1. **DECLARATIONS OF INTEREST (SENATE STANDING ORDERS CLAUSE 4.2)**
   No interests were declared

2. **CONFIRMATION OF MINUTES**
   Not applicable.

3. **PARAGEN PTY LTD**
   **Resolved:** Senate resolves as follows:
   RC/06/2005
   (i) Subject to paragraph (iii), to authorise Murdoch Ventures Pty Ltd to subscribe for and hold 50% of the issued capital in an incorporated entity that will own a majority shareholding in Paragen Pty Ltd;
   (ii) Subject to paragraph (iii), to authorise the University to transfer its current shareholding in Paragen Pty Ltd to the new incorporated entity referred to in paragraph (i); and
   (iii) These authorisations are subject to:
   (a) the University obtaining tax advice confirming that the transactions and proposed structure do not create any adverse consequence for the University or its companies; and
   (b) the proposed incorporated entity adopting a statement of governance principles to include a reporting regime to its shareholders that conforms to the University’s Governance of University Entities Policy.

4. **MURDOCH WESTSCHEME ENTERPRISE PARTNERSHIP**
   **Resolved:** Senate resolves as follows:
   RC/07/2005
   (i) Subject to (ii), paragraphs 1 and 2, the University’s Policy for the Establishment and Operation of Incorporated Entities will not apply to companies proposed to be incorporated pursuant to a resolution of the Investment Committee of the Murdoch Westscheme Enterprise Partnership (“MWEP”).
This exemption is subject to:

(a) The University obtaining tax advice confirming that the formation of companies owned by the MWEP partners, namely Murdoch Ventures Pty Ltd (“MVPL”) and WestScheme Ventures Pty Ltd (“WVPL”), does not create any adverse consequence for the University or its companies.

(b) With the exception of paragraphs 1-3, 5, 14-18, 21, 24, and 28, the University’s Policy for the Establishment and Operation of Incorporated Entities will apply to every MWEP Partnership Company, modified as necessary.

(c) MVPL and WVPL will subscribe for and hold equal percentages of the issued capital in any MWEP Partnership Company, subject to the discretion of the MWEP Investment Committee to resolve that the shareholding in any MWEP Partnership Company should be apportioned on any other basis, including the possibility that a third party may be invited to subscribe for shares.

(d) The board of directors of each MWEP Partnership Company will comprise MVPL appointees at least equal to the ratio of MVPL to non-MVPL equity in the entity. Irrespective of the shareholding, the University must be entitled to nominate at least one member of the board of directors of any MWEP Partnership Company. Such nomination will be at the discretion of the Vice Chancellor taking into account paragraph 17(c) of the University’s Policy for the Establishment and Operation of Incorporated Entities.

(e) The Director of R&D will report to the Senate immediately after the incorporation of each such MWEP Partnership Company, providing details of the entity name, directors, shareholding and proposed commercialisation plan for the company.

(f) At the first meeting, the board of directors (or equivalent) of every MWEP Partnership Company will adopt and evaluate regularly a written statement of its governance principles that contains, as a minimum, standards of governance contained in the University’s Policy for the Governance of University Entities.

(g) Each MWEP Partnership Company will prepare an annual business plan, operate on approved budgets, and report to its shareholders on its activities at least quarterly. The business plan, budgets and reports on activities will be presented to its shareholders (or equivalent) for approval.

(h) A MWEP Partnership Company must obtain shareholder approval before: (1) the incurring of any debt; (2) the provision of any guarantee; or (3) the incurring of any contingent liability. Shareholder approval will be given only after careful consideration of a business case (in writing) including a risk assessment of the proposed activity.

(i) The audited financial statements of each MWEP Partnership Company must be presented to its shareholders (or equivalent) for review within 3 months of the financial year-end of the entity.

(j) Each MWEP Partnership Company is responsible for its own administrative, secretariat and accounting support. The University may provide such support on a fee for service basis.

