



COUNCIL

**Minutes of the Council Meeting held on Monday, 23 March 2020
from 9.00 am to 4.15 pm in the Council Chamber, Level 2, Hunter Building,
Kelburn Campus**

PRESENT: Mr John Allen
Professor Brigitte Bönisch-Brednich
Professor Grant Guilford (Vice-Chancellor)
Professor Kate Hunter
Mr Alan Judge
Mr Hugo Lawrence
Ms Rhianna Morar
Mr Neil Paviour-Smith (Chancellor)
Ms Cath Nesus, *by Zoom Videoconference*
Dr Farib Sos
Dame Therese Walsh (Pro-Chancellor)
Ms Caroline Ward (Secretary to Council)

APOLOGIES: Nil

IN ATTENDANCE: Ms Julia Innocente-Jones, Assistant Vice-Chancellor, International
Mr Simon Johnson, General Counsel
Professor Wendy Lerner, Provost
Mr Mark Loveard, Chief Operating Officer
Mr Blair McRae, Deputy Vice-Chancellor, Engagement
Mr Les Montgomery, Chief Financial Officer
Mr Geo Robrigado, VUWSA President
Ms Madeleine Setchell, Director, Communications, Marketing and Engagement

20.31 **KARAKIA**

Noted: that the Chancellor led a Karakia calling upon the elements to focus all on a successful meeting.

20.32 **WELCOME / ACKNOWLEDGEMENTS / APOLOGIES**

Noted:

- 1 that the Chancellor welcomed everyone to the meeting especially new Council member Cath Nesus who was attending the meeting via Zoom videoconference.
- 2 that due to the Covid-19 pandemic declared by the World Health Organisation on 11 March 2020 the country had moved to alert level 2 on

- 21 March. A further announcement was expected by the Prime Minister at 1 pm and it was agreed that Council would adjourn for this announcement.
- 3 that the Mayor Andy Foster and Wellington City Council Chief Executive Barbara McKerrow conveyed their apologies by email as they needed to convene an urgent Wellington City Council meeting later today.
- 4 that there were no apologies.

20.33

DECLARATIONS AND DISCLOSURES OF INTERESTS

- Noted:**
- 1 that new Council Member, Cath Nesus, had provided her disclosures and the interests register had been updated.
- 2 that there were no further disclosures of interest by members of Council, by way of a general notice under the Education Act 1989 Section 175 and the Local Authorities (Members Interests) Act 1968.
- 3 that the Disclosures of Interests Register was available at all times on the Resource Centre of Board books and circulated with material for all Council meetings.
- 4 that the Chancellor reminded Council members to advise the Secretary to Council of any disclosures between meetings.

Mr Paviour-Smith handed the Chair to the Vice-Chancellor as the following item affects both the Chancellor and Pro-Chancellor

20.34

ELECTION OF CHANCELLOR AND PRO-CHANCELLOR FOR 2020

Received: a Council paper from the Secretary to Council dated 17 March 2020 regarding the election of the 2020 Chancellor and Pro-Chancellor (document VUWC 20/04).

- Noted:**
- 1 that the 2020 election of Chancellor and Pro-Chancellor was able to proceed after receiving confirmation on 5 March 2020 from the Minister of Education regarding the following reappointments and appointment:
- Neil Paviour-Smith – reappointed to a two year term from 26 February 2020 to 25 February 2022;
 - Dame Therese Walsh – reappointed to a four year term from 26 February 2020 to 25 February 2024;
 - Ms Cath Nesus – appointed to a four year term from 26 February 2020 to 25 February 2024.
- 2 that due to the delay in confirmation of Ministerial appointments, as far as possible, the Secretary to Council had conducted the election following the procedures outlined in the Council Manual.
- 3 that there was one nomination for the office of Chancellor (Mr Neil Paviour-Smith) and one nomination for the Office of Pro-Chancellor (Dame Therese Walsh). As there was only one candidate for each position it was confirmed that Mr Paviour-Smith and Dame Therese Walsh can be elected unopposed.

