzmann (<i>Chair of Academic Board</i>)	Mr S Williams
Ms F Giuseppi	Mr E Wright, AM

APOLOGIES

Associate Professor H Beyersdorf

OFFICIAL OBSERVERS

Mr G Dennehy (*Executive Director (Business & Administration)*)
Professor R Pollard (*Pro Vice-Chancellor (International & Entrepreneurial)*)
Professor P Flood (*Pro Vice-Chancellor (Research & Development)*)
Professor D Rich (*Pro Vice-Chancellor (Teaching & Learning)*)
Mr A Robinson (*Chief Financial Officer*)

IN ATTENDANCE

Ms H Arthurson (*Secretary to Council*)

14.1 MINUTES

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF COUNCIL HELD ON 11
NOVEMBER 2005 BE CONFIRMED AS A CORRECT RECORD OF THE MEETING.

14.2 BUSINESS ARISING FROM THE MINUTES

14.2.1 UNESA ACTIVITIES

The Chancellor informed Council that he has been advised by the University Lawyer that it would be inappropriate for there to be any discussion on UNESA on the basis of pending legal proceedings.

In response to a question concerning what action the University was taking following the announcement of the redundancy of the UNESA staff, Council was advised that it was not a matter for the University and perhaps the staff concerned should be seeking advice from the Union.

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Council
8 December 2005

14.3 CONFIDENTIAL MINUTES FROM THE FINANCE COMMITTEE MEETINGS OF 24 OCTOBER 2005 AND 21 NOVEMBER 2005

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE FINANCE COMMITTEE OF COUNCIL OF 24 OCTOBER 2005 BE ACCEPTED

In response to a question concerning the advertisement of the position of Chief Executive Officer of Services UNE, Council was advised that this is Services UNE business.

Council noted the unconfirmed Confidential Minutes of the Finance Committee meeting of 21 November 2005 which were provided for information.

14.4 CONFIDENTIAL MINUTES FROM THE AUDIT AND COMPLIANCE COMMITTEE MEETINGS OF 24 OCTOBER 2005 AND 21 NOVEMBER 2005

Council noted that the Deputy Chancellor had declared a conflict of interest with respect to discussions concerning the New England Regional Art Museum as he was a trustee of NERAM.

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE AUDIT AND COMPLIANCE COMMITTEE OF COUNCIL OF 24 OCTOBER 2005 BE ACCEPTED

Council noted the unconfirmed Confidential Minutes of the Audit and Compliance Committee meeting of 21 November 2005 which were provided for information.

Council noted the correspondence from Mr Crew to Mr Watt which was provided for information, and Mrs Crew's statement that she did not consider that she had a conflict of interest with respect to this matter.

14.5 CONFIDENTIAL MINUTES FROM THE BUILDINGS AND GROUNDS COMMITTEE MEETINGS OF 19 SEPTEMBER 2005 AND 21 NOVEMBER 2005

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE BUILDINGS AND GROUNDS COMMITTEE OF COUNCIL OF 19 SEPTEMBER 2005 BE ACCEPTED

Council noted the unconfirmed Confidential Minutes of the Buildings and Grounds Committee meeting of 21 November 2005 which were provided for information.

14.6 CONFIDENTIAL MINUTES FROM THE STANDING COMMITTEE MEETING OF 21 NOVEMBER 2005

Council noted the unconfirmed Confidential Minutes of the Standing Committee meeting of 21 November 2005 which were presented for information.

14.7 CONFIDENTIAL MINUTES OF THE TENDER COMMITTEE MEETINGS OF 24 OCTOBER 2005 AND 21 NOVEMBER 2005

Council resolved:

THAT THE CONFIDENTIAL MINUTES OF THE MEETING OF THE TENDER COMMITTEE OF COUNCIL OF 24 OCTOBER 2005 BE ACCEPTED

Confidential Minutes

Council
8 December 2005

Council noted the unconfirmed Confidential Minutes of the Tender Committee meeting of 21 November 2005 which were provided for information.

14.8 CONFIDENTIAL MINUTES FROM THE REMUNERATION COMMITTEE MEETING OF 28 NOVEMBER 2005

UNSTARRED ITEM

14.9 CONFIDENTIAL REPORT FROM THE HONORARY DEGREES, TITLES AND TRIBUTES COMMITTEE MEETING OF 8 DECEMBER 2005

UNSTARRED ITEM

14.10 OTHER CONFIDENTIAL BUSINESS

14.10.1 Confidential Student Matter Actioned by Standing Committee of Academic Board

Council noted the recommendation from the Standing Committee of Academic Board.

The Chair of Academic Board informed Council that it was not clear whether it is appropriate for Council to be asked to determine that a higher degree research student be failed on advice from the Academic Board. However, as Council determines their award, on recommendation from the Academic Board, it had been decided that, for this case, the matter should come to Council.

Council noted that the examination process took such a long time as a result of the need for the student to be treated fairly and because of the length of time provided for revision of the thesis.

