

COUNCIL**Meeting No 2/25****Council Room, Bedford Park****Thursday, 22 May 2025****2.00pm****MINUTES**

PRESENT: John Hood (Chair) (Chancellor), Professor Colin Stirling (Vice-Chancellor)*, Kim Cheater, Douglas Gautier AM (Deputy Chancellor), Benjamin Grillett, Lucinda Hewitson, Abhishek Jain, Matt Johnson, Leanne Liddle, Clare Mockler, Damien Walker, Kate Walsh.

APOLOGIES: Professor Christopher Kee, Associate Professor Amanda Muller, Brenda Wilson AM, Sharon Wilson.

IN ATTENDANCE: Rosie Bolingbroke (Council Secretary), Professor Ray Chan, Deputy Vice-Chancellor (Research) - for items 3.4 & 3.5, Bill Damachis (Director, International Partnerships) – item 3.2, Marc Davies (General Counsel & University Secretary) (GCUS), Jayne Flaherty (Chief of Staff) - for items 2.3, 2.8 & 3.2, Mark Gregory (Vice-President Corporate Services) – for items 3.7, 3.8 & 3.9, Shane Jennings (Director, Property, Facilities & Development) - for item 3.7, Tania Johnson (Executive Assistant to the Chancellor), Professor Romy Lawson (Deputy Vice-Chancellor Students)* – for items 3.2, 3.12 – 3.15, Richard Porter (Chief Financial Officer) – item 3.10), Philip Reichelt (Associate Director, Financial Accounting) – item 2.2, Helen Webb (Associate Director, WHS) – for item 3.11

* *via videolink*

All resolutions were passed by consensus unless otherwise indicated.

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

Prof Christopher Kee, Assoc Prof Amanda Muller, Brenda Wilson and Sharon Wilson were noted as apologies.

1.3 Confirmation of Minutes

The Minutes of Council 1/25 meeting held on 13 March 2025 (C 1.3/2/25) were confirmed as a true and correct record.

1.4 Business Arising

Council noted that one action item (C 1.4/2/25) would be addressed during the meeting, and that the remaining action item was ongoing.

1.5 Arrangement of the Agenda

The Chancellor announced that item 3.2 (Flinders HealthCARE) would follow item 3.11 to accommodate Professor Romy Lawson's attendance as she was currently travelling overseas.

1.6 Disclosure of Interests

Council noted:

- Douglas Gautier advised he has accepted an offer of employment as the CEO of the Royal Arts Complex with the Ministry of Culture, Saudia Arabia commencing on 1 July 2025 and would be resigning from Council at the end of the month.
- Kim Cheater declared a conflict of interest in relation to item 3.2 due to his wife's position as a member of Federal parliament and advised he would not be present during discussions.

No other disclosures of interest were declared.

2. NON-CONFIDENTIAL MATTERS

2.1 Vice-Chancellor's Report

The Vice-Chancellor's report (C2.1/2/25) was taken as read. In addition, he updated Council on:

- 2025 Defence Workforce Awards – Flinders has now been awarded Best Future Skills Provider for the second consecutive year, recognising the contributions of Professor Giselle Rampersad.
- The recruitment process for two senior executive appointments is nearing completion, with announcements expected in the next week or so.
- The Prime Minister's visit to the campus on 1 April 2025 to announce \$150 million in funding for the Flinders HealthCARE Centre, with further details to be provided later in the meeting.

Richard Porter (Chief Financial Officer)(CFO) and Philip Reichelt (Director, Financial Accounting) joined the meeting at 2.09pm

2.2 Annual Financial Statements

The CFO introduced Philip Reichelt (Associate Director, Financial Accounting) and presented the Annual Financial Statements (AFS) for Council review and approval (Doc C 2.2/2/25).

Kim Cheater (Chair, Audit & Risk Committee) reported that the joint meeting of Audit & Risk Committee (ARC) and Finance & Investment Committee (FIC) held on 18 February 2025 had reviewed the first draft of the AFS, with the ARC meeting on 6 May 2025 reviewing the revised draft. He noted there were minimal changes between versions and advised that he was not aware of any issues which would prevent signing of the AFS.

The CFO provided an overview of the process used to provide information to the ARC in order for them to make an informed decision.

RESOLUTION: *Council, on the recommendation of the Audit and Risk Committee, approved the Annual Financial Statements and authorised the Chancellor, President and Vice-Chancellor, and the Chief Financial Officer to sign the 2024 Annual Financial Statements.*

Philip Reichelt left the meeting and Jayne Flaherty (Chief of Staff) joined the meeting at 2.15pm.