(iii) The Senate approves the expansion of the partnership to include commercialisation of 3rd party owned intellectual property in respect of which the University has no interest, and authorises the General Counsel & University Secretary to arrange for appropriate amendments to be made to the MWEP partnership to effect this approval.

5. FOR NOTING

Bookshop Development and Location of the Guild Tavern

Members noted the paper addressing the action item from the Senate Minutes (S/12) of 22 February 2005, relating to the decrease in size of the redeveloped refectory area.
### AGENDA ITEM 14.1

**SENATE BRIEFING PAPER**

<table>
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<tr>
<th>Date:</th>
<th>8 / 03 / 2005</th>
<th>Referred to Senate:</th>
<th>through the Resources C'tee.</th>
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<tr>
<td>Subject:</td>
<td>Paragen Pty Ltd</td>
<td>Division:</td>
<td>Research &amp; Development</td>
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<tr>
<td>From:</td>
<td>Dr Paul D’Sylva</td>
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**Purpose:**
To update Senate through the Resources Committee in relation to the status of Paragen Pty Ltd

**Background & summary:**
The University owns 62.5% of the issued shares of Paragen Pty Ltd (“Paragen”), which was formed to develop and exploit a non-chemical flea vaccine.

The relationship with the other shareholder, Imugene/Brightsun, has been troubled with virtually no progress being made over the last 12 months due to lack of funding support.

The stalemate with Imugene/Brightsun has been broken by transferring the project to the Murdoch Westscheme Enterprise Partnership (“MWEP”), which has made a funding proposal to Paragen.

The position regarding Paragen has progressed since the last update. MWEP’s external lawyers, Blake Dawson Waldron, have provided the latest revised version of the draft subscription and shareholders agreement (“SSA”) and a revised draft constitution (“New Constitution”) for Paragen to adopt.

**Issues & alternatives considered:**
MWEP has circulated the latest draft version of the SSA and the New Constitution amongst the various stakeholders. If accepted without further amendment, it is anticipated that the matter will proceed to a successful conclusion in the near future.

MWEP’s funding proposal for investing in Paragen includes a requirement of establishing a subsidiary incorporated entity (“Subsidiary”) as a vehicle for this transaction. Murdoch Ventures Pty Ltd and Westscheme Ventures Pty Ltd, wholly owned subsidiaries of Murdoch University and Westscheme, respectively, and the partners of MWEP, will be equal shareholders in the Subsidiary. As part of the MWEP proposal, shares in Paragen will be held as follows:

- the Subsidiary will hold 700 Series A preferential shares;
- Murdoch University will transfer its 1000 ordinary shares to the Subsidiary; and
- Imugene/Brightsun will hold 600 ordinary shares.

The rationale for the incorporation of MWEP Subsidiary as the vehicle for this transaction is to provide an extra layer of protection for MWEP and to serve as a risk mitigation measure to reduce risk to MWEP directly and ultimately the partners of MWEP. This is especially relevant given the previous history and conduct of Brightsun Pty Ltd the continuing minority shareholder in Paragen.

If the MWEP proposal is successful, the Subsidiary will have to be established before the signing of the SSA. As such, Senate approval is sought for Murdoch Ventures Pty Ltd to take a 50% shareholding in the Subsidiary with the remaining 50% to be held by Westscheme Ventures Pty Ltd.

In establishing the Subsidiary, Murdoch Ventures Pty Ltd will ensure that the Subsidiary will adopt a written statement of governance principles conforming to Murdoch University’s own standard governance principles as contained in the University’s Governance of University Entities Policy. The principles will include:

- the periodical evaluation of its statement of governance principles;
- responsibility for developing strategies and policy including the development and adoption of a clear corporate and business strategic plan;
- responsibility for budgeting, planning and performance management including the preparation of an annual budget, ensuring that key performance indicators set by the board are met;
- responsibility for internal controls and management information systems;
- responsibility for risk management on a continuing basis;
- implementation of reporting protocols for the preparation of reports to its shareholders to allow them to meet their reporting obligations to their respective governing bodies, for example, for Murdoch Ventures Pty Ltd.
Lt to report to the Resources Committee on the performance of the Subsidiary, and to ensure effective communication between the board of the Subsidiary and its shareholders on significant matters.

