THE AUSTRALIAN NATIONAL UNIVERSITY
COUNCIL MINUTES

The 508th meeting of the Council was held at **6.30pm (AEST) on Thursday 7 May 2026** in the Mills Room, Chancery 10 and via videoconferencing.

Members present

1. Pro-Chancellor, Dr Larry Marshall (as Chair)
2. Ms Padma Raman PSM
3. Mr Andrew Metcalfe AO
4. Professor Juliana Ng
5. Mr Bruce Pan
6. Mr Charley Ellwood
7. Professor Alexander Mikheyev
8. Professor Lyndall Strazdins
9. Mr Rob Whitfield AM
10. Ms Tanya Hosch AM (by Zoom)
11. Ms Megan Easton (by Zoom)
12. Professor Tony Connolly

Apologies

1. Chancellor, the Hon Julie Bishop (recused from discussion)
2. Interim Vice-Chancellor, Professor Rebekah Brown (recused from discussion)
3. The Hon Wayne Martin AC KC

Secretariat

1. Mr Michael Schwager, COO and University Secretary
2. Ms Leslie McDonald, Manager Corporate Governance & Policy, UGO - Secretary

1 PROCEDURAL ITEMS

Announcements and Apologies

- The Pro-Chancellor made acknowledgement of country, reminded members of their obligations and thanked members for making the time to attend this out of session, and out of work hours, evening meeting in person or online. He noted that:
  - The Chancellor had asked him to organise this meeting to discuss the implications for University governance in Council appointments with the continuing TEQSA directives, and establish 'lines in the sand' to guide his further negotiations with TEQSA.
  - [redacted]
  - Professor Mikheyev has sought leave to propose a resolution and this will also be considered in Other Business

- Wayne Martin KC has given his apologies as he is travelling overseas.

Disclosure of Material Personal Interest

- The Chancellor and Interim Vice-Chancellor have recused themselves and are not present for this discussion, which potentially will relate to recruitment for their roles.
- No members disclosed any interests in relation to items on the agenda.

Arrangement of Agenda

- The Chancellor noted that due to the short agenda no matters were proposed to be unstarred or re-arranged.
- Two items were raised for Other Business.

PART 2 – KEY BUSINESS ITEMS

2.1 TEQSA DIRECTIVES – IMPLICATIONS FOR UNIVERSITY GOVERNANCE IN COUNCIL APPOINTMENTS

- The Pro-Chancellor noted:
  - The negotiations with TEQSA on the Chancellor-appointment process, which resulted in a choice for members between an option for equal Council/Independent representation on the Panel or a majority independent Panel including two Council members.
  - TEQSA were collaborative, and understanding of the University's challenges; trust was being rebuilt and TEQSA agreed to next discuss the VC appointment process.
  - That ultimately, Council chose the latter for the Voluntary Undertaking (VU), with some amendment, providing the panel also included Indigenous representation.
  - The challenge now is that this agreement creates a precedent that may impact the recruitment of a new Vice-Chancellor and the replacement of external Council members.
  - The unauthorised release of information over the weekend further complicates the University's relationship with TEQSA, making it harder to argue for an ANU-led decision-making process in relation to these and other positions, particularly that of the Vice-Chancellor.
  - Council must make a decision on where it draws the line in relation to these recruitment processes.

Voluntary Undertaking – Chancellor appointment process

- In discussion, Council noted:
  - That a number of members were still concerned with the ultimate decision to agree with a majority independent panel for the Chancellor appointment process, given what they saw as a risk to the exercise of their fiduciary duties as Council members under the ANU Act.

- The strong concern expressed by Ms Hosch at the implication by TEQSA that she and her fellow Council members were not fit and proper persons to be included on the Panel. She also expressed concern with the way that TEQSA has proposed to engage Indigenous representation on the Panel, noting that such appointments by a non-Indigenous person, given the long history of colonial control in Australia, was totally unacceptable.
- The assurances from the Pro-Chancellor and other members that they believed TEQSA will honour the agreement for appropriate Indigenous representation, but that the University needs to build back confidence by acting soberly and responsibly in its interactions with the regulator.
- The difficulty with making decisions at this meeting which may be impacted by the material to be discussed in the meeting tomorrow (8 May).
- Council agreed that rescinding the VU at this point would be difficult and unhelpful given the Pro-Chancellor had negotiated in good faith with TEQSA and shared legal advice with Council, and given recent events. However, this may be a constructive opportunity to rebuild trust by arguing that Council wishes to own its decisions and strongly believes that an appropriate First Nations person from Council or the ANU community should be appointed to the panel, as was originally proposed.

