

**REPORT ON PROCEEDINGS BEFORE**

**STANDING COMMITTEE ON SOCIAL ISSUES**

**NEW SOUTH WALES UNIVERSITY SECTOR**

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**At Jubilee Room, Parliament House, Sydney on Wednesday 17 December 2025**

**The Committee met at 9:20.**

**PRESENT**

The Hon. Dr Sarah Kaine (Chair)

Ms Abigail Boyd  
The Hon. Anthony D'Adam  
The Hon. Rachel Merton  
The Hon. Bob Nanva  
The Hon. Emily Suvaal

**PRESENT VIA VIDEOCONFERENCE**

The Hon. Sarah Mitchell (Deputy Chair)

\* Please note: [inaudible] is used when audio words cannot be deciphered



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**The CHAIR:** Welcome to the second hearing of the Social Issues Committee inquiry into the New South Wales university sector. I acknowledge the Gadigal people of the Eora nation, the traditional custodians of the lands on which we are meeting today. I pay my respects to Elders past and present, and celebrate the diversity of Aboriginal peoples and their ongoing cultures and connections to the lands and waters of New South Wales. I also acknowledge and pay my respects to any Aboriginal and Torres Strait Islander people joining us here today. My name is Sarah Kaine, and I'm the Chair of the Committee.

I ask everyone in the room to please turn their mobile phones to silent. Parliamentary privilege applies to witnesses in relation to the evidence they give today. However, it does not apply to what witnesses say outside of the hearing. I urge witnesses to be careful about making comments to the media or to others after completing their evidence. In addition, the Legislative Council has adopted rules to provide procedural fairness for inquiry participants. I encourage Committee members and witnesses to be mindful of these procedures.

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**Dr ADAM LUCAS**, Honorary Senior Fellow, School of Humanities and Social Inquiry, Faculty of Arts, Social Sciences and Humanities, University of Wollongong, before the Committee via videoconference, sworn and examined

**The CHAIR:** Good morning, Dr Lucas. Would you like to start by making a short opening statement?

**ADAM LUCAS:** Thank you, Dr Kaine. Good morning, honourable members. Thank you for this opportunity to appear before you today and for convening this important inquiry. My submission with Professor Guthrie highlights the fact that Australia's public universities are in the midst of a profound governance failure. Over the past three decades, collegial and democratic decision-making has been replaced by highly centralised executive control. That control is exercised by vice-chancellors and governing councils that increasingly resemble corporate boards, but they lack adequate oversight mechanisms to ensure universities remain focused on their core missions of teaching, research and social engagement. This lack of adequate oversight has had, and continues to have, very destructive consequences. Across New South Wales and nationally, we're seeing repeated waves of mass sackings, wholesale subject deletions and abrupt course closures. These decisions are routinely made without meaningful academic participation and are routinely justified by opaque claims of financial crisis that collapse under scrutiny when cash reserves and asset positions are independently examined.

The damage to educational quality is severe. When disciplines are hollowed out through redundancies and program closures, universities lose their capacity to reproduce themselves intellectually. Australia can't properly train future academics or professionals or researchers if our disciplinary cores are being dismantled, nor can universities provide adequate professional training for graduates when curricula are repeatedly being restructured to meet short-term budget targets rather than educational or accreditation standards. These are all the predictable outcomes of a governance model dominated by people whose primary experience lies outside education. Our research shows that two-thirds or more of university council members now come from finance, property and consulting backgrounds, many of whom have links to the big four accountancy and consulting firms. Current and former employees of PWC, KPMG, Deloitte and EY now have positions in senior management, executive ranks and governing bodies throughout most—if not all—of our universities.

The same firms that audit them are hired as consultants to design restructures, including mass redundancies and curriculum transformations that rarely involve academic input or oversight. The Big Four have helped university executives to construct paper financial crises through accrual accounting narratives. They recommend slash and burn solutions and then profit again by auditing or reviewing the outcomes. Meanwhile, staff are sacked, disciplines are erased and students receive a thinner, more precarious education.

State governments possess the legislative powers to intervene. They can reform governing councils, mandate democratic representation, require transparent financial reporting and enforce universities' public service obligations. But, as our submission makes clear, State action alone is not enough. What's required is coordinated reform across the States, Territories and the Commonwealth to close governance gaps that executives and senior managers currently exploit. This inquiry has a rare opportunity to stop the rot from the head. The question isn't whether reform is possible, but whether governments are prepared to act before the public university system is irreversibly damaged.

**The CHAIR:** Thank you very much, Dr Lucas, and thank you for your very comprehensive submission. I wanted to jump right into some of the areas that you talk about in your submission. In our last hearing, we heard from UTS academics, who raised concerns about accounting and reporting choices of UTS management. You also raised similar questions about the use of accrual accounting methods, which you say are often selectively applied. You just mentioned it very briefly when you talked about the confected financial crises. Why is the method problematic? Please remember you're speaking to finance and accounting laypeople—well, I speak for myself on that one. Also, have you seen it applied at the University of Wollongong, and to what end, given that they have engaged on what I understand they call a strategic transformation? So there are three parts to that: Why is it problematic, have you seen it applied at UOW and to what end?

**ADAM LUCAS:** Sorry, what was the last one?

**The CHAIR:** To what end—what's been the result of that application?

**ADAM LUCAS:** It's problematic because we used to run under cash accounting principles, and most of our budgets are based on cash in and cash out. At the moment, something like 35 per cent of university funding comes from the Federal Government. Most of the remaining two-thirds is from student fees. Only a relatively small amount comes from alumni, from external grants, from philanthropic trusts and so on—it is probably 6 or 7 per cent. So it is most meaningful to look at cash in and cash out in terms of the overall budgeting for universities,

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and that was the case until quite recently. Accrual accounting is a form of accounting that is used by commercial entities—commercial corporations and businesses—to account for depreciation and amortisation of equipment and property that they purchase, which obviously makes sense for a commercial entity to be doing that.

The problematic issue for universities is that they receive a lot of their property, as well as equipment, for free through government grants.

Essentially, if they're then depreciating assets that they've acquired for free, then they're able to offset some of those costs against their cash income and make their finances look worse than they actually are. Similarly, they're able to book paper losses on investments as also losses to the finances of the university. But, again, they're not realised or crystallised losses, as we say in accounting. They're just paper losses. Investment income and the value of investments that are external to the university can fluctuate over time, and yet they can still be used as a way of making university finances look worse than that they actually are. In a nutshell, does that make sense to everybody?

**The CHAIR:** It does. Why does it matter that they're making university financials look worse than they are?

**ADAM LUCAS:** Because those worse financial outlooks are then used to justify, generally speaking, job cuts. But they could also be cuts to subjects. They could be cuts to courses. They could be cuts to whole programs, to degrees or to whole disciplines, because they're not deemed to be financially viable. Traditionally, in the universities, we've used those areas where we've drawn more revenue—for example, business, commerce, could be engineering or medicine or law—to cross-subsidise other areas of the university or other teaching or discipline areas that are not doing so well in particular years. Another issue is, of course, enrolments fluctuate from year to year. Disciplines and courses go in and out of fashion. Looking at income in isolation for individual units and disciplines, and looking at whether they're financially viable or not from year to year, is not a good way of dealing with the governance of our disciplines and how our subjects and programs are being run and offered.

Because downturns can happen over two or three years, that can make a whole discipline or program or course look much worse than it actually is, and often these things are temporary. Also, we as academics have very little control over marketing of our disciplines and our courses and our subjects. This is generally run centrally, and we have very little input into that. Often, the people who are running marketing, with respect, we think don't really know what they're doing. Often, particularly, disciplines and courses that are not so visible to high school graduates will tend not to get very good enrolments unless there's an effort made by the university to actually promote them. I know this is a fairly longwinded way of explaining this.