Tax advice on this transaction is also being sought from both the Office of Financial Services and Blake Dawson Waldron. Such advice will cover the establishment of the Subsidiary as the appropriate vehicle for this transaction.

**Linkage to the University’s strategic plan:**
The exploitation of Murdoch University’s existing and potential intellectual property, technology transfer, and commercialisation.

**Risk management considerations:**
As mentioned earlier, the establishment of the Subsidiary as the appropriate vehicle for this transaction will add an additional payer of protection between MWEP and the investment in Paragen. The Subsidiary will also have a risk mitigation function in further protecting the partners of MWEP from any potential liability.

Additionally, the SSA will govern the conduct of the project, which is the core activity of Paragen. The additional oversight by the Subsidiary and the strict adherence to an already established project work plan contained within the SSA will ensure that the project will flow smoothly.

The SSA also gives the Subsidiary control of Paragen through its shareholding to ensure that the core activity and governance of Paragen is managed in accordance with the SSA and the project work plan.

**Who has been consulted:**
- Leigh Warnick, Blake Dawson Waldron
- Julie Keene, Director, Office of Financial Services
- Manraj Khosa, Legal Counsel, Office of Legal & Governance

**Attachments:**
- No attachments
- The following documents are attached:

**Further information is available at:**
Not Applicable

**Who to contact & his/her contact details to discuss the matter before the meeting:**
Paul D’Sylva,
Director, Division of Research & Development
Direct Line: 9360 2574
Email: P.D’sylva@Murdoch.edu.au

**Recommendation:**
Senate resolves as follows:

(i) Subject to paragraph (iii), to authorise Murdoch Ventures Pty Ltd to subscribe for and hold 50% of the issued capital in an incorporated entity that will own a majority shareholding in Paragen Pty Ltd;

(ii) Subject to paragraph (iii), to authorise the University to transfer its current shareholding in Paragen Pty Ltd to the new incorporated entity referred to in paragraph (i); and

(iii) These authorisations are subject to:

(a) the University obtaining tax advice confirming that the transactions and proposed structure do not create any adverse consequence for the University or its companies; and

(b) the proposed incorporated entity adopting a statement of governance principles to include a reporting regime to its shareholders that conforms to the University’s Governance of University Entities Policy.
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<th>Signed:</th>
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<tr>
<td><strong>DR PAUL D’SYLVA</strong></td>
<td><strong>MR IAN CALLAHAN</strong></td>
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<tr>
<td><strong>DIRECTOR, DIVISION OF RESEARCH &amp; DEVELOPMENT</strong></td>
<td><strong>PRO VICE CHANCELLOR (RESOURCE MANAGEMENT)</strong></td>
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</table>
Date: \[7 / 03 / 2005\] Referred to Senate: through the Resources C'tee.

Subject: Murdoch Westscheme Enterprise Partnership ("MWEP")

From: Dr Paul D'Sylva

Division: Research and Development

Purpose:
Confirm the ability of the MWEP to manage the affairs of the partnership without regular recourse to the Universities' governing bodies and to approve the expansion of the partnership to include 3rd party IP.

Background & summary:
In November 2004 Senate approved the formation of MWEP. MWEP is a 50/50 partnership with the Westscheme Superannuation fund and Murdoch through their respective wholly owned subsidiaries Westscheme Ventures Pty Ltd and Murdoch Ventures Pty Ltd. In essence Murdoch provides intellectual property ("IP") and Westscheme research funding of the IP.

