The Board of Trustees of the University of Western Sydney has discussed the questions raised in the Issues Paper with a particular focus on the University’s experience since the introduction of the National Governance Protocols. Members also had available to them the paper prepared jointly by the University Chancellors Council and Universities Australia (the “joint paper”).

The Board strongly supports the preamble to the joint paper, i.e.
1. members of governing bodies of Universities should not be subject to more prescriptive requirements than apply to directors of bodies governed by Corporation laws;
2. it is not wise to apply a “one size fits all” governance model that extends into areas of management, particularly if sensible diversity is to be promoted;
3. more prescriptive and detailed protocols should be avoided when the added costs of compliance and reporting are likely to be inconsistent with potential benefits.

While most, if not all, the provisions of the National Protocols permitted by the then existing legislation were in place at the University of Western Sydney before the Protocols were formally applied, the Board believes their introduction has been generally beneficial across the sector. It does not see the need for significant change at this stage.

This response on behalf of the Board of Trustees will not deal seriatim with the questions in the Issues Paper, since the Board, on most questions, concurs with the views expressed in the joint paper. It will rather concentrate on some of the more substantive issues.

**Size of Governing Bodies:**

The Board agrees that this is an issue of secondary importance. More important is the method of choosing members of governing bodies so as to achieve the best available blend of skills, experience and motivation.

UWS has provision for a Board of up to 18 members. At present we operate with 16. Whether we will use the two remaining positions will depend on circumstances, including the availability of persons with the appropriate skills etc. We have experienced no problems in dealing with a Board of this size and would not expect any increase in efficiency or effectiveness if the maximum number were to be reduced.

**Maximum Term of Appointment:**

Board of Trustee members at UWS may normally serve two terms of four years. If the Board so resolves, a third term may be approved. But that is the maximum. Occasionally this means that the services may be lost of a person with special skills when it would be
convenient to retain them. However, the Board believes the system provides a good balance between the need to retain institutional history and experience while ensuring adequate renewal. It would not wish to change the provisions for UWS but, equally, would not wish to force them on other Universities, whose circumstances might be quite different.

**Staff and Student members of Governing Bodies:**

UWS has two student elected members of the Board, one undergraduate and one postgraduate, as well as one academic staff member and one general staff member. There is also one elected alumnus member. This arrangement has not been a problem in governance terms. We have found that the elected members have been well motivated and objective contributors to strategic debates. If they were not Board members, other means would need to be found to bring the focus of staff and students into the Board’s debates. Such alternatives, while feasible, are likely to be more cumbersome and costly, and could possibly lead to more confrontation than collaboration.

**The Role of the Secretary:**

It was not clear to the Board why the questions relating to the role of the Secretary were asked. They seem to misunderstand the role played by the Secretary to a governing body in the corporate world as well as in Universities. It agrees with the responses in the joint paper, briefly;

“the role of the Secretary is important but it would be neither appropriate nor desirable to separate the role from that of the senior University administration”

It would not be “sensible or helpful to recognize the role, responsibilities or powers of a Secretary in the Protocols”

**The Role of the Audit Committee:**

The Board is in complete agreement with the comments on the Audit Committee included in the joint paper.

**Other Matters:**

As indicated earlier, the Board concurs with the response of the joint paper on other matters raised in the Issues Paper. This includes the suggestion for an expansion of Protocol 4 to give greater weight to the Performance Review of the Governing Body and its Committees. At UWS, this process is carried out at least each second year, more often if circumstances indicate a need for that.

**John Phillips**

**Chancellor, University of Western Sydney**