Minutes of the 478th Meeting of the Macquarie University Council held at the Macquarie University City Campus, 123 Pitt St Sydney at 4.05pm on 24 August 2017.

Present: Chancellor, The Hon M Egan  
Deputy Chancellor, Ms E Crouch  
Vice-Chancellor, Professor B Dowton  
Mr B Crotty  
Professor C Dean  
Ms L Denby  
The Hon P Forsythe  
Mr G Jones  
Professor D Kane  
Ms D Hadwen  
Professor M Herberstein  
Professor R Howitt  
Ms J Qian  
Ms C Shen (by telephone)  
Mr J Wigglesworth  
Mr F Zipfinger

In attendance: Ms H Mackinnon, Director and Chief of Staff, Office of the Vice-Chancellor  
Professor S Pretorius, Deputy Vice-Chancellor (Research)

Apologies: Mr C Darvall  
Ms L Mason  
The Hon S Nori

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 confirmed that a quorum was present. The Chancellor noted apologies received from Mr C Darvall, Ms L Mason and The Hon S Nori.

3. DECLARATIONS OF INTEREST
   Ms Qian advised she had joined the Panel of Advisors to the China Studies Centre of Sydney at the University of Sydney.

   There were no other new declarations of interest.

4. ITEMS FOR DISCUSSION
   (Agenda item 1.3)
   It was agreed that agenda item 8.1 would be starred for discussion.
5. MATTERS RAISED BY COUNCIL MEMBERS
(Agenda item 1.4)

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

6. OUR UNIVERSITY: A FRAMING OF FUTURES
(Agenda item 2.1)

The Vice-Chancellor spoke to the report and highlighted the revised reporting style on which he was seeking feedback.

Council thanked the Vice-Chancellor for the new report and detailed review of progress against the strategy and requested future reports look to provide:

- An executive summary/dashboard to highlight key areas that are not tracking as planned/areas of concern with commentary (possibly traffic light style);
- Commentary on emerging risks and opportunities; and
- Key performance indicators showing progress against strategic objectives where possible. The Vice-Chancellor explained the difficulty in providing hard metrics for many areas.

Council noted strategic reporting will evolve, noting that a new strategy and planning office is being established which will assist in reporting in due course.

Council discussed progress in the key strategic areas and requested:

- An update on the review of PACE at a future meeting;
- The strategic presentations planned include a presentation on people and culture.

Matter Arising #1

7. RESEARCH PRESENTATION
(Agenda item 2.2)

Professor Pretorius presented to the University Council on the Ten-Year Strategic Research Framework and Research Performance Targets, including:

- Ten year targets (by 2024) and progress to date – Higher Degree Research (HDR) completions, research publications, external grant income and impactful innovations;
- Research grants – categories of research grants (HERDC) and Government research block grant schemes (RBG);
- External research income – HERDC to RBG;
- Research income targets – actual versus target;
- Funding by discipline;
- Ten-year plan outlining:
  - a clear focus on global needs and trends and societal benefits;
  - collaborative, multidisciplinary approach;
  - priorities and objectives; and
- The changing size and shape of the University’s research agenda.

Council discussed the presentation, managing research talent and the risks of losing key research talent.

Professor Pretorius left the Meeting.
8. GOVERNANCE REVIEW  
(Agenda item 3.1)

9. REVISED COUNCIL CHARTER AND COUNCIL PROCEDURES  
(Agenda item 3.1.1)

The Chancellor provided an overview of the comments received on the Council Charter and Council Procedures. Council discussed the proposed amendments and agreed certain other amendments, including:

- 14 days is not practical for distribution of materials for Council meetings, and should remain at 7 days;
- Page 3 of Charter, include “otherwise” prior to “resolved” in second paragraph under Council Members;
- Preamble should remain;
- Update the section of term length to reflect agreed regulatory change to limit the number of times elected members can stand for election; and
- Page 2 of the Charter, 3rd dot point change “as appears to Council” to “as determined by Council”.

Council noted the Secretary to Council will make these amendments and the revised Charter and Procedures will be submitted to the October Council meeting for approval. *Matter Arising #2*

**RESOLVED 17/23**

*Council RESOLVED that each Committee of Council be requested to review its Terms of Reference and submit an updated Terms of Reference to Council for review and approval at the October or December 2017 meetings of Council.*

10. COUNCIL SIZE AND COMPOSITION  
(Agenda item 3.1.2)

The Chancellor outlined the proposed change in the Council Size and Composition as discussed at the Special Council Meeting on 24 July 2017.

Council discussed the proposed change and noted two-thirds of Council members need to vote in favour for the resolution to pass.