The joint venture is essentially an incubation fund to harness and develop IP commercialisation opportunities using Murdoch introduced IP. The partnership is administered by the University’s Industry Liaison Office and funded by Westscheme. The initial twelve month period of operation has achieved a high profile within Murdoch’s research community with currently 6 projects approved for funding. Many other proposals have been filtered out following a robust assessment process which is central to the success of MWEP.

The Resource Committee has been updated on the progress of MWEP, including its governance regime and its Chair has also been provided with specific informal briefings on a regular basis.

MWEP is gathering momentum. It is evident the next phase will soon require the incorporation of specific purpose companies and swift decision making processes. However University policies, if strictly applied, may inadvertently serve to unduly hinder MWEP’s objectives.

At its inception Senate implicitly vested MWEP’s management with delegated authority to make decisions and do all things necessary to ensure MWEP was a commercial success.

The University has policies in place related to the incorporation and management of entities which, inter alia, require Senate approval for incorporation and adherence to good governance practices.

For the avoidance of doubt Senate is being requested to note and acknowledge the ability of MWEP to establish companies and to manage the affairs of the partnership as MWEP deems appropriate. In this regard it should be noted that entities will be directly owned by MWEP. As such the University will not have majority control.

It is also planned to expand the partnership to include access to 3rd party owned IP to increase the catchment area.

The original submission to Senate only referred to Murdoch IP and, for absolute clarity, management feels it necessary to alert Senate of this prospect and seek specific approval for this variation to allow the partnership agreement to be amended.

Issues & alternatives considered:
Conventional approval processes through Resources Committee and then Senate will often elongate response times required in the commercial sector, especially given the duration between meetings. However the reporting regime into Resource Committee will continue.

Senate has previously mandated the incorporation of entities for commercial activities with part of the rationale being to ring fence and distance itself from liabilities or other exposures. The MWEP model complies with these requirements including the provision of an independent, accountable and experienced board for all MWEP subsidiaries.

It is expected that each new subsidiary will adopt its own governance principles in much the same way as public listed companies are required to document their practices. Similarly as Murdoch's own governance principles reflect broader community values, the expectation is MWEP subsidiary companies will behave and conduct its affairs along similar lines to the University. However, the independence and responsibility of each board to conduct its affairs as it sees fit is an overriding fact.

Linkage to the University’s strategic plan:
The commercialisation of the University’s intellectual property.
Risk management considerations:

MWEP has an imbedded governance structure enshrined in the partnership agreement. This includes a Steering Committee, which comprises 2 Murdoch appointees, namely, the Vice Chancellor and the Pro Vice Chancellor - Research & Development. The Committee is charged with dealing with matters of policy, governance and determination or resolution of all partnership issues (Refer Attachment A). This includes the formation of companies and the appointment of suitable directors.

Any MWEP owned companies would be manned by a board with appropriate skills and expertise.

MWEP has a Commercial Manager whose responsibilities are outlined in Attachment 2. The position adds a further layer of protection through the oversight of commercial issues and risks from the global perspective of the partnership as a whole. The partnership has a dedicated Investment Manager whose day to day responsibilities are also attached.

There is already a formal and informal dialogue with the Resources Committee and it is envisaged that this is further mingled into the Committee's reporting calendar. It is stressed however that the nature of such reporting is for information and relates to the University’s monitoring of its investment in the partnership, rather than as a mechanism to act as an approving authority.

It is also intended to undertake an annual gap analysis of MWEP and National Governance protocols for Public Higher Education institutions and advise Resource Committee of the results.

The Office of Legal and Governance continually observes the activities of the partnership in respect of Murdoch's equity interest.

