MINUTES

Present: Mr S Gerlach (Chair), Professor M Barber, Mr N Begakis, Ms L Clyne, Ms E Crawford, Dr B Halliday, Mr B Jacobs, the Hon Dr D Laidlaw, Ms P Page, Associate Professor K Schuller, Mr M Shanahan, Associate Professor H Smigiel, Mr A Taylor, Mr S Taylor, Professor M Tiggemann, Mr I Yates

Apologies: Dr L Hardcastle, Mrs P Lau Flux, Mr T Phillips, Mr R Ryan

In Attendance: Mr S Jones (Executive Director of Administration), Professor D Day (Deputy Vice-Chancellor (Research)), Professor A Parkin (Deputy Vice-Chancellor (Academic)), Ms B Simondson (Vice-President (Strategy & Planning) and Secretary of the Council), Mr D Flaherty (for item C6), Mr D Banks (for item C10), Ms A Reichstein (Secretary)

Note: A symbol “C” beside an item in the Minutes means that the item was dealt with in the confidential section of the agenda and remains confidential after the meeting.

1 MINUTES

The Minutes of Council Meeting 5/10, held on 7 October 2010 were confirmed as a correct record and signed by the Chairperson.

2 REPORT ON MATTERS APPROVED BY THE COUNCIL EXECUTIVE COMMITTEE

Council received a report (Doc C 119/10) on matters approved by the Council Executive Committee since the last Council meeting. Council noted the decisions of the Council Executive Committee to approve:

• the appointment of Associate Professor Colin MacDougall as the University’s representative to the Research Committee of the Channel 7 Children’s Research Foundation of SA for a one year term, and

• the appointment of Mr James Cumming and Mr Joseph Provenzano as the two Appointed Student Directors of the Flinders Campus Community Services Board, for a term of one year commencing on 1 November 2010.
10 CAPITAL INFRASTRUCTURE PLAN 2011 - 2020

The Director, Buildings and Property, Mr David Banks, was in attendance for this item.

Council, on the recommendation of the Resources Committee, approved the proposed Capital Infrastructure Plan 2011 – 2020 (Doc C 126/10), noting that, subject to approval of the proposed new process for management of the CIP (item 32 refers), approval of the CIP 2011 – 2020 would constitute project commencement and expenditure approval for outstanding 2010 projects and for all 2011 projects not marked as requiring additional approval.

C11 CENTRAL AUSTRALIAN HEALTH & MEDICAL RESEARCH INSTITUTE

Confidential to Members Only
C12 OCCUPATIONAL HEALTH, SAFETY AND WELFARE: QUARTERLY REPORT

Confidential to Members Only

C13 REVIEW OF THE VICE-CHANCELLOR’S PERFORMANCE

Confidential to Members Only

C14 APPOINTMENTS: EXTERNAL MEMBERS OF COUNCIL

Confidential to Members Only

15 APPOINTMENTS: MEMBERS OF THE RESOURCES COMMITTEE

Council, on the recommendation of the Chancellor, approved the appointment of Mr Ian Yates as Chair and Mrs Peggy Lau Flux, Mr Stephen Hains and Mr Roger Sexton as members of the Resources Committee for two year terms from 1 January 2011 to 31 December 2012 (Doc C 130/10).

16 APPOINTMENTS: MEMBERS OF THE AUDIT COMMITTEE

Council, on the recommendation of the Chancellor, approved the appointment of Mr Austin Taylor as Chair and Mr Ian Yates and Dr Bronwyn Halliday as members of the Audit Committee for two year terms from 1 January 2011 to 31 December 2012 (Doc C 131/10).

17 APPOINTMENT: DEPUTY VICE-CHANCELLOR (INTERNATIONAL & COMMUNITIES)

Council, on the recommendation of the Vice-Chancellor, approved an extension to the term of appointment of the Deputy Vice-Chancellor (International & Communities) to 31 December 2012, as set out in Doc C 132/10.

18 APPOINTMENT: STUDENT MEMBER OF THE EXECUTIVE COMMITTEE OF COUNCIL

Council approved, on the recommendation of the Vice-Chancellor, the appointment of Ms Peta Page as student member of the Executive Committee of Council, for the duration of her term on Council.
19 APPOINTMENT: STUDENT MEMBER STATUTE 6.4 NOMINATING COMMITTEE

Council, on the recommendation of the Vice-Chancellor, appointed Ms Michelle Tatyzo as the student member of the Nominating Committee for the duration of her term on Council.

