Minutes of the 475th Meeting of the Macquarie University Council held at the Council Room, Building E11A, Macquarie University, North Ryde at 4.00pm on 6 April 2017.

Present: Chancellor, The Hon M Egan
Deputy Chancellor, Ms E Crouch
Vice-Chancellor, Professor B Dowton
Mr B Crotty
Mr C Darvall
Professor C Dean
The Hon P Forsythe
Ms D Hadwen
Professor M Herberstein
Professor R Howitt
Mr G Jones
Professor D Kane
Ms L Mason
The Hon S Nori
Ms J Qian
Mr J Wigglesworth
Mr F Zipfinger

In attendance: Ms D Anderson Deputy Vice-Chancellor (Students and Registrar)
Mr T Beresford, Chief Operating Officer and Deputy Vice-Chancellor
Professor S Brammer, Executive Dean
Ms N Gower, Director Human Resources
Professor S Handley, Executive Dean
Ms M Harris, Director and Chief of Staff, Office of the Vice-Chancellor
Professor K Jameson, Acting Deputy Vice-Chancellor (Academic)
Ms H Mackinnon, Director and Chief of Staff, Office of the Vice-Chancellor (Elect)
Professor P McNeil, Executive Dean
Professor B Messerle, Executive Dean
Mr R Payne, Chief Financial Officer
Professor S Pretorius, Deputy Vice-Chancellor (Research)
Professor D Wilkinson, Deputy Vice-Chancellor (Corporate Engagement)

Apologies: Council
Mr K Ash
Ms L Denby

Executives
Professor M Möllering, Executive Dean
Mr P Luttrell, General Counsel

Secretariat: Ms E Lawler, Company Matters
1. **ACKNOWLEDGEMENT OF COUNTRY**

The Chancellor provided an Acknowledgement of Country on behalf of Council.

2. **QUORUM AND APOLOGIES**

The Chancellor noted the Council seminar held immediately prior to the Council meeting on University's Indigenous Strategy. The Chancellor thanked Dr. Leanne Holt, Director, Indigenous Strategy for the Seminar.

The Chancellor confirmed that a quorum was present. The Chancellor noted apologies from Council members Mr Kieran Ash and Ms Leanne Denby and Executives Mr Paul Luttrell and Professor Martina Möllering.

The Chancellor welcomed Ms Louise Mason to her first Council meeting. The Chancellor also welcomed Ms Heather Mackinnon, who has been appointed as the Vice-Chancellor’s Chief of Staff, to her first meeting of Council.

The Chancellor advised Mr Kieren Ash’s term concludes prior to the next Council meeting and he has passed on his thanks for the opportunity to serve on Council.

The Chancellor advised that this Council meeting will be the last meeting for Ms Dee Anderson and Ms Melanie Harris prior to each of their retirement. The Chancellor thanked Ms Anderson and Ms Harris for their contributions to the University and wished them all the best for the future.

3. **DECLARATIONS OF INTEREST**

The Hon Patricia Forsythe advised she has been appointed Chair of the NSW International Education Advisory Board.

There were no other new declarations of interest.

4. **ITEMS FOR DISCUSSION**

(Agenda item 1.3)

It was agreed that agenda items 5.1 and 5.2 would be noted.

**RESOLVED 17/08**

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

5. **MATTERS RAISED BY COUNCIL MEMBERS**

(Agenda item 1.4)

The Chancellor also advised that there were no items raised in advance of the meeting.

6. **MINUTES OF THE MEETINGS OF 23 February 2017**

(Agenda item 2.1)

**RESOLVED 17/09**

*Council resolved to approve the minutes of the meeting of Council held on 23 February 2017 as a true and correct record of the meeting held on that date, subject to amendments agreed in the Meeting being made.*
7. MATTERS ARISING  
(Agenda Item 2.2)

Council noted the status of Matters Arising.

