Minutes of the 484\textsuperscript{th} Meeting of the Macquarie University Council held at the Council Room, Building E11A, Macquarie University, North Ryde at 4.00pm on 23 August 2018.

**Present:**
- Chancellor, The Hon M Egan
- Vice-Chancellor, Professor B Dowton
- Dr W Bradford
- Mr C Darvall
- Professor C Dean
- Ms L Denby
- *The Hon P Forsythe
- Ms D Hadwen
- Professor M Herberstein
- 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 P McNeil, Executive Dean, Faculty of Medicine & Health Sciences
- *Professor D Wilkinson, DVC Corporate Engagement and Advancement
- *Ms E Horbach, Chief Marketing Officer
- Mr E Farley, Graduate Intern, Office of the Vice-Chancellor

**Apologies:**
- Deputy Chancellor, Ms L Mason

**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 an apology had been received from the Deputy Chancellor, Ms Louise Mason.

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

3. **DECLARATIONS OF INTEREST**

   There were no other new declarations of interest.
4. **ITEMS FOR DISCUSSION**  
(Agenda item 1.3)

It was agreed to note items 6.1 and 6.2.

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)

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

- An update on the financial impact of the reduction in government funding and softening in the international and domestic student load and actions being taken to address. Council noted student load numbers should be available for reporting at the October Council meeting; and
- Research performance and submission of 5 ARC Centres of Excellence expressions of interest.

Council discussed the report, including:

- Actions being taken to address the financial challenges; and
- IT strategy and implementation. The Vice-Chancellor outlined new systems being introduced, namely curriculum management system and student management system. Council requested a presentation be provided at a future meeting on IT strategy, including plans, timelines, planned expenditure and efficiencies being gained from new systems. **Matter Arising #1**

Council noted the report.

7. **RESOLUTION OF THE MEMBERS OF MUH OPERATIONS NO. 2 PTY LTD ONLY**  
(Agenda item 5.3)

**CANCELLATION OF MUH FORFEITED SHARES**

*The Council meeting adjourned at 4.25pm.*

*A meeting of the members of MUH Operations No. 2 Pty Limited opened at 4.25pm.*

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.

*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 23 August 2018.*

*The Class A Voting Shareholders RESOLVED that in accordance with section 258D of the Corporations Act 2001 (Cth) and Clause 22.2 of the*
Company’s Constitution, that the Class A Voting Shares of the Company be reduced by cancelling the three (3) Class A Voting Shares forfeited by Elizabeth Crouch, Greg Jones and Sandra Nori under the terms on which those shares are on issue.

The meeting of the members of MUH Operations No. 2 Pty Ltd closed at 4.27pm.

The Council meeting re-convened at 4.27pm.

8. REVIEW OF MQ HEALTH AND PROPOSED CHANGES
(Agenda item 2.2)

The Hon. P Forsythe and Professor P McNeil joined the Meeting.

The Vice-Chancellor provided a presentation on aligning MQ Health, including:

- long range view of planning;
  - Australian context;
  - MQ Health planning;
  - Timeline history;
  - International perspectives;
- entities performance; and
- next steps:
  - MQ Health governance and leadership

Council discussed the proposed changes, implementation plan, future strategies and composition of the new MQ Health board. After discussion, Council agreed that, subject to the agreement of each director, Bruce Barraclough, Mark Compton and Deborah Green be asked to remain on the Board for a transitional period. Council noted an advisory board would be constituted to work with the executive.

RESOLVED 18/28

Council RESOLVED (unanimously) that, in accordance with the Controlled Entities Policy:

1. the composition of the board of MUH Operations No. 2 Pty Ltd be comprised of the following directors:
   - Professor S B Dowton
   - Professor P McNeil
   - Mr R Payne
   - Mr G Savvides
   - Mr J Wigginsworth
   - Dr B Barraclough, subject to his consent and for a transitional period
   - Professor M Compton, subject to his consent and for a transitional period
   - Ms D Green, subject to her consent and for a transitional period

2. the composition of the board of Macquarie University Clinical Associates Ltd be comprised of the following directors:
   - Professor S B Dowton
   - Professor P McNeil
   - Mr R Payne
Mr G Savvides

subject to approval by the members as may be required and each
director signing a consent to act.