20 APPOINTMENTS: PRESIDENT OF THE FLINDERS UNIVERSITY ALUMNI ASSOCIATION AND ALUMNI ASSOCIATION COMMITTEE

The Alumni Association proposed, at its meeting held on 12 October 2010, that the terms of the President and of the members be extended to 30 June 2011. The extension would allow the Alumni Association Committee to examine and consider the role and function of the Alumni Association, its relationship with the University and the expectations the University has of the Association, that is, its alumni, and to report to Council on these matters.

Council, on the recommendation of the Alumni Association Committee, approved the extension of the appointment of Mr Stephen Hains as President of the Flinders University Alumni Association for a period from 24 November 2010 to 30 June 2011; and the extension of the appointment of current members of the Alumni Association Committee, listed below, for a period from 1 January 2011 to 30 June 2011.

Dr Antonio Dottore
Mr Conan Fahey
Dr David Filby
Mr Alan Herman
Mr David Hobbs
Ms Anna Lewkowicz
Ms Anne Morris
Mr Trevor Norman
Dr Helen Paige
Dr Caroline Phegan
Mr Ian Yates, AM
Dr Michael Dillon
Dr Corinna Steeb

C21 FCD HEALTH LIMITED

Confidential to Members Only

C22 VICE-CHANCELLOR’S CONFIDENTIAL REPORT

Confidential to Members Only

23 VICE-CHANCELLORS’S REPORT

Council received and noted a report from the Vice-Chancellor on the following matters, as outlined in Doc C 134/10:
24 VICE-CHANCELLOR’S MANAGEMENT REPORT

Council received and noted the Vice-Chancellor’s Management Report for 2010, as set out in Doc C 135/10.

25 REVIEW OF THE AUDIT COMMITTEE CHARTER AND THE TERMS OF REFERENCE OF RESOURCES COMMITTEE AND ACADEMIC SENATE

Council approved the proposed amendments to the Audit Committee charter and to the Resources Committee terms of reference, as set out in Doc C 136/10, and noted that no amendments to the Academic Senate terms of reference were required at this time.

26 ESTABLISHMENT OF LIMITED POWER OF ATTORNEY

Council received a report (Doc C 137/10) from the Vice-Chancellor proposing the grant of a revocable Limited Power of Attorney to nominated University officers to execute leases and related documents. Such documents currently require execution under seal.

Council approved the establishment of a Limited Power of Attorney to authorise the Vice-Chancellor, Vice-President (Strategic Finance & Resources) and Vice-President (Strategy & Planning) to execute University documents, as set out in Doc C 137/10.

Council noted that the Power of Attorney and a Revocation would be prepared by the University’s external legal advisers and submitted for authorisation by Council and execution under seal, after which the Power of Attorney would be registered at the Lands Titles Office.

27 GOVERNANCE COMMITTEE: ESTABLISHMENT

Council approved, on the recommendation of the Chancellor, the establishment of a Governance committee, with the following membership:

- The Chancellor ex officio (Chair)
- The Vice-Chancellor ex officio
- Co-opted members, as required.
The role of the Committee would initially be to review the provisions of the Flinders University of South Australia Act 1996.

28 COUNCIL PERFORMANCE REVIEW

At its meeting held on 3 December 2009, Council received a report from the external consultant who conducted the Council performance review 2009 (Doc C 146/09 refers). At that meeting it was agreed that three items be followed up: regular reporting on the Strategic Plan, 2 year terms for student members of Council and a review of induction procedures to make clear appropriate lines of communication for Council members.

Council noted that:

• regular reports on the Strategic Plan are now provided to Council by the Vice-Chancellor in the form of an Operational Plan and update reports on progress;
• terms of office for student members would be considered by a Governance Committee (item 27 refers); and
• the induction program now includes information for Council members on who to contact when seeking further information about Council agenda items.

In addition, at its meeting held on 11 March 2010, Council noted advice from the Chancellor on the 2010 review of Council performance. In follow-up, the Chancellor reviewed current procedures and previous evaluations and proposed that a review be held every second year.

Council noted advice on the outcome of the 2009 Council performance review and approved the Chancellor’s recommendation that review of Council be conducted biennially.