There was some discussion about whether or not this was a matter for Council and it was agreed that, for the time being, such matters should be brought to Council, but with less detailed background information.

Council resolved:

THAT THE AWARD OF DOCTOR OF PHILOSOPHY NOT BE AWARDED TO MR JAMES DOUGLASS

14.10.2 Directors and Officers Insurance Policy

Council noted the current Directors and Officers Insurance Policy for the University and that it needs to be read in conjunction with the Certificate of Entry, Schedule, UniMutual's Rules and Constitution..

Council asked:

- that the Chief Financial Officer provide a copy of these to the next meeting;
- why the policy does not provide cover in Canada and the USA; and
- that advice be sought from Mr Christopher Peters, or another appropriate person, on the aptness of the coverage.

14.10.3 Future-Proofing of UNE Postgraduate Association (UNEPA)

Council noted the recommendation provided by management in response to a letter from the UNEPA President.

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8 December 2005

The Vice-Chancellor encouraged Council to endorse the recommendations from the Executive Director (Business & Administration) as they had been put forward to help UNEPA move forward.

Council resolved:

THAT IT:

- REQUESTS SERVICES UNE TO WORK WITH UNEPA IN DEVELOPING A PLAN TO TAKE OVER THE ACTIVITIES, ASSETS AND LIABILITIES OF UNEPA PRIOR TO 30 JUNE 2006;
- REQUESTS THAT SERVICES UNE PROVIDE UNEPA WITH FINANCIAL SUPPORT THROUGH THIS PROCESS UTILISING THE UNEPA COMPONENT OF THE GSF;
- REQUESTS THAT SERVICES UNE PROVIDE COUNCIL THROUGH THE DEVELOPMENT OF APPROPRIATE BY-LAWS/REGULATIONS, WITH THE ARRANGEMENTS TO BE PUT IN PLACE
 - I TO EFFECTIVELY COMMUNICATE WITH THE STUDENT BODIES OVER THE VARIOUS SERVICES AND ACTIVITIES TO BE PROVIDED; AND
 - II TO DELEGATE TO THOSE STUDENT BODIES THE APPROPRIATE AUTHORITIES AND RESPONSIBILITIES ASSOCIATED WITH THE SERVICES AND ACTIVITIES TO BE PROVIDED.

There being no further confidential business, Council returned to open session.

.....
Mr John M Cassidy
Chancellor

.....
Date

DRAFT

MINUTES OF THE MEETING OF THE COUNCIL OF THE UNIVERSITY OF NEW
ENGLAND, HELD ON THURSDAY, 8 DECEMBER 2005, COMMENCING AT 2.00PM IN
THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr J Cassidy (<i>Chancellor</i>)	Mr P Mathew
Mr JR Harris (<i>Deputy Chancellor</i>)	Ms A Maurer
Professor I Moses (<i>Vice-Chancellor</i>)	Ms J McClelland
Professor D Cottle	Mrs J Oppenheimer, OAM
Mrs J Crew, OAM	Mr P Schubert
K Ford	Mr R Torbay, MP
Professor M Franzmann (<i>Chair of Academic Board</i>)	Mr S Williams
Ms F Giuseppi	Mr E Wright, AM

APOLOGIES

Associate Professor H Beyersdorf

OFFICIAL OBSERVERS

Mr G Dennehy (*Executive Director (Business & Administration)*)
Professor R Pollard (*Pro Vice-Chancellor (International & Entrepreneurial)*)
Professor P Flood (*Pro Vice-Chancellor (Research & Development)*)
Professor D Rich (*Pro Vice-Chancellor (Teaching & Learning)*)
Mr A Robinson (*Chief Financial Officer*)
Mr W Angelini (*Deputy Director, Financial Services*)

VISITORS

Dr A Rickards, AM (*Managing Director, Agricultural Business Research Institute*)
Ms L Teege (*Administrative Assistant, Agricultural Business Research Institute*)
Ms J Davies (*Executive Officer, UNE Postgraduate Association*)

IN ATTENDANCE

Ms H Arthurson (*Secretary to Council*)
Ms C Girvin (*Administrative Assistant (Office of the Secretariat)*)

TABLED DOCUMENTS

- *Email from Director, Human Resource Services dated 7 December 2005 to Vice-Chancellor, on HEWRRs.*

CHANCELLOR'S COMMENTS

The Chancellor welcomed members, observers, and visitors, to the last meeting of Council for 2005, and informed Council that Mrs Oppenheimer, OAM had given notice of a motion under Item 7.3.

Draft

Council Minutes
8 December 2005**CONFLICT OF INTEREST DECLARATIONS**

Mr Harris declared a possible conflict of interest should the New England Regional Art Museum be discussed, and K Ford requested clarification of a possible conflict of interest for a discussion concerning the UNE Postgraduate Association under confidential business.

1. MINUTES

Council noted the request that Item 11 be amended to include a statement that the GSF is an annual fee but is collected on a semester basis.