The Council meeting adjourned at 5.15pm.

A meeting of the members of MUH Operations No. 2 Pty Limited opened at 5.15pm.

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.

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 23 August 2018.

The Class A Voting Shareholders RESOLVED:

1. that in accordance with clause 3.3 of the MUH Operations No.2 Pty
   Limited Constitution Professor Stephen Bruce Dowton be appointed
   as a Director of MUH Operations No. 2 Pty Limited (ACN 141 203
   125) effective 24 August 2018 subject to receiving a consent to act as
   a director.
2. that in accordance with clause 3.3 of the MUH Operations No.2 Pty
   Limited Constitution Mr Robin Payne be appointed as a Director of
   MUH Operations No. 2 Pty Limited (ACN 141 203 125) effective 24
   August 2018 subject to receiving a consent to act as a director.

The meeting of the members of MUH Operations No. 2 Pty Ltd closed at 5.17pm.

A meeting of the members of Macquarie University Clinical Associates Limited
opened at 5.17pm.

The Chancellor declared there was a quorum and opened the Meeting.

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

The Members RESOLVED that in accordance with section 249H(2) of the
Corporations Act, clause 15.4 of the Constitution and for all other
purposes, the Members give consent to short notice of the Members
Meeting of the Company to be held on 23 August 2018.

The Members RESOLVED that in accordance with clause 5.2 of the
Macquarie University Clinical Associates Limited Constitution Mr
George Savvides be appointed as a director of Macquarie University
Clinical Associates Limited (ACN 606 405 270) effective 24 August 2018
subject to receiving a consent to act as a director.

The meeting of the members of Macquarie University Clinical Associates Limited
closed at 5.19pm.

The Council meeting re-convened at 5.19pm.
RESOLVED 18/29

Council RESOLVED (unanimously) that:

1. pursuant to clause 33 of the MUH Operations No. 2 Pty Ltd constitution to approve and give written consent to the change of constitution of MUH Operations No. 2 Pty Ltd, subject to amending the board composition to allow for up to 8 directors to be appointed to the board.

2. pursuant to clause 26 of the Macquarie University Clinical Associates Limited constitution to approve and give written consent to the change of constitution of Macquarie University Clinical Associates Limited.

The Council meeting adjourned at 5.20pm.

A meeting of the members of MUH Operations No. 2 Pty Limited opened at 5.20pm.

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.

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 23 August 2018.

The Class A Voting Shareholders RESOLVED (by Special Resolution) that the updated Constitution as tabled at the Meeting be approved in accordance with s136(1)(b) of the Corporations Act, subject to amending the board composition to allow for up to 8 directors to be appointed to the board.

The Class A Shareholders of MUH Operations Pty Ltd RESOLVED (by Special Resolution) that, MUH Operations No. 2 Pty Ltd (ACN 141 203 125) change its name to MQ Health Pty Limited with effect from the day on which the Australian Securities and Investment Commission issues a new Certificate of Registration.

The meeting of the members of MUH Operations No. 2 Pty Ltd closed at 5.21pm.

A meeting of the members of Macquarie University Clinical Associates Limited opened at 5.21pm.

The Chancellor declared there was a quorum and opened the Meeting.

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

The Members RESOLVED that in accordance with section 249H(2) of the Corporations Act, clause 15.4 of the Constitution and for all other purposes, the Members give consent to short notice of the Members Meeting of the Company to be held on 23 August 2018.
The Members RESOLVED (by Special Resolution) that the updated Constitution as tabled at the Meeting be approved in accordance with s136(1)(b) of the Corporations Act.

The meeting of the members of Macquarie University Clinical Associates Limited closed at 5.22pm.

The Council meeting re-convened at 5.22pm.

RESOLVED 18/30

Council RESOLVED (unanimously) to:

1. approve:
   a) the transfer of the business and operations of Macquarie University Clinical Associates Limited ACN 606 405 270 to MUH Operations No.2 Pty Ltd (to be renamed MQ Health Limited) and
   b) once the requirements of the Corporations Act to implement deregistration have been met, the de-registration of Macquarie University Clinical Associates Limited.