**The CHAIR:** No, it's very helpful. I did ask specifically about the University of Wollongong. Is there anything you can add that's more specific?

**ADAM LUCAS:** Yes. Look, Wollongong has been indulging in this kind of creative accounting. It's perfectly legal for them to do this, because they're required to do so by State legislation. In terms of the details of how this has played out, I can provide the Committee with work that we have done on this, but to actually just recite to you now exactly how this has all worked is a little bit problematic. It's quite detailed and it will take quite a long time to explain, so I'm happy to table that material for you.

**The CHAIR:** That would be great. If we could get that on notice and give you an appropriate amount of time, that would be very helpful indeed. Just rounding out on that, but also linking to your comments about the commercial practice and consultancy, in your submission you link that sort of depreciation fetish with the infiltration by the big four accounting firms. Could you speak a bit more about that?

**ADAM LUCAS:** I can give you an actual example of this from the submission that Professor Guthrie and I made to the governance inquiry in relation to UOW.

**The CHAIR:** To the Senate inquiry?

**ADAM LUCAS:** Yes. If you don't mind, I can read some of our submission in relation to this question:

In 2021, the NSW Auditor-General mandated that UOW revise its 2020 financial statements due to an irregular accounting transaction ... a previously undisclosed expense of AU\$169 million related to UOW's withdrawal from its failed public-private partnership to build and operate the new student accommodation—

—that has subsequently been built.

KPMG played a pivotal role throughout this process, serving as the internal auditor, while a partner in KPMG, who was a long-serving member of the University Council, was appointed by the current NSW Minister for Education as Deputy Chancellor. This same council member was also part of the Finance and Infrastructure Committee that oversaw the preparation of the 2020 financial accounts.

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This same Deputy Chancellor, who was an Audit and Assurance Partner at KPMG's Enterprise Division, has spent over 20 years as a partner at KPMG's Wollongong office, including seven years as Managing Partner. His engagement with UOW extends beyond the Council, having participated in various committees, notably serving as Chair of the Advisory Board for UOW's former Faculty of Commerce. During the Deputy Chancellor's tenure on the UOW Council, KPMG provided several services to the University, although the costs of these services are not disclosed in publicly available records. Since 2004, UOW has hired KPMG for various professional services, with their collaboration beginning in 1995. In 2022, KPMG was the University's designated internal auditor and conducted audits in several key areas. These audits included examining controls over admissions expenditure in student administration, auditing a research institute that was later closed, and focusing on end-user device management to ensure compliance with information technology policies and procedures both in Australia and internationally.

That was in the annual report of 2023.

Another instance of KPMG's involvement with UOW is reflected in its participation in the development application for UOW's planned Health and Wellbeing Precinct after Lendlease was named the project partner ... This major initiative represents a significant public-private partnership with Lendlease. It requires AU\$250 million in capital to construct an independent living retirement complex on university land. Lendlease will manage the complex, including residential apartments, aged care facilities, a childcare centre, community facilities, a café and community hub, and neighbourhood retail outlets. To finance this and other construction projects, the University must service borrowings of at least AU\$750 million. Borrowings should not be used for operating activities.

These two examples suggest that UOW has significantly deviated from its traditional teaching and research mission over the past decade towards a property development enterprise. KPMG has been instrumental in facilitating this transformation.

That's the end of that part of the submission. I hope that clarifies or at least gives you an example of the kinds of things that the Big Four have been involved with in our universities.

**The CHAIR:** Thank you. That's extremely helpful. That overview really paints a picture that we can explore, I think, throughout the day. Just confirming, the Auditor-General found an accounting irregularity in 2021 to the tune of \$169 million?

**ADAM LUCAS:** That's correct. That was borrowing—

**The CHAIR:** I'm not an auditor, but that sounds like a large amount.

**ADAM LUCAS:** It's an extremely large amount, and we're still paying interest on that now. We're paying about \$21 million in interest on loans that have been [inaudible] for construction purposes. That \$169 million was borrowed to pay out the project partner on the student accommodation because there was a poor risk assessment done on the project. Basically, UOW was wearing the cost of the COVID enrolment downturn and the lack of lets in the student accommodation. They were having to pay out the project partner a few million dollars a week to compensate them for that, and that obviously proved to be financially unsustainable. The university took out a loan to purchase the student accommodation [inaudible] via the project partner.

**The CHAIR:** Thank you. That's all extremely helpful. Could I ask a slightly different question? You spoke generally, of course, about governance, but you said in your submission that the University of Wollongong Council currently appears to be in breach of the Act because of the make-up of council, and I note that there have been two new appointees this week. I wondered if you could talk a bit more about that.

**ADAM LUCAS:** Sure. There is a clause in all of the New South Wales Acts to say that no group within the governing council should form a majority, but I think there are four elected members of council currently, even though the Act only requires three. At last count, last time that we looked at the council make-up on the university's website, there appeared to be, I think, six or seven external appointments. If one group is not supposed to form a majority, I'm pretty sure, if that council make-up is still the case, that there's a breach, because that external group of appointed members is over—is a majority.

**The CHAIR:** Can I ask maybe one more question and then I'll hand over to colleagues. As you would be aware, the Senate inquiry handed down its report last week, and its first recommendation was to review the Act. I wanted to ask what would be your number one priority for changing university Acts. Particularly if we're thinking about University of Wollongong, it's one of those few universities that have that geographical component to serve the needs of the people of the Illawarra. I just wondered if you could identify what would be your number one recommendation for changing the Acts—maybe particularly we've been talking about Wollongong, and it has that special regional component—in light of that.

**ADAM LUCAS:** Sure. It seems to me that one of the most important things is not just improving the tertiary education expertise on councils, which is something that not only the accord recommended but this recent Government's inquiry, but that is really not sufficient for dealing with this. It's not enough just to appoint additional people with tertiary education experience. That's why we need to have more elected representation on the governing bodies but also within internal committees and decision-making bodies, because at the moment, a lot of that is just decided by executive fiat. There are a number of reasons why on council expertise alone is not enough. Expertise without democratic mandate doesn't constrain executive power. Appointing more academics to councils improves knowledge, but it doesn't change the power structure. Councils remain self-perpetuating bodies

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that delegate authority to executives. Without elected members, expertise can be marginalised, it can be overridden or it can be isolated within a corporatised governance culture. Elected staff and students provide structural accountability. They don't provide advice, necessarily.

Elected representatives are accountable to the constituencies inside the institution, and that creates ongoing scrutiny because they're actually representing staff or students. It's not a one-off expert input, which is the case often with consultants. It ensures that decisions affecting teaching quality, workloads, student welfare and disciplinary survival are tested against institutional realities. It prevents governance capture and groupthink. Councils dominated by appointed members are vulnerable to homogenous thinking, and this is something that certainly all of us who have served on councils have seen happening. It also makes them vulnerable to consultant influence, not having enough democratic representation on them. We also see lots of revolving-door appointments. Mandated elected representation introduces diversity perspective. It reduces the risk of coordinated executive consultants and narratives going unchallenged. This is another thing which we keep seeing happening, is that consultants provide a playbook, executives implement the playbook; it's a fait accompli. There's a simulation of consultation, but it's always with a predetermined outcome.

Clearly, one of the reasons why governments, corporations and universities hire external consultants rather than drawing on in-house expertise is because they want a predetermined outcome. They want something that is going to accord with what they already have decided. I think that gives you enough background. Again, we've got more material that we can provide you to support some of these arguments, should you wish.

**The CHAIR:** Because you've offered, I would say yes, please. You can provide that on notice. That would be great. Ms Mitchell, do you have some questions?