Council agreed that:

- Under Item 6.2, third dot point, "units" be changed to "organisations", and "appears" be changed to "considers itself".

With those amendments, Council resolved:

THAT THE MINUTES OF THE MEETING OF COUNCIL HELD ON 11 NOVEMBER 2005 BE CONFIRMED AS A CORRECT RECORD OF THE MEETING.

2. ORDER OF BUSINESS AND ADOPTION OF UNSTARRED ITEMS**Adoption of Unstarred Items**

Council agreed that Items 5 and 6 be starred for discussion and resolved:

THAT ALL UNSTARRED ITEMS BE ADOPTED

3 BUSINESS ARISING FROM THE MINUTES**3.1 Council Strategic Planning Retreat**

UNSTARRED ITEM

3.2 University By-Laws

The Chancellor informed Council that the NSW Minister for Education had told him that the UNE By-law would be going to the Executive Council this week and, pending approval, would be gazetted.

3.3 Power and Authority of the Chancellor

UNSTARRED ITEM

3.4 Review of Council's Performance

Council noted that the self-review questionnaire would be sent to members for completion and return to the Secretary in early 2006.

3.5 Audit and Compliance Committee Membership

UNSTARRED ITEM

3.6 Directors and Officers Insurance Policy

Refer to the Confidential Minutes.

4 NOTICE OF MOTION

Refer to Item 7.3.

Draft

Council Minutes
8 December 2005**5 VICE-CHANCELLOR'S REPORT**

The Vice-Chancellor spoke to her report, providing the following information.

Learning and Teaching Performance Fund

- UNE ranked seventh in the first round of the learning and teaching performance assessment, and was one of nine universities in the second group to receive funding. The first group consists of five universities.
- Each university in the second group will receive an additional \$1 million base plus \$400.00 per student at the Bachelor level. This will equate to \$2.128 million for UNE.
- A portion of these funds will be used for the implementation of the recommendations of the Distance Education Review and the Academic Renewal Programme.
- Although there has been some suggestion that this fund was to compensate those universities that were not performing as well in the research area, this would appear not to be the case because of the mix of successful universities.
- The Vice-Chancellor stated that the University would need to keep working at excellence in this area, as the criteria for award is likely to be changed following further criticism of the methodology used.
- The Vice-Chancellor's weekly column, which would be in the 9 December 2005 *Armidale Express*, discusses the University's success in the Learning and Teaching Performance Fund. The article would also thank staff for their work and students for their positive responses about the quality of their experience at UNE.

Voluntary Student Unionism

- The Vice-Chancellor had received a letter dated from the Federal Minister for Education, Dr Brendan Nelson, concerning the amendment to the VSU Bill which had passed through the House of Representatives.
- The letter indicated that the VSU would apply to new students commencing from July 2006 and where a fee has been charged for the full year there at the beginning of the year, universities were allowed to keep the GSF.

NSW WorkCover Audit

- As a result of an audit by NSW WorkCover under the Premium Discount Scheme Audit the University has been rated as being very satisfactory and will receive the full 15% discount of \$75,000.
- The Vice-Chancellor expressed her gratitude to the Occupational Health & Safety staff and to Professor Roley Piggott as Senior Management representative for the work done to achieve this good result.

2005 Enrolments

- Internal enrolments under the Universities Admissions Centre (UAC) look good with more first preferences and there have been more successful students under the schools recommendations scheme.

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- There has been a small comparative shift in demand to business and science and a slight softening in teacher education.
- There has been a concentrated effort to achieve a better conversion rate from first, second and third preferences to enrolments for 2006 and it is hoped that the Student Centre does not have the problems that impacted negatively on the first semester 2005 enrolments.
- There has been a decline in interest Australia wide for distance education enrolments. By course comparison, there has been a drop to between 66% and 75% of 2005 enrolment figures for external students at UNE. This would result in a reduction of approximately 400 people or approximately 170 EFTSLs.
- Although the University is doing all it can to meet its target load, if it does not, there will be an impact on the 2006 budget.
- The University needs to attract approximately 150 to 200 more internal students to compensate for a decrease of 400 external students.
- There may be a shift in external enrolments from undergraduate courses to postgraduate courses but this possibility has not been examined.
- In the Vice-Chancellor's annual reports to Council on Progress against the Strategic Plan, she has provided Council with comparative figures against other Australian Universities with respect to enrolments of internal, external, international, undergraduate and postgraduate students, and research. The last report was presented at the Council's Strategic Planning Retreat in May 200. Earlier in the year the Vice-Chancellor had reported a comparison of enrolments between those Universities that had increased HECS and those that did not, which had indicated that an increase in HECS had no impact on enrolments.

In response to a question, the Pro Vice-Chancellor (Teaching and Learning) informed Council that there is a steering group which meets every week to monitor the situation with respect to enrolments and the Student Centre's performance, which appears to be improving and slightly ahead of target. Monitoring of phone call activity has indicated that callers are waiting less time and that 67% of calls are answered immediately.

