Minutes of the 483rd Meeting of the Macquarie University Council held at the Council Room, Building E11A, Macquarie University, North Ryde at 4.06pm on 14 June 2018.

**Present:**
- Chancellor, The Hon M Egan
- Deputy Chancellor, Ms E Crouch
- Vice-Chancellor, Professor B Dowton
- Dr W Bradford
- *Mr C Darvall
- The Hon P Forsythe
- Mr G Jones
- Ms D Hadwen
- Professor M Herberstein
- Ms L Mason
- The Hon S Nori
- Ms J Qian
- *Ms C Shen (attending via Teleconference)
- Mr J Wigglesworth
- Mr F Zipfinger

**In attendance:**
- Ms H Mackinnon, Director and Chief of Staff, Office of the Vice-Chancellor
- *Professor B Messerle, Executive Dean, Faculty of Science & Engineering
- *Professor S Pretorius, Deputy Vice-Chancellor Research
- *Mr R Payne, Chief Financial Officer
- *Guy Fergusson from Grant Samuel

**Apologies:**
- Professor C Dean
- Ms L Denby

**Leave of Absence:**
- Mr B Crotty

**Secretariat:**
- Ms E Lawler, Company Matters

*Attended for part of the Meeting as indicated in the minutes.*

1. **ACKNOWLEDGEMENT OF COUNTRY**
   
   The Chancellor provided an Acknowledgement of Country on behalf of Council.

2. **QUORUM AND APOLOGIES**
   
   The Chancellor confirmed that a quorum was present. The Chancellor noted apologies had been received from Professor Catherine Dean and Ms Leanne Denby.

The Chancellor noted that, as approved at the December 2017 meeting, Brendan Crotty is on a leave of absence from Council until 30 June 2018. The Chancellor further advised that Mr Crotty advised him that he will be resigning from Council as he will be taking up a new position which will require a substantial time commitment. Mr Crotty passed on his thanks to Council for their assistance in recent months. The Chancellor formally thanked Mr Crotty for his contributions as a member of Council.
Cissy Shen joined the meeting via teleconference.

The Chancellor confirmed all could hear and be heard as Ms Shen was attending the Meeting via teleconference.

The Chancellor noted this is the last Council meeting for the Deputy Chancellor, Mr Greg Jones and The Hon Sandra Nori prior to their retirement on 30 June 2018. The Chancellor thanked each of the retiring members for their service as Council members over a long period of time.

RESOLVED 18/14

Council resolved to excuse Brendan Crotty’s absence from the Meeting, in accordance with the provisions of clause 2(i) of Schedule 1 of the Macquarie University Act 1989.

3. DECLARATIONS OF INTEREST

There were no new declarations of interest.

4. ITEMS FOR DISCUSSION
   (Agenda item 1.3)

   It was agreed to note item 6.1.

5. MATTERS RAISED BY COUNCIL MEMBERS
   (Agenda item 1.4)

   The Chancellor advised that no matters had been raised by Council members prior to the Meeting.

6. VICE-CHANCELLOR’S STRATEGIC UPDATE
   (Agenda item 2.1)

   Chum Darvall joined the meeting.

   The Vice-Chancellor took the report as read and highlighted specific items, including:

   • Revisitation of program architecture and offerings under the joint leadership of the Chair of Academic Senate and DVC Academic; and
   • Student load, including downturn in international enrolments at Macquarie University and across the broader University sector. Council discussed the downturn and longer term effects.

   Council discussed the report, particularly the revisitation of program architecture. The Vice-Chancellor welcomed Council members providing any suggestions regarding insights they may have. The Vice-Chancellor highlighted market research undertaken and the need to have programs developed over 12 months prior to introduction to meet regulatory timing and publication requirements of the Universities Admissions Centre (UAC). The Vice-Chancellor agreed to circulate a list of proposed new programs for introduction in 2020. **Matter Arising #1**

   Council also discussed opportunities for the University to develop and promote points of difference.
7. FACULTY STRATEGY – SCIENCE AND ENGINEERING
(Agenda item 2.2)

Professor B Messerle joined the Meeting.