2.3 Annual Report

The Chief of Staff presented the draft Annual Report (Doc C 2.3/2/24) for the Council's review and discussion. The presentation included an overview of the process for preparing and approving the Annual Report, which is used mainly for promotional purposes but must be submitted to the Minister by 30 June each year.

The Council discussed the draft Annual Report, proposing minor changes and acknowledged the quality of the report and the benefits of using it to further promote the University.

RESOLUTION: *Council approved the University's draft Annual Report for 2024 and authorised the Vice-Chancellor to sign off on the final proof.*

Jayne Flaherty left the meeting and David Paterson (Associate Director, Procurement Services) joined the meeting at 2.26pm.

2.4 2024 Modern Slavery Statement

David Paterson (Associate Director, Procurement Services) presented an overview of the legislative requirements and the process undertaken to draft the Modern Slavery statement, including the development of a training package, for Council's approval (Doc C 2.4/2/25).

The Council discussed the purpose of the statement, which is to ensure that the University promotes best practices in procurement and improves processes to prevent any involvement in modern slavery.

RESOLUTION: *Council approved the University's draft 2024 Modern Slavery Statement and authorised the Vice-Chancellor to sign the statement.*

Richard Porter and David Paterson left the meeting at 2.31pm.

2.5 Academic Senate Chair's Report (inc. Academic Governance Review)

In the absence of Professor Chris Kee, Chair Academic Senate, Council noted the Academic Senate Chair's report (Doc C 2.5/2/25).

The Vice-Chancellor informed Council that Professor Kee had recently accepted a further 2-year term as Academic Senate Chair, which will greatly assist with implementation of the recent Academic Governance review.

2.6 Organisational Structure Policy – Amendment

The GCUS explained the requirement for Council to approve changes to the Organisational Structure Policy (Doc C 2.6/2/25) to clarify the Vice-Chancellor's authority to appoint Deputy and Pro Vice-Chancellors.

RESOLUTION: *Council, with the Vice-Chancellor's endorsement, approved changes to the Organisational Structure Policy as set out in Attachment A.*

2.7 External Entities Policy

The GCUS provided an overview of the requirement for Council to approve changes to the External Entities Policy (Doc C 2.6/2/25) which manages the governance of the University's external entities.

RESOLUTION: *Council approved the amended External Entities Policy.*

The agenda then moved to item 3.1 before returning to 2.8 to allow for the Chief of Staff to be in attendance.

2.8 Nomination to the Heaslip Medical Education Foundation Trustees

The Chief of Staff provided Council with background to the request for appointment of Ted Wynn, Director, Alumni and Advancement, as a trustee of the Heaslip Medical Education Foundation (Doc C 2.8/2/25).

The GCUS explained that Council approval for appointments of this nature was not normally required, however on occasions the University is bound to obtain Council approval due to the provisions in a will which cannot be altered.

RESOLUTION: *Council resolved to approve Mr Ted Wynn, Director, Alumni and Advancement, as a trustee of the Heaslip Medical Education Foundation.*

3. CONFIDENTIAL MATTERS

ITEMS 3.1 TO 3.15 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 4.1/2/25):

- Academic Senate 1/25 (confirmed)

- Academic Senate 2/25 (unconfirmed)
- Audit & Risk Committee 1/25 (confirmed)
- Executive Committee 1/25 (confirmed)
- Executive Committee 2/25 (unconfirmed)
- Finance & Investment Committee 1/25 (confirmed)
- Joint meeting of Audit & Risk Committee and the Finance & Investment Committee (confirmed)

4.2 Other Business

- The GCUS announced that, as part of the current DISP accreditation process, Council members will be required to provide personal information regarding foreign interests. Members were assured that this disclosure is solely for informational purposes and will not have any consequences.
- Douglas Gautier acknowledged that this would be his last Council meeting and expressed gratitude to members of the Council for the last 10-11 years, noting that it was a privilege to serve alongside them. He also extended thanks to the Chancellor, and the Vice-Chancellor and his team. He spoke about the future creative arts in the higher education sector, acknowledging that enrolments in creative arts are struggling and supporting this area is a strategic matter for Council to consider.

The Chancellor and Council thanked Douglas for his service, not only to the University but to the State and the country.

The Vice-Chancellor thanked Douglas and acknowledged that the creative arts are very important to the University and looked forward to opportunities to collaborate with him in the future.

There was no other business.

4.3 Schedule of Business

Council noted the Schedule of Business for 2025 (C 4.1/2/25).

4.4 Next Meeting

Council noted that the date of its next scheduled meeting was Tuesday 19 August 2025 at 2.00pm at the Council Retreat to be held in Festival Tower.

Chair thanked all those in attendance and closed the meeting at 5.23pm.

EXTRACT FROM confidential minutes of meeting 2/25