- Resolved:**
- 1 that Mr Neil Paviour-Smith be declared duly elected to the office of Chancellor for the period from 23 March 2020 to 31 December 2020.
- 2 that Dame Therese Walsh be declared duly elected to the office of Pro-Chancellor for the period from 23 March 2020 to 31 December 2020.

Lawrence/Hunter

Carried

200026

Abstained: Paviour-Smith

Abstained: Walsh

Mr Paviour-Smith resumed the Chair

20.35 COUNCIL MINUTES, MEETING HELD ON 10 FEBRUARY 2020

Received: the public Minutes of the meeting of Council held on 10 February 2020.

Resolved: that the public Minutes of the meeting of Council held on 10 February 2020 be approved.

Sos/Allen
Carried
200027

20.36 REPORT FROM THE CHANCELLOR

Received: an oral report from the Chancellor.

- Noted:**
- 1 activities since the last meeting of Council on 10 February 2020:
 - attended the Chancellor's meeting and subsequent Chancellors' and Vice-Chancellor's summit meeting organised by Universities NZ and hosted by the University of Auckland
 - attended the farewell for Professor Stuart McCutcheon, University of Auckland Vice-Chancellor
 - attended the Reserve Bank/VUW lecture – Economics of Biodiversity and Sustainability - presented by Professor Partha Disgupta
 - attended and presented at the Council induction meeting for new Council members
 - attended a reception and lunch for the Prime Minister of Papua New Guinea at VUW
 - attended the VUW Foundation Board of Trustees meeting
 - attended a Crown Entities Chairs' reception hosted by the Governor-General
 - participated in the Finance Committee workshop on student accommodation
 - chaired the Human Resources Committee meeting on 2 March 2020
 - chaired the Te Aka Matua Committee pending appointment of a new chair on 2 March 2020
 - attended the Audit & Risk Committee meeting on 9 March 2020
 - attended the Finance Committee meeting on 9 March 2020
 - chaired the Nominations Panel meeting on 9 March 2020
 - met with the Vice-Chancellor and the Secretary to Council
 - attended a VUW Faculty of Law lecture on regulation.
 - 2 that although things had moved on significantly since the joint Chancellor and Vice-Chancellor's meeting four weeks ago issues discussed included the travel ban on Chinese students and a discussion on University finances in light of expected significant declines in revenues from international students.
 - 3 that TEC had confirmed that their expected minimum 3% surplus to revenue outcome was not expected this year although there is likely to be stronger checks and balances.

Resolved: that the Chancellor's report be noted.

Walsh/Hunter
Carried
200028

20.37 **REPORT FROM THE VICE-CHANCELLOR**

Received: a report from the Vice-Chancellor dated 17 March 2020 (document VUWC 20/25).

Noted:

- 1 that the report was taken as read.
- 2 that the recently released QS rankings showed encouraging results. The Chancellor particularly acknowledged the performance of the Faculty of Humanities and Social Sciences being up in the broad category and in a number of subcategories.
- 3 that Council acknowledged the success of Dr Chris Bumby who received the HERA 2020 Innovation Award for his work in developing an iron-making process that eliminates the use of coal potentially eliminating carbon dioxide emissions from New Zealand's steel industry.
- 4 that the Council discussed the University's Covid-19 response under Alert Level 2 and in the understanding that the Prime Minister's announcement at 1pm could change things significantly.

Resolved: **that the Vice-Chancellor's report be noted.**

Walsh/ Bönisch-Brednich
Carried
200029

The meeting adjourned at 10.40 am and reconvened at 11.00 am

20.38 **COMMITTEE REPORTS**

Received: Public reports from Committee Chairs:

- Te Aka Matua Committee, 2 March 2020
- Audit & Risk Committee, 9 March 2020
- Finance Committee, 9 March 2020

Resolved: **that the reports from Committee Chairs be noted.**

Sos/Judge
Carried
200030

20.39 **FINANCIAL REPORT TO 29 FEBRUARY 2020**

Received: the Financial report to 29 February 2020 (document VUWC 20/26).