Professor Messerle provided a presentation on the Science & Engineering Faculty, including:

- Strategic Plan 2016-2020;
- Strategic priorities;
- Faculty profile – departments, school of engineering, students, staff, income, key degrees;
- Strengths and areas of opportunity;
- Key strategic goals 2017-18;
- New directions across the Faculty;
- Faculty administrative support – 2017 restructure;
- Highly Siderophile Elements (HSE) research;
- Major industry funding;
- Research training and initiatives, including latest research examples;
- Teaching and learning highlights;
- Growth of engineering fields;
- Building profile in 2017/18;
- Engagement with schools and women in STEM program; and
- Building program.

Council discussed and noted the presentation.

Professor B Messerle left the Meeting and Mr R Payne and Mr Fergusson of Grant Samuel joined the Meeting.

8. [REDACTED]

9. STRATEGIC PRESENTATION – RESEARCH STRATEGY AND PERFORMANCE
(Agenda item 2.3)

Professor Pretorius provided a presentation on Research Strategy and Performance, including:

- Academic structure;
- Research objectives;
- Research priorities;
- Research aspirations – performance indicators and targets for 2024 and performance against targets for 2010-2017;
- Research quality – past;
- Impactful innovations, including top ranking areas and examples of successful research innovations; and
- Turning ideas into outcomes.

Council discussed and noted the presentation and encouraged management to look to share this type of presentation in digital format on the website and via social media.

Professor S Pretorius left the Meeting
10. **MINUTES OF THE MEETING HELD ON 5 APRIL 2018 FOR APPROVAL** (Agenda item 3.1)

**RESOLVED 18/16**

*Council RESOLVED to approve the minutes of the meeting of Council held on 5 April 2018 as a true and correct record of the meeting held on that date.*

11. ** MATTERS ARISING**  
(Agenda Item 3.2)

Council noted the status of the Matters Arising.

12. **DRAFT MINUTES FROM THE FINANCE AND FACILITIES COMMITTEE MEETING HELD ON 29 MAY 2018**  
(Agenda item 3.3)

The Deputy Chancellor took the report and draft minutes of the Finance and Facilities Committee meeting held on 29 May 2018 as read. The Deputy Chancellor highlighted the resolutions recommended to Council, being updated terms of reference and updates to the Investment and Treasury Risk Management Policy.

**RESOLVED 18/17**

*Council RESOLVED, following the recommendation of the Finance and Facilities Committee, to approve the Core Debt Limit of $500 million stated in Appendix 4 of the updated Investment and Treasury Risk Management Policy.*

**RESOLVED 18/18**

*Council RESOLVED, following the recommendation of the Finance and Facilities Committee, that the Terms of Reference for the Finance & Facilities Committee be updated to include composition of up to 8 members of Council.*

Council discussed and noted the report and draft minutes of the Finance and Facilities Committee meeting held on 29 May 2018.

The Chancellor thanked the Deputy Chancellor for her role over a long period of time chairing the Finance & Facilities Committee.

The Deputy Chancellor thanked the members of the Finance & Facilities Committee and the Finance team for their assistance to her as Chair.

13. **DRAFT MINUTES FROM THE AUDIT AND RISK COMMITTEE MEETING HELD ON 31 MAY 2018**  
(Agenda item 3.4)

John Wigglesworth took the minutes of the Audit and Risk Committee meeting held on 31 May 2018 as read.

Council discussed and noted the draft minutes of the Audit and Risk Committee meeting held on 31 May 2018.

The Chancellor thanked John Wigglesworth for his work in chairing the Audit & Risk
14. REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE MEETING  
(Agenda item 3.5)

The Chancellor outlined the recommendations to Council from the Nominations and Remuneration Committee which met on 10 May 2018.

Council discussed each of the recommendations and agreed to the resolutions proposed with the following amendments:

- appoint Deborah Hadwen as a member of the Student Experience Committee; and
- remove Brendan Crotty from membership given his pending resignation from Council.

Council also agreed that an additional Council member should be appointed to the Audit & Risk Committee and Nominations & Remuneration Committee and the Chancellor agreed to consider and make a recommendation at a future meeting.

Matter Arising #3

Council Member Succession Planning

RESOLVED 18/19

Council RESOLVED, following the recommendation of the Nominations and Remuneration Committee, that:

1. Ms Jingmin Qian be re-appointed as a member appointed to the University Council under section 8F of the Macquarie University Act 1989 for a term commencing on 1 March 2019 and concluding on 28 February 2023;
2. Mr John Wigglesworth be re-appointed as a member appointed to the University Council under section 8E of the Macquarie University Act 1989 for a term commencing on 1 March 2019 and concluding on 28 February 2023; and
3. Mr Frank Zipfinger be re-appointed as a member appointed to the University Council under section 8E of the Macquarie University Act 1989 for a term commencing on 1 March 2019 and concluding on 28 February 2023.

