

MANAGING AND GOVERNING

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

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).

FREEDOM OF SPEECH

The University Council approved a University of Newcastle "Code for the Protection of Freedom of Speech and Academic Freedom" on 14 August 2020. The Code is modelled on the French Model Code adapted to reflect the University's specific circumstances and includes a provision addressing the right to conduct peaceful protest.

The University's Code was assessed as part of the Sector wide review undertaken by Professor Sally Walker AM on behalf of the Federal Education Minister and found to be "fully compliant" with the French Model Code.

The University has developed an implementation plan to operationalise its code which involves reviewing and amending, where necessary, policy documentation that may impact on or be impacted by the Code.

UNIVERSITY COUNCIL AND ITS MEMBERS

The Council comprises 16 members* who contribute their expertise and time, with membership at 31 December 2020 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

Vice-Chancellor and President

Professor Alex Zelinsky AO

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

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



COUNCIL

Back row (L to R): Jann Gardner, John Bowers, Natalie Downing, Bob Kennedy AM, Dr Eileen Doyle, Doug Dean AM, Conjoint Professor Geoff Lilliss, Professor Jennifer Martin. Front row (L to R): Julie Phillips, Associate Professor Brendan Boyle, Deputy Chancellor Michelle McPherson, Chancellor Paul Jeans, Vice-Chancellor and President Professor Alex Zelinsky AO, Professor Victoria Haskins, Dr Helena Qian.

We wish to acknowledge and recognise the valuable contribution made by Professor Peter Coaldrake AO, Dianne Allen, Dr Roslyn Larkin and Dr Kylie Twyford who also served as Council members during 2020.

EX-OFFICIO MEMBER

Professor Victoria Haskins
President of Academic Senate
BA(Hons), PhD(Sydney), FAHA
Chairs: Academic Senate

MINISTERIALLY APPOINTED EXTERNAL MEMBER

Conjoint Professor Geoff Lilliss
BE(Hons), MBA(Merit)(Newcastle), Hon FIEAust, MAICD
Chairs: Development Committee

COUNCIL APPOINTED EXTERNAL MEMBER

Mr John Bowers
BCom(Hons 1), MCom(Newcastle), AM(Harvard), CFA
Chairs: Finance Committee

COUNCIL APPOINTED EXTERNAL MEMBER

Mr Doug Dean AM
BCom(Newcastle), FCPA, FIML

COUNCIL APPOINTED EXTERNAL MEMBER

Dr Eileen Doyle
PhD, MMaths, BMaths(Hons)(Newcastle), FAICD, FTSE, FAAAAI

COUNCIL APPOINTED EXTERNAL MEMBER

Ms Jann Gardner
BA/LLB(Sydney), MBA(Newcastle), GAICD
Chairs: People and Culture Committee

MINISTERIALLY APPOINTED EXTERNAL MEMBER

Mr Robert (Bob) Kennedy AM
BEc(ANU), FCPA
Chairs: Controlled and Associated Entities Committee

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)

ELECTED STAFF MEMBER³

Associate Professor Brendan Boyle
BBus(DKIT, Ireland), MBS(UCD, Ireland), PhD(Sydney)

ELECTED STAFF MEMBER³

Ms Natalie Downing
BA, DipEd, MMktg(Newcastle), AMusA

ELECTED STAFF MEMBER³

Professor Jennifer Martin
PhD(Monash), MB ChB(Otago, NZ), MA(Oxford, UK), GAICD, FRACP, AAHMS

ELECTED STUDENT MEMBER⁴

Dr Helena Qian
BMed(Newcastle)

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	8/8	5/5	5/5	2/2*	6	5/5	5/5	8/8
Professor Alex Zelinsky AO	8/8	5/5	5/5	5/5	6/6	5/5	5/5	8/8
Professor Victoria Haskins	8/8	5/5	5/5	1	5	N/A	2	8/8
Ms Dianne Allen	5/5	2/2	1	1/ 2	3/3	2/2	2/2	3/3
Mr John Bowers	8/8	N/A	N/A	5/5	6/6	5/5	N/A	N/A
Associate Professor Brendan Boyle	8/8	N/A	5/5	N/A	5/6	N/A	N/A	N/A
Professor Peter Coaldrake AO	3/4	N/A	1/1	N/A	1	0/1	N/A	N/A
Mr Doug Dean AM	8/8	N/A	5/5	N/A	2	N/A	5/5	N/A
Ms Natalie Downing	2/2	2	2	2/2	2	2	2/2	N/A
Dr Eileen Doyle	3/3	1	1	N/A	1	3/3	1	N/A
Ms Jann Gardner	8/8	5/5	N/A	N/A	2	N/A	5/5	N/A
Mr Robert (Bob) Kennedy AM	8/8	N/A	5/5	5/5	6/6	N/A	N/A	N/A
Dr Roslyn Larkin	6/6	N/A	N/A	3/3	3	3/3	3/3	N/A
Conjoint Professor Geoff Lilliss	8/8	N/A	5/5	N/A	3	N/A	5/5	7/8
Professor Jennifer Martin	2/2	N/A	N/A	2/2	N/A	2/2	N/A	N/A
Mrs Michelle McPherson	7/8	2/2	N/A	N/A	5/6	4/5	N/A	5/5
Ms Julie Phillips	8/8	N/A	4/5	2/2	2	N/A	N/A	N/A
Dr Helena Qian	8/8	1	N/A	N/A	2	N/A	4/4	N/A
Dr Kylie Twyford	6/6	N/A	N/A	3/3	2	N/A	3/3	N/A

