

LINCOLN UNIVERSITY COUNCIL

**Meeting on Monday 14 December 2015 at 8.30am
Council Meeting Room, George Forbes Building, Lincoln University**

A G E N D A

1. **Welcome**
2. **Apologies**
3. **Disclosures of Interest**
4. **Notice of Items of General Business**
5. **Election of Chancellor and Pro-Chancellor**
Attached for information. 3
 - 5.1 **Election of Chancellor** – for decision.
 - 5.2 **Election of Pro-Chancellor** – for decision.
6. **Result of Election of Academic and General Staff Council Members**
To be tabled, for information.
7. **Council Meeting Schedule 2016**
Attached for decision. 5
8. **Council Committees**
Attached for decision. 7
9. **Other Governance Reforms**
Attached for decision. 9
10. **Motion by the Chancellor for Resolution to Exclude the Public Pursuant to s48 of the Local Government Official Information and Meetings Act 1987:**
I move that the public be excluded from the following parts of the proceedings of this meeting, namely:

General Subject Matter	Reason for passing this resolution in relation to each matter	Grounds under section 48(1) for the passing of this resolution
Council Fees	To protect the privacy of natural persons	7(2)(a)
Financial Performance to 30 November 2015	To avoid prejudice or disadvantage to the commercial activities of the University	7(2)(h)
	To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(j)
Lincoln Hub Update	To avoid prejudice or disadvantage to the commercial activities of the University	7(2)(h)
	To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(j)

General Subject Matter	Reason for passing this resolution in relation to each matter	Grounds under section 48(1) for the passing of this resolution
Student Statistical Reporting	To avoid prejudice or disadvantage to the commercial activities of the University To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(h) 7(2)(j)
Insurance Update	To avoid prejudice or disadvantage to the commercial activities of the University To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(h) 7(2)(j)
Work Plan 2016	To avoid prejudice or disadvantage to the commercial activities of the University To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(h) 7(2)(j)

I move also that: Dr B R Mann (Governance Advisor), Mr M Dickson (Group Manager Corporate Services, Deputy Vice-Chancellor), Mr H Gant (Finance Director), and Mr A Carpinter (Director, Governance), be permitted to remain at this meeting after the public has been excluded, because of their knowledge of the various matters being discussed. This knowledge, which will be of assistance in relation to the matters to be discussed, is relevant to those matters because of their involvement in the development of reports to Council on these matters.

11. ***Report from Public Excluded Session***
12. ***Next Meeting***
Tuesday, 26 January 2016, Lincoln University

Agenda Item 5

Election of Chancellor and Pro-Chancellor

The election of the Chancellor and Pro-Chancellor is the first item of business for the re-constituted Council. The election process is the same as before, but Council now has the ability to specify terms for the offices of greater than one year.

The Education Amendment Act 2015 amended the provision on the terms for the two offices, which previously required an annual election. In each case, Council now has the flexibility to specify a stated period not exceeding the term of the member's current term as a member of Council.

In the interests of continuity and certainty, it is proposed that the terms of the offices extend to the end of 2017. The University of Canterbury has also taken this approach.

Nominations will be called for at the meeting for the roles of Chancellor and Pro-Chancellor. The Vice-Chancellor, the staff members and the student member are not eligible for election to the offices. If there is more than one person nominated for a position there will be an election by voting. All Council members, including the nominees, are entitled to vote. The vote will be conducted by show of hands unless a secret ballot is requested.

In accordance with previous practice, the Council Secretary will chair the meeting for this item in order for the terms of office to be determined and for the Chancellor to be elected. The Chancellor will then preside over the election of the Pro-Chancellor.

Recommendation:

That the elected Chancellor and Pro-Chancellor serve for terms to 31 December 2017.

B R Mann

9 December 2015

Agenda Item 7

Council Meeting Schedule 2016

In August, a provisional Council meeting schedule for 2016 was set, subject to ratification by the re-constituted Council. Confirmation is now sought of the provisional schedule.

The provisional schedule provides for monthly Council meetings on the third or fourth Tuesday of the month, except in December.

It is proposed that the normal arrangement be for a workshop at 3.00pm, followed by the Council meeting at 4.00pm.

The January meeting and/or workshop would not involve the consideration of any management reports.

A decision is required on the two date options proposed for September. An indication of the preferred month for a meeting(s) to be held at the Telford campus would be helpful.

Provisional Council Meetings 2016	
Tuesday 26 January	Tuesday 26 July
Tuesday 23 February	Tuesday 23 August
Tuesday 22 March (possibly held at Telford?)	Tuesday 20 or 27 September
Friday 8 April (Graduation)	Tuesday 18 October
Tuesday 19 April	Tuesday 22 November
Tuesday 24 May	Tuesday 6 December
Tuesday 21 June	

Note also that the Lincoln-Telford Graduation is scheduled for Friday 25 November.

As explained in the separate report on Council committees, it is intended that the Council committee meeting schedule be approved at the January meeting.

Recommendation:

That Council approve the schedule of Council meeting dates for 2016.

A Carpinter
Director, Governance

9 December 2015

Agenda Item 8

Council Committees

The purpose of the report is to seek feedback from the re-constituted Council on a proposed option for restructuring the Council committees and to seek Council approval of an interim arrangement pending completion of this review.

