

MANAGING AND GOVERNING

Our Council and Management teams support collaborative planning, strategic decision-making and effective and transparent governance.



COUNCIL

Back row (L to R): Mr Lucas Dowling, Mr John Bowers, Ms Julie Phillips, Mr Doug Dean AM, Mr Robert (Bob) Kennedy AM, Professor Jennifer Martin, Associate Professor Brendan Boyle, Ms Jann Gardner. Front row (L to R): Ms Natalie Downing, Professor Victoria Haskins, Deputy Chancellor Mrs Michelle McPherson, Chancellor Mr Paul Jeans, Vice-Chancellor and President Professor Alex Zelinsky AO, Dr Stephanie Fahey, Mr Kevin Young

We wish to acknowledge and recognise the valuable contributions made by Conjoint Professor Geoff Lilliss, Dr Eileen Doyle and Ms Natalie Downing who retired as Council members during 2021.

ROLE OF THE COUNCIL AND ITS COMMITTEES

The Council supports the long-term success of the University. It sets strategy and oversees its implementation ensuring that all matters are discussed within the context of our agreed risk framework and ethical standards.

It rigorously challenges strategy, performance, responsibility and accountability to make decisions of the highest quality, providing leadership and direction to support corporate governance and the overall financial performance of the organisation. Council retains control of key decisions through a schedule of reserved matters, with other matters delegated to its Committees, the Vice-Chancellor, Academic Senate and to additional management teams.

The Council has the following seven standing Committees:

- Chancellor's Committee
- Controlled and Associated Entities Committee
- Finance Committee
- Nominations and Governance Committee
- People and Culture Committee
- Risk Committee
- Development Committee.

In addition, the Academic Senate is the principal advisory committee to the Council on academic matters and has a major role in academic quality assurance processes. The Academic Senate is supported in its functions by its subcommittees:

- Program and Course Approval Committee
- Research Committee
- Teaching and Learning Committee
- Faculty Boards.

The University acknowledges and observes the Universities Australia and University Chancellors Council *Voluntary Code of Best Practice for the Governance of Australian Universities* and confirms that it complies with this Code.

COUNCIL BASIS OF AUTHORITY

The University of Newcastle is governed by its Council, which is chaired by the Chancellor.

Council has responsibility for the direction and oversight of the University according to the *University of Newcastle Act 1989* (the Act) and the *University of Newcastle By-law 2017* (the By-law).

UNIVERSITY COUNCIL AND ITS MEMBERS

The Council comprises 16 members who contribute their expertise and time, with membership at 31 December 2021 as follows:

EX-OFFICIO EXTERNAL MEMBER

The Chancellor

Mr P.E. (Paul) Jeans

BE(UNSW), FRSN, FIEAust, FAICD

Chairs: University Council, Chancellor's Committee, Nominations and Governance Committee