*Note Member also attended 3 additional meetings with rights of audience and debate, prior to joining the Committee as a member

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

COUNCIL TERMS OF OFFICE

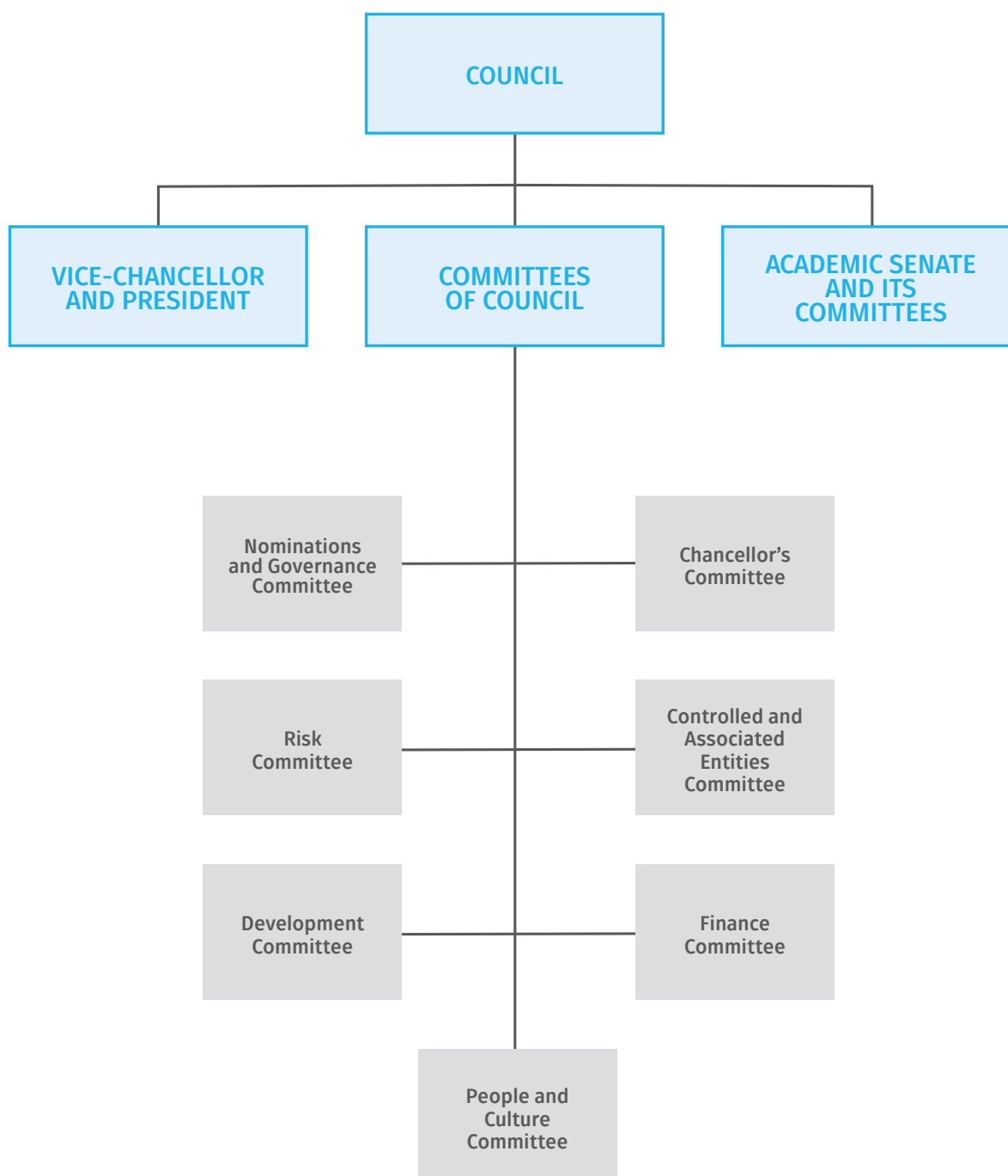
COUNCIL MEMBER	DATE OF INITIAL APPOINTMENT	EXPIRY OF CURRENT TERM
OFFICIAL MEMBERS		
Mr P.E. (Paul) Jeans (Chancellor) BE(UNSW), FRSN, FIEAust, FAICD	01/07/2013	30/06/2021
Professor Alex Zelinsky AO (Vice-Chancellor and President) BMath(Hons), PhD, Hon DSc (UOW), GradDip(AICD), FAA, FTSE, FIEEE, Hon FIEAust, FAICD	19/11/2018	18/11/2023
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
Mr Robert (Bob) Kennedy AM BEc(ANU), FCPA	01/02/2014	31/01/2023
EXTERNAL MEMBERS APPOINTED BY COUNCIL		
Ms Dianne Allen (Deputy Chancellor) BCom(Newcastle), FCA, GAICD	01/01/2006	26/06/2020 (Resigned)
Mr John Bowers BCom(Hons 1), MCom(Newcastle), AM(Harvard), CFA	14/08/2015	13/08/2022
