

**MINUTES OF A MEETING OF THE  
LINCOLN UNIVERSITY COUNCIL**

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

**Present:** Mr T C Lambie (Chancellor), Dr P Cook, Ms K P Fryer, Mr B D Gemmell, Mr A J Hall, Sir G T Harrison, Professor B R Jordan, Mr A W Macfarlane, Ms P Parata-Goodall, Mrs L K Tame, and Dr L J Wood.

**In Attendance:** Mr M Dickson (Group Manager Corporate Services - Deputy Vice-Chancellor), Dr B R Mann (Governance Adviser), Mr H Gant (Finance Director), and Mr A Carpinter (Director, Governance).

**1. *Welcome***

Mr Lambie welcomed members to the first meeting of the re-constituted Council, in particular Ms Puamiria Parata-Goodall and Mr Peter Cook who were attending their first meeting as Council members.

**2. *Apologies***

An apology for absence was received from Dr Hay. Apologies for not being in attendance were received from Professor Matear and Mr Morley.

**3. *Disclosures of Interest***

There were no disclosures of interest.

**4. *Notice of Items of General Business***

There were no items of general business notified.

**5. *Election of Chancellor and Pro-Chancellor***

The report from the Governance Adviser was NOTED. The report explained the amended provision in the Education Act 1989 providing flexibility for the terms of office of the Chancellor and Pro-Chancellor to be set for a period not exceeding the term of the office holder's current term as a member of Council.

**Council RESOLVED:**

That the elected Chancellor and Pro-Chancellor serve for terms to 31 December 2016.

*Moved: Sir Graeme Harrison*

*Seconded: Mr Lambie*

**MOTION CARRIED**

**5.1 *Election of Chancellor***

The Secretary called for nominations for Chancellor for 2016 and one nomination was received.

**Council RESOLVED:**

That Mr Tom Lambie be elected as Chancellor of Lincoln University Council for 2016.

*Moved: Mr Hall*

*Seconded: Professor Jordan*

**MOTION CARRIED**

**5.2 *Election of Pro-Chancellor***

The Chancellor called for nominations for Pro-Chancellor for 2016 and one nomination was received.

**Council RESOLVED:**

That Mr Tony Hall be elected as Pro-Chancellor of Lincoln University Council for 2016.

*Moved: Mrs Tame*

*Seconded: Sir Graeme Harrison*

**MOTION CARRIED**

**6. *Result of the Election of Academic and General Staff Council Members***

The report from the Returning Officer on the election of two Council members by staff was TABLED.

Council noted the result of the election of the Academic Staff and the General Staff Council members and the consequent appointment of Professor Brian Jordan and Mr Peter Cook to Council for four years to 10 December 2019.

**7. *Council Meeting Schedule 2016***

The report from the Director, Governance was NOTED. Confirmation was sought of the provisional meeting schedule for 2016.

Council confirmed that the September Council meeting would be held on the 27<sup>th</sup> and that the Council meetings would start at 8.30am.

**Council RESOLVED:**

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

*Moved: Ms Fryer*

*Seconded: Ms Parata-Goodall*

**MOTION CARRIED**

## 8. **Council Committees**

The report from the Governance Adviser and Director, Governance was NOTED. Feedback was sought on a proposed option for restructuring the Council committees and approval was sought of an interim arrangement pending completion of this review.

It was considered that the full Council should consider financial planning and monitoring, strategic planning, health and safety, and risk matters, generally without prior consideration by a Council committee. Council workshops would be utilised, as required.

There was support for the following proposed structure:

- Ahumairaki, meeting in the previous pattern – Māori development.
- Appeals Committee, meeting as required.
- Appointment and Remuneration Committee, meeting as required – overseeing the Vice-Chancellor relationship.
- Audit Committee, meeting quarterly – internal and external auditing, and annual report.
- Awards Committee, meeting once per year – University awards.
- Human Ethics Committee, meeting as required. (This Committee involves only one Council member, but is deemed to be a Council committee under the Health Research Council requirements for ethics committees.)

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

A final proposal is to be submitted to the January Council meeting, with draft Terms of Reference for the new or revised Committees and a draft membership allocation (**action**).

### **Council RESOLVED:**

That meetings of the Audit Committee be set for: 23 March, 11 April, 25 July and 21 November 2016.

*Moved: Mrs Tame  
Seconded: Mr Hall  
MOTION CARRIED*

Governance  
Adviser/Secretary:  
26 January 2016

## 9. **Other Governance Reforms**

The report from the Director, Governance was NOTED. It provided an update on the remaining governance reform tasks and sought approval for the existing Standing Orders to continue in place, with minor amendment, pending the completion of a substantive review.

The proposed amendment to the Standing Orders was to remove a redundant reference in the composition of the 'Executive Committee' to "the Deputy Vice-Chancellor" holding the role of a Council member, as follows:

- 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.

It was noted that other universities make effective use of such executive committees to act on urgent matters.

The implementation of an enhanced on-line system for managing Council papers was discussed. It was requested that background information on the Diligent Boardbooks package be circulated to Council members (**action**).

Secretary:  
As soon as possible

**Council RESOLVED TO:**

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.

*Moved: Sir Graeme Harrison*

*Seconded: Mr Macfarlane*

**MOTION CARRIED**

**10. Procedural Matter**

Prior to reaching the motion in the Council agenda to exclude the public from the meeting for certain items of business, the Chancellor asked members whether any of those items should be considered in the open session. No items were raised.

**11. Motion by the Chancellor for Resolution to Exclude the Public Pursuant to s48 of the Local Government Official Information and Meetings Act 1987:**

The Chancellor moved 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 s. 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 To prevent the disclosure or use of official information for improper gain or improper advantage	7(2)(h) 7(2)(j)
Lincoln Hub 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)
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)

General subject matter	Reason for passing this resolution in relation to each matter	Grounds under s. 48(1) for the passing of this resolution
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)

*MOTION CARRIED*

The Chancellor also moved that Dr B R Mann (Governance Advisor), Mr M Dickson (Group Manager Corporate Services, Deputy Vice-Chancellor), Mr H Gant (Finance Director), Ms A Kingsbury (LUSA President-elect for 2016) 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 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.

*MOTION CARRIED*

## 12. *Report from Public Excluded Session*

General Subject Matter	Reason for passing this resolution in relation to each matter
Council Fees	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above, except for the release of the Council fees for the purposes of reporting requirements.
Financial Performance to 30 November 2015	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above, except for the University's summary financial position to 30 November 2015.
Lincoln Hub Update	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above.
Student Statistical Reporting	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above.
Insurance Update	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above.
Work Plan 2016	The report was RECEIVED. The discussion and any decision shall remain confidential at this time for the reasons noted above.

## 13. *Closure and Next Meeting*

The meeting closed at **10.10am**.

The next meeting is on **Tuesday, 26 January 2016** at **8.30am**, Lincoln University.

Signed: \_\_\_\_\_ (Convenor)

Date: \_\_\_\_\_

**ACTION SCHEDULE resulting from the Council In-Committee meetings  
AS AT 14 December 2015**

<b><i>Action</i></b>	<b><i>Responsibility</i></b>	<b><i>Meeting/Item</i></b>	<b><i>Due</i></b>
A final proposal for the Council committee structure is to be submitted, with draft Terms of Reference for the new or revised Committees and a draft membership allocation	Governance Advisor/Director, Governance	14 December 2015 Item 8	26 January 2016
Circulate background information on the Diligent Boardbooks package.	Director, Governance	14 December 2015 Item 9	As soon as possible