EX-OFFICIO MEMBER

Professor Victoria Haskins

President of Academic Senate

BA(Hons), PhD(Sydney), FAHA

Chairs: Academic Senate

MINISTERIALLY APPOINTED EXTERNAL MEMBER

Mr Robert (Bob) Kennedy AM

BEC(ANU), FCPA

Chairs: Controlled and Associated Entities Committee

MINISTERIALLY APPOINTED EXTERNAL MEMBER

Mr Kevin Young

BE(Hons1), MBA(Newcastle), FIEAust, FAICD

Chairs: Development Committee

COUNCIL APPOINTED EXTERNAL MEMBER

Dr Stephanie Fahey

PhD(ANU), BA(Hons)(USyd), FAICD

COUNCIL APPOINTED EXTERNAL MEMBER

Mr Doug Dean AM

BCom(Newcastle), FCPA, FIML

COUNCIL APPOINTED EXTERNAL MEMBER

Mr John Bowers

BCom(Hons 1), MCom(Newcastle), AM(Harvard), CFA

Chairs: Finance Committee

COUNCIL APPOINTED EXTERNAL MEMBER

Ms Jann Gardner

BA/LLB(Sydney), MBA(Newcastle), GAICD

Chairs: People and Culture Committee

EX-OFFICIO MEMBER

Vice-Chancellor and President

Professor Alex Zelinsky AO

BMathSc(Hons), PhD, Hon DSc(UOW),

GradDip(AICD), FAA, FTSE, FIEEE,

Hon FIEAust, FAICD

COUNCIL APPOINTED EXTERNAL MEMBER

Deputy Chancellor

Mrs Michelle McPherson

BBus(Accounting)(UTS), CA, GAICD

Chairs: Risk Committee

COUNCIL APPOINTED EXTERNAL MEMBER

Ms Julie Phillips

BPharm, DHP, MSc(Sydney), MBA(Macq)

COUNCIL APPOINTED EXTERNAL MEMBER

Mr Sean Gordon

BEd (Adult Education)(UTS), Grad Cert (Education)(Melb),

AdvDipCommServ (Management)(TAFE SA)

ELECTED STAFF MEMBER³

Associate Professor Brendan Boyle

BBus(DKIT, Ireland), MBS(UCD, Ireland), PhD(Sydney)

ELECTED STAFF MEMBER³

Professor Jennifer Martin

PhD(Monash), MBChB(Otago, NZ), MA(Oxford, UK), GAICD,

FRACP, AAHMS

ELECTED NON-ACADEMIC STAFF MEMBER³

Mr Shane James

BBus(Mngt)(Newcastle)

ELECTED STUDENT MEMBER⁴

Mr Lucas Dowling

BA(Newcastle), AAICD

¹ For further information on the University's members of Council, visit: newcastle.edu.au/current-staff/our-organisation/governance/council/council-members

¹ External members appointed by the Minister, are appointed for up to four years.

² External members appointed by Council, are appointed for up to four years. ³ Staff members are elected for up to two years.

⁴ Student members are elected for a term of one year.

BOARD MEETINGS AND ATTENDANCE TABLE

Council members may attend all committee meetings with rights of audience and debate, with the exception of the Chancellor's Committee. The table below provides details of the number of meetings convened during the year, details the meetings Council members were eligible to attend and records their attendance.

MEMBERS	COUNCIL (SCHEDULED) MEETINGS	NOMINATIONS AND GOVERNANCE COMMITTEE	DEVELOPMENT COMMITTEE	CONTROLLED AND ASSOCIATED ENTITIES COMMITTEE	FINANCE COMMITTEE	RISK COMMITTEE	PEOPLE AND CULTURE COMMITTEE	CHANCELLOR'S COMMITTEE
Mr P.E. (Paul) Jeans	9/9	5/5	5/5	5/5	6	5/5	5/5	6/6
Professor Alex Zelinsky AO	9/9	5/5	5/5	5/5	6/6	5/5	5/5	5/5
Professor Victoria Haskins	7/9	5/5	5/5	1	2	3	3	3/4
Mr Kevin Young	2/2	N/A	2/2	N/A	N/A	2/2	N/A	N/A
Conjoint Professor Geoff Lilliss	7/7	N/A	2/3	N/A	2	1	2/3	3/4
Mr Robert (Bob) Kennedy AM	9/9	N/A	3/5	4/5	5/6	N/A	N/A	N/A
Mrs Michelle McPherson	7/9	5/5	N/A	N/A	1/1	5/5	N/A	6/6
Mr John Bowers	8/9	N/A	2	5/5	6/6	5/5	N/A	N/A
Mr Doug Dean AM	7/9	N/A	1/2	N/A	4/6	N/A	4/5	N/A
Dr Eileen Doyle	5/5	N/A	N/A	N/A	2/3	1/2	N/A	N/A
Ms Jann Gardner	9/9	5/5	N/A	N/A	2	N/A	5/5	2/2
Ms Julie Phillips	9/9	N/A	4/5	2/5	2	N/A	N/A	N/A
Dr Stephanie Fahey	9/9	N/A	4/5	5/5	2	1	2	N/A
Associate Professor Brendan Boyle	9/9	N/A	5/5	N/A	6/6	N/A	1	N/A
Professor Jennifer Martin	4/5	N/A	1	2/2	3	2/2	1	N/A
Ms Natalie Downing	8/9	N/A	N/A	5/5	1	N/A	5/5	N/A
Mr Lucas Dowling	8/9	1	N/A	N/A	1	N/A	5/5	N/A
Mr Sean Gordon	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr Shane James	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Key: Single digits indicate where members have availed themselves of their rights of audience and debate.