2. delegate to the Vice-Chancellor or his nominee/s the power to take all steps required by or incidental to the implementation of resolutions passed.

3. approve of each of MUH Operations No.2 Pty Ltd (to be renamed MQ Health Pty Ltd) and Macquarie University Clinical Associates Limited taking such action, including signing such documentation and passing such resolutions as are considered necessary or desirable in the opinion of their respective Board of Directors, to implement the resolutions passed above.

Professor P McNeil left the Meeting and Professor D Wilkinson and Ms E Horbach joined the Meeting.

9. STRATEGIC PRESENTATION – UPDATE ON THE MARKETING PLAN
   (Agenda item 2.3)

Ms Horbach provided a presentation on brand and status and results to date of the session 2 recruitment campaign implementation, including:

- marketing plan 2018;
- media plan;
- new assets and capability for implementation;
- current performance on brand health and brand position;
- brand imagery;
- campaign performance;
- Gosford and Central Coast trial and positive results; and
- data driven continuous improvement plan.

Council discussed the presentation, including tracking success of the plan.

Professor D Wilkinson and Ms E Horbach left the Meeting.
10. MINUTES OF THE MEETING HELD ON 14 JUNE 2018 FOR APPROVAL (Agenda item 3.1)

RESOLVED 18/31

Council RESOLVED (unanimously) to approve the minutes of the meeting of Council held on 14 June 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 24 JULY 2018 (Agenda item 3.3)

Chum Darvall took the report and draft minutes of the Finance and Facilities Committee meeting held on 24 July 2018 as read, highlighting approvals on the Macquarie University Central Courtyard Project.

Council discussed and noted the report and draft minutes of the Finance and Facilities Committee meeting held on 24 July 2018.

13. DRAFT MINUTES FROM THE AUDIT AND RISK COMMITTEE MEETING HELD ON 15 AUGUST 2018 (Agenda item 3.4)

Frank Zipfinger took the minutes of the Audit and Risk Committee meeting held on 15 August 2018 as read.

Council discussed and noted the draft minutes of the Audit and Risk Committee meeting held on 15 August 2018.

14. RECOMMENDATION FROM THE HONORARY AWARDS COMMITTEE (Agenda item 3.5)

15. MINUTES OF THE STUDENT EXPERIENCE COMMITTEE MEETING (Agenda item 3.6)

Jingmin Qian took the draft minutes of the Student Experience Committee meeting held on 24 July 2018 as read and advised the Committee is encouraging students to attend the meetings and represent students well and also encouraging greater communication between academic staff and students.

Council noted the draft minutes of the Student Experience Committee meeting held on 24 July 2018.

16. RECOMMENDATION FROM THE NOMINATIONS AND REMUNERATION COMMITTEE (Agenda item 3.7)
Frank Zipfinger outlined the recommendation from the Nominations and Remuneration Committee to appoint an additional external member to the Audit & Risk Committee.

**RESOLVED 18/33**

*Council RESOLVED (unanimously) that Mr Michael Book be appointed as a member of the Audit & Risk Committee for a term of 2 years commencing on 1 September 2018.*

17. **CIRCULAR RESOLUTION APPROVED BY THE DEBT COMMITTEE AND DRAFT MINUTES OF THE DEBT COMMITTEE MEETING HELD ON 7 AUGUST 2018**  
(Agenda item 3.8)

Council noted the Circular Resolution approved by the Debt Committee and draft minutes of Debt Committee meeting held on 7 August 2018.

Chum Darvall provided an update on the status of the proposed debt transaction.

18. **REPORT FROM THE UNIVERSITY DISCIPLINE COMMITTEE MEETINGS**  
(Agenda item 3.9)

The Chair of Academic Senate took the report from the University Discipline Committee meeting held on 6 June 2018 as read.

Council noted the report.

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

The Vice-Chancellor took the report as read and updated Council on:

- Appointment of the new Dean of the Law School;
- Respect. Now. Always. Program and tabled the Action Plan; and
- Status of AACSB accreditation for MGSM and FBE.

Council discussed and noted the report.