Council noted the concern that invoicing of students on enrolment was still not occurring. The Chief Financial Officer informed Council that:

- bad student debts are approximately \$600,000 with an additional \$500,000 in unpaid residential fees;
- there are encumbrances such as non-award of degrees until debts are paid, but students are able to obtain academic transcripts indicating completion of units and they can then obtain credits at another institution;
- the heads of colleges currently have the authority to allow students to accumulate debts for accommodation;
- the financial delegations need to be simplified and authority for heads of colleges to make these decisions removed;
- the Information Technology Directorate, Financial Services and the Student Centre are working to address invoicing problems arising from the interface between Callista and Finance One and to enable the application of encumbrances at an earlier stage.

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The Chancellor asked that management ensure that students pay fees on enrolment.

Higher Education Workplace Reform Requirements (HEWRRs) Compliance

- On the 30 November the Vice-Chancellor signed off on the University's compliance with the HEWRRs.
- Compliance with both the National Governance Protocols (NGPs) and the HEWRRs would enable UNE to receive the additional 5% of government funding.
- The Director of Human Resource Services received advice from AHELA that the Unions should not be on campus. In order to minimise the risk of the University not meeting the HEWRRs, the Director of Facilities Management Services, wrote to the Unions, NTEU and CPSU asking them to vacate the offices on campus by 30 November.

The Council noted that:

- only three Universities had taken this action, but agreed that, to maximize the University's chances of being deemed by the Minister for Education of being HEWRRs compliant, this restriction should continue;
- the NTEU had set up a bus in the *Booloominbah* carpark and were paying daily parking fees; and
- The Vice-Chancellor confirmed that University management would not be interfering with this, although the Chancellor stated that he considered that this poses a risk to compliance with the HEWRRs.

The Council resolved:

THAT IT ENDORSES THE ACTION OF SENIOR MANAGEMENT REGARDING ITS APPROACH TO THE NTEU AND THE CPSU CONCERNING THE VACATION OF OFFICES AND AGREES THAT, AT SUCH TIME AS THE MINISTER REACHES A DECISION ON THE UNIVERSITY'S COMPLIANCE WITH THE HEWRRS, THIS DECISION WILL BE REVISITED.

Head of School

The Vice-Chancellor informed Council that Associate Professor Jeanne Madison would be serving a second term as Head of the School of Health.

Employment Equity Progress Report 2004

In response to a question of this report, the Vice-Chancellor informed Council that the Structured Training and Employment project had been a one-off project and that the Equity Manager would be asked if she is considering applying for funds to run the programme again.

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6 REPORT FROM THE MANAGING DIRECTOR, AGRICULTURAL BUSINESS RESEARCH INSTITUTE (ABRI) AS REQUIRED UNDER NATIONAL GOVERNANCE PROTOCOL 10

The Managing Director, ABRI, spoke to a PowerPoint presentation, a copy of which is appended, and made the following key points.

- ABRI, which is a company limited by guarantee, has grown rapidly from 37 staff in 1993 to 182 staff in 2003. This includes Senior Analysts, Science, Animal Science and Finance Graduates, Clerical and Data Entry Staff and 97 Field Personnel.
- For most of the past 12 years, Mr Edward Wright, AM has been the Chairman of the ABRI Board and should be congratulated for his achievements in the role. Mr Anthony Coates has taken over the role of Chairman recently.
- Approximately 40% of ABRI's work is for the beef industry and ABRI provides services in the United Kingdom, Hungary, Namibia, South Africa, Thailand, the Philippines, New Zealand, Canada, USA, Paraguay, Uruguay and Argentina.
- ABRI must offer a responsive service to be able to compete with the local providers overseas, and it is projected that ABRI will hold a high proportion of the beef registrations in those countries in which it operates, by 2007.
- The Beef CRC research provided the genetic component, the Animal Genetics and Breeding Unit (AGBU) wrote the BreedPlan software which has been commercialised by ABRI.
- ABRI set up an internet database on beef and the number of hits per month has increased from 10,956 in June 2000 to 1,690,473 in August 2005.
- ABRI in conjunction with ILRIC, has developed a standard worldwide livestock registry, the International Livestock Registry, herdMASTER (on-farm and web-based recording software) and MISDI (Management Information Systems Dairy Industry).
- ABRI has also recently developed a strategic alliance with PrimaryLink for an electronic stock tagging system.
- ABRI returned a good profit in 2005 to 30 September and its net assets are healthy.
- ABRI engages in broader community activities, by providing support for such organisations as the New England Conservatorium of Music, and the New England Food, Wine and Music Festival.
- Succession planning was discussed at the last ABRI Board meeting, as Dr Rickards indicated that he would be retiring from the position of Managing Director soon, leaving a legacy of software in the world market.

On behalf of the Council, the Chancellor thanked Dr Rickards for his presentation, and congratulated Mr Wright for his work as Chairman of the ABRI Board.

