

COUNCIL

Meeting No 1/24
Boardroom, Level 14, Flinders at Festival Tower
Thursday, 14 March 2024
9.00am

MINUTES

PRESENT: John Hood (Chair) (Chancellor), Professor Colin Stirling (Vice-Chancellor), Douglas Gautier AM (Deputy Chancellor), Benjamin Grillett, Abhishek Jain, Professor Christopher Kee, Leanne Liddle, Associate Professor Amanda Muller, Elizabeth Perry AM (Deputy Chancellor), Kate Walsh, Brenda Wilson AM, Sharon Wilson.

APOLOGIES: Kim Cheater.

IN ATTENDANCE: Marc Davies (General Counsel & University Secretary), Jayne Flaherty (Chief of Staff) – for item 2.4, Eleanor Kay (Senior Governance Officer), Professor Romy Lawson (Deputy Vice-Chancellor Students) – for item 3.7, Mark Schultz (Director, People & Culture) – for items 2.6, 3.1-3.3 and 3.9, Helen Webb (Associate Director, Work, Health and Safety) – for item 2.6 and 3.9, Ted Wynn (Director, Alumni & Advancement) – for item 2.4.

1. OPENING**1.1. Acknowledgement of Country**

The Council acknowledged the land upon which the meeting was held as the traditional land of the Kaurna people, and paid respects to their spiritual relationship with their country, the Kaurna people as the custodians of the Adelaide region and the continuing importance of their culture and heritage.

The Council further acknowledged and honoured the Traditional Owners and Custodians of the lands on which Flinders University operates; these are the Traditional Lands of the Arrernte, Dagoman, First Nations of the South East, First Peoples of the River Murray & Mallee region, Jawoyn, Kaurna, Larrakia, Ngadjuri, Ngarrindjeri, Ramindjeri, Warumungu, Wardaman and Yolngu people.

1.2. Apologies

Kim Cheater was an apology.

1.3. Confirmation of Minutes

The Minutes of Council 5/23 meeting held on 7 December 2023 (Doc C M/1/24) were confirmed as a true and correct record.

1.4. Business Arising

Council noted that some action items (Doc C BA/24) were due to be addressed during the meeting, and that the remainder were scheduled to be completed at later meetings.

1.5. Arrangement of the Agenda

The Chancellor, in consultation with Council members, arranged the agenda to prioritise items which required time for discussion.

1.6. Disclosure of Interests

The Disclosure of Interests was tabled. Elizabeth Perry and Brenda Wilson identified missing information that had previously been disclosed, and the Council Secretary undertook to investigate and amend the Disclosure.

ACTION: *Council Secretary to review and amend the Disclosure of Interests to reflect disclosures previously made by Elizabeth Perry and Brenda Wilson.*

The Chancellor welcomed the newly elected student members of Council, Benjamin Grillett and Abhishek Jain, to their first meeting of Council.

2. NON-CONFIDENTIAL MATTERS

2.1. Vice-Chancellor's Report

The Vice-Chancellor took his report (Doc C 1/1/24) as read, and provided an overview of operational and strategic matters including:

- The release of the Universities Accord, which the Vice-Chancellor noted would be discussed in more detail as part of the Council Strategic Retreat occurring after the meeting; and
- The documentary series *Australia's Sleep Revolution with Dr Michael Mosely* continued to air on SBS. The series highlights Flinders University's Sleep Institute research and was attracting significant media attention.

Part of the Vice-Chancellor's verbal update was confidential and minutes of those items are available for members only.

2.2. Dell Contract Extension

Council reviewed and discussed the Dell Contract Extension (Doc C 2/1/24). Council discussed the performance of the contractor, and it was noted that Management was confident in the relationship with the provider.

Council noted that a full procurement process had been carried out for the initial contract, and that the internal procurement procedures for a contract extension had been followed.

RESOLUTION: *Council resolved to:*

- (a) approve the extension of the Contract for End User Devices with Dell Australia for a further 2 years;*
(b) delegate to the Vice-Chancellor the authority to execute any documents necessary or desirable in relation to the extension; and
(c) authorise the Chancellor to execute the Delegation of Authority set out at Doc C 2b/1/24.

VOTING RECORD:

The resolution was passed by consensus.

2.3. Executive Committee Terms of Reference

The General Counsel and University Secretary summarised the updates made to the Executive Committee Terms of Reference (Doc C 3/1/24) following Council's feedback in Council meeting 5/23.