Noted:

- 1 that the report was taken as read.
- 2 that the Foundation was likely to be significantly impacted by the downturn in investment markets due to Covid-19.

Resolved: **that the Financial Report to 29 February 2020 be noted.**

Paviour-Smith/Sos
Carried
200031

20.40 FORTHCOMING EVENTS AND NEXT MEETING

Received: a Council Paper from the Secretary to Council dated 12 March 2020 listing Forthcoming Events (document VUWC 20/27).

Noted:

- 1 that the Council paper was taken as read. Since it was prepared the impact of Covid-19 had significantly increased and under Alert Level 2 declared on Saturday, 21 March events of over 500 people are not allowed.
- 2 that the following recommendations in the Vice-Chancellor's confidential Covid-19 report were brought forward as below.

Resolved:

- 1 **that in light of government advice May 2020 graduation ceremonies be postponed.**
- 2 **that qualifications be conferred in absentia at the 4 May 2020 Council meeting.**
- 3 **that the Council Paper on Forthcoming Events and the date and details of the next Council meeting on Monday, 4 May 2020 be noted.**

**Morar/Walsh
Carried
200032**

20.41 MEDIA AND SOCIAL MEDIA REPORT

Received: a Council paper from the Vice-Chancellor dated 12 March 2020 providing a Media and Social Media report (document VUWC 20/28).

Noted:

- 1 that the report was taken as read.
- 2 that the global spread of Covid-19 was covered by media extensively throughout February and to date.
- 3 that from a student perspective the University's Facebook posts on Covid-19 had not been entirely well received.

Resolved: **that the Media and Social Media report be noted.**

**Paviour-Smith/Hunter
Carried
200033**

20.42 2019 ANNUAL REPORT

Received: the 2019 Annual report from the Chief Financial Officer dated 17 March 2020 (document VUWC 20/29).

Noted:

- 1 that the draft 2019 Annual report was presented to the Audit & Risk Committee meeting at its meeting on 9 March 2020.
- 2 that the Chair of the Audit & Risk Committee confirmed that the report had been considered carefully and the Committee was satisfied with the report.
- 3 that note 23 regarding events after balance date will be added to in light of further knowledge regarding Covid-19 and its impact on the tertiary sector. The Chancellor's introduction will also be amended to reflect events post balance date.

Resolved: **that on the recommendation of the Audit & Risk Committee, Council:**

- 1 **approve the 2019 Annual Report;**
- 2 **approve and sign the Representation Letter to EY;**
- 3 **authorise the 2019 Annual Report for issue;**

- 4 **approve the online publication of the 2019 Annual Report as soon as practical.**

**Paviour-Smith/Sos
Carried
200034**

20.43 GRADUATES IN ABSENTIA

Received: the list of degrees, diplomas and certificates granted on 23 March 2020 (document VUWC 20/32)

- Resolved:**
- 1 **that Council grants the degrees, diplomas and certificates in this University on those persons listed in document VUWC 20/32 and that their names be entered on the Roll of Graduates on 23 March 2020.**
 - 2 **that a motion of congratulations to the Graduates in Absentia was recorded.**

**Lawrence/Morar
Carried
200035**

20.44 2020 COMMITTEE MEMBERSHIP

Received: a Council paper from the Chancellor dated 17 March 2020 regarding 2020 Committee Membership (document VUWC 20/31).

- Noted:**
- 1 that the Council paper was taken as read.
 - 2 that with the confirmation of Ministerial appointments the following revised Committee membership was considered and agreed.

Finance Committee

Mr Alan Judge – Chair
Professor Bönisch-Brednich
Professor Grant Guilford
Ms Rhianna Morar
Mr Neil Paviour-Smith
Dame Therese Walsh
Additional member subject to Council appointment.