**The Hon. SARAH MITCHELL:** Mr Lucas, thank you for your evidence and for appearing. I have one issue that I want to ask you about, and it goes to the role of the Minister and the oversight. You do talk about, in your submission, effectively how the role of the ministerial powers—again, just to be clear, not reflecting on any individual who currently has the role or has previously—are quite vague and inconsistently enforced. You also make a recommendation that there should be a joint university governance review panel with the Minister and the Auditor-General to do those periodic audits. I thought that was quite an interesting concept. I wonder if you could talk to us a little bit more about why you think that's necessary, and also whether that happens in any other jurisdictions.

**ADAM LUCAS:** As far as I know, that joint university governance review panel does not exist in any other jurisdictions, so this would be a first if you were to introduce something like this. These things may have operated in the past, Ms Mitchell, but I'm not sure because I haven't been in the system for long enough to know that. You'd probably have to ask some of our older colleagues as to whether structures like that existed, or possibly people who'd worked in the Federal or State education departments.

The idea is if you're conducting periodic audits of university councils' activities and reporting them publicly to Parliament, then universities are going to realise that there's a lot more scrutiny on them and that ultimately they are going to have to provide information which they haven't been required to provide publicly in the past. I think a lot of what is going on at the moment is happening because there's a lack of scrutiny over a lot of these sorts of issues. What we were recommending is that there should be targeted ministerial approval powers for high-risk activities. That should include central borrowing, it should include long-term land alienation and it should include the establishment of controlled entities above any defined materiality thresholds.

Just to give you one example of why this is important—I've just heard this, so this is hearsay, but it's to do with one of the overseas campuses that one of the universities has just approved in India. Apparently this was done without council approval at the university concerned. The agreement that was signed with the Indian Government to start this campus means that whatever capital the university puts into that campus in India will not be able to be withdrawn should that campus fail. That is an example of poor decision-making that has had inadequate oversight. I'm sure that if the Minister and the Auditor-General had had some involvement or some oversight over these sorts of issues, decisions like that would not be made, or there would be more checks and balances put into the contract prior to making that commitment.

**The Hon. SARAH MITCHELL:** So effectively it's just increased oversight and public accountability around decisions that've been made, or that will be made.

**ADAM LUCAS:** Yes, essentially. It doesn't involve the Minister micromanaging what's going on. It just means that in the legislation there are defined thresholds over which universities have to declare what they're actually doing. Particularly, we've seen a number of failed overseas campuses begun by a number of universities. Because of the accrual accounting mechanisms and the lack of requirements on the universities to provide detailed accounts of these overseas entities, there's clearly some cross-subsidisation happening. There's money going from

our main campuses here in Australia into these entities to prop them up. That is not what should be happening. That is not what the Commonwealth funds universities to do with student fees. That money should continue to be recycled and spent within Australia, not spent on overseas recruiting ventures.

**The Hon. SARAH MITCHELL:** Thank you. That's useful.

**The Hon. ANTHONY D'ADAM:** I wanted to ask about the mandate of the University of Wollongong in relation to serving the Illawarra region. Is there any specific requirement for the council to be composed of people from the Illawarra?

**ADAM LUCAS:** I believe that in the older legislation there certainly was. In the current legislation, I don't recall that there is any such requirement. This is something we analysed in a number of the Greater Sydney area universities. I think the University of Newcastle and Western Sydney University are the only two that had any requirements around servicing and drawing from the local communities. I mean, I could be wrong about the current Wollongong Act. There might be a requirement for one or two of those positions to be drawn from the local community. I know there used to be, but I'm just a little bit rusty on this question, so I'm not absolutely sure about that.

**The Hon. ANTHONY D'ADAM:** Does any of the current leadership have any specific affinity with the Illawarra?

**ADAM LUCAS:** I think a number of the people who are on council certainly have lived and worked in the Illawarra for a long period of time. But as to whether they have any particular affinity or commitments to things that are going on here in the Illawarra, I couldn't tell you. I know that there is a commitment on the part of several of the governing body members to the construction of this health and wellbeing precinct, which has been very controversial. But other than that, I honestly couldn't tell you.

**The Hon. ANTHONY D'ADAM:** I wanted to explore some comments you made earlier about this idea around booking losses. I don't really understand why the university would be motivated to make things look worse than they currently are. Can you perhaps just elaborate on the dynamics that are at play there?

**ADAM LUCAS:** If the university has got a particular agenda to redirect funding into some area that doesn't have adequate funding at present, then it could potentially make certain areas look worse than they are. I mean, one of the things that we've been seeing happening—not just throughout Australia but also in some of the UK universities—is arts and humanities and social science disciplines being targeted for job cuts. This is often being done without any real justification in terms of supposed revenue losses from those discipline areas. So it seems to many of the academics working in those disciplines that those disciplines are being targeted because they provide critical input and commentary on what's happening internally within the universities and externally within our societies more generally.

If there are conservative forces within the universities who do not like to hear that kind of criticism or who are not open to this kind of criticism, then fabricating paper losses can justify removing individuals or removing whole areas, subjects, courses or whole disciplines which are deemed to not be sympathetic or in accord with what the executive and senior management want. I think that's kind of the bottom line. I think there's plenty of evidence to support that when you actually look at the areas that have tended to be targeted, it has not necessarily been—and seems rarely to have been—related to actual financial losses related to those areas. This is another area where there's a real lack of transparency. Here at Wollongong, where I was made redundant in February of this year—136 of us lost our jobs—the methodology that was used to sack us and to supposedly show that we were not generating sufficient teaching revenue was completely flawed. We repeatedly pointed out the flaws in their methodology. They were never corrected. But as far as the law is concerned, the universities are within their rights to act in this way.

**The CHAIR:** You talk about a lack of transparency in decision-making, and in your submission you raise the issue of controlled entities. Previously you've mentioned international campuses. You note, and it is a concern that I have, that senior executives and/or council members often sit on the boards of controlled entities. Can you explain how widespread this is and why this is an issue?

**ADAM LUCAS:** Am I allowed to speak about a whistleblower report that was submitted to the union late last year? Because it specifically made accusations around this issue. Is it okay for me to speak to it?

**The CHAIR:** As long as nothing is identified. I would just suggest you proceed carefully and make sure there's nothing identifying in it.

**The Hon. ANTHONY D'ADAM:** If necessary, you could provide a supplementary submission, and that way we can deal with it on a confidential basis. That might be more prudent than having it aired in a public hearing.

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**ADAM LUCAS:** Okay, sure. I can provide the whistleblower's report confidentially, but I can just tell you without identifying the people involved what the risk was. There were two members of one of the university councils who are directors of one of the overseas entities—one of the overseas campuses. The accusation by the whistleblower was that both of those individuals were drawing \$50,000 salaries from that overseas campus and that was not being declared to the council or being publicly recorded. That was an example of a conflict of interest that was being covered up. Also, the individuals concerned were financially benefitting from their directorships. They were also making decisions about the ongoing status of that overseas campus.

**The Hon. ANTHONY D'ADAM:** Are those individuals still on council?

**ADAM LUCAS:** As far as I know, yes, they are.

**Ms ABIGAIL BOYD:** I know you've talked about confidentiality and conflicts of interest, but how do you think we should balance confidentiality requirements for things that are genuinely of a confidential nature versus those where it's just perhaps sensitive or embarrassing to the executive but doesn't really require confidentiality? How do you think we try and address that?

**ADAM LUCAS:** Clearly there are ways of dealing with that. My immediate response would be if we had more democratic oversight of council deliberations and we had more democratic participation in council deliberations, then there's going to be more pushback in terms of efforts by the executive and senior management to try to, let us say, conceal or obfuscate certain decisions that they're involved in making. Just the fact that you have more deliberative processes over council activities and university activities, I would have thought, would help in ensuring that things that genuinely need to remain confidential did remain confidential, and things that should be in the public domain should be allowed to be in the public domain.