Who has been consulted:

General Counsel/ Director - Research & Development/ Pro-Vice Chancellor (Resource Management)/Director - Office of Financial Services/MWEP Investment Manager & MWEP Commercial Manager

Attachments:

☐ No attachments  ☒ The following documents are attached:
  - Steering Committee terms of reference
  - Investment Manager & Commercial Manager's responsibilities

Further information is available at:

www.intellectualprofits.com.au (Web site for MWEP)

Who to contact & his/her contact details to discuss the matter before the meeting:

Dr Paul D'Sylva - Director - Research & Development Direct Line: 9360 2574 E-Mail: p.d'sylva@murdoch.edu.au

Recommendation:

Refer attached sheet “ALTERNATIVE WORDING FOR SENATE’S GENERIC APPROVAL FOR MWEP PARTNERSHIP COMPANIES”

Signed:  

(Original signed)  
DR PAUL D’SYLVA  
DIRECTOR - RESEARCH & DEVELOPMENT

Supported:  

(original signed)  
PROF. ANDRIS STELBOVICS  
PRO VICE CHANCELLOR -RESEARCH & DEVELOPMENT
ALTERNATIVE WORDING FOR SENATE’S GENERIC APPROVAL FOR MWEP PARTNERSHIP COMPANIES

Recommendation:

Senate resolves as follows:

(i) Subject to (ii), paragraphs 1 and 2 of the University’s Policy for the Establishment and Operation of Incorporated Entities will not apply to companies proposed to be incorporated pursuant to a resolution of the Investment Committee of the Murdoch WestScheme Enterprise Partnership (“MWEP”).

(ii) This exemption is subject to:

(a) The University obtaining tax advice confirming that the formation of companies owned by the MWEP partners, namely Murdoch Ventures Pty Ltd (“MVPL”) and WestScheme Ventures Pty Ltd (“WVPL”), does not create any adverse consequence for the University or its companies.

(b) With the exception of paragraphs 1-3, 5, 14-18, 21, 24, and 28, the University’s Policy for the Establishment and Operation of Incorporated Entities will apply to every MWEP Partnership Company, modified as necessary.

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(d) The Director of R&D will report to the Senate immediately after the incorporation of each such MWEP Partnership Company, providing details of the entity name, directors, shareholding and proposed commercialisation plan for the company.

(e) At the first meeting, the board of directors (or equivalent) of every MWEP Partnership Company will adopt and evaluate regularly a written statement of its governance principles that contains, as a minimum, standards of governance contained in the University’s Policy for the Governance of University Entities.

(f) Each MWEP Partnership Company will prepare an annual business plan, operate on approved budgets, and report to its shareholders on its activities at least quarterly. The business plan, budgets and reports on activities will be presented its shareholders (or equivalent) for approval.

(g) A MWEP Partnership Company must obtain shareholder approval before: (1) the incurring of any debt; (2) the provision of any guarantee; or (3) the incurring of any contingent liability. Shareholder approval will be given only after careful consideration of a business case (in writing) including a risk assessment of the proposed activity.

(h) The audited financial statements of each MWEP Partnership Company must be presented to its shareholders (or equivalent) for review within 3 months of the financial year-end of the entity.

(i) Each MWEP Partnership Company is responsible for its own administrative, secretariat and accounting support. The University may provide such support on a fee for service basis.

(iii) The Senate approves the expansion of the partnership to include commercialisation of 3rd party owned intellectual property in respect of which the University has no interest, and authorises the General Counsel & University Secretary to arrange for appropriate amendments to be made to the MWEP partnership to effect this approval.

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STEERING COMMITTEE ROLE AND RESPONSIBILITIES

Role
To exercise overall supervision of all matters pertaining to the partnership’s business.

Responsibilities
1. The consideration and determination of:
   a. all matters relating to general policies and procedures, methods of operation and codes of conduct, e.g. funding strategy and funds allocation, reporting requirements and profit distribution
   b. the criteria for funding the partnership’s business and investments;
   c. the form of the terms and conditions relating to investment opportunities and annual budgets;

2. The consideration, revision and approval or disapproval, of business plans and budgets prepared and submitted to it.

3. The appointment, termination and substitution of the Investment Committee Representatives and Investment Committee Chairperson.