Draft

Council Minutes
8 December 2005**7 COMMITTEE REPORTS****7.1 Finance Committee, 24 October 2005 and 21 November 2005**

Council resolved:

THAT THE MINUTES OF THE MEETING OF THE FINANCE COMMITTEE OF COUNCIL OF 24 OCTOBER 2005 BE ACCEPTED

Council noted the unconfirmed Minutes of the Finance Committee meeting of 21 November 2005 which were provided for information.

The Chair of the Finance Committee spoke briefly to the proposed amendments to the Finance Committee Terms of Reference to include responsibility for monitoring and reporting on superannuation.

The Vice-Chancellor drew Council's attention to the need to revise the list of officers in attendance such that the Chief Financial Officer replaces the Director, Financial Services and that delegations pertaining to the Director, Financial Services be applicable to the Chief Financial Officer pending review of the existing financial delegations.

The Council resolved:

THAT THE TERMS OF REFERENCE OF THE FINANCE COMMITTEE OF COUNCIL BE AMENDED TO INCLUDE:

- I. THE RESPONSIBILITY OF MONITORING AND REPORTING TO COUNCIL ON THE UNIVERSITY'S MANAGEMENT OF SAUPERANNUATION; AND
- II. THE CHIEF FINANCIAL OFFICER RATHER THAN THE DIRECTOR, FINANCIAL SERVICES, UNDER "IN ATTENDANCE".

7.2 Audit and Compliance Committee, 24 October 2005 and 21 November 2005

Council resolved:

THAT THE MINUTES OF THE MEETING OF THE AUDIT AND COMPLIANCE COMMITTEE OF COUNCIL OF 24 OCTOBER 2005 BE ACCEPTED

Council noted the unconfirmed Minutes of the Audit and Compliance Committee meeting of 21 November 2005 which were provided for information, and noted that Item 5.3 would need correction as the Chair of the Buildings and Grounds Committee was not present at that meeting.

7.3 Buildings and Grounds Committee, 19 September 2005 and 21 November 2005

Council resolved:

THAT THE MINUTES OF THE MEETING OF THE BUILDINGS AND GROUNDS COMMITTEE OF COUNCIL OF 19 SEPTEMBER 2005 BE ACCEPTED

Council noted the unconfirmed Minutes of the Buildings and Grounds Committee meeting of 21 November 2005 which were provided for information.

Council noted the report to Council for the *CB Newling Building Access and the Proposed Front Ramp*.

Mrs Oppenheimer put the following motion, which was seconded by K Ford.

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In view of the fact that a Development Application for Disabled Access to the Newling building was submitted to the Armidale Dumaresq Council before the matter was discussed by either the University of New England's Buildings and Grounds Committee or Council, this D.A. should be withdrawn and resubmitted after further consultation and a site visit by the Council.

Mrs Oppenheimer reminded Council that she had 35 years of experience with heritage issues and that this matter was very important in terms of the heritage significance of the CB Newling Building.

The Chair of the Buildings and Grounds Committee stated that:

- the issues raised by Mrs Oppenheimer had been discussed at the Buildings and Grounds Committee meeting;
- Mrs Oppenheimer had moved an amendment at that meeting, but it was defeated;
- it is normal practice for the development application process to begin as early as possible, sometimes prior to discussion at Buildings and Grounds Committee;
- Council members should be cognisant of their duty of care and fiduciary duties and the possibility that a failure to meet legislative requirements for disabled access may result in a legal case being brought against the University;
- the recommendation from the Committee's meeting of 21 November 2005, *that the University go ahead with parts 2 and 3, pending approval of the development application, but no action on part 1 should take place until further advice is obtained on an alternative compliance solution*, was aimed at addressing Mrs Oppenheimer's concerns by delaying progress with Stage 1, the ramp on the northern face and front entrance, of the CB Newling Building.

The Chancellor informed Council that he:

- had received advice from the University Lawyer that disabled access through the eastern entrance would meet legislative requirements; and
- considered the current part 1 of the development application to be over-zealous.

Council noted advice from Mr Torbay, MP that he had offered senior management assistance in terms of negotiating and seeking advice from government agencies on requirements with respect to disabled access, but his offers had not been taken up.

The Vice-Chancellor reminded Council that the concern about access to CB Newling building is not about what is aesthetically pleasing, but what is compliant with legislative requirements.

The motion put by Mrs Oppenheimer was lost.

Council agreed that senior management be asked to write to the Armidale Dumaresq Council asking to withdraw Stage 1 from the development application, and advising that the University wishes to proceed with the development application for Stages 2 and 3, and that the University is seeking more information concerning an alternative to the Stage 1 proposal.

The Chair of the Buildings and Grounds Committee also raised the issue of the need for fire egress for disabled persons from the CB Newling building.

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In response to a question concerning Item 6, Council was informed that the payment by UniMutual and recovery from Kleenheat following clean up work after gas contamination.