At the moment there are all kinds of restrictions on what can and can't be spoken about by members of council to the general constituency of the university or to the public. There are restrictions on how people vote on particular issues. Virtually all of council business is considered to be restricted and confidential. Minutes of council meetings are not generally available to the public or to university staff. There is a whole range of transparency issues around the way that governing councils operate, and light needs to be shed on those activities. I think if you do have more democratic oversight, then you might see better decisions being made about what should be confidential and what isn't.

**The CHAIR:** Thank you, Dr Lucas. That brings us to the end of time here for your evidence. We very much appreciate you appearing and very much appreciate your submission. I think you have agreed to take a couple of things on notice, and there may well be some supplementary questions. The secretariat will get in touch with you about those and the time frame for responses, which I think we've pushed out to the end of January.

**ADAM LUCAS:** Sure. Thank you again, Dr Kaine. I will endeavour to get that material together to you as soon as I can. Thanks again for the opportunity to speak to you all.

**(The witness withdrew.)**

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**Professor FIONA PROBYN-RAPSEY**, Former National Tertiary Education Union Branch President, University of Wollongong, affirmed and examined

**Dr SUSAN ENGEL**, Associate Professor, Politics and International Studies, University of Wollongong, and Branch President, National Tertiary Education Union, University of Wollongong, affirmed and examined

**The CHAIR:** I welcome our next witnesses. Thank you for appearing today. Would you like to begin by making a short statement?

**FIONA PROBYN-RAPSEY:** My name is Fiona Probyn-Rapsey, formerly branch president at the University of Wollongong, where I was also a professor for nine years, head of school for three years, member of academic senate and various other university and faculty committees. I left in February this year through a voluntary redundancy scheme when my position was disestablished along with 100 or so other academic positions. The restructure or so-called "transformation" that UOW is still undergoing was put into effect under a uniquely bizarre and chaotic governance arrangement. In 2024 a newly installed chancellor, Michael Still, took on what looked like operational and executive powers that are usually held by a VC. One VC suddenly departs, and instead of appointing a permanent VC replacement, university council appoints an interim VC, John Dewar, who also happens to be a business partner at the consultancy firm KordaMentha, which is then also given a contract to conduct operational reviews, leading to job cuts and restructures.

I think many of us who love UOW are still wondering how did this happen. How did council and Chancellor Michael Still effectively hand over the running of a public institution to a private consultancy firm? How is it possible that council or, rather, its even more opaque subcommittees, did not take seriously the conflict of interest that this generated? KordaMentha seems to have made \$3 million from this arrangement. Management lied to staff when they claimed that Dewar was on leave from KordaMentha. A GIPAA revealed that he was doing a nine-day fortnight with one day set aside for KordaMentha. UOW suffered reputational damage, loss of experienced staff and is still going through a restructure that may cost the institution more than its projected savings. No-one has or likely will be held accountable for the failure to take the conflict of interest seriously or the long-term negative impacts of yet another restructure.

Under current governance arrangements, the chancellery and council is pretty much insulated from being held to account. This is not a criticism of individual council members over the years, but it does reflect systematic problems with how university councils operate. In one of our meetings with the chancellor, I had to draw a diagram to explain how academic workloads consist of teaching, research and administration. He had no background in education, let alone tertiary education. Consultants are often brought in as a way of filling in gaps in knowledge, and governance failures provide great opportunities for consultants, and so the cycle continues.

Professor Corinne Cortese's submission points out that in 2024, New South Wales universities spent over \$640 million on consultants. Imagine what we could do with all that money in the classroom, in research, in libraries, in student support, in actual teaching and research activities, in actual jobs to get the work done. But, no, instead of that, we are told that we can't spend money from research accounts. Study leave is cancelled yet again. Subjects with fewer than 50 students in them will be permanently axed. There goes most of languages at UOW, gender studies, cultural studies, big parts of geography, maths, physics and engineering.

While UOW in the Illawarra and South Coast shrinks its offerings, it opens yet another overseas campus. Of all New South Wales universities, UOW operates the most overseas-controlled entities. Through a subsidiary called UOWGE, it runs campuses in Dubai, Hong Kong, Malaysia, Singapore, India, and it recently announced plans to open a campus in Saudi Arabia, much to the surprise of many. Does the Illawarra really benefit from opening a UOW campus in Saudi Arabia, where Human Rights Watch reports an increase in rights violations? How does UOWGE justify spending money on a campus in Saudi Arabia and not use that money to support the public mission of the university, as stated in the UOW Act, to provide research and education with "having particular regard to the needs of the Illawarra region"?

We welcome this Committee's willingness to look into these issues and jump-start the reforms that are so desperately needed. The reforms should start with including more elected staff and students on university councils, addressing a skills deficit in council appointments, requiring more transparent financial reporting of subsidiaries and, crucially, publishing accurate minutes of all council committees so that we can check how decisions that impact so many thousands of people in the community are being made.

**SUSAN ENGEL:** I was originally a professional staff member at University of Wollongong but have been there as an academic staff member since 2008. As I mentioned before, I'm now the elected branch president after Fiona's departure. I want to update you briefly on the developments over the last year. The year started with the impacts of the 136-odd academic redundancies and wholesale changes to learning and teaching that have

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impacted many students and staff negatively. I had a student in class at the end of semester explain that while they had valued the subject my co-teacher and I had taught them that semester and the effort we put into it, the last year had been the worst of their life—which was really hard to hear as an academic who values their professionalism—as they tried to navigate all the changes to their degree. Academic staff are exhausted. We're dealing with curriculum changes imposed from above with no support, while still doing our best to ensure quality teaching for our students. We've had postgraduate students left without proper, adequate supervision and no support for research.

In terms of the impact of that change, there's meant to be, under the enterprise agreement, a review of the change implemented against its rationales and expected outcomes within six to 12 months of the final plan. That plan was released in around October last year. We had a few weeks ago—so past that 12 months—a discussion at a joint consultative committee meeting about the nature of that review. We're quite shocked at the very minimal approach that the university was going to take to review the changes of the impacts on teaching and learning, which was just going to look at affected staff. We've made the case that all staff, academic staff in particular, have been impacted by the changes and that students should also be discussed. They should be at the front and centre of understanding how these changes have impacted.

As we've gone into the year, it's the professional staff transformation processes that have dominated. The wholesale restructuring processes has yet again consumed thousands and thousands of staff hours, distracting from core university business and, in our view, has produced really dysfunctional outcomes. The result so far is that there's been around 160 so-called voluntary redundancies been paid out, a net headcount reduction of around just under 100 full-time equivalent staff. But there are also 144 vacancies being advertised, many of which are already on the UOW website, because the process has resulted in so many people leaving or losing—not wanting to stay.

With the arrival of new senior management in recent times, some of the changes made in the last round just a few months ago already seem to be being wound back. Where a senior manager was removed, there's now being a new one hired. None of this is good for staff morale, nor can it be a good investment for universities to pay out redundancies only to re-employ, sometimes even some of the same people after their exclusion period from employment has been concluded. Even where staff are new, I believe it would have been cheaper and resulted in less loss of expertise for the university to engage in a more strategic, targeted process, supported by training and redeployment where possible, and engaging with the NTEU to do that. Despite the appointment of a new vice-chancellor, the churn in senior management appointments continues to create instability and undermine academic leadership. I've personally been in a faculty for I think it must be now two years where every position above me has been interim leaders with very little decision-making authority—or they always indicate that at meetings. While there's no permanent leadership, nobody takes responsibility.

Finally, in terms of governance directions, relating to the discussion about KPMG, the announcements that were mentioned before of new governance included a new deputy chancellor, who was an ex-PwC partner, replacing somebody, in this case, as deputy chancellor who was another ex-big four consultancy firm partner. Even in this environment, we're continuing the inappropriate influence of corporate consulting firms at the top of the university.