COUNCIL TERMS OF OFFICE

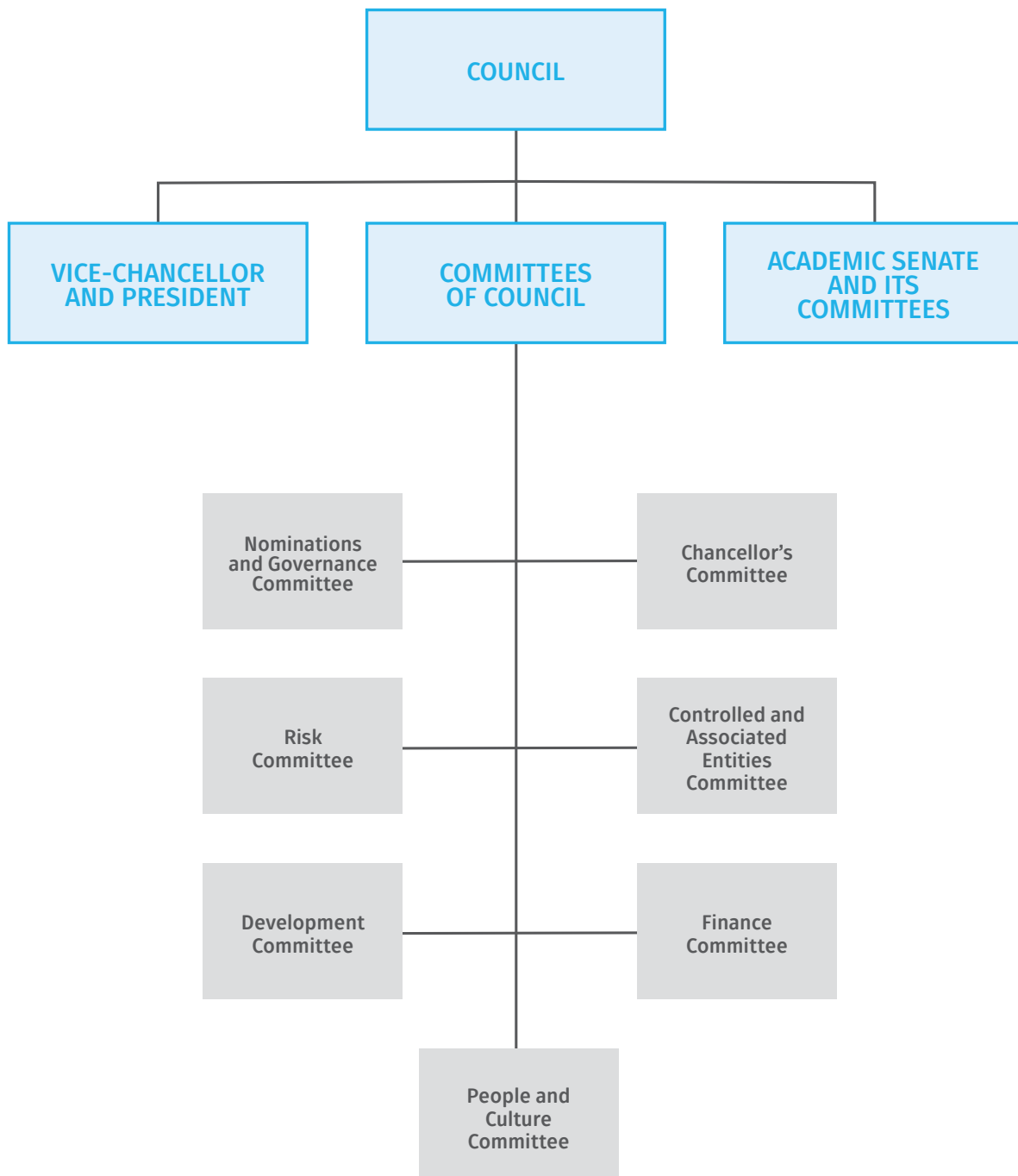
COUNCIL MEMBER	DATE OF INITIAL APPOINTMENT	EXPIRY OF CURRENT TERM
OFFICIAL MEMBERS		
Mr P.E. (Paul) Jeans (Chancellor) BE(UNSW), FRNS, FIEAust, FAICD	01/07/2013	30/06/2025
Professor Alex Zelinsky AO (Vice-Chancellor and President) BMath(Hons), PhD, Hon DSc (UOW), GradDip(AICD), FAA, FTSE, FIEEE, Hon FIEAust, FAICD	19/11/2018	31/12/2026
Professor Victoria Haskins (President of Academic Senate) BA(Hons), PhD(Sydney), FAHA	01/01/2020	31/12/2022
EXTERNAL MEMBERS APPOINTED BY THE MINISTER		
Conjoint Professor Geoff Lilliss BE(Hons), MBA(Merit)(Newcastle), Hon FIEAust, MAICD	01/09/2009	31/08/2021 (Term ended)
Mr Robert (Bob) Kennedy AM BEc(ANU), FCPA	01/02/2014	31/01/2023
Mr Kevin Young BE(Hons1), MBA(Newcastle), FIEAust, FAICD	01/09/2021	31/08/2024
EXTERNAL MEMBERS APPOINTED BY COUNCIL		
Mrs Michelle McPherson BBus(Accounting)(UTS), CA, GAICD	09/07/2014	31/12/2021
Mr John Bowers BCom(Hons 1), MCom(Newcastle), AM(Harvard), CFA	14/08/2015	13/08/2022