Council Committee Membership

RESOLVED 18/20

Council RESOLVED, following the recommendation of the Nominations and Remuneration Committee, that the composition of each Committee of Council from 1 July 2018 be as follows:

Finance & Facilities Committee:

C Darvall (Chair)
M Egan
B Dowton
L Denby
P Forsythe
L Mason
F Zipfinger

**Audit & Risk Committee:**

*Frank Zipfinger (Chair)*
*D Hadwen*
*J Qian*
*D McKean (external)*
*R Millar (external)*
Additional appropriately qualified external member nominated by John Wigglesworth

**Honorary Awards Committee:**

*M Egan (Chair)*
*B Dowton*
*C Dean*
*M Herberstein*
*L Mason*
*J Qian*
*N Anderson (academic staff member, not a member of Council)*
*L Taksa (academic staff member, not a member of Council)*
*D Wilkinson (DVC)*

**Nominations and Remuneration Committee:**

*M Egan (Chair)*
*B Dowton*
*M Herberstein*
*P Forsythe*
*L Mason*

**Student Experience Committee:**

*J Qian (Chair)*
*W Bradford*
*D Hadwen*
*C Shen/Student elected member on Council*
(other ex-officio members as per terms of reference)

**Appeals Committee:**

*M Egan (Chair)*
*W Bradford*
*C Dean*
*L Denby*
*J Wigglesworth*

**RESOLUTION OF THE MEMBERS OF MUH OPERATIONS NO. 2 PTY LTD ONLY**

**APPOINTMENT OF DIRECTOR**

The Council meeting adjourned at 6.40pm.

A meeting of the members of MUH Operations No. 2 Pty Limited opened at 6.40pm.
The Chancellor declared there was a quorum and opened the Meeting.

The Class A Members **RESOLVED** that the Honourable Michael Egan be appointed Chairman of the meeting.

It was noted that the absent Class A Voting Shareholders had consented to the meeting being held at short notice.

*The Class A Voting Shareholders** **RESOLVED** that in accordance with section 249H(2) of the Corporations Act and Clause 12.3 of MUH Operations No. 2 Pty Ltd Constitution and for all other purposes, the Class A Voting Shareholders give consent to short notice of the Members Meeting of the Company to be held on 14 June 2018.*

*The Class A Voting Shareholders** **RESOLVED** that:

1. as per Clause 3.1(b) of the MUH Operations No.2 Pty Limited Constitution John Wigglesworth be appointed as a Director of MUH Operations No. 2 Pty Limited effective 1 July 2018; and
2. as per Clause 4.1 of the MUH Operations No.2 Pty Limited Constitution Bruce Dowton be appointed as an Alternate Director of MUH Operations No. 2 Pty Limited to act for John Wigglesworth if he is unable to attend a meeting or act as a Director, effective 1 July 2018.

The meeting of the members of MUH Operations No. 2 Pty Ltd closed at 6.42pm.

*The Council meeting re-convened at 6.42pm.*

**Deputy Chancellor**

Council noted a nomination for Deputy Chancellor has been received from Louise Mason and was supported by two members of Council, the Chancellor and Vice-Chancellor. Council noted no other nominations were received. Council also noted the appointment of Louise Mason as Deputy Chancellor was supported by the Nominations and Remuneration Committee.

**RESOLVED 18/21**

Council **RESOLVED** that, as per Clause 11(1) of the Macquarie University Act 1989, to appoint Ms Louise Mason as Deputy Chancellor of the Macquarie University Council for a term of two years from 1 July 2018 to 30 June 2020.

**Policy on Pro-Chancellors**

The Chancellor tabled the draft Pro-Chancellor Policy.

**RESOLVED 18/22**

Council **RESOLVED**, following the recommendation of the Nominations and Remuneration Committee, to:

1. approve the Pro-Chancellor Policy;
2. approve the establishment of a new Reserved Power to approve the appointment of a Pro-Chancellor; and
3. approve the amendment of Council Resolution 15/25 to authorise a Pro-Chancellor to confer degrees and to award diplomas and certificates to persons who have satisfied the requirements of Academic Senate for such degrees, diplomas and certificates.