8. VERBAL REPORT FROM THE AUDIT AND RISK COMMITTEE MEETING HELD ON 23 MARCH 2017  
(Agenda item 2.3)

Mr Wigglesworth provided a verbal report from the Audit and Risk Committee meeting of 23 March 2017 advising:

- The principal focus on the meeting was the review and recommendation to Council of the annual financial statements for the year ended 31 December 2016 which will be considered by Council later in the Meeting;
- Reports were received from the Chief Financial Officer and External Auditor on Key Accounting Judgments for the financial statements;
- Internal Audit reports were received and there are no issues to bring to Council’s attention from those reports; and
- The risk dashboard was reviewed which is included in the Council papers.

Council noted the verbal report provided for the 23 March 2017 Audit and Risk Committee meeting.

9. MINUTES OF THE STUDENT EXPERIENCE COMMITTEE MEETING HELD ON 29 NOVEMBER 2016 FOR NOTING AND VERBAL REPORT FROM THE STUDENT EXPERIENCE COMMITTEE MEETING HELD ON 21 MARCH 2017  
(Agenda item 2.4)

The Deputy Chancellor took the minutes of the Student Experience Committee meeting of 29 November 2016 as read.

The Deputy Chancellor provided a verbal report from the Student Experience Committee meeting of 21 March 2017 advising:

- The role of the Independent Chair of the Student Representative Council (SRC) was to conclude on 30 June 2017 but has been extended for 6 months to aid in the transition of new students. Whether this role continues to be held by an Alumni member will be discussed prior to the conclusion of the term;
- The University is participating in sector-wide discussions on whether students should get recognition in their degree program for taking on University leadership bodies;
- A presentation was received on the website and new student portal which will be enabled for portable devices;
- New students will join the SRC shortly and effort will be made to ensure a full induction and handover; and
- The Committee recognised the work of Ms Deidre Anderson in establishing the Committee and improving the student experience across the campus. The Deputy Chancellor thanked Ms Anderson on behalf of the Committee for her work in bringing the student experience areas together and improving student engagement as a result.

Council noted the minutes of the Student Experience Committee meeting of 29 November 2016 and the verbal report from the Student Experience Committee
meeting of 21 March 2017.

10. **VERBAL REPORT FROM THE FINANCE AND FACILITIES COMMITTEE MEETINGS HELD ON 7 FEBRUARY, 16 MARCH AND 4 APRIL 2017** (Agenda item 2.5)

The Deputy Chancellor provided a verbal report from the Finance and Facilities Committee meetings held on 7 February, 16 March and 4 April 2017 advising:

- A very good presentation was received on the proposed re-development of the Arts Precinct and this will be brought to Council in due course when the Project is submitted for approval;
- The usual Investment and Debt Facilities reports were received. The next meeting of the Investment Policy Advisory Committee is in May 2017 and the proceedings will be reported through to the next Committee and Council meetings; and
- The presentation format of major re-development projects, such as the Arts precinct, will be presented in a different way in future to cover risks and funding sources using a template currently under development.

Council noted the verbal report provided for the Finance and Facilities Committee meetings held on 7 February, 16 March and 4 April 2017.

11. **MINUTES OF THE UNIVERSITY HEARING COMMITTEE MEETINGS HELD ON 15 FEBRUARY 2017 AND 8 MARCH 2017** (Agenda item 2.6)

12. **MINUTES OF THE UNIVERSITY HEARING COMMITTEE APPEALS PANEL HELD ON 23 FEBRUARY 2017** (Agenda item 2.7)

13. **VICE-CHANCELLOR’S REPORT** (Agenda item 3.1)

The Vice-Chancellor spoke to the report and highlighted key matters, including:

- Possible Federal budget announcements on higher education;
- Strategic activities in the learning and teaching area;
- Professional and Community Engagement (PACE) expansion;
- Preparations for the Engagement and Impact Assessment trial;
- Student load update, with a final update to be provided at the June meeting following analysis after the census date;
- ERA submission is underway;
- National Disability Insurance Scheme engagement;
- Regional media engagement. The Vice-Chancellor noted The Hon Sandra Nori has offered to assist in this area;
- Opening of the refurbished Mitchell Building;
- Launch of new IT department structure and retirement of Dr Mary Davies; and
- Launch of the program to combat sexual violence across the higher education sector – Respect. Now. Always. – with the communication of the results of surveys run nationally.