**The CHAIR:** I have a lot of questions to ask, but if I could jump back in, Professor Probyn-Rapsey, to the 2024 transition of vice-chancellors. You mentioned the appointment of interim VC John Dewar by the chancellor and that a GIPAA was undertaken. Was that undertaken by the union?

**FIONA PROBYN-RAPSEY:** Yes.

**The CHAIR:** So the NTEU initiated a GIPAA that found that John Dewar was still working for KordaMentha? The reason I want to check this is because there has been evidence given to both the Senate inquiry and to budget estimates saying that that's not the case. So I want to check with you very clearly that the GIPAA evidence is that he was working both at UOW and KordaMentha.

**FIONA PROBYN-RAPSEY:** My understanding is that he was working a nine-day fortnight with one day set aside for mentoring with KordaMentha staff.

**The CHAIR:** So working a nine-day fortnight at UOW?

**FIONA PROBYN-RAPSEY:** Yes.

**The CHAIR:** Thank you. I just wanted to be clear on that. The other thing that I wanted to ask about, because I wanted to understand a bit more what you mean and what it means about, is this idea that academics can't spend money from their research accounts. For those who aren't academics, perhaps if you could explain the source of that research funding and how that generally works.

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**FIONA PROBYN-RAPSEY:** The financial shortfall that UOW was facing was met with a series of plans by the executive to address UOW finances. One of those plans included placing restrictions on research expenditures. What that meant was that ARC grant holders, for example, or academics who hold grants from research granting bodies, such as NHMRC, ARC or even from other third parties—

**The CHAIR:** So external grants?

**FIONA PROBYN-RAPSEY:** External money to the university that is Commonwealth money often as well. Academics were suddenly faced with a whole raft of obstacles placed in the way of spending their research money. Many academics experienced this, where they were having to ask permission to access their grant money, and, prior to this, never having to do that. The response was often, "No, you can't spend that money on X or Y because it's not a line item in the budget that you've submitted to the grant body." The fact is that very often research grants don't require line-by-line or item-by-item expenditure accounts. You get a certain amount that might be attached to travel or a certain amount that might be—big sums, not line by line.

By imposing this level of detail that was required, it made it impossible for many research staff to actually spend their research grants. This precipitated a whole series of conversations with very senior researchers at UOW and concerns about the implications for making progress on the research projects themselves, whether or not it actually contravened the grant agreements between UOW and the granting bodies, and whether or not it was safer or better for research staff to actually shift their grants to other institutions which didn't have the same kinds of restrictions.

**The CHAIR:** Just to be clear, this is research money that's effectively competitively won through external—often Commonwealth-funded—research bodies that then gets paid to the university, so it sits in university accounts?

**FIONA PROBYN-RAPSEY:** Yes.

**The CHAIR:** So consolidated university accounts?

**FIONA PROBYN-RAPSEY:** Yes.

**The CHAIR:** And if you don't spend that money, that money sits on the accounts of the university?

**FIONA PROBYN-RAPSEY:** Exactly. So you can see why rumours started to circulate that this was a way that UOW could bolster its accounts for that year. By restricting the expenditure of that money, it made their finances look a whole lot healthier. But the long-term impacts of that on staff actually doing a good portion of their job—i.e. research—was quite profound.

**The CHAIR:** And we're talking in the scale of millions when we talk about ARC grants or NHMRC grants?

**FIONA PROBYN-RAPSEY:** Yes, I'd estimate about \$45 million.

**Ms ABIGAIL BOYD:** Can I ask a point of clarification? When the grant is awarded or given, is it technically awarded to the university or to the researcher?

**FIONA PROBYN-RAPSEY:** That's a very good question. There's an administering organisation. For instance, with my ARC grant, the administering organisation was UOW, but because the grant is attached to me as author, I was able then to shift that to Monash University, which then becomes the administering organisation. The grant moves with the academic staff in a system of authorship, essentially. It's intellectual property. But UOW does hold the money, as it were.

**The CHAIR:** If I could go quickly to the redundancies, I'm getting a sense that, when we're told they're voluntary redundancies, perhaps there might be something a bit more to that. So I wondered if you could speak to the nature of the redundancies.

**FIONA PROBYN-RAPSEY:** I think the phrase "voluntary redundancy" becomes a bit painful to staff who go through that process, because it does imply that it was a gracious move on behalf of the university to allow us to leave. In my case—and I think this was a common experience—there was clearly a plan to disestablish one of the disciplines that I teach in, and it was very much presented as a fait accompli. I think Adam used that phrase just before in his submission. It was presented largely by managers who also could not answer questions in relation to the rationale to disestablish those areas, and couldn't provide explanations for their decision-making.

I think, as Susan mentioned just before as well, at that time it was very much the case that all the managers from the local right up to the senior executive and the VC were all in acting roles. There was literally no-one who could actually come up with a comprehensive rationale for what was going on. There seemed to be no-one responsible or accountable for it. I accepted a voluntary redundancy also, rather than go through what appeared

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to be a sham redeployment process. My manager at the time refused to recognise the teaching that I did outside of the discipline that was being disestablished. One colleague who did go through the redeployment process, also a professor, was offered a Level A 80 per cent teaching position as an option for redeployment.

**The CHAIR:** Can you just explain the difference between a professor and a Level A?

**FIONA PROBYN-RAPSEY:** From the top right to the bottom. We're talking—

**SUSAN ENGEL:** Full professor from an associate lecturer.

**FIONA PROBYN-RAPSEY:** It took me 13 years to get to be a professor. Level A is often a tutor's role. That's what he was offered as a redeployment option. What this shows, though, is that clearly there was work for people. They just didn't want to pay professors' salaries. They wanted all that work and all that credibility and all that training, but they didn't want to have to pay those salaries. It's not a genuine redundancy, in that sense. Management were also approaching staff who were targeted for redundancy with a promise that their PhD students—we all have PhD students that we supervise, and the promise was made that those HDR students, or higher degree research students, would not have disruptions to their supervision because staff could continue to supervise the students after taking redundancy.

**SUSAN ENGEL:** For free.

**FIONA PROBYN-RAPSEY:** Exactly. Again, they want our labour but they don't want to pay for it. When we brought this up in meetings with the senior executive, they said, "But this is very common for academics who leave universities, to continue to supervise." Which it is, but that's when you retire and you've had a fulsome career and then you can maybe stay on for a couple of years to finish off the PhDs. It's very unusual for staff who've been made redundant to then be asked to supervise HDR students for free. That was on the table, as well.

**The Hon. ANTHONY D'ADAM:** Could I just explore this process of disestablishing a discipline? May I ask what school you were in?

**FIONA PROBYN-RAPSEY:** Humanities and social inquiry.

**The Hon. ANTHONY D'ADAM:** When you're talking about disestablishing a discipline, is that a sub-unit within that school?

**FIONA PROBYN-RAPSEY:** Yes.

**The Hon. ANTHONY D'ADAM:** How is that described as an organisational unit? What's it called?

**SUSAN ENGEL:** A discipline.

**The Hon. ANTHONY D'ADAM:** Is that decision usually made at the school level? Does the school decide what discipline should be established within it, or is that something that's made more broadly within the university's governance structures?

**FIONA PROBYN-RAPSEY:** Schools are often cobbled together through restructures—one of which is happening right now, where a previously existing school is having other disciplines added to it because they are now orphaned from the dissolving of humanities and social inquiry as a whole.

**The Hon. ANTHONY D'ADAM:** How many people would you find in a discipline? How many academics would be—

**FIONA PROBYN-RAPSEY:** It depends. It very much depends on—they could be quite small. There could be three staff in one discipline; there could be one staff in a discipline. In languages, it was often two staff per language. Or they can be quite large, like public health.