29 NATIONAL CONFERENCE ON UNIVERSITY GOVERNANCE & CHANCELLORS’ COMMITTEE

Council noted the Chancellor’s verbal report on the National Conference on University Governance and the University Chancellors’ Committee and deferred a more detailed report to the Council meeting to be held in March 2011.

30 KARMEL ENDOWMENT FUND REPORT

Council received and noted the report from the Vice-Chancellor (Doc C 138/10) on the activity and achievements of the Karmel Endowment fund since its establishment in November 2009.

31 UNIVERSITY OPERATIONAL PLAN 2010

Council noted the final report on the implementation of the University Operational Plan for 2010 (Doc C 139/10).
32 CAPITAL BUDGET APPROVAL AND MANAGEMENT

Council received a report (Doc C 140/10) from the Chair of the Resources Committee setting out a proposal for the management of the Capital Infrastructure Plan and the authorisations to give effect to the proposal.

Council, on the recommendation of the Resources Committee, approved the proposal and the authorisations, as follows:

- Annual approval of the Capital and Infrastructure Plan (CIP) by Council on the recommendation of the Resources Committee will constitute project commencement and expenditure approval for all projects listed in the forthcoming year, except for projects marked as requiring additional approval.

- The Vice-Chancellor is authorised to approve the inclusion of additional projects in the CIP, provided these projects can be funded within the Council approved University Budget.

- The Vice-Chancellor is authorised to approve the removal of projects from the CIP with the exception of projects for which there are strategic or funding imperatives.

- The Vice-President (Strategic Finance and Resources) is authorised to amend CIP budget provisions, including the allocation of contingency funds, provided such amendments do not exceed $100k and do not contravene funding contractual arrangements or alter the total CIP budget.

- The Vice-Chancellor is authorised to make amendments in excess of $100k to CIP budget provisions, including the allocation of contingency funds, provided such amendments do not contravene funding contractual arrangements or alter the total CIP budget.

- The Vice-Chancellor will provide a report to the Resources Committee on a quarterly basis on the implementation of the CIP, including a report on amendments approved under delegated authority.

33 MINUTES OF ACADEMIC SENATE

Council received and noted the unconfirmed minutes of the meeting of the Academic Senate (Doc C 141/10) held on 10 November 2010 and noted the verbal report from the Chairperson.

34 REGISTER OF DEGREES, DIPLOMAS AND OTHER ACADEMIC AWARDS: APPROVAL OF AMENDMENTS

Council, on the recommendation of the Academic Senate, approved the following amendments to the Register of Degrees, Diplomas and Other Academic Awards:
Establishment of new courses:

- Master of Science (Computer Science)
- Ordinary and Honours degree of Bachelor of Business (Advanced Leadership)
- Ordinary and Honours degree of Bachelor of Commerce (Advanced Leadership)
- Graduate Certificate in Chronic Condition Management
- Master of Human Nutrition

Change of name of a course

- Change of the title of the Bachelor of Science in Computing and Digital Media to ‘Bachelor of Information Technology (Digital Media)’.

Discontinuation of a course

- Bachelor of Technology (Aquaculture) (Honours)
- Bachelor of Science in Biodiversity and Conservation (Honours)
- Bachelor of Science in Environmental Science (Honours)
- Bachelor of Science in Marine Biology (Honours)

35 AFFIXING OF THE COMMON SEAL (for noting)

In accordance with Statute 1.1 The Common Seal, Council noted the affixing of the Common Seal to the following documents:

- The appointment of Mr Nicholas Linke as the University’s attorney with respect to the sale of property comprised in Certificate of Title Volume 6062 Folio 202, situated at 96 Gawler Road, Lewiston.
- Annexure A to the Memorandum of Transfer for the whole of land in Certificate of Title Volume 6062 Folio 203, situated at 3 Giles Avenue, Glenelg.
- Transfer of Lot for the property in CUFT Volume 708, Folio 355, in the town of Alice Springs, Lot 9327.
- Transfer of Lot for the property in CUFT Volume 659, Folio 514, in the town of Alice Springs, Lot 1943.