**RESOLVED 17/24**

*Council RESOLVED (15 Council members in favour, being more than two-thirds of total Council members):*

1. That the constitution rules of Council be amended as follows:

   (a) Under Section 8B(2) of the Act, the total number of members of the Council is 15;

   (b) Under Section 8B(4) of the Act, the number of members in each category is:

       (i) 3 official members under section 8H of the Act;
(ii) 4 elected members under section 8D of the Act being:
   a. 2 academic staff members;
   b. 1 non-academic staff member; and
   c. 1 student member;

(iii) 6 Council appointed members, being:
   a. At least 2 Council appointed members who are external persons and graduates of Macquarie University appointed by Council under section 8E of the Act; and
   b. Up to 4 external members appointed by Council under section 8F of the Act; and

(iv) 2 members appointed by the Minister;

2. That the new Constitution Rules take effect from 1 July 2018, with a staged implementation commencing from election for elected members in December 2017; and

3. That written notice be provided to the Minister of the passing of this Resolution within 7 days of the passing of the Resolution under section 8B(8) of the Act.

11. REVISED NOMINATIONS AND REMUNERATION COMMITTEE CHARTER
(Agenda item 3.1.3)

The Chancellor outlined the proposed amendments to the Nominations and Remuneration Committee Charter.

Council discussed the proposed amendments and agreed the following additional amendments:

- Membership – include up to two external members of Council (rather than one);
- Clause 3.1.11, add “after consultation with the chair of the relevant Controlled Entity”;
- Clause 3.3 – ensure consistent that the Committee recommends key terms of the Vice-Chancellor’s contract (whether appointment or re-appointment) to Council;
- Clause 3.3 – add that the process will commence 12 months prior to the Vice-Chancellor’s term concluding; and
- Previous Clause 2.1 to be added back in under Section 1.

RESOLVED 17/25

Council RESOLVED that the updated terms of reference for the Nominations and Remuneration Committee be adopted effective immediately, subject to the amendments agreed in the Meeting being included.
12. PROCEDURE FOR EXCEPTIONAL CIRCUMSTANCES
(Agenda item 3.1.4)

The Chancellor outlined the proposed Protocol for Resolving to Extend Council Members’ Service Beyond 12 Consecutive Years (Protocol), noting the criteria was discussed at the Special Council Meeting on 24 July 2017.

Council discussed the Protocol and agreed the following amendments:

- Delete “and with mutual consent” from the first paragraph of Exceptional Circumstances;
- Include in part 1 of Exceptional Circumstances “After considering the Council skills matrix”; and
- Add a new part 2 to also allow for Exceptional Circumstances if there would be adverse consequences for the University from the member retiring.

RESOLVED 17/26

Council RESOLVED to approve the Protocol for Resolving to Extend Council Members’ Service Beyond 12 Consecutive Years, to be effective immediately, subject to the amendments agreed in the Meeting being included.

13. PROTOCOL FOR COUNCIL MEMBERS INTERACTION WITH UNIVERSITY EXECUTIVES
(Agenda item 3.1.5)

The Chancellor outlined the proposed Protocol for Communication between Council members and management (Protocol) following discussion at the Special Council Meeting on 24 July 2017. Council discussed the Protocol and agreed the following amendments:

- Add to first paragraph “relating to the business of Council and its Committees”;
- 2nd paragraph – add after “In the absence of the Vice-Chancellor”, “or his delegate”; and
- Add that Chancellor and Deputy Chancellor will always be nominated protected disclosure officers for the executive team.

RESOLVED 17/27

Council RESOLVED to approve the Protocol for Communication between Council Members and Management to be implemented immediately, subject to the amendments agreed in the Meeting being included.

14. PROTOCOL FOR CIRCULAR RESOLUTIONS FOR COUNCIL COMMITTEES
(Agenda item 3.1.6)

The Chancellor outlined the proposed Protocol for Circular Resolutions of Council Committees (Protocol). Council discussed the Protocol and agreed the following amendments:

- Add to 1b. “in a duly convened meeting”.
RESOLVED 17/28

_Council RESOLVED that the Protocol for Circular Resolutions of Committees of Council be approved effective immediately, subject to the amendments agreed in the Meeting being included._

15. DRAFT MINUTES FROM THE FINANCE AND FACILITIES COMMITTEE MEETING HELD ON 19 JULY 2017 (Agenda item 4.4)

The Deputy Chancellor took the draft minutes of the Finance and Facilities Committee meeting held on 19 July 2017 as read.

The Deputy Chancellor noted the proposed resolution on the Arts Precinct and advised that the Capital Management Plan that underpins the decisions on new projects is in the Council Reading Room on BoardPad for reference.