The Vice-Chancellor acknowledged the resignations of Ms Anderson and Mr Luttrell and thanked them for their service to the University.
Council discussed the report, including:

- Most recent University rankings publication (Dr Thomas Barlow). Council noted a comprehensive report on University rankings will be provided later in the year; and
- Open Universities Australia contract extension. The Vice-Chancellor advised that a 3 year extension allows time for the University to develop its digital strategy.

Council discussed and noted the report.

14. ACADEMIC SENATE REPORT
(Agenda item 3.2)

The Chair of Academic Senate took the Academic Senate report as read.

Council discussed and noted the report.

RESOLVED 17/10

Council RESOLVED, following the recommendation of the Academic Senate:

(a) that the Academic Senate Rules are amended to remove the Dean of the MGSM as an ex-officio member and the MGSM academic representative as an elected member; and

(b) that the General Coursework, Higher Degree Research and Higher Doctoral Degree Rules are amended to reflect the appropriate authority of the Dean of the MGSM to align with the Delegations of Authority;

Council RESOLVED, following the recommendation of Academic Senate that the title of Emeritus Professor be awarded to Professor Mark Westoby.

15. HEALTH AND SAFETY REPORT
(Agenda item 3.3)

Mr Beresford took the Health and Safety Report as read, highlighting the continuing work on improving the safety culture.

Council discussed and noted the report.

16. APPOINTMENT OF COMMITTEE MEMBER
(Agenda Item 4.1)

The Chancellor spoke to the proposed change to the Audit and Risk Committee membership.

RESOLVED 17/11

Council RESOLVED to appoint Ms Deborah Hadwen as a member of the Audit and Risk Committee for a 2 year term from 10 April 2017 to 9 April 2019.

Brendan Crotty left the Meeting.
17. **2016 FINANCIAL STATEMENTS AND ANNUAL REPORT**  
(Agenda item 4.4)

Mr Payne spoke to the 2016 Financial Statements and Annual Report and highlighted a range of matters, including:

- impact of the simplification of financial statements; and
- accounting judgments and assumptions discussed at the Audit and Risk Committee which were the same method as previous years and signed off by the NSW Audit Office. Mr Payne noted the most significant impact was the revaluation of land and buildings following a change in valuer and more rigorous valuation process.

Council discussed the disclosure of investment income in the financial statements and requested Mr Payne consider for future years whether property returns should be incorporated in order to provide a more comprehensive view, particularly for attracting philanthropy. **Matter Arising #3**

Council discussed and noted the paper.

**RESOLVED 17/12**

Council RESOLVED to:

(a) **Approve the 2016 Macquarie University Annual Report to Parliament, subject to minor amendment; and**

(b) **Approve the affixing of the signatures of the Vice-Chancellor and Chancellor to the 2016 Macquarie University Annual Report to Parliament.**

Council RESOLVED, following recommendation from the Audit and Risk Committee and that in the Council’s opinion and to the best of their knowledge and belief:

(a) **The financial statements present a true and fair view of the financial position of the University at 31 December 2016 and the results of its operations and transactions of the University and Consolidated Entity for the year then ended;**

(b) **The financial statements have been prepared in accordance with the provisions of the Public Finance and Audit Act 1983, the Public Finance and Audit Regulation 2015 and the Financial Statement Guidelines for Australian Higher Education Providers for the 2016 Reporting Period issued by the Australian Government (Department of Education); and**

(c) **The financial statements have been prepared in accordance with Australian Accounting Standards, which include Australian Accounting Interpretations.**

Council further RESOLVED that:

(a) **They are not aware of any circumstances, which would render any particulars included in the financial statements to be misleading or inaccurate;**
(b) In accordance with the Higher Education Support Act 2003, the amount of Australian government financial assistance expended during the reporting period was for the purposes for which it was intended and Macquarie University has complied with applicable legislation, contracts, agreements and program guidelines in making expenditure; and

(c) There are reasonable grounds to believe that the University will be able to pay its debts as and when they fall due.