Following discussion, the following actions were agreed:

- **ACTIONS**:
  - The Pro-Chancellor to engage in discussions in the following order:
    - Ms Hosch, Dr Mikheyev and the Pro-Chancellor to urgently consider acceptable indigenous representation issues,
    - Pro-Chancellor to then meet with the regulator, expressing Council's strong view on the inclusion of an appropriate First Nations person from Council or the ANU Community on the Panel, as well as student representation,
    - Pro-Chancellor to meet with Professor Coaldrake
  - That the signing of the contract for the Professor Coaldrake as Chair of the Panel be held over until the following week, pending the three discussions above.

Vice-Chancellor appointment process

- In relation to the appointment of a Vice-Chancellor, the Pro-Chancellor noted:
  - That with the unauthorised release of confidential information over the weekend, engaging with TEQSA to secure trust for ANU independence in the selection of a Vice-Chancellor was much more difficult.

- In discussion, Council noted:
  - The appointment of a Vice-Chancellor is a much more important decision for the University and Council to have control over and should be the line that Council draws in relation to 50:50 representation on any proposed panels.
  - In general, regulators want institutions to own decisions and outcomes, and equal representation is a positive step to ensure Council owns the outcome of a Vice-Chancellor appointment process.
  - Council discussed asking TEQSA to allow Council to appoint the Interim Vice-Chancellor as Vice-Chancellor for a suitable term to stabilise interim roles at the University.
  - The University needs to make a data driven case with the regulator based on steps being taken to improve and deliver against areas of concern, using consistent, collaborative and forward-looking language.

Following discussion, the following action was agreed:

- **ACTIONS**:
  - The Pro-Chancellor to include, in discussions with the regulator, the Council's strong view that any panel established for the Vice-Chancellor appointment process include equal representation between University and independent members.
  - Work to begin to develop a case regarding the positive steps being taken by the University to address regulator concerns relating to governance.

External Council member appointment process

- In relation to the appointment of replacement members of Council, the Pro-Chancellor noted:

- That, with the resignation of Ms Kitchen, the regulator's directives on not replacing Council members has the potential to lead to major issues with governance on Council.
- Ms Kitchen's particular resignation has also led to the cancellation of a scheduled Audit, Finance and Risk Committee meeting this week, for which Ms Kitchen was the Chair.
- The Chancellor has indicated her concern that TEQSA will want the Panel involved in this process as well – possibly a totally independent Panel - making recommendations to the Nominations Committee.

➢ In discussion, Council noted:

- That the University's credibility with the regulator had been very low and that while the VU negotiation had earned back some trust, we would need to continue to earn trust before seeking further leeway with their directives on many of these processes.
- A proposal to, instead, suggest that Council nominate independent people acceptable to TEQSA to the existing Nominations Committee. This would allow the University to strengthen existing ANU Nominations Committee processes, avoid another ad hoc process and be more accountable for the outcome of decisions made.
- Rather than try to appoint new Council members, Council has the ability to appoint independent, non-Council members, including to chair sub-committees like AFRC.

Following discussion, the following action was agreed:

➢ **ACTIONS**:

- Any decision on an approach to the appointment of Council members be delayed until after the meeting on 8 May.
- In relation to the Audit, Finance and Risk Committee, that the current skills matrix of the Committee be explored to identify a possible Chair amongst existing members or a suitably qualified and willing Council member.

Resolved:

Council **noted** discussion on the implications for University governance of TEQSA directives on Council appointments and the agreed approach to be taken in negotiations with the regulator.

Tanya Hosch left the meeting

PART 3 – OTHER BUSINESS

3.1 OTHER BUSINESS

The following items of other business were discussed:

[redacted]

[redacted]

[redacted]

[redacted]

4 NEXT MEETING

Council **noted** that the next scheduled meeting will be held on 8 May 2026.

The meeting closed at 9.25pm (AEST)

______________________________ Date

Larry Marshall
Pro-Chancellor
The Australian National University

Appendix A: Proposed resolutions from Professor Mikeyev