The Deputy Chancellor also highlighted the new style of cover submission provided with the minutes which will be applied to all Committees to provide further information to Council on proceedings of Committees.

Council noted the minutes of the Finance and Facilities Committee meeting held on 19 July 2017.

RESOLVED 17/29

_Council RESOLVED following the recommendation of the Finance and Facilities Committee that the Schematic Design and Budget of $150m for the proposed redevelopment of W6A and W6B and new Museum Building – “Arts Precinct” be approved._

16. ACADEMIC SENATE REPORT (Agenda item 5.2)

The Chair of the Academic Senate took the Academic Senate Report as read and outlined the process followed to make the recommendation regarding the Emeritus Professor. The Chair of Academic Senate advised further details on recommendations would be provided in the Academic Senate reports in future.

Council discussed and noted the report.

RESOLVED 17/30

_Council RESOLVED, following the recommendation of Academic Senate, that the title of Emeritus Professor be awarded to Professor John Simons._

17. AUDIT & RISK COMMITTEE MEMBERSHIP (Agenda Item 6.1)

Mr Wigglesworth outlined the proposed extension of terms for the external members of the Audit & Risk Committee membership.
RESOLVED 17/31

Council RESOLVED to:

1. Re-appoint Mr David McKean as an external member of the Audit and Risk Committee for a 2 year term from 1 July 2017 to 30 June 2019; and

2. Re-appoint Ms Wendy Haigh as an external member of the Audit and Risk Committee for a 1 year term from 1 July 2017 to 30 June 2018.

18. DRAFT MINUTES FROM THE HONORARY AWARDS COMMITTEE MEETINGS HELD 14 AUGUST 2017 AND HONORARY AWARDS FOR APPROVAL (Agenda item 4.5)

19. CHANGES TO MUH OPERATIONS NO. 2 PTY LTD CONSTITUTION (MEMBERS ONLY RESOLUTION) (Agenda Item 7.1)

Council noted this was an item for the members of MUH Operations No. 2 Pty Limited (MUH) only.

RESOLVED 17/33

The Class A Shareholders of MUH Operations No. 2 Pty Ltd RESOLVED that:

1. In accordance with Clause 12.3, the Meeting of Class A Shareholders is to be held on short notice;

2. As a special resolution, that the updated Constitution as tabled at the Meeting be approved effective 1 September 2017.

20. CHANGES TO MGSM LTD BOARD MEMBERSHIP (MEMBERS ONLY RESOLUTION) (Agenda Item 7.2)

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

RESOLVED 17/34

1. In accordance with Clause 13.4, the Meeting of Class A Members is to be held on short notice; and

2. The Class A Members of MGSM Limited (MGSM) RESOLVED to approve that, subject to the receipt of his Consent to Act that Professor Stephen Brammer be appointed as a Director of MGSM as per Rule 4.3(a) of the Constitution, effective immediately.
21. **POWER OF ATTORNEY REGISTER**  
(Agenda item 8.1)  

Council noted the documents signed under Power of Attorney.

Council requested a more detailed report on actual documents signed be provided in future. *Matter Arising #3*

22. **MINUTES OF THE MEETINGS HELD ON 29 JUNE 2017 AND 24 JULY 2017**  
(Agenda item 4.1)  

RESOLVED 17/35

*Council RESOLVED to approve the minutes of the meetings of Council held on 29 June 2017 and 24 July 2017 as a true and correct record of the meetings held on those dates.*

23. **VICE-CHANCELLOR’S REPORT**  
(Agenda item 5.1)  

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

- The report on Respect. Now. Always; and
- The launch of the Macquarie University global medical degree, noting applications open on 4 September 2017, although some overseas applications have already been received.

Council discussed and noted the report.

24. **HEALTH AND SAFETY REPORT**  
(Agenda item 5.3)  

Council noted the Health and Safety report.

25. **DRAFT MINUTES FROM THE STUDENT EXPERIENCE COMMITTEE MEETING HELD ON 19 JULY 2017**  
(Agenda item 4.3)  

Council noted the draft minutes of the Student Experience Committee meeting held on 19 July 2017.

26. **REPORT FROM THE UNIVERSITY HEARING COMMITTEE MEETING**  
(Agenda item 4.6)  

Council noted the report from the University Hearing Committee.

27. **MATTERS ARISING**  
(Agenda Item 4.2)  

Council noted the status of the Matters Arising.
28. OTHER BUSINESS
(Agenda item 9.1)

Council noted that the next scheduled Council meeting on 26 October 2017 will be held at the City Campus at 4.00pm.

CLOSURE

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

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Chancellor