4. The creation of the Executive Bonus Pool.

5. The remuneration and incentivisation of the Investment Committee.

6. The approval of Key Personnel substitutions.

7. The consideration and, if so required, the determination of any matter relating to the partnership’s business which may be referred to it.

Composition

The partners appoint four Representatives, two from each partner. Substitute and alternate Representatives can be appointed. A Chairperson is elected annually.

Committee Meetings

1. (meetings): There must be at least two meetings of the Steering Committee held in any Financial Year.

2. (additional meetings): Any additional meeting of the Steering Committee must be convened following any written request of any Representative made to the chairperson of the Steering Committee.

3. (venue): Meetings of the Steering Committee must be held at any venue agreed at any time by the Representatives.

4. (methods): Any meetings of the Steering Committee may be conducted by written resolution, telephone conference, video conference or any similar means of audio or audio-visual communication.
5. **(notices):** Each Representative must receive prior written notice of any meeting of the Steering Committee, together with an agenda, at least five Business Days prior to that meeting, except where otherwise agreed by all Representatives.

6. **(agenda):** The agenda for any meeting of the Steering Committee must be decided by the chairperson of the Steering Committee or, in the case of a meeting convened at the request of any Representative, by that Representative.

7. **(resolutions):** The Steering Committee must not pass any resolution at any meeting where notice of that resolution has not been given in the prior agenda for that meeting.

**Meeting Quorum**

1. **(minimum attendance):** Three Representatives make a quorum, however:
   a. at least one Representative must have been appointed by Murdoch; and
   b. at least one Representative must have been appointed by Westscheme.

2. **(meeting adjournment):** A meeting of the Steering Committee must be adjourned, if a quorum is not present within 30 minutes of the time specified for the meeting, to a date and time five Business Days following the time of, and at the same place as, the original meeting to be notified to all Representatives.

3. **(adjournment quorum):** Any Representatives present at any meeting adjourned because of insufficiency of quorum creates a quorum for that adjourned meeting quorum.

**Voting**

1. **(voting power):** Each Representative is entitled to cast one deliberative vote at any meeting of the Steering Committee.

2. **(chairperson):** The chairperson of the Steering Committee is not entitled to any casting vote in the event of any equality of votes at any meeting of the Steering Committee.

3. **(equality of votes):** In the event of any equality of votes at any meeting of the Steering Committee either Partner may within 15 Business Days of the relevant vote submit the matter on which there is an equality of votes to arbitration.

**Unanimous Consent**

The unanimous consent of the Steering Committee is required for any decision relating to the Partnership undertaking any business activity not specified in the Business Undertaking Schedule.

**Representative Remuneration**

Any Representative is not entitled to payment of any fee, salary or other remuneration or reimbursement of any cost by the Partnership or any other person for or incurred in the attendance of any meeting of the Steering Committee by that Representative, except with the Unanimous Consent of the Partners.
(Extract from Murdoch Westscheme Enterprise Partnership agreement)

Duties of the Commercial Manager

Subject to the overall supervision of, and in compliance with the strategies and policies established from time to time by, the Investment Committee the responsibilities of the Commercial Manager include:

(a) **planning documents**: to be available from time to time for consultation by the Investment Manager on the preparation of the Planning Documents;

(b) **consultation**: to be available from time to time for consultation by the Investment Manager on such other matters as the Investment Manager may wish to consult with the Commercial Manager; and

(c) **recommendations**: to make recommendations to the Steering Committee with respect to each Planning Document and all other matters submitted by the Investment Manager and all matters submitted by the Investment Committee

INVESTMENT MANAGER ROLE AND RESPONSIBILITIES

**Role**

Performing the partnership’s day to day management, functions and activities.

