Minutes of the 449th Meeting of the Macquarie University Council held at the Council Room, Building E11A, North Ryde Campus at 4.00pm on Wednesday 5 December 2012.

Present: Chancellor, The Hon M Egan  
Deputy Chancellor, Ms E Crouch  
Vice-Chancellor, Professor B Dowton  
Mr A Bissett  
Dr W Bradford  
Ms M Brodie  
Ms Gemma Brooks  
Professor L Cupples  
The Hon P Forsythe  
Mr G M Jones  
Professor D Kane  
The Hon S Nori  
Dr K Schott  
Mr J Wigglesworth

In attendance: Ms D Anderson, Deputy Vice-Chancellor (Students and Registrar)  
Mr J Gorman, Chief Financial Officer  
Ms M Harris, Director and Chief of Staff, Office of the Vice-Chancellor  
Mr P Luttrell, General Counsel  
Professor J Piper, Deputy Vice-Chancellor (Research)  
Professor J Sachs, Deputy Vice-Chancellor (Provost)  
Mr T Sprague, Director Human Resources  
Mr J Stewart, Chief Operating Officer  
Professor D Verity (attending on behalf of Professor J Fitness)  
Professor K Jameson, Director Applied Finance Centre

Apologies: Mr C Darvall  
Professor J Fitness  
Mr G Lindsay  
Mr S Rubic  
Mr G Ward

Secretariat: Ms E Lawler, Company Matters

1. QUORUM AND APOLOGIES

The Chancellor confirmed that a quorum was present. The Chancellor noted apologies from Mr Darvall, Professor Fitness, Mr Lindsay, Mr Rubic and Mr Ward.
The Chancellor welcomed Professor Verity to the meeting representing Professor Fitness and presenting the Report from Academic Senate.

The Chancellor noted this is the last Council meeting for Ms Brodie prior to her retirement and thanked her for her contributions and dedication as Deputy Librarian, University Librarian and as a Council member. The Chancellor wished Ms Brodie well for her retirement. Council noted Ms Brodie’s replacement on Council would be notified during the meeting when results of the elections became available.

2. **DECLARATIONS OF INTEREST**

There were no other new declarations of interest.

3. **ITEMS FOR DISCUSSION**

Items under sections 2, 3, 4 and 5.4 were agreed for discussion.

RESOLVED 12/41

*The Council resolved to note items 5.1, 5.2 and 5.3 in the agenda.*

4. **MATTERS RAISED BY COUNCIL MEMBERS**

Council noted there were no matters raised by Council members in advance.

5. **MINUTES OF THE MEETING OF 17 OCTOBER 2012 AND MATTERS ARISING**

(Agenda items 2.1 and 2.2)

RESOLVED 12/42

*Council resolved to approve the minutes of the meeting of Council held on 17 October 2012 as a true and correct record.*

*Matters Arising*

Council noted the progress on Matters Arising from the Minutes of 17 October 2012 meeting and outstanding matters from previous meetings.

6. **MINUTES OF FINANCE AND FACILITIES COMMITTEE MEETING OF 22 NOVEMBER 2012**

(Agenda item 2.3)

The Deputy Chancellor spoke to and Council discussed the minutes and recommendations from the Finance and Facilities Committee.

RESOLVED 12/42

*RESOLVED, as recommended by the Finance and Facilities Committee, that:*

1. *The delegation in respect of the fortnightly payroll currently exercised by the Director, Human Resources, the Manager, Employee Relations, Human Resources or the Operations Manager, Human Resources be increased from $8.5M to $9.0M;*

2. *The delegation in respect of the fortnightly payroll scheduled for 12 December, 2012 and including the annual leave loading payout for 2012*
to be exercised by the Director, Human Resources, the Manager, Employee Relations, Human Resources or the Operations Manager, Human Resources be set at $10.5M;

3. A delegation of $10.5M be created in respect of one pay period in the 1st quarter 2013 and including bonus payments to senior staff that may arise in respect of 2012 to be exercised by the Director, Human Resources, the Manager, Employee relations or the Operations Manager, Human Resources;

4. The Deputy Chief Information Officer be removed from the delegation for voice and data communication charges and replaced by the Informatics Experience Director; and,

5. A delegation of $8.5M be created in respect of coupon and interest payments in respect of the University’s total debt facilities of $450.0M to be exercised by either of the Vice-Chancellor, Chief Operating Officer or the Chief Financial Officer.

Council considered and noted the minutes of the Finance and Facilities Committee of 22 November 2012.