15. MINUTES OF THE HONORARY AWARDS COMMITTEE MEETING  
(Agenda item 3.6)

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16. REPORT FROM THE UNIVERSITY DISCIPLINE COMMITTEE MEETINGS  
(Agenda item 3.7)

Mr Jones took the report from the University Discipline Committee meetings held on 11 April 2018 and 9 May 2018 as read and Council noted the reports.

The Chancellor thanked Mr Jones for his service as Chair of the Discipline Committee over many years.

17. MINUTES OF THE STUDENT EXPERIENCE COMMITTEE MEETING  
(Agenda item 3.8)

The Deputy Chancellor took the draft minutes of the Student Experience Committee meeting held on 29 May 2018 as read and highlighted discussions on Respect. Now. Always. The Deputy Chancellor advised the Director of Property has confirmed that the University’s approach to Respect. Now. Always. extends to contractors on campus.

RESOLVED 18/24

Council RESOLVED, following the recommendation of the Student Experience Committee, to approve the updated Student Experience Committee terms of reference.

Council noted the draft minutes of the Student Experience Committee meeting held on 29 May 2018.

The Chancellor thanked the Deputy Chancellor for her contributions in chairing the Student Experience Committee since its inception.

RESOLVED 18/25

Council RESOLVED to extend the Council meeting beyond three hours, as is required by Council’s Standing Resolution on Procedures.

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

The Vice-Chancellor took the report as read.

Council discussed and noted the report.
19. REPORT FROM ACADEMIC SENATE
(Agenda item 4.2)

The Chair of Academic Senate took the report from the Academic Senate meetings held on 10 April and 29 May 2018 as read, and highlighted:

- The process followed to develop the recommendation for the award of the title of Emeritus Professor to Professor Alanna Nobbs;
- Workshops held on academic integrity; and
- The major project of reviewing program architecture.

**RESOLVED 18/25**

*Council RESOLVED, on the recommendation of the Academic Senate, to award the title of Emeritus Professor to Professor Alanna Nobbs.*

Council discussed and noted the report from the Academic Senate meetings held on 10 April and 29 May 2018 and the annual report from Academic Senate for 2017.

20. HEALTH AND SAFETY REPORT
(Agenda Item 4.3)

The Vice-Chancellor took the report as read.

Council discussed and noted the Health and Safety report and supplementary report.

21. CONTROLLED ENTITIES WORKING GROUP
(Agenda Item 5.1)

The Vice-Chancellor took the paper regarding the recommendations from the Controlled Entities Working Group and proposed Controlled Entities policy as read. The Vice-Chancellor thanked the Council members involved in the working group for their contributions and Ms Clare Jeffries for her work in the review and developing the updated policy. The Vice-Chancellor noted the implementation of the revised policy is intended to improve governance of controlled entities.

Council discussed the recommendations.

**RESOLVED 18/26**

*Council RESOLVED to:*

1. approve the Controlled Entities Policy; and
2. disband the Controlled Entities Working Group.

22. 2019 COUNCIL AND COMMITTEE MEETING DATES
(Agenda item 5.2)

Council noted the dates for Council and Committee meetings in 2019.

23. ACADEMIC COSTUME RULES
(Agenda item 5.4)

The Vice-Chancellor took the paper as read.
RESOLVED 18/27

Council RESOLVED to approve the amendments to the Academic Costume Rules.

24. POWER OF ATTORNEY REGISTER
(Agenda item 6.1)

Council noted the documents signed under Power of Attorney.

25. OTHER BUSINESS
(Agenda item 7.1)

The National Conference on University Governance

The Chancellor noted the upcoming National Conference on University Governance and encouraged members to attend and advise the Chancellor and Vice-Chancellor if this is possible.

Next meeting

Council noted that the next regular meeting of the Council is scheduled for 23 August 2018 at 4.00pm at the North Ryde campus and a campus site visit is being arranged for 2.00pm prior to the Council meeting. The Vice-Chancellor requested members advise if they have any specific requests for the site visit.

Council noted a Council strategy session is scheduled for 26 July 2018 at 1.00pm at the North Ryde campus.

CLOSURE

There being no further business, the meeting concluded at 7.15pm.

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Chancellor