36 AFFIXING OF THE COMMON SEAL (for approval)

In accordance with Statute 1.1 The Common Seal, Council approved the affixing of the Common Seal to the following documents:

- Memorandum of Lease between Flinders University of South Australia and Clinical Trial Pharmacy Services Pty Ltd (ACN 129 019 076) in respect to that portion of the Mark Oliphant building erected on the land comprised CT Volume 5201 Folio 548 (which portion is coloured green on the plan attached to the Lease in Annexure 2); and
• Deed of Extension of Lease between Flinders University of South Australia and Clinical Trial Pharmacy Services Pty Ltd (CAN 129 019 076) in respect that that portion of the Mark Oliphant building erected on the land comprised in CT Volume 521 Folio 548 (which portion is delineated in red on the plan attached to the Lease in Annexure 2).

37 BY-LAW: AMENDMENT

By-law 1 of the By-laws made under the Flinders University of South Australia Act 1966 included the following definition:

‘University grounds’ means the lands in the municipalities of Mitcham and Marion used by the University for purposes of education or scientific purposes, or both, and all roads, ways, paths, tracks, lakes, pools, open spaces and buildings on, and all appurtenances to, the said lands.

Council noted that those By-laws that referred to ‘University grounds’ were interpreted as not applying to geographical locations other than ‘lands in the municipalities of Mitcham and Marion’. This definition was appropriate at the time the University was established. However, with the expansion of the University to locations outside of the specified municipalities, the definition became out of date which had implications for the application of the By-laws to the other locations.

It was therefore proposed to replace the definition of ‘University grounds’ in the By-laws with the broader definition used in the University Act, as follows:

‘University grounds’ means all land owned and occupied by the University or of which the University has care, control and management.

Council approved amendments to By-Laws to change the definition of ‘University grounds’, as set about above, and recommended to His Excellency the Governor their confirmation in accordance with Section 20(6) of the Flinders University of South Australia Act.

38 APPOINTMENT OF COUNCIL DELEGATE FOR THE PURPOSE OF BY-LAW 22 ALCOHOLIC LIQUOR

The appointments of Council delegates for the purposes of the by-law relating to the consumption of alcoholic liquor on University premises included the Registrar. However, at its meeting held on 22 April 2010, Council approved the repeal of Statute 2.7 The Registrar.

Council approved, on the recommendation of the Secretary of the Council, the appointment of the Vice-President (Strategic Finance & Resources) to replace the Registrar as a Council delegate for the purpose of By-law 22 in respect of consumption of alcohol on University premises. The appointment would take effect from 31 January 2011.
Council noted that delegates also include the previously appointed:

- Dean of Flinders Housing in respect of Flinders Housing premises; and
- General Manager of Flinders Campus Community Services (FCCS) in respect of sporting premises.

39 APPOINTMENTS: AUTHORISED PERSONS

Council approved and rescinded appointments of authorised persons, for the purposes of Section 20 of the Flinders University of South Australia Act and the By-Laws made under the Act, as set out in Doc C 142/10.

40 CONFERRAL OF DEGREES IN ABSENTIA

Council approved the award of degrees, diplomas and certificates in absentia, as set out in Doc C 143/10.

41 ELECTION OF A STUDENT MEMBER OF COUNCIL

Council noted the election of student member of Council, Ms Peta Page, for a one-year term from 1 January 2011 to 31 December 2011.

42 ACKNOWLEDGEMENTS AND APPRECIATION

Council noted that it was the final meeting for Mr Nick Begakis, Mr Michael Shanahan, Associate Professor Kathy Schuller, Dr Leonie Hardcastle, Ms Emily Crawford and Mr Sam Taylor.

The Chancellor, on behalf of Council, thanked retiring members for their participation in and contribution to Council during their terms of office.

Council also expressed its appreciation to Professor Faith Trent who will retire as Executive Dean, Faculty of Education, Humanities, Law and Theology at the end of the year.

43 COUNCIL INDUCTION AND PROFESSIONAL DEVELOPMENT PROGRAM DATES FOR 2011

Council approved the dates for Council Induction and Professional Development for 2011, as set out below:

- Council Induction: 2:00 – 4:00 pm, Thursday 24 February 2011;
- Understanding the University’s Financial Statements: 4:00 – 5:30pm, Thursday 7 April 2011;
- Understanding the University Budget: 4:00 – 5:30pm, Thursday 3 November 2011.
44 NEXT MEETING

The Chancellor advised Council that the date for the next meeting of Council coincided with the Fulbright Fellowship dinner and recommended that the meeting be changed to Wednesday 9 March 2011 at 5.00 pm in the Council Room.

Signed

Chairperson

On this day of 2011

AR:dm

3 December 2010