7. MINUTES OF THE AUDIT AND RISK COMMITTEE MEETING OF 15 NOVEMBER 2012
(Agenda item 2.4)

Mr Wigglesworth spoke to the minutes of the Audit and Risk Committee meeting and highlighted key matters. Council discussed the status of discussions regarding State Super and Unisuper. Council noted that new risk reporting will be provided at the next Council meeting.

Council considered and noted the minutes of the Audit and Risk Committee of 15 November 2012.

8. MINUTES OF THE STUDENT EXPERIENCE COMMITTEE MEETINGS OF 1 NOVEMBER 2012 AND 22 NOVEMBER 2012
(Agenda item 2.5)

The Deputy Chancellor spoke to the minutes of the Student Experience Committee meeting and highlighted key items discussed and in progress.

The Deputy Chancellor advised that it is intended to make a recommendation regarding the proposed Chair of the Student Advisory Board to the Chancellor.

Council considered and noted the minutes of the Student Experience Committee of 1 November 2012 and 22 November 2012 and updates provided.

9. MINUTES OF DISCIPLINE COMMITTEE MEETINGS
(Agenda item 2.6)

The minutes of the Discipline Committee meeting held on 31 October 2012 were tabled.

Council noted the minutes of the Discipline Committee meeting held on 31 October 2012.

10. MINUTES OF STANDING COMMITTEE ON APPEALS MEETINGS
(Agenda item 2.7)
The minutes of the Standing Committee on Appeals meeting held on 5 November 2012 were tabled.

Council noted the minutes of the Standing Committee on Appeals meeting held on 5 November 2012.

11. ACADEMIC SENATE REPORT
(Agenda item 3.1)

Professor Verity spoke to the report from Academic Senate and highlighted key matters.

The Chancellor noted that elections are currently taking place for Academic Senate elected roles. Council noted that once this is complete, the Chair of Academic Senate will be elected. Council noted that Professor Fitness is not able to nominate to be Chair for a further term as she has completed the maximum number of terms under the Rules.

The Chancellor advised the results of the elections for the non-academic staff member of Council have been announced and Ms Kathy Vozella will join Council for a term from 1 January 2013 to 31 December 2015.

RESOLVED 12/43

RESOLVED, as recommended by Academic Senate, that:

1. the conferral of the award of the degree of Doctor of Letters to Emeritus Professor Jill Roe be approved.
2. the amendments to the University’s Calendar of Governance for 2013 as attached to the Academic Senate report be approved.

Council noted and discussed the report.

12. RE-APPOINTMENT OF COUNCIL MEMBER
(Agenda item 3.2)

Mr Wigglesworth left the meeting at 4.45pm.

The Chancellor spoke to the report.

RESOLVED 12/44

RESOLVED that Mr John Wigglesworth be re-appointed as a member appointed to the University Council under Section 9(1)(c) of the Macquarie University Act 1989 for a term commencing on 1 January 2013 and concluding on 31 December 2016.

Mr Wigglesworth and Mr Bissett joined the meeting at 4.47pm.

13. STUDENT ADVISORY BOARD CHARTER AND TRANSITION PLAN
(Agenda item 3.3)

Ms Anderson spoke to the paper and responded to questions from the meeting. Council discussed the proposed charter and transition plan, particularly:

- participation in the Student Advisory Board being part of a tailored Participation
The Vice-Chancellor updated Council on discussions with MUPRA. Council noted the Vice-Chancellor will meet with the new president of MUPRA and, if discussions don’t progress, Council’s previous decisions will be implemented, including wind up of MUPRA.

Council requested that the Student Experience Committee consider appointment of a President of the student body, elected by the Student Advisory Board from within the Student Advisory Board.

Mr Brooks provided a statement for Council consideration opposing the new charter and framework.

RESOLVED 12/45

RESOLVED, following recommendations of the Student Experience Committee, to:

1. Approve the Charter of the Student Advisory Board subject to membership being amended to allow for an internal deputy Chair and that the Code of Conduct will be approved by Council;
2. Note the Student Advisory Board transition plan;
3. Endorse the appointment of the newly elected 2013 MUSRA committee to the interim Student Advisory Board, and
4. Note the deferral of any transitional arrangements for MUPRA to the new Student Advisory Board, pending resolution of outstanding issues.

14. VOLUNTARY PLANNING AGREEMENT WITH THE COUNCIL OF THE CITY OF RYDE
(Agenda item 3.4)

The General Counsel spoke to the paper and responded to questions from the meeting.