Feedback to Date

The feedback received from the individual discussions with Council members held earlier in the year included the following comments in relation to the overall structure and processes:

- There are too many Council committees.
- The Audit and Risk Management Committee is operating as an Executive Committee rather than focussing on audit and risk matters.
- There is a high level of duplication in the papers and discussion between the Audit and Risk Management Committee and the full Council meeting held on the following day, and both meetings are too long.
- Agendas for the Audit and Risk Management Committee and Council are not being distributed in a timely manner.

Given that a smaller Council should be more flexible and responsive, there was support for moving to monthly Council meetings, being shorter 'board' meetings focused on decision-making. Workshops immediately preceding the Council meetings are to provide an informal forum for prior robust discussion of any major issues.

Proposed Committee Structure

An option was canvassed for restructuring the Audit and Risk Management Committee and Planning and Marketing Committee to the University of Canterbury model of a Finance, Planning and Resources Committee meeting monthly and an Audit and Risk Committee meeting at least four times per year. Both committees have seven members, with other members welcome to attend. The Council meetings are usually held on the last Wednesday each month and these two Committees normally meet on the third Monday.

There appeared to be support for the following structure:

- Finance and Planning Committee, meeting monthly from March to November – financial planning and monitoring, and strategic planning.
- Audit and Risk Management Committee, meeting quarterly – health and safety, internal and external auditing, annual report, and risk monitoring and management.
- Ahumairaki, meeting in the previous pattern – Māori development.
- Awards Committee, meeting once per year – University awards.

- Appointment and Remuneration Committee, normally meeting quarterly – overseeing Vice-Chancellor relationship.

Council would retain the flexibility to appoint ad hoc committees for specific purposes.

The timing of the Finance and Planning Committee meetings is driven by the availability of monthly financial reporting and the TEC reporting timelines. This may require the meetings to align closely with the date of the scheduled Council meetings, assuming the timeline for the preparation of the financial reports remains the same.

After feedback is received from Council and from senior management, a final proposal will be submitted to the January Council meeting, with draft Terms of Reference for the new or revised Committees and a draft membership allocation.

Interim Arrangement

At least in the short term, there is a pressing need for all members of the new Council to be fully informed and up to speed on the University's financial reporting and priority projects. It is therefore proposed that the finance and planning items of business be considered by the full Council for the first quarter of 2016 without prior reference to a committee.

The Audit and Risk Management Committee would meet for the first time in March for an initial review of the 2015 financial statements, the internal audit plan review, quarterly health and safety report, risk update, and other matters as required.

Assuming the Audit and Risk Management Committee changes to a quarterly meeting, the proposed dates are: Wednesday 23 March, Monday 11 April, Monday 25 July and Monday 21 November 2016. The first two meetings are closer together to align with the annual report timeline.

Related Reforms

In the wider reform process, consideration will be given to the delegations to committees, the format (for example, more 'dashboard' reporting) and frequency of reports to Council and committees, and the format and timeline for agendas (soft and/or hard copy).

Recommendations

That Council:

1. **Provide** initial feedback on the proposed Council committee structure.
2. **Agree** that the finance and planning items of business be considered directly by the full Council for the first quarter of 2016.
3. **Set** meetings of the Audit and Risk Management Committee for 23 March, 11 April, 25 July and 21 November 2016.

B R Mann

Adrian Carpinter
Director, Governance

9 December 2015

Agenda Item 9

Other Governance Reforms

The report provides a brief update on the remaining governance reform tasks and seeks approval for the existing Standing Orders to continue in place, with minor amendment, pending the completion of a substantive review.

Progress Update

With the re-constituted Council now in place, the fundamental transition required as a result of the Education Amendment Act 2015 has been completed.

The associated reform tasks still to be completed include:

- Induction programme: consideration of a facilitated governance workshop for the full Council early next year and delivery of an induction programme for the new Council members. Note that the next TEC induction session for Tertiary Education Institutions is expected to be scheduled in February 2016.
- Committee structure and terms of reference: for completion in January/February.
- Formalising the relationship with the Academic Board, in particular provision for the Academic Board Chair to be in attendance at Council meetings to provide an academic perspective and for the elected academic staff member of Council be a member of the Academic Board if not already a member.
- Statutes or policies governing future processes for the appointment of the pool of three Council members, including engagement with the Lincoln University Alumni Association, and the appointment of the student representative.
- Standing Orders: completion of a substantive review in January/February.
- Updating of the Council Handbook: completion in February/March following confirmation of Committee terms of reference and revised Standing Orders.

It is necessary to roll over the existing version of the Standing Orders for the interim. While an 'Executive Committee' has not operated in the recent past, there is provision under the powers of delegation for a specified group to have executive power to make decisions on urgent matters. This power could be needed in some situations and is used at other universities. An amendment is proposed below to remove the long redundant reference to "the Deputy Vice-Chancellor" holding the role of a Council member.

- 1.7... The Council delegates to the Chancellor, Pro-Chancellor, Vice-Chancellor and ~~the Deputy Vice-Chancellor~~ one other Council member the executive power to make decisions on urgent matters. These decisions will be subject to the retrospective approval of Council. A quorum of three of these Council members is required in order to exercise this delegation.

An amendment of Standing Orders requires the support of 75% of the members present.

Recommendations

That Council:

1. **Note** the progress update on the governance reform tasks associated with the transition to the re-constituted Council.
2. **Amend** section 1.7 of the Standing Orders of the previous Council, as outlined in the report.
3. **Approve** the Standing Orders, as amended, to apply to all Council and Council committee meetings, pending the completion of a substantive review.

Adrian Carpinter
Director, Governance

9 December 2015