Mr Doug Dean AM BCom(Newcastle), FCPA, FIML	14/08/2015	13/08/2022
Dr Eileen Doyle PhD, MMaths, BMaths(Hons)(Newcastle), FAICD, FTSE, FAAA	27/06/2020	16/06/2021 (Resigned)
Dr Stephanie Fahey PhD(ANU), BA(Hons)(USyd), FAICD	01/01/2021	31/12/2023
Ms Jann Gardner BA/LLB(Sydney), MBA(Newcastle), GAICD	01/01/2015	31/12/2023
Mr Sean Gordon BEd (Adult Education)(UTS), Grad Cert (Education)(Melb), AdvDipCommServ (Management)(TAFE SA)	13/12/2021	12/12/2023
Ms Julie Phillips BPharm, DHP, MSc(Sydney), MBA(Macq)	13/08/2016	12/08/2022
ACADEMIC STAFF MEMBERS — ELECTED		
Associate Professor Brendan Boyle BBus(DKIT, Ireland), MBS(UCD, Ireland), PhD(Sydney)	01/09/2018	31/08/2022
Professor Jennifer Martin PhD(Monash), MBChB(Otago, NZ), MA(Oxford, UK), GAICD, FRACP, AAHMS	01/09/2020 18/10/2021	06/06/2021 31/08/2022
NON-ACADEMIC STAFF MEMBER — ELECTED		
Ms Natalie Downing BA, DipEd, MMktg(Newcastle), AMusA	01/09/2020	10/12/2021 (Resigned)
Mr Shane James BBus(Mngt)(Newcastle)	13/12/2021	31/08/2022
STUDENT MEMBER — ELECTED		
Mr Lucas Dowling BA(Newcastle), AAICD	01/01/2021	31/12/2021