RESOLVED 12/46

RESOLVED that the Vice-Chancellor be directed to seek the consent of the Minister for Education, to the Voluntary Planning Agreement with the Council of the City of Ryde.

Professor Sachs left the meeting at 5.25pm.

15. 2013 BUDGET
(Agenda item 3.5)

Mr Gorman provided a presentation on the 2013 budget and responded to questions from the meeting.

Council discussed the recommended budget.

RESOLVED 12/47
RESOLVED, as recommended by the Finance and Facilities Committee, that:

1. Council adopts the 2013 Budget with the proviso that the Vice-Chancellor can vary any allocation contained within the budget;
2. Council adopt the Capital Management Plan 2013 (2012-2017) on the understanding that approval will continue to be sought for individual projects in accordance with the University's Financial Delegations of Authority; and,
3. Funds will be lent by the University to MUH Operations No 2 Ltd to enable MUH Operations No 2 Ltd to meet its obligations.

16. PROMONTORY JOINT VENTURE  
(Agenda item 3.6)

Professor Jameson joined the meeting at 6.20pm.

The General Counsel and Professor Jameson spoke to the paper and responded to questions from the meeting.

Council discussed the proposed joint venture arrangements particularly potential risks and the structure of guarantees between entities. The General Counsel agreed to discuss the wording of the guarantees with Dr Schott out of session.

RESOLVED 12/48

RESOLVED that:

1. two companies be incorporated, one based in Australia and one based in Singapore, with Macquarie University (via CMBF Ltd (CMBF)) having a 50% shareholding in each company and Promontory Financial Group Australasia, LLP holding the remaining 50%; and
2. management be authorised to do all acts necessary to effect Resolution 1; subject to the Vice-Chancellor's approval following advice from Dr Schott regarding the guarantees.

Professor Jameson left the meeting at 6.40pm.

17. VICE-CHANCELLOR’S REPORT  
(Agenda item 4.1)

The Vice-Chancellor spoke to the report, including:

- progress on recruitment for Chief Operating Officer and Deputy Vice-Chancellor Research;
- appointment of new University Librarian and appreciation to Ms Brodie for her outstanding service as Deputy and University Librarian;
- enrolments for 2013;
- decline in SIBT enrolments;
- grant success; and
- plans for management of International.
The Vice-Chancellor responded to questions from the meeting.

Council discussed and noted the report.

18. HEALTH AND SAFETY REPORT
(Agenda item 4.2)

Mr Sprague spoke to the report and responded to questions from the meeting.

Council discussed and noted the report.

19. GENERAL COUNSEL REPORT
(Agenda Item 4.3)

The General Counsel spoke to the report and responded to questions from the meeting.

Council discussed and noted the General Counsel Report.

20. REPORT OF DOCUMENTS EXECUTED UNDER POWER OF ATTORNEY
(Agenda Item 5.1)

Council noted the paper.

21. POLICY REVIEW PROCESS
(Agenda Item 5.2)

Council noted the paper.

22. RESPONSE TO COUNCIL – STUDENT MISCONDUCT AND ACADEMIC HONESTY
(Agenda Item 5.3)

Council noted the paper.

23. APPOINTMENT OF NEW BOARD MEMBER TO MUH OPERATIONS NO. 2 LTD
(Agenda Item 5.4)

Council noted this is a resolution of the Class A members of MUH Operations No. 2 Limited.

The Council meeting adjourned at 6.50pm.

A meeting of the members of MUH Operations No. 2 Limited was convened at 6.50pm.

The Chancellor chaired the meeting in the absence of the Chair of MUH Operations No. 2 Limited. The Vice-Chancellor spoke to the resolution.

RESOLVED BY THE CLASS A MEMBERS THAT Emeritus Professor Bruce Barraclough be appointed as a Director of the Company under Clause 4.3(a) of the Company’s Constitution, effective from 1 December 2012, subject to the Company Secretary receiving his Consent to Act as a Director.

A meeting of the members of MUH Operations No. 2 Limited was closed at 6.55pm.
The Council meeting re-convened at 6.55pm.

24. OTHER BUSINESS

Dr Bradford advised Council of the success of the University’s Family Fun Day and thanked the University for this initiative.

Next meeting

Council noted the next Council meeting is scheduled for 21 February 2013 at 4.00pm.

CLOSURE

There being no further business, the meeting concluded at 7.00pm.

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Chancellor