**The Hon. ANTHONY D'ADAM:** Obviously, one of the phenomena that we're observing is the elimination of humanities subjects in universities. I suppose I want to get to a question around how this process should actually occur. Who should be making the decision about what the university teaches and what it doesn't teach? How can that be done in a way that is, I suppose, consistent with a broad philosophy of how a university should be operating under the subject offerings that should occur within a university? What's the ideal?

**SUSAN ENGEL:** I think, historically, our experience was much more collegial discussions around those and input from academic staff. There was always a degree of decisions from management around strategic areas and priorities but a strategic process about assessing student demand, discussing with colleagues the impacts and the best way to organise schools and programs. Increasingly, it has just been a top-down process in which we have little input. In the current one, we've just been restructured from humanities and social inquiry into two different schools, social sciences and a more humanities program. Academics have really just had no input into that, whereas, historically, there was more input.

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**The Hon. ANTHONY D'ADAM:** I really want to get to this argument about cross-subsidisation and whether student enrolment should drive which subjects are offered in universities. I suppose there are the short-term ups and downs, and then there's the obligation of the university to preserve particular areas of inquiry just because they're useful or because they're important to society in the long term, whether it's a study of Icelandic sagas or something like that. Maybe there are not that many international students who want to enrol there, but there's a societal interest in preserving that. But it can't be subject to the fluctuations of supply and demand, in terms of undergraduate enrolments. How do we make that decision around what should be preserved and what shouldn't?

**SUSAN ENGEL:** Previously, we'd had quite complex discussions that involved that assessment about student numbers versus priorities and looking at people's contribution across a range of areas, too. There are staff, for example, who might be in a discipline with less students, but they take on a heavy governance load. In previous rounds of processes, those kinds of things had been always looked at as a whole. In this current process—or in the last process, we were given dodgy numbers that didn't actually even accurately represent people's teaching, like the number of students in each subject. There was no consideration of other priorities or other contributions—for example, in Fiona's case, teaching across from politics and cultural studies, where we have quite significantly strong numbers. There was no balancing of those. It was just dodgy numbers.

**The Hon. RACHEL MERTON:** Thank you very much to both of you for being here and for your contribution. In an earlier hearing pertaining to another university, they were reflecting on the transformation journey and the financial arrangements facing the university. There was also discussion about student offerings going forward in terms of 2026. A lot of key subject areas were on hold. I'm just wondering whether there might be something you could share with us, just in terms of the impact on students and the subject offerings for 2026.

**FIONA PROBYN-RAPSEY:** With the disappearance of academic staff, those subjects often will be not offered, discontinued and eventually deleted. The complication for universities is that when a student enrolls in a course, the student expects that their course should resemble the course that they started by the time they get to the end. What's happening increasingly is that in these very dramatic, quite shocking and fast-turnaround transformations of curriculum, the student perspective, who is essentially relying on the fact that the institution is stable enough so that they can exit the degree that they entered with and accomplished that, can no longer be relied on. Subjects that I taught are no longer going to be offered. Students in the law faculty—for instance, my daughter is studying law and reports that it is facing a depleted set of electives, meaning that she will finish her degree with much fewer options in terms of training and experience in pursuing that degree. The implications are really profound in terms of that breach of trust and of contract with students.

We have to also put this into perspective, that students are paying much more for much less. Their degrees are diminished, these course offerings are diminished, and they're paying much more to attend universities, and then add to that the cost of living. The students, of course, will speak to this when they get a chance to, but one of the things that we were most concerned about was always the impact on students, and particularly for senior academic staff, who were also, it seems, encouraged to take VRs, let's say. The implications for research students is really quite profound when suddenly, over the summer, you realise that your supervisor has been made redundant. What does that say about their future? What does that say about the future of the discipline that they've been studying for a PhD in?

**SUSAN ENGEL:** A normal curriculum transformation process would involve a teach-out plan for any degrees that were being cancelled, ended, and a plan for changes. Normally, you would introduce the changes to first year in the following year, second-year subjects two years down the track, third-year subjects three years down the track, and have a systematic teach-out plan for any students still particularly in any degrees that were being ended. That did not occur with the transformation. UOW students were left to work out on their own, given advice only, I think, often by AI bots or something online about "Go and read the handbook about how to do this." You're meant to read the handbook of the year you enrolled in the course, the student handbook, but that handbook is no longer relevant because the subjects just aren't on offer. If you're trying to complete your Spanish major, we no longer even have any Spanish staff in the university, in the program, to be able to advise students on where they might be able to complete their major at another university through cross-institutional study. We don't even have anyone to advise them about how to do that, because those staff are all gone, and we don't have the expertise anywhere else.

**The Hon. RACHEL MERTON:** Dr Engel, in terms of student courses for 2026, they remain unknown?

**SUSAN ENGEL:** For UOW, this is 2025. We had much of it start in 2025. We're already in the middle of it. That will continue into 2026. We started early.

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**The CHAIR:** We're talking about arts being targeted across the board, but I understand that maths and statistics, plus mining subjects, were also targeted. Is there a list you could provide on notice? We've got university people later, so we can ask them as well. You don't have to answer now.

**SUSAN ENGEL:** I think it would be good to ask the university for that. But I know, for example, in the maths program, they've had former staff who have been made redundant teaching voluntarily there to keep the program functioning.

**FIONA PROBYN-RAPSEY:** If I could just add, in relation to the cuts to engineering, some of the implications of those cuts were not discussed with staff, who pieced together the fact that if the changes as they were planned went through, it meant that some of the students graduating with that qualification would actually fail accreditation. There's a complete mismatch there in terms of making decisions purely on a finance basis and then making decisions that are actually about the legitimacy of the course itself. To go to your point, Anthony, about the planning it takes to actually get courses that are properly accredited and are actually representing the solid foundations of knowledge—they simply don't exist.

To go to the point again about languages—small subjects, of course. Small classes, many of them. But now the entire Illawarra region is unable to study Mandarin, is unable to study Japanese, in the classroom. That is a deprivation that is felt strongly in a regional community. Metropolitan campuses have languages to study, but why can't Wollongong sustain those small programs for a small number of students whose expertise may well be crucial in the future? This is the thing about language study—it's the thing about all sorts of areas and disciplines. We don't know that they're completely crucial until suddenly they are. There really is a disconnect between what people think institutions of knowledge are supposed to be doing and the financial arguments for supporting them.

**Ms ABIGAIL BOYD:** That ties nicely into the questions I wanted to ask about consultants. I think there is a real disconnect between what I think society thinks universities are for and the role that they play in the broader make-up of our society—even down to things like government decisions over what sort of industries we should be encouraging a workforce in and those sorts of things—and this idea of pure accounting and the financial interests of a university viewed in that really narrow way. Whenever we talk about consultants on boards—whether it's a university or a local health board or wherever—we get told that it's necessary to have consultants because they bring this expertise. There is that cultural issue and that idea of needing to have that financial expertise in that way. But what could we be doing in terms of being able to support and upskill board members who don't have financial expertise to be able to more effectively balance against those interests on boards?

**FIONA PROBYN-RAPSEY:** I think the public mission of a university is to educate and to research. I think if that was understood as the primary public mission of those on boards, then you would see the financial decision-making be perhaps calibrated a bit and balanced a bit against those longer term strategic discussions about the contribution that knowledge makes to the broader political and socio-economic climate. In the current set-up, there are very few opportunities for academics to explain to the decision-makers exactly what their jobs entail—what the knowledge that they are producing goes on to influence. There is quite a deliberate bifurcation of universities in terms of creating the space for those conversations to happen. There's very little debate in terms of governance structures. For instance, the academic senate has been shrunk by the executive, quite deliberately, to make it almost impossible for discussions and debate to be had about curriculum and to kind of restate those realities about how education functions. I think, currently, given the corporatisation of universities at the governance level, it is almost impossible for an academic to speak in their own terms and in the name of the public mission of education and be heard in those environments.