Audit and Risk Committee

Mr John Allen - Chair
Associate Professor Kate Hunter
Mr Hugo Lawrence
Mr Neil Paviour-Smith
Dr Farib Sos
Dame Therese Walsh
Professor Grant Guilford (*the VC is not an official member but will attend ARC meetings as required*).

Victoria Honours Committee

Mr Neil Paviour-Smith – Chair
Professor Grant Guilford
Dame Therese Walsh
Ms Cath Nesus

Te Aka Matua Committee

Ms Cath Nesus – Chair*

Professor Grant Guilford
Ms Rhianna Morar
Mr Neil Paviour-Smith
Dame Therese Walsh

Human Resources Committee
Mr Neil Paviour-Smith – Chair
Mr John Allen
Dame Therese Walsh

- 3 *that Cath Nesus would assume the Te Aka Matua Committee Chair following attendance at her first meeting.

Resolved: that the recommendations as outlined under noting point 2 for Council Committee membership and Chairs for 2020 be approved.

Paviour-Smith/Hunter
Carried
200036

20.45 AMENDMENTS TO THE NOMINATIONS PANEL TERMS OF REFERENCE

Received: a Council paper from the Chancellor dated 17 March 2020 regarding amendments to the Nominations Panel Terms of Reference (document VWC 20/32).

Noted: that the Nominations Panel recommended the changes in order to provide clarity around definition of 'senior academic staff member' for the Academic Board nominee and to add specific terms for panel members. At the next meeting the dates and terms of current members will be finalised.

Resolved: that on the recommendation of the Nominations Panel, Council:

approve the amendments to the Nominations Panel Terms of Reference as detailed in document VUWC 20/32.

Hunter/Lawrence
Carried
200037

20.46 RESOLUTION CONCERNING THE EXCLUSION OF THE PUBLIC

To receive: a recommendation that certain items be taken with the public excluded (document VUWC 20/33).

To resolve: 1 that the public be excluded from the following parts of the proceedings of this meeting, namely agenda items 16-30.

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

General subject of each matter to be considered	Reason for passing this resolution in relation to each matter The public conduct of each item below would be likely to result in the disclosure of information for which good reason for withholding would exist under the sections of the OIA identified below.	Ground(s) under section 48(1) for the passing of this resolution
16. Minutes of previous meeting held on 10 February 2020	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA s48(1)(a)(ii)
17. Committee reports	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA s48(1)(a)(ii)
18. Chancellor's report	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA s48(1)(a)(ii)
19. Vice-Chancellor's report	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
20. Financial report to 29.2.20	s 9(2)(b)(ii), s9(2)(i) and s9(2)(k)	LGOIMA, s48(1)(a)(ii)
21. Coronavirus report	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
22. External appointment to the Council	S 9(2)(a)	LGOIMA, S48(1)(a)(ii)
23. 2019-2021 Audit Engagement letter	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
24. 2021 International (Full Fee) Tuition recommendations	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
25. Accommodation Business case	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
26. Wellington UniVentures	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
27. Quarterly Reports: -Foundation - Digital Roadmap	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)
28. Safety, Health and Wellbeing report	s 9(2)(a) and s 9(2)(b)(ii)	LGOIMA, s48(1)(a)(ii)
29. Council only time	s 9(2)(a)	LGOIMA, s48(1)(a)(ii)
30. VUWSA President report	s 9(2)(b)(ii) and s 9(2)(i)	LGOIMA, s48(1)(a)(ii)

This resolution is made in reliance on section 48(1)(a) of the Local Government Information and Meetings Act 1987 and the particular interest or interests protected by section 6 or section 7 or section 9 of the Official Information Act 1982, as the case may require, which would be

prejudiced by holding of the whole or the relevant part of the proceedings of the meeting in public are set out above.

- 2 that such members of the senior leadership as the Chancellor and the Vice-Chancellor request be permitted to remain at this meeting, after the public has been excluded, with the exception of agenda item 29, because of their knowledge of the relevant matters identified above which will be of assistance in relation to those matters.

Paviour-Smith/Judge
Carried
200038