It was noted that the threshold for use of the urgency power had been increased, and the gender balance provision amended to acknowledge the ex-officio membership of the Committee.

RESOLUTION:

Council approved the proposed Executive Committee Terms of Reference.

VOTING RECORD:

The resolution was passed by consensus.

2.4. University Philanthropy Strategy

The Chief of Staff, Jayne Flaherty and Director, the Alumni & Advancement, Ted Wynn, presented the University Philanthropy Strategy to Council.

The presentation included benchmarking of Flinders University in an Australian and international context, key metrics used to measure philanthropy and advancement, ambition targets, and strategic development priorities.

Mr Wynn noted that universities who were successful in philanthropy commonly displayed strong collaboration between their Advancement and Research portfolios, cultivation of long-term relationships with potential donors, and a focus on corporate partnerships.

Council members were pleased with the strategy, and noted that Flinders University had several dormant alumni networks, particularly across the Asia Pacific, which should be considered as part of the strategy.

2.5. Year End 2023 Financial Report

Council reviewed and noted the 2023 Year End Financial Report (Doc C 4/1/24).

2.6. WHS Presentation

Director, People & Culture, Mark Schultz and Associate Director, Work, Health & Safety, Helen Webb presented an overview of the WHS system for Council.

The presentation included the AS/NZ 4804 standard to which the system is mapped, the governance structures for WHS within the University, practices and procedures including emergency management, and self-insurance processes and claims.

Council discussed processes for debriefs following WHS events, cultural considerations, Senior Executive Team leadership in WHS matters, and consequences for breaches of WHS requirements.

Council requested that Council be offered similar or the same training in WHS that is provided to staff.

ACTION: *Associate Director, WHS, to investigate WHS training opportunities for Council.*

2.7. Workplace Gender Equity Reports 2022-23

Council reviewed and noted the Workplace Gender Equity Reports for 2022-23 (Doc C 5/1/24).

2.8. External Governance Review

The General Counsel and University Secretary spoke to the recommendation to defer the External Governance Review (Doc C 6/1/24). It was noted that there was already an extensive program of governance work underway in response to the University's Academic Governance Review and the Universities Accord. This work would likely take all of 2024 to complete, and it was appropriate to allow that work to be finalised before undertaking another review.

Council agreed with the recommendation to defer the External Review and noted that in future there may be benefits in trying to align the Academic Governance Review with the corporate governance review so that both could occur at the same time.

RESOLUTION: *Council resolved to defer the External Governance Review to be reconsidered in 2025.*

VOTING RECORD: *The resolution was passed by consensus.*

2.9. Publication of Council Minutes

Council reviewed and noted the intention to publish the Council Minutes (Doc C 7/1/24) from 2024.

It was noted that there would be both confidential and non-confidential minutes, and the non-confidential minutes would be published.

2.10. Academic Senate Chair's Report

Professor Chris Kee, Chair Academic Senate, reported that the business of Academic Senate 1/24 is materially addressed in item 3.7 Independent Review of Academic Governance.

2.11. TEQSA Registration

Council reviewed and noted the TEQSA Registration outcome (Doc C 8/1/24).

It was noted that TEQSA had extended the University's provider registration for the maximum period of seven (7) years.

2.12. CRICOS Registration

Council reviewed and noted the CRICOS Registration outcome (Doc C 9/1/24).

It was noted that TEQSA had extended the University's CRICOS registration for the maximum period of seven (7) years.

It was noted that TEQSA had requested the University to provide additional information related to international student recruitment and admission processes by 24 October 2024, but the provision of this information as not a condition of the University's registration.

3. CONFIDENTIAL MATTERS

ITEMS 3.1 TO 3.10 WERE CONFIDENTIAL ITEMS TO MEMBERS ONLY.

Minutes of these items are available for members only.

4. MEETING FINALISATION

4.1. Minutes of Sub-Committees

Council reviewed and noted the minutes of Sub-Committees (Doc C 20/1/24):

- Audit & Risk Committee 5/23; and
- Executive Committee 6/23.

4.2. Other Business

There was no other business.

4.3. Schedule of Business

Council noted the Schedule of Business for 2024 (Doc C SB/24).

4.4. Next Meeting

Council noted that the date of its next scheduled meeting was 23 May 2024 at 2.00pm.

The meeting closed at 11.33am.

EXTRACT FROM confidential minutes of meeting 1/24