7.4 Standing Committee

Refer to the Confidential Minutes.

7.5 Tender Committee

Refer to the Confidential Minutes.

7.6 Remuneration Committee

Refer to the Confidential Minutes.

7.7 Honorary Degrees, Titles and Tributes Committee

Refer to the Confidential Minutes.

8 REPORT FROM THE MEETING OF THE ACADEMIC BOARD HELD ON 14 NOVEMBER 2005

The Chair of Academic Board spoke briefly to the recommendation provided in the papers, and informed Council that Academic Board had discussed the nature of the Board, its role and membership, and would be undertaking a self-review soon.

Council resolved:

THAT THE RECOMMENDATIONS FROM THE MEETING OF THE ACADEMIC BOARD HELD ON 14 NOVEMBER 2005 BE ADOPTED

9 FINANCIAL REPORT

In response to questions, Council was informed that:

- the current financial reporting system for the Rural Properties does not take into account the nature of the business;
- the "unbudgeted appointments" in Financial Services includes the Chief Financial Officer and voluntary redundancy payments;
- new staff must be offered AWAs or put under the current Enterprise Agreement;
- a cost-benefit analysis is required as a part of change management for redundancies under the enterprise agreement.

The Chancellor asked that legal advice be obtained on the University's compliance with the HEWRRs.

10 REVIEW OF 2006 BUDGET

The Chancellor invited the Chief Financial Officer to present his initial findings on the 2005/2006 budgets. The Chief Financial Officer informed Council that:

- the 2006 Budget had been constructed as a "break even" budget;
- there is a potential shortfall of \$3.2 million in enrolments compared with estimates;

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- on the positive side, the University has just received notice of an additional \$2.2 million from the Teaching and Learning Performance Fund;
- the additional \$3.9 million, which is dependent on being deemed compliant with HEWRRs, is already included in the 2006 budget;
- income from GSF has been included;
- should the worst case scenario occur, the University needs to have a clear understanding of its cost structure to identify priorities and budget strategically;
- there will be monthly reporting against the budget provided to Finance Committee and Council;
- financial modeling has indicated that a capital works program over the next ten years that would meet the backlog of maintenance and make the University an attractive place would require \$100 million; and
- depreciation of the old Library collection and some of the old buildings has not been taken into account adequately.

Council agreed that there should be a special Finance Committee meeting before the end of the year to discuss the concerns raised by the Chief Financial Officer and to address the issues of "write downs" for the end of 2005 financials.

11 REVISED SCHEDULE OF REPORTING FOR CONTROLLED ENTITIES UNDER NGP 10

Council resolved:

THAT THE REVISED SCHEDULE OF REPORTING REQUIREMENTS FOR CONTROLLED ENTITIES BE ACCEPTED.

12 QUESTION TIME

In response to a question concerning marketing, Council was informed that the small class size, availability of academic staff for consultation and other advantages of being a small regional University are used extensively in UNE's marketing.

13 GENERAL BUSINESS

13.1 Use of the University Seal

UNSTARRED ITEM

14 CONFIDENTIAL BUSINESS

Refer to the Confidential Minutes.

15 FAREWELL TO THE VICE-CHANCELLOR, PROFESSOR INGRID MOSES

On behalf of the Council, the Chancellor expressed appreciation for Professor Moses' work as Vice-Chancellor and wished her well for the future.

Mr Torbay, MP offered his personal thanks to Professor Moses, stating that the University was in very different circumstances, with a qualified audit and considerable financial difficulties, when Professor Moses accepted the role.

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Ms McClelland, as a member of the broader education community acknowledged the work that Professor Moses did to take the University forward and her significant role at national and international levels.

Mrs Oppenheimer, OAM expressed her gratitude for the attention paid to heritage by Professor Moses.

Mr Schubert thanked Professor Moses on behalf of the undergraduate students of the University, for making the UNE degree worthwhile.

Professor Franzmann expressed gratitude to Professor Moses for never losing sight of academic quality.

The Chancellor advised members that the farewell Council Dinner for Professor Moses would commence at 7.00pm with other distinguished guests attending.

16 NEXT MEETING (ITEM 15 ON THE AGENDA)

Council noted that the next meeting would be held on Monday, 27 February 2006 at 10.30am, and that information for inclusion on the Agenda for this meeting must be provided to the Secretary to Council by 5.00 pm, Monday 13 February 2006.

There being no further business the meeting closed at 5.25pm.