**Main Responsibilities**

1. supervision of daily administrative, commercial and financial business activities;
2. performing operational management;
3. making decisions relative to personnel matters, including engagement and termination of agents;
4. identifying, locating, investigating, assessing and evaluating commercialisation opportunities;
5. presenting and recommending such commercialisation opportunities to the Investment Committee;
6. structuring and negotiating the terms and conditions of the funding of commercialisation opportunities;
7. assisting the Investment Committee with the selection, prioritisation, execution and monitoring of commercialisation opportunities;
8. assisting in areas such as strategy, sales and marketing and relationship management;
9. entering into, and monitoring the performance of each party to, each Research Agreement and Licence Agreement;
10. managing and monitoring the discovery and protection of all Investment Associated Intellectual Property and all the Intellectual Property and technology developed;
11. attending at and providing periodic reports to the Investment Committee on each opportunity;
12. preparing and setting the timetables, milestones, business plans and budgets for each opportunity and monitoring its performance;
13. ensuring that each opportunity is appropriately resourced;
14. acting as first point of contact on all matters relating to project management;
15. managing the portfolio of projects;
16. keeping the partnership’s books of account;
17. establishing and maintaining bank accounts;
18. hold all Investment Associated Intellectual Property pursuant to any Licence Agreement;
19. acting as custodian for documents of title belonging to the partnership.
Purpose:
To address the action item from the Senate Minutes of 22 February 2005.

The PVC RM is to prepare a report addressing the Guild of Students issues relating to the decrease in size of the redeveloped refectory area.

Background and summary:
Management began evaluating a variety of alternative proposals in late September 2004 to establish a Chiropractic Clinic on campus. Up to this time the generally accepted proposal was to purchase and fit out a transportable at a cost of $1.1m and then relocate the clinic to a new Health Sciences complex to be constructed near Murdoch Drive over the next 2 years.

Management used this process as a catalyst to consider a series of space shuffles within the University. These space shuffles included the possibility of relocating the Guild Tavern (and other Guild facilities) to the Bush Court area and converting the whole Amenities Building into a Health Science Complex. Discussions with the Guild on these issues commenced in early October 2004.

After considering the options available management ultimately put forward a proposal which includes relocating the bookshop to an area comprising part of the existing Refectory and using the current bookshop location as the Chiropractic Clinic.

The proposal to move the Bookshop and establish the Chiropractic Clinic was put to SEG and supported unanimously. The proposal was then put to the Resources Committee for debate. The Guild of Student representative raised two concerns which were addressed at that meeting. One of these concerns related to the layout of the entrances to the bookshop (ie capacity to handle peak periods at the commencement of term) and the other concern related to the suitability of the Tavern and Chiropractic Clinic being located in the same general area. These concerns were not those subsequently raised on the Senate Floor.

On the day of the Senate meeting the Guild of Students sponsored a protest and published a flyer to hand out to interested parties. The flyer presented a view that the staff Club Murdoch facility should be shifted into the Refectory area and the Tavern should be relocated into the Club Murdoch area. The Guild gathered 300 signatures on a petition against proceeding with the proposed Bookshop relocation and in favour of relocating the Tavern to Club Murdoch.

On the Senate floor the Guild of Students representatives raised two issues being:

- The proposed changes halved the size of the Refectory and significantly reduced the number of seats available for students to use. This reduced the facilities available for students.
- The reduction in size of the Refectory (and reduced seating for students) would be supported by the Guild if the Guild Tavern was relocated to Club Murdoch.
Issues and alternatives considered:

*The area of the Refectory will be cut in half and capacity will be reduced:*

The current total internal area of the refectory is 701 sq meters. This will be reduced to 541 sq meters. Of the 160 sq meters space reduction, 130 sq meters is space currently used for seating. In addition a veranda area of 129 sq meters currently used for outside seating will also be converted into bookshop use. This equates to a total of 259 sq meters of area used for seating in the current configuration of the Refectory that will not be used for seating in the reconfigured seating arrangements.