20. **REPORT FROM ACADEMIC SENATE**  
(Agenda item 4.2)

The Chair of Academic Senate took the report from the Academic Senate meetings held on 24 July 2018 as read, and highlighted:

- Recommendation for award of the title of Emeritus Professor to Professor Tony Cousins and process followed for the recommendation;
- Curriculum architecture project now with the Faculties for implementation. The Chair of Academic Senate commended academic staff for their co-operation and openness during the project; and
- Review of the purpose of Academic Senate and proposed preamble to provide greater clarity on Academic Senate’s role.

Council discussed the Curriculum Architecture project.
RESOLVED 18/34

Council RESOLVED (unanimously), on the recommendation of the Academic Senate, to approve the nomination of Professor Tony Cousins for the award of the title of Emeritus Professor.

Council discussed and noted the report from the Academic Senate meeting held on 24 July 2018.

21. HEALTH AND SAFETY REPORT
(Agenda Item 4.3)

The Vice-Chancellor took the report as read.

Council noted the Health and Safety report and supplementary report.

22. RESCISSION OF THE NAMING RIGHTS FOR UNIVERSITY CHAIRS (DONATION OR SPONSORSHIP) POLICY
(Agenda Item 5.1)

The Vice-Chancellor took the paper regarding the Naming Rights for University Chairs (Donation or Sponsorship) Policy as read.

Council discussed the recommendation.

RESOLVED 18/35

Council RESOLVED (unanimously) to:

1. rescind the Naming Rights for University Chairs (Donation or Sponsorship) Policy; and
2. note that the Vice-Chancellor will approve a more comprehensive Naming Recognition Policy covering naming of Chairs, facilities, and other tangible and intangible University assets.

23. AMENDMENT TO THE STUDENT DISCIPLINE RULES
(Agenda item 5.2)

The Vice-Chancellor took the paper regarding the proposed amendments to the Student Discipline Rules as read. Council discussed the involvement of Council when there has been a case of serious misconduct. Council requested a report be provided on what serious misconduct is and how many cases there have been in the recent past. Council also agreed that a report be provided when there is a case of serious misconduct. Matter Arising #2

Council agreed the following amendments to the Student Discipline Rules:

1. Clause 15 – definition of Serious Misconduct – amend part (b) to read “involves substantial damage or threat of substantial damage to the material property of any person”; and
2. Clause 15 – definition of Serious Misconduct – amend part (c) – affect should be effect.
RESOLVED 18/36

Council RESOLVED (unanimously) to approve an amendment to the Student Discipline Rules to remove the requirement for a Discipline Committee which hears allegations of serious misconduct to be presided over by a member of Council, subject to amendments agreed in the Meeting.

24. REGULATORY CHANGE UPDATE  
(Agenda item 5.4)

The Vice-Chancellor took the paper as read regarding regulatory change to implement the resolutions of the Council from its meeting on 24 August 2017 as read.

RESOLVED 18/37

Council RESOLVED (unanimously) to:

1. ratify the Chancellor’s authorisation of the changes to the Macquarie University Act 1989 (Act) and Macquarie University By-Law 2005 (By-Law) as detailed in attachments 1 and 2, noting the amendments are consistent with Council resolutions of 24 August 2017; and
2. authorise the Vice-Chancellor to work with the Department of Education and the Office of the Parliamentary Counsel to finalise drafting of amendments to the Act and the By-Law and approve the final drafting to give effect to resolutions 3 to 5 from the 24 August 2017 Council meeting, subject to the drafting being consistent with Council’s resolutions from that meeting.

25. POWER OF ATTORNEY REGISTER  
(Agenda item 6.1)

Council noted the documents signed under Power of Attorney.

26. VOLUNTARY CODE OF CONDUCT  
(Agenda item 6.2)

Council noted the paper providing the updated University Voluntary Code of Conduct and Macquarie University’s compliance with the provisions of the Code.

27. OTHER BUSINESS  
(Agenda item 7.1)

Council noted that the next regular meeting of the Council is scheduled for 25 October 2018 at 4.00pm at the North Ryde campus.

CLOSURE

There being no further business, the meeting concluded at 6.35pm.

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Chancellor