OUR GOVERNANCE FRAMEWORK

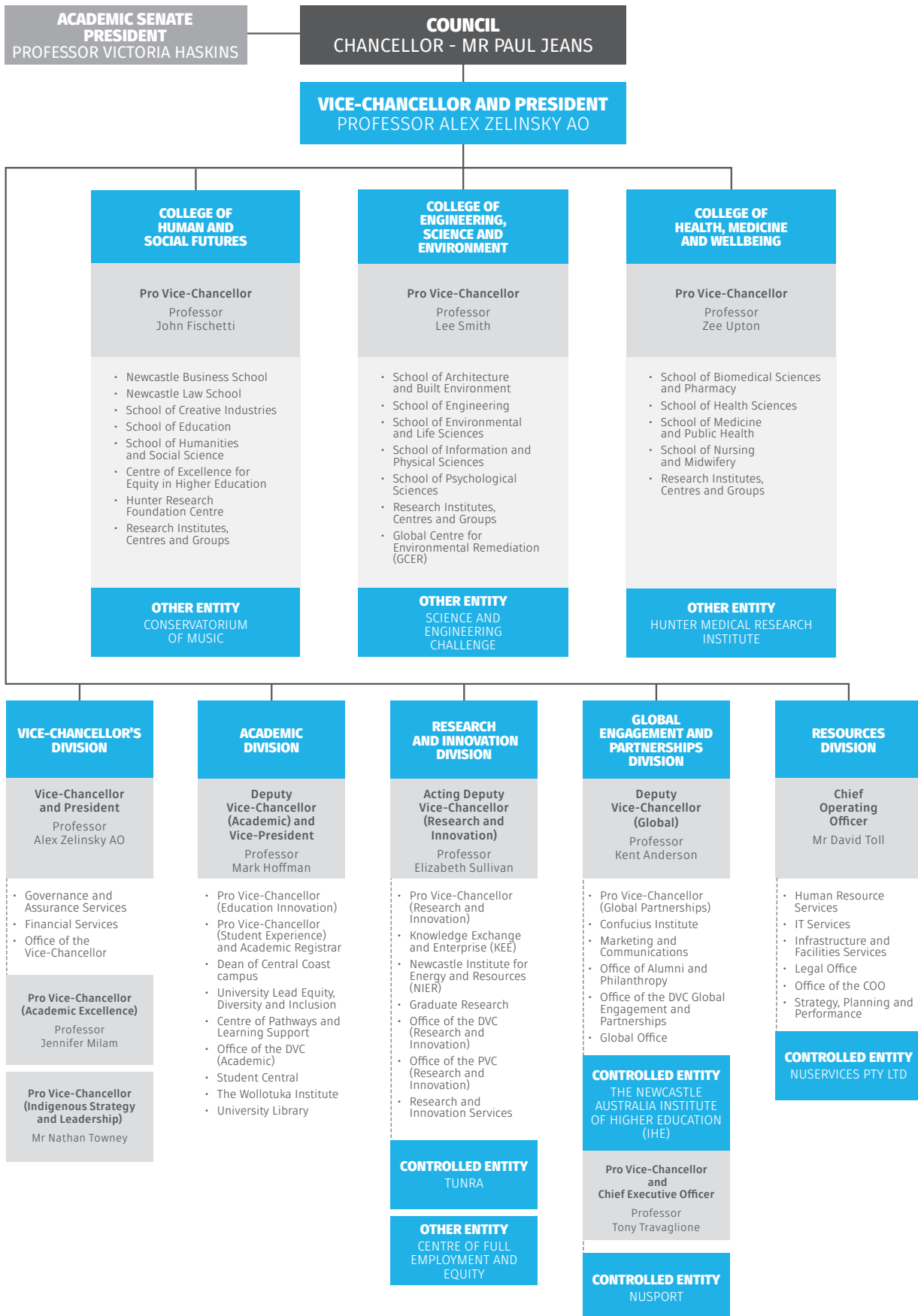
A copy of the University's governance policies can be found on our website at:

newcastle.edu.au/about-uon/governance-and-leadership/policy-library

Policies are regularly reviewed and updated to ensure they reflect best practice and support stakeholders' expectations wherever practical.