To replace the seating capacity lost to the Bookshop, the following is to be implemented as part of the current proposal:

- Upgrade of the northern courtyard (including some all weather seats) to create a new area to accommodate diners and improve the alfresco experience
- Increase in seating capacity in the southern courtyard (including creating some new all weather seating) and an upgrade of the area to improve the alfresco experience
- Addition of seating capacity in the Bush Court veranda outside the Refectory
- Addition of some new bench seating in the Refectory area.

At the date of writing this report there were 288 seats in the Refectory area. Of these 244 could be considered all weather.

Under the proposed changes the reconfigured Refectory would have 282 seats of which 206 are all weather. This represents a reduced capacity of 6 seats in total however the number of all weather seats has reduced by 38.

Management had plans to make more seating in the southern courtyard all weather and expand seating availability in Bush Court however our consultation process with the food vendors in the Refectory indicated that the winter period was the quietest time for the Refectory and demand for all weather seats is unlikely to exceed the 206 available unless demand during this time period increased from historical levels.

Rather than spend funds unnecessarily on all weather seats, management have focused on improving the alfresco facilities and flow through of seating facilities into Bush Court. This appears to better reflect demand patterns during the peak times and has the benefit of providing a more obvious link for students to either sit inside, use alfresco seating or flow through to the Bush Court lawn during lunch periods.

Should demand patterns change and the 206 all weather seats prove to be unsatisfactory then a contingency plan exists that allows for the creation of more all weather seats. Of course management would welcome a situation where demand has improved as it would be a reflection that the new Bookshop location, new Ticketmaster facility and improved alfresco experience were welcomed by patrons.

*The staff facility at Club Murdoch should be moved into the refectory (ie instead of the Bookshop) and the Guild Tavern moved into Club Murdoch.*

Management and the Guild have been exploring a variety of proposals to shift the tavern into the Bush Court area. The Guild had represented that (other then the University constructing a new purpose built Guild building incorporating a tavern) the “only” move they would consider would be one to Club Murdoch. The proposal to move the Tavern into the Club Murdoch location was reviewed as part of the overall evaluation of possibilities by management but was considered not viable (as part of the current series of moves) for a variety of reasons. These reasons were discussed with the Guild. These included:

- The current tenant at Club Murdoch has slowly built up a viable business at the Club and staff support for the facility has continued to grow. Forcing the tenant and staff to move to a facility with decreased amenities would create a whole series of other problems and objections.
- Relocating the Tavern does not free up a viable space for the Chiropractic Clinic. Relocating the Bookshop to the Tavern area so the Chiropractic Clinic could occupy the bookshop area would mean doubling up on cost and still only achieve the move of the Bookshop from one undesirable location to another undesirable location.
Discussions with the Guild stalled as the above reasons were not considered appropriate reasons for not proceeding with their proposal. As moving the Tavern was not the main priority driving the space shuffle, with time pressures on the construction period and requirement to have the Clinic open in July 2005, management proceeded to evaluate possibilities and in December 2004 ultimately settled on the proposal of shifting the Bookshop.

Once the Bookshop proposal was settled the Guild view changed and they expressed a desire to explore other options for the relocation of the Tavern (but haven’t given up on the possibility that an option may surface that makes Club Murdoch available). The consultation process has been ongoing since October 2004 and is continuing however management focus over the last few weeks has been on delivering the Peel campus on time, addressing the many short term accommodation issues leading up to students and staff returning to campus and planning the execution of the Chiropractic/Bookshop project within the required timelines.

Relocating the Tavern to the Bush Court area is a highly desirable outcome generally supported by management (subject to financial and logistics issues being adequately addressed). However the current proposal being pushed by the Guild is not a quick fix and presents a series of issues not easily overcome in the short term.

Person to contact if a Senator wishes to obtain further information or to discuss the matter before the meeting

<table>
<thead>
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Recommendation

That Senate resolve:

Noting Only