**Ms ABIGAIL BOYD:** Is there anything preventing university council from bringing in, for example, the auditor to give them a briefing?

**SUSAN ENGEL:** Could I add that we could do that internally. We have accounting programs with expert staff. Professor Corinne Cortese, who made an amazing submission to the inquiry, would be perfectly capable of running internal training programs for our staff. There are options. One of the interesting issues being in a university, as somebody who has had a pre-academic career, is how little the university invests in training for its own staff and council members et cetera. There is internal expertise that the university could draw on to do a number of the roles that it has brought consultants in for, whether that's for training of board members or for input into restructuring. We have a whole business and economics faculty that have great expertise in those areas but that actually understands how universities work in some detail.

**Ms ABIGAIL BOYD:** The example of KordaMentha is a particularly egregious one when it comes to the use of consultants to then justify cost cutting. Has the Minister been involved at all? Have there been any ministerial directions or involvements with the University of Wollongong to try and turn things around?

**SUSAN ENGEL:** Not that we know of, no.

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**FIONA PROBYN-RAPSEY:** No, not that we know of.

**Ms ABIGAIL BOYD:** Do you think there's a role for the Minister to take a more active involvement in governance?

**SUSAN ENGEL:** In our last submission, we noted the problems with Ministers just signing off on council appointments without really considering whether these have been done to fill the best purposes of the university. That would be one area—that they actually take that responsibility to consider the composition of council more seriously.

**The Hon. ANTHONY D'ADAM:** On that question around the council composition, I asked earlier about this issue around whether there were requirements for councillors to actually be drawn from the Illawarra area, so they have some more substantive local connection. Is that something that you're aware of or that you think should be built into the governance structure?

**SUSAN ENGEL:** I absolutely think there should be. I've always been surprised that our last chancellors and deputy chancellors have mostly had very little connection to the Illawarra region. They're often fly in, fly out, which just adds to expenses. There are issues with the expenses that have been associated with supporting the chancellor's office that I think might come up later in the day. I've certainly felt that that lack of connection has been a part of some of the poor decision-making and not understanding how much those decisions would impact the region.

**FIONA PROBYN-RAPSEY:** We notice that when a chancellor is from a particular finance background, suddenly all the next appointees are from the same kind of finance background. Insurance begets insurance; banking begets more bankers. If that's the case, then they're even less likely to have those local connections in the first place. My understanding is that the council handbook—and I think that's what Adam was alluding to before—does encourage, as part of council members' induction, that they familiarise themselves with the community and the community's interests.

**The CHAIR:** I've just got one last question before we let you go. It goes to the University of Wollongong's global activities and the opening of campuses. I'm not sure if this is for you, Associate Professor Engel. Do you know anything about the risk assessments, particularly in the human rights area, around the opening of a variety of campuses, Saudi Arabia being the latest but Hong Kong and India as well? Do we know anything about the assessment?

**SUSAN ENGEL:** I've seen one document that was presented as part of the approval for Saudi Arabia where they talk about the improvements in the human rights situation in Saudi Arabia. There were things like, in 2018 or 2019, women in that year were able to drive vehicles by themselves. There was no mention that was the same year that Jamal Khashoggi was chopped up in the embassy by the Saudi Government, so it was a very oddly selective list of human rights improvements, and no mention of the fact that the number of executions in Saudi Arabia has actually been increasing. Most of the overseas campuses now are in countries where human rights issues are growing. Hong Kong is presenting increasing challenges for academic freedom that perhaps weren't as severe when the campus was first opened. But I don't think I've seen anything about how they're trying to manage those risks. The assessments, for example, of the human rights situation seem to be very problematic.

**The CHAIR:** Thank you both very much. We appreciate you being here. I don't know if we asked you for anything on notice, but there might well be supplementary questions as well. The secretariat will be in touch. They'll be due after Australia Day, so you've got a bit of time to get back to us.

**(The witnesses withdrew.)**

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**Mr HANZEL-JUDE PADOR**, Outgoing President and Incoming General Secretary, Wollongong Undergraduate Students' Association, sworn and examined

**Ms CAITLIN VEIGEL**, General Secretary and Incoming President, Wollongong Undergraduate Students' Association, affirmed and examined

**Ms ALEXIA CHIPPERFIELD**, Women's Representative, Wollongong Undergraduate Students' Association, affirmed and examined

**The CHAIR:** Thank you for coming. Do any of you have a short opening statement?

**HANZEL-JUDE PADOR:** Yes. Good morning. Thank you for giving regional University of Wollongong students the opportunity to speak and share their unique experiences, especially in regard to university governance. I've studied for upwards of four years at UOW. I've served as student representative as part of the Wollongong Undergraduate Students' Association, or WUSA, for three years, first as its treasurer in 2024, then as its president in 2025 and now as the general secretary going into 2026.

I appear today alongside my colleagues: Caitlin Veigel, the 2025 general secretary and incoming president for 2026; and Alexia Chipperfield, the 2025 and 2026 women's representative. In our respective roles representing over 18,000 undergraduate students throughout 2025—and additionally for myself, in particular, throughout 2024—we've worked to a great extent alongside students, governance and governance structures at UOW. We've keenly represented and defended the interests and needs of undergraduate students, as well as continuously worked to address women's, queer, Indigenous and students with disability-related issues.

Throughout this work, it has come to WUSA's attention through student feedback and firsthand experiences of its representatives, the consistent and longstanding gaps in the university's accountability, transparency, and meaningful student voice structures and frameworks have led to serious patterns of university governance misconduct and irresponsibility. In our collective experiences as students at UOW, we have witnessed these gaps and patterns fuelled by successive governments' inaction in our regional areas and the university sector, a long-term erosion of meaningful student voice and consultation, and UOW's slow but sure drift away from being a public institution of research and learning to a more profit-driven entity.

As partially outlined in documents circulated to this Committee, we, as students at UOW, have experienced several instances of governance misconduct and UOW's failures to appropriately consult with students and handle complaints, resulting in many students having concerns about whether UOW is fully following legislative requirements in regards to staff and course cuts at UOW, SSAF legislation and the incoming National Higher Education Code to Prevent and Respond to Gender-based Violence. We have witnessed several cases of what we have categorised as obstructionist, deceitful and intimidatory tactics deployed by university governance to sidestep or otherwise blunt student concerns or opposition to the operations and decisions of UOW.

This has resulted, time and time again, in the weakening of student trust, health and wellbeing, as students are repeatedly impacted by a university without proper oversight or accountability and with seemingly little regard for student voice. As representatives of undergraduate students at UOW, we at this hearing intend to advocate for genuine consultation, transparency and respect from our universities, in addition to meaningful and fundamental change and full accountability of university governance at UOW and the sector as a whole. We thank you once again for the opportunity to appear before this Committee on the behalf of WUSA and the students at UOW. I welcome your questions.

**The CHAIR:** I might start with what you've just said, Mr Pador. You've characterised interactions with the university management, I presume—you can clarify—as being obstructionist, deceptive and using intimidatory tactics. Are you able or willing to explain a bit more what you mean and in what circumstances or around what issues?

**HANZEL-JUDE PADOR:** Most recently, specifically as part of our representative roles in consulting with the university governance and advocating for students on their behalf, we've interacted multiple times with the university governance and university management, as you mentioned. As we've said before, we've categorised that behaviour as obstructionist, deceitful and intimidatory, mostly because, in cases where we've tried to raise concerns, specifically around cuts—most recently around the proposed disestablishment of Safe and Respectful Communities—we've been intimidated into—sorry, would you speak?