Professor Peter Coaldrake AO BA(Hons)(JCU), PhD, DUniv(Griffith), DUniv(QUT)	01/03/2019	03/06/2020 (Resigned)
Mr Doug Dean AM BCom(Newcastle), FCPA, FIML	14/08/2015	13/08/2022
Dr Eileen Doyle PhD, MMaths, BMaths(Hons)(Newcastle), FAICD, FTSE, FAAAA	27/06/2020	26/06/2023
Ms Jann Gardner BA/LLB(Sydney), MBA(Newcastle), GAICD	01/01/2015	31/12/2023
Mrs Michelle McPherson (Deputy Chancellor from 27/06/2020) BBus(Accounting)(UTS), CA, GAICD	09/07/2014	31/12/2021
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
Dr Roslyn Larkin BBus(Hons), PhD(Newcastle)	01/09/2014	31/08/2020
Professor Jennifer Martin PhD(Monash), MB ChB(Otago, NZ), MA(Oxford, UK), GAICD, FRACP, AAHMS	01/09/2020	31/08/2022
NON-ACADEMIC STAFF MEMBER — ELECTED		
Ms Natalie Downing BA, DipEd, MMktg(Newcastle), AMusA	01/09/2020	31/08/2022
Dr Kylie Twyford AssocDipBus(Valuation)(SIT), BBus(Newcastle), BEd(Hons1)(Adult Education) PhD(UTS)	01/09/2018	31/08/2020
STUDENT MEMBER — ELECTED		
Dr Helena Qian BMed(Newcastle)	01/01/2020	31/12/2020