OUR ORGANISATIONAL STRUCTURE



----- Dashed line denotes senior point of contact between the University and its entities

EXECUTIVE COMMITTEE

The Vice-Chancellor and President is the Principal Executive Officer of the University of Newcastle with responsibility for strategic direction, the operation and management of the University and for chairing the University's Executive Committee.



EXECUTIVE COMMITTEE

Back row (L to R): Mr Nathan Towney, Ms Dianne Allen, Professor Michael Bowyer, Professor Jennifer Milam, Professor Mark Hoffman, Professor John Fischetti, Professor Kent Anderson

Front row (L to R): Professor Victoria Haskins, Mr Martin Sainsbury, Professor Juanita Todd¹, Professor Alex Zelinsky AO, Professor Liz Sullivan, Mr David Toll, Ms Paula Johnston

Absent: Professor Zee Upton, Professor Lee Smith

1 Note: Professor Juanita Todd appears in this photo as Acting Pro Vice-Chancellor – College of Science, Engineering and Environment after being appointed on 28 February 2022, but was not part of the Executive Committee in 2021

ROLE OF THE EXECUTIVE COMMITTEE

The Executive Committee is a forum for the Executive to share information and provide advice to the Vice-Chancellor on major strategic matters. It defines and focuses the University's strategic direction in line with the strategic plan. It operationalises the strategic plan through business planning processes and prioritises operational decisions according to this framework.

EXECUTIVE COMMITTEE MEMBERS

Professor Alex Zelinsky AO**Vice-Chancellor and President (Chair)**

BMathsSc(Hons), PhD, Hon DSc(UOW), GradDip(AICD), FAA, FTSE, FIEEE, Hon FIEAust, FAICD

Professor Mark Hoffman**Deputy Vice-Chancellor (Academic) and Vice-President**

BE(Hons), PhD(Sydney), MBT(UNSW), FTSE, FIEAust, FRSN

Professor Kent Anderson**Deputy Vice-Chancellor (Global)**

BA(Middlebury), MA(Washington), Juris Doctorate(Washington), MJur(Oxford)

Professor Elizabeth Sullivan**Acting Deputy Vice-Chancellor (Research and Innovation)**

MD(UNSW), MPH, MMed, MBBS(Sydney), FAFPHM

Mr David Toll**Chief Operating Officer**

BA(Syd), MProfessional Accounting(USQ), MBA(Deakin), GAICD

Ms Paula Johnston**Chief Financial Officer**

BA, BComm(ANU), CA

Mr Martin Sainsbury**Chief People and Culture Officer**

BEc(Newcastle), LLB(Hons)(Macquarie), MLLR(Sydney)

Ms Dianne Allen**University Secretary**

BCom(Newcastle), FCA, GAICD

Professor Lee Smith**Pro Vice-Chancellor, Faculty of Science**

BSc(Hons)(Leicester), PhD(Warwick), FRSB, FRSN

Professor John Fischetti**Pro Vice-Chancellor, College of Engineering, Science and Environment**

BA(UVA), EdD(UMass)

Professor Zee Upton**Pro Vice-Chancellor, College of Health, Medicine and Wellbeing**

BSc(Hons)(Adelaide), PhD(Adelaide)

Mr Nathan Towney**Pro Vice-Chancellor, Indigenous Strategy and Leadership**

BTeach/BHPE(Newcastle)

Professor Jennifer Milam**Pro Vice-Chancellor, Academic Excellence**

BA(Barnard College, Columbia University), MA, PhD(Princeton), FAAH

Professor Michael Bowyer**Interim Executive Dean Central Coast**

BSc(Hons)(UNSW), PhD(UNSW), Dip Ed(UNSW)

Professor Victoria Haskins**President of Academic Senate**

BA(Hons), PhD(Sydney), FAHA