Council further RESOLVED to authorise the Vice-Chancellor, the Chair of the Finance and Facilities Committee and the Chair of the Audit and Risk Committee to sign the 2016 Financial Statements and the Statement of Appointed Officers.

18. HONORARY AWARD
(Agenda item 4.5)

Professor Herberstein took the Honorary Award paper as read.

RESOLVED 17/13

Council RESOLVED to approve the establishment of the Honorary degree Doctor of Economics.

19. UPDATE ON RISK DASHBOARD
(Agenda item 4.6)

Mr Beresford took the Risk Dashboard as read and highlighted a range of matters, including:

- The joint risk workshop involving members of both the Audit and Risk and Finance and Facilities Committees was held;
- The Strategic Risk Horizon was finalised and is now being rolled out across the faculties and offices;
- The strategic risk appetite statement included with the paper is addressed in all business cases submitted to the Executive.

Could noted the risk dashboard paper.

Patricia Forsythe left the Meeting.

20. REVIEW OF COUNCIL AND GOVERNANCE FRAMEWORK (REID REVIEW)
(Agenda item 4.7)

The Chancellor took the Review of Council and Governance Framework (Reid Review) (Report) as read.

Council agreed to convene a Special Meeting of Council to consider the Report and its recommendations in more detail.

21. APPOINTMENT OF MUH DIRECTORS
(Agenda Item 4.2)

Council noted this was an item for the members of MUH Operations No.2 Pty Limited
The Vice-Chancellor outlined the proposed appointments to the Board of Directors of MUH.

RESOLVED 17/14

The Class A Members of MUH RESOLVED that:

(a) Ms Deborah Green be appointed as a Director of MUH, in accordance with Clause 3.3 of the Constitution for two terms of 4 years commencing 10 April 2017 and concluding on 9 April 2025, with the renewal of the first term on 10 April 2021 to be subject to review and approval by the Vice-Chancellor; and

(b) Professor Johannes (Just) Stoelwinder be appointed as a Director of MUH, in accordance with Clause 3.3 of the Constitution for two terms of 4 years commencing 10 April 2017 and concluding on 9 April 2025, with the renewal of the first term on 10 April 2021 to be subject to review and approval by the Vice-Chancellor.

22. APPOINTMENT OF MGSM DIRECTORS
(Agenda item 4.3)

Council noted this was an item for the members of MGSM Limited (MGSM) only.

The Vice-Chancellor outlined the changes to the Board of Directors of MGSM.

RESOLVED 17/15

The Class A Members of MGSM Limited (MGSM) RESOLVED to approve:

(a) the appointment of Professor Kevin Jameson and Mr Timothy Beresford as directors of the company as per Rule 4.3(a) of the Constitution on and from 29 March 2016, and ratify any actions, decisions of and documentation signed by each of them in their capacity as a director of MGSM from that date;

(b) the appointment of Ms Deidre Anderson as a director of the company as per Rule 4.3(a) of the Constitution on and from 29 March 2016, and to ratify any actions, decisions of and documentation signed by her in her capacity as a director of MGSM from that date until her resignation effective 11 March 2017; and

(c) the appointment of Mr Robin Payne as a director of MGSM as per Rule 4.3(a) of the Constitution.

23. POWER OF ATTORNEY REGISTER
(Agenda item 5.1)

Council noted the documents signed under Power of Attorney.

24. TREE REPLACEMENT – ADDITIONAL DOCUMENTATION
(Agenda item 5.2)
Council noted the additional documentation on tree replacement as requested at the last Council meeting.

25. OTHER BUSINESS (Agenda item 6)

Council noted the next meeting is to be held on 29 June 2017 at 4:00pm.

CLOSURE

There being no further business, the meeting concluded at 5.52pm.

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Chancellor