OUR GOVERNANCE FRAMEWORK

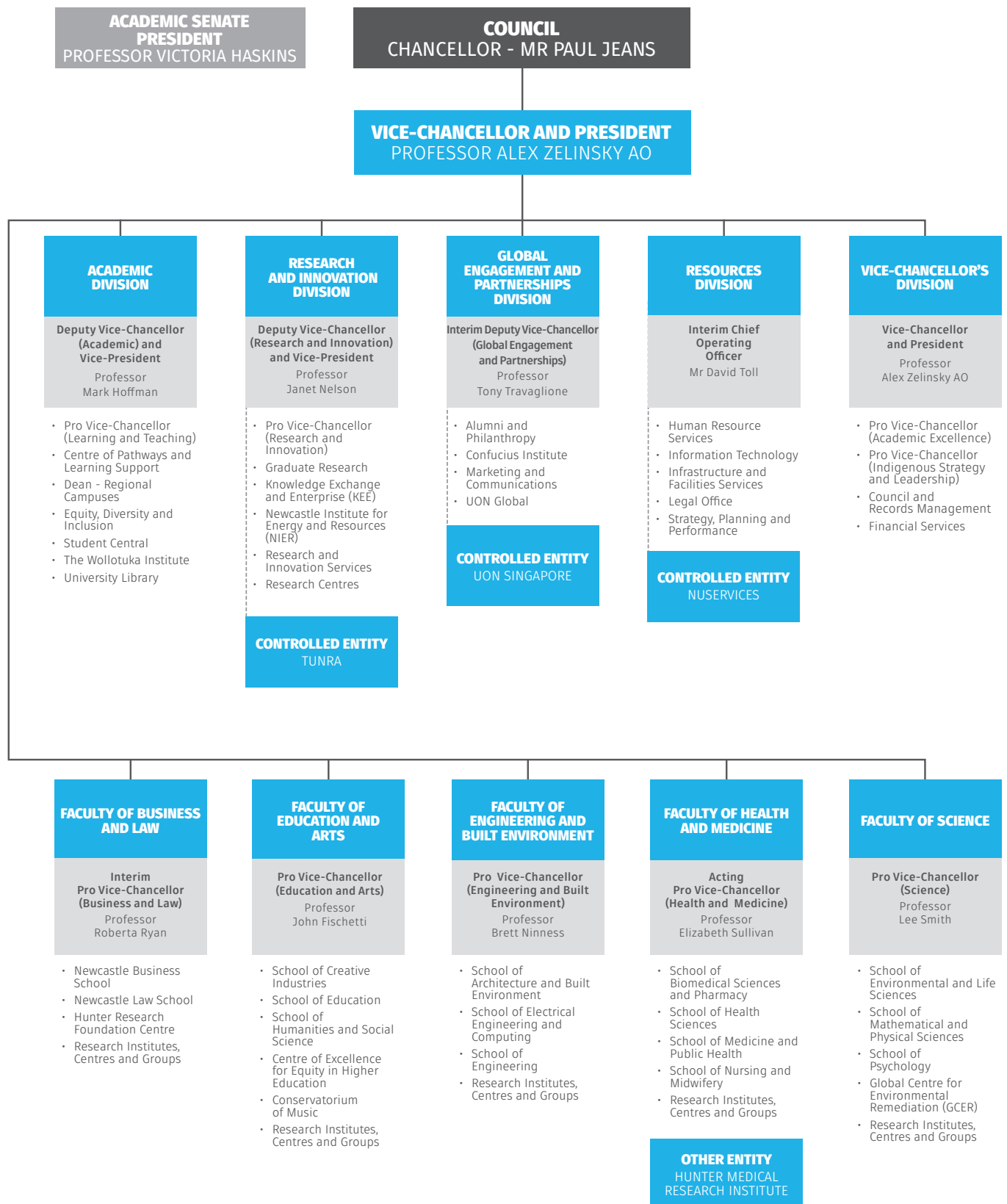
A copy of the University's governance policies can be found on our website at:

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

Correct as at 31 December 2020

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.

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)

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

Professor Janet Nelson

**Deputy Vice-Chancellor (Research & Innovation)
and Vice-President**

PhD(Caltech)

Ms Dianne Allen

University Secretary

BCom(Newcastle), FCA, GAICD

Professor Victoria Haskins

President of Academic Senate

BA(Hons), PhD(Sydney), FAHA

Professor Mark Hoffman

Deputy Vice-Chancellor (Academic) and Vice-President

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

Professor Tony Travaglione

Interim Deputy Vice-Chancellor

(Global Engagement and Partnerships)

BBus(Curtin), MIR, PhD(UWA)

Professor John Fischetti

Pro Vice-Chancellor, Faculty of Education and Arts

BA(UVA), EdD(UMass)

Ms Paula Johnston

Chief Financial Officer

BA, BComm(ANU), CA



EXECUTIVE COMMITTEE

Back row (L to R): Mr Nathan Towney, Ms Dianne Allen, Professor Mark Hoffman, Professor Tony Travaglione, Professor Janet Nelson, Professor John Fischetti, Mr David Toll. Front row (L to R): Professor Victoria Haskins, Mr Martin Sainsbury, Professor Elizabeth Sullivan, Professor Alex Zelinsky AO, Professor Roberta Ryan, Professor Lee Smith, Ms Paula Johnston. Absent: Professor Brett Ninness

Professor Brett Ninness

Pro Vice-Chancellor, Faculty of Engineering and Built Environment

BEng, MEng, PhD(Newcastle), FIEEE, FIEAust, FRSN, CPENG

Mr Martin Sainsbury

Chief People and Culture Officer

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

Professor Elizabeth Sullivan

Interim Pro Vice-Chancellor, Faculty of Health and Medicine

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

Mr Nathan Towney

Pro Vice-Chancellor, Indigenous Strategy and Leadership

BTeach/BHPE(Newcastle)

Professor Roberta Ryan

Acting Pro Vice-Chancellor, Faculty of Business and Law

BSocialStudies(Hons), BA(Hons)(Sydney), PhD (current-UTS), GradDip(UNE)

Professor Lee Smith

Pro Vice-Chancellor, Faculty of Science

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

Mr David Toll

Interim Chief Operating Officer

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