MINUTES OF THE MEETING OF THE AUDIT AND COMPLIANCE COMMITTEE OF
COUNCIL OF THE UNIVERSITY OF NEW ENGLAND, HELD ON 10 FEBRUARY 2006
COMMENCING AT 11.15AM IN THE COUNCIL ROOM, BOOLOOMINBAH

PRESENT

Mr J Cassidy (*Chancellor and Acting Chair*)
Professor R Pollard (*Acting Vice-Chancellor*)
Mrs J Crew, OAM
Ms F Giuseppe
Mr S Williams

APOLOGIES

Mr J Harris (*Deputy Chancellor and Chair*)
Ms A Maurer

IN ATTENDANCE

Mr G Dennehy (*Executive Director (Business & Administration)*)
Mr A Robinson (*Chief Financial Officer*)
Mr J Kleeman (*Director, Planning & Institutional Research*)
Mr J Ellis (*Internal Auditor*)
Ms H Arthurson (*Secretary to Council*)

TABLED DOCUMENTS

- Letter dated 5 February 2006 from the Chancellor to the Deputy Chancellor and Chair of Audit & Compliance Committee
- Draft Financial Delegations

1 CONFIRMATION OF MINUTES

It was resolved that:

THE MINUTES OF THE MEETING OF 21 NOVEMBER 2005 BE CONFIRMED AS A CORRECT RECORD OF THE MEETING.

2 SPECIAL ITEM

The Chancellor spoke to the tabled letter, which declared a possible conflict of interest following the acquisition of an interest in the Tattersall's Hotel.

Mrs Crew stated that she had not alerted the University Council to the UNE Union's financial state because she had not considered it to be trading insolvently and understood that the situation was to be improved by the sale of the Tattersall's Hotel.

The Chancellor stated that the Chief Executive Officer of the UNE Union had indicated that it had been trading insolvently for 5 years.

3 ORDER OF BUSINESS

3.1 Unstarred Items

The Committee agreed to discuss Items 4.5 and 5.1 first and to accept further changes to the order of business.

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The Committee agreed to star item 4.5 and resolved:

THAT ALL UNSTARRED ITEMS BE ADOPTED

4 MATTERS AWAITING REPORT -STAKEHOLDER SATISFACTION (ITEM 4.5 ON THE AGENDA)

The Committee noted the request for a higher level document that is briefer and more relevant and provides comparative data for different areas, year after year. Mr Williams suggested that:

- as well as being the type of specific document as that provided by Marketing and Public Affairs, there could be a one page matrix that provides the results from the same questions to all relevant service departments and that these should have a time series component; and
- this survey should be aimed at obtaining feedback from managers.

The Committee noted that the Executive Director (Business & Administration) had been driving the UNEQE (UNE Quality Endorsement) program and that various areas had for some time been undertaking stakeholder satisfaction surveys that related to their particular businesses.

The Chief Financial Officer suggested that comparative benchmarking across Australian Universities on satisfaction may be obtained through a Campus Consulting firm.

The Committee agreed that the Executive Director (Business & Administration), the Director, Planning & Institutional Research and the Chief Financial Officer should develop a proposal and bring it back to the Committee meeting on 20 March 2006.

5 RISK MANAGEMENT

5.1 Planning and Institutional Research Risk Management Report

The Director, Planning & Institutional Research, spoke to this report, informing the Committee that he had identified five key risks, identified controls and reassessed the likelihood of occurrence and impact with these controls in place.

In response to a question concerning the lack of the identification of the risk associated with the failure to provide timely and accurate advice to Council, the Committee was informed that this is covered under the fifth risk of data integrity, which covers both the production and the interpretation of data.

The Chancellor informed the Committee that he considered the use of UNE's email and other communications systems, for purposes other than UNE-work related matters and particularly with respect to political matters, to be a risk for the University, providing as examples, the contact details for Armidale Dumaresq Councilors Beyersdorf and Maher using their UNE email addresses, and the use of UNE's computing facilities for Save TUNE!FM emails.

The Committee noted the suggestions that:

- the Director, Information Technology be asked to provide information about the controls that are in place; and
- that a review of the use of computing facilities at UNE be initiated.

The Chancellor informed the Committee that advice had been received that the UNE had been found to be compliant with the National Governance Protocols, but that it was still not known whether UNE has met the HEWRRs requirements.

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The Chair thanked the Director, Planning & Institutional Research, who left the meeting.

6 REPORT FROM INTERNAL AUDITOR

The Internal Auditor spoke to this report.

In relation to the Risk Management Process Review, the Committee noted that:

- all recommendations of the report are being addressed and this will be monitored by the Risk Management Steering Committee;
- management was requested to provide a timeframe for the implementation of the recommendations;
- that item 1.8 was not addressed as recommended because it was considered to be more important to have incomplete risk assessments entered on the KnowRisk database for further upgrade, than to wait until the whole risk assessment process had been completed;
- there is a risk coordinators working group and a smaller group of representatives who meet to progress risk management items;
- the BPISC is the Business Process Improvement Steering Committee and this was established approximately four years ago to help identify and advise on making practices more consistent across the University.

In relation to the University Internal Audit Benchmarking information, the Committee noted that:

- this was based on 2004 data;
- the Internal Audit Plan would be produced once risk management planning had identified those areas that should be the subject of audits; and
- feedback on progress with this would be provided at the meeting on 20 March 2006.

7 RISK MANAGEMENT (CONTINUED) (ITEM 5 ON THE AGENDA)

7.1 The Asia Centre Risk Management Report (Item 5.2 on the Agenda)

This report was deferred until 20 March 2006.

7.2 Audit and Compliance Committee Risk Management (Item 5.3 on the Agenda)

The Committee agreed that management should report back to the Committee on the status of the controls.

7.3 Risk Management Report (Item 5.4 on the Agenda)

Discussion of this item was deferred.

The Committee noted that the column, "audit of controls", indicates whether or not areas have obtained an audit of the controls that they have identified, and that it is intended that the audit of an area be undertaken by a risk co-ordinators from a different area.

The Committee noted the advice from the Chancellor that Buildings and Grounds Committee had made a recommendation for the establishment of a Strategic Planning Committee.

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UNSTARRED ITEM

7.5 Buildings and Grounds Committee Risk Management (item 5.6 on the Agenda)

UNSTARRED ITEM.

7.6 Future Risk Management Reports (Item 5.7 on the Agenda)

Discussion of this item was deferred until the next meeting.

8 BUSINESS ARISING (ITEM 3 ON THE AGENDA)**8.1 External Audit (Item 3.1 on the Agenda)**

The Chief Financial Officer informed the Committee that:

- he has been through all the items and is satisfied that UNE complies with each of the requirements of the Audit Office and will meet the deadline dates;
- there will be a new item of compliance requiring that the interest portion of superannuation is extracted from superannuation and put into interest and this has been requested at too late a stage for compliance by UNE.

The Committee requested that:

- the outcome of the analysis of the revaluation be provided as soon as it is available; and
- if UNE's superannuation loses its balance item, the Chair of the Finance Committee should be notified as soon as possible.

The Chief Financial Officer advised the Committee that:

- the revaluation of buildings and infrastructure had been completed with an upward revaluation for one building;
- the value of the Library collection had been written down by \$50million, from \$74m to \$24m, but this does not affect the balance sheet;
- the rare and valuable collection had been valued separately;
- the value for insurance purposes has been adjusted down by \$24m also;
- the University's Lawyers representation letter is a statement that there is no outstanding action or liability and is a standard letter that has been required in previous years;
- the preliminary financial results would be finalised and provided to the auditors by 13 February;
- the University has a deficit of \$3.723m for the year after picking up an estimated \$2m in UNE's provision for long service leave;
- procedures and a credit management policy have been established to eliminate the need for write offs of student debts; and
- the vehicle leasing system has been changed so that it is being managed through WebFleet and the liability no longer rests with the University.

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The Committee expressed concern that:

- there have been few operational audits;
- there is an apparent lack of sign off and acceptance of responsibility; and
- agreed that the Committee should follow these issues through action plans.

The Committee noted management's advice that:

- there are difficulties in terms of accounts receivable had been due to the interface between the Callista student information system and Finance One but that a number of people are working hard to resolve the problems and that this may need additional resources; and
- the Internal Audit resources are spread thinly but the Chief Executive Officer and the Executive Director (Business & Administration) were working on a more strategic view.

8.2 Audit and Compliance Committee Risk Assessment (Item 3.2 on the Agenda)

Refer to Item 7.2.

9. MATTERS AWAITING REPORT (ITEM 4 ON THE AGENDA)

9.1 Audit and Compliance Committee Self-Review (Item 4.1 on the Agenda)

The Committee noted the responses and agreed that:

- the Chair and Secretary should develop a diary of Committee activities which should then be provided to management; and
- management should submit a work plan to the Audit and Compliance Committee meeting on 20 March 2006.

9.2 NGP 11 (item 4.2 on the Agenda)

The Executive Director (Business & Administration) informed the Committee that the Secretary had written to the controlled entities for advice on the controls and residual risks to the broad brush risks that had been identified.

9.3 Risk Assessment of New Arrangement with Shafston International College (Item 4.3 on the Agenda)

UNSTARRED ITEM

9.4 Financial and Other Administrative Delegations (Item 4.4 on the Agenda)

The Chief Financial Officer tabled a draft for discussion.

The Committee noted that the requirements to refer certain items to Tender Committee, Finance Committee or the University Council had been omitted and asked that these be included.

The Committee also asked that there be a note included on the need for two people to sign University cheques.

The Committee also noted the request that a list of cheque accounts and authorised signatures be provided at its next meeting.

10 OTHER BUSINESS (ITEM 7 ON THE AGENDA)

There was no other business.

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11 CONFIDENTIAL BUSINESS (ITEM 8 ON THE AGENDA)

Refer to the Confidential Business Paper.

12 NEXT MEETING (ITEM 9 ON THE AGENDA)

The Committee noted that the next meeting of the Audit and Compliance Committee would be held at 11. am on Monday, 20 March 2006 in the Council Room, *Booloominbah*.

There being no further business, the meeting closed at 1.15pm.

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Mr John M Cassidy
Chancellor

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Date