**CAITLIN VEIGEL:** Yes. I think another really key example of these tactics is the recent update to the Higher Education Act, with the 40 per cent SSAF going to student-led organisations. As the student union on campus, we have not received SSAF for many years. Our entire funding comes from university council. It's \$38,000 a year. When this new legislation was announced, it was a lifeline for us, essentially. We were very

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excited. We were like, "Finally, we can get proper funding." One of those key issues that we had was our constitution hadn't been updated in 10 years, so we did all of the work to get it up to standard. We consulted with other major student unions in the State and the Department of Education to ensure that all of those mandatory reporting and financial frameworks were in line.

The university knew we were undergoing those changes. We had the initial conversations around February this year. We basically finished all of our side in June. We are still yet to have those changes approved by university council. It has been that there's another thing we need to do, there's another document we need to fill out or we didn't undertake this procedure properly. Yet, at any given point, when asking over and over again, "How do we get this done?", we were given one set of information. Then we would complete the work and submit it, and then it was, "That's incorrect. You need to do this instead."

We've now been told that these changes will hopefully be approved by February next year, but that's 12 months after the initial conversation, and there is no guarantee that they will go through anyway.

I guess another example of this deceitfulness is the—with this SSAF legislation, part of it is that universities get a grace period of three years if they submit the transition plan. We were assured that WUSA—and our counterpart WUPA, who is the postgraduate student union—would be included in that transition plan, assured that our voice was heard when debating SSAF, and would get a seat at the table. After weeks and months of asking for the transition plan document from the university, we decided to go straight to the Department of Education and request the document. When we got that document, it turns out that neither WUSA nor WUPA was included at all. They've gone around the only democratically led and elected student body on campus and created a new subcommittee, which is made up of students, to manage SSAF because they don't want to give us control of that money. It's been a constant battle.

**The CHAIR:** Can I just ask a few clarifying—

**CAITLIN VEIGEL:** Absolutely.

**The CHAIR:** It's a Federal fund, so it's not something that we all deal with or are as familiar with. This is funding that came through at the beginning of last year. You spent a year trying to get your admin systems and processes and update your constitution. There is a transition plan that the university can ask for in order to have time for implementation. In the meantime, is there money given to the university? Is that somewhere, or are there no transfers of money until that transition period is over or do you not know this?

**CAITLIN VEIGEL:** The student amenities fee is what every student pays. I guess this legislation was ensuring that 40 per cent of that money that was collected by the university from students went to student-led organisations. The transition plan is essentially a delay in ensuring that that 40 per cent goes to 40 per cent.

**The CHAIR:** Has the university been charging that fee?

**CAITLIN VEIGEL:** Yes.

**The CHAIR:** That's the point I'm getting to. The university has collected the money. It hasn't disbursed the money to student organisations because it's going through this grace period or transition period of three years, through which you have not been involved in the consultation. There is a pool of money that the university is keeping, presumably in consolidated funds, to be distributed once the plan is done.

**CAITLIN VEIGEL:** Yes.

**HANZEL-JUDE PADOR:** Yes. If I could jump in, we highlighted it within document two, the UOW Student Services and Amenities Fee (SSAF) 2025 Transition Plan, that we circulated to the Committee. To answer your question directly, the university does collect that money and it does disburse it. As outlined in this transition plan, they give this money. The SSAF money is designated by the student advisory council SSAF subcommittee. As part of the transition plan, in spite of the legislation intending to bolster wholly democratic, student-led bodies like WUSA and WUPA, it is our understanding that this student advisory council is less transparent and less democratically elected and independent. It is very heavy-handed in terms of how governance sits alongside that council and determines how it runs. It stifles and prevents most discussions on that council, not in the same way that WUSA and WUPA would have independent, very democratically led discussions.

**The Hon. ANTHONY D'ADAM:** Can I just clarify—the student advisory council is appointed by the university council or by the vice-chancellor, is it?

**HANZEL-JUDE PADOR:** It's partially appointed—

**The Hon. ANTHONY D'ADAM:** Who appoints it?

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**CAITLIN VEIGEL:** We don't know. It's been something that we've tried to figure out. There is a nomination period that is kept very under wraps. There is supposedly an election, but that hasn't been made clear at all. Next year, we find out all these new people have been appointed to SAC.

**The Hon. ANTHONY D'ADAM:** They're all students?

**CAITLIN VEIGEL:** Yes.

**The CHAIR:** You're aware of where the money has been dispersed and the percentage of it that's been dispersed? The reconciliation of the fees to the spending is publicly available—you know that?

**CAITLIN VEIGEL:** Mostly publicly available, yes.

**The Hon. ANTHONY D'ADAM:** Your organisations—their governance structures and their constitutions—are subject to ratification by the university council, so you're effectively a creature of the university structure, not wholly independent. The council has now created this separate body and its governance arrangements aren't on the public record? Or it's just not clear how those arrangements came to come into being?

**CAITLIN VEIGEL:** We don't have independence like other student unions in the State or in the country. We are essentially a subsidiary of the university. SAC, in the last year they've become a lot more transparent. I believe, personally, it's because of this new legislation. But in previous years it was just appointing people. It was kept very under wraps and almost tapped on the shoulder-type—if that makes sense.

**The Hon. ANTHONY D'ADAM:** Yes, that makes sense. I know tap on the shoulder quite well actually. Are all of you from the Illawarra region originally?

**HANZEL-JUDE PADOR:** Yes.

**ALEXIA CHIPPERFIELD:** No.

**CAITLIN VEIGEL:** I moved down there.

**The Hon. ANTHONY D'ADAM:** I want to ask about this question around subject choice and diminishing subject choice, with people starting degrees on the basis that there was a certain subject offering and then, as the degree progresses, those offerings change. Can you perhaps talk to the impact that has for students?

**HANZEL-JUDE PADOR:** I think the best way we can describe it—and we've mentioned this multiple times in multiple different mediums—is that it's easier to possibly count how many students haven't been affected more so than students who have been affected. Overwhelmingly, we believe that the majority of students have been affected in some way, shape or form. I think it builds to that kind of deceitful misconduct of the university where, as mentioned by previous speakers at this Committee, the UOW handbook showcases, for example, a certain subject and, once a student enrolls in that subject, it's their understanding that they'll be going through that subject that'll be part of their degree. Then it is mysteriously cut, it disappears, or something like that.

**The Hon. ANTHONY D'ADAM:** It's kind of false advertising, isn't it? You get lured into a degree with certain offerings and then they actually don't deliver those. Obviously you've committed. You may have moved to the region, or you've certainly invested a lot of time in a pathway that actually turns out not to be available. Can I ask about consultation around the decisions to change the subject offering? Are your organisations structurally involved in any consultation process on those questions?

**HANZEL-JUDE PADOR:** No.

**CAITLIN VEIGEL:** No. The only time we've been consulted was with the Save SARC campaign that we ran recently.

**The CHAIR:** Can you talk a little bit about that?

**CAITLIN VEIGEL:** Yes, absolutely. Do you want to, Lexie?

**ALEXIA CHIPPERFIELD:** Yes, I'm happy to do that. Earlier this year we launched the Save SARC campaign. SARC stands for the Safe and Respectful Communities team. They are the team that manages primarily reports of sexual harassment and sexual assault on campus, but also any kind of general disrespectful interaction between students, staff and outside community members. We received word that as a further facet of this transformation plan that UOW is undergoing, they were planning to do some changes to this. What those changes were, specifically, were very difficult to find clear information on. Staff were being told one thing and students were being told a completely different thing. Only students such as us who were on representative teams and things like that, who have the opportunity to talk closer with both staff, students and management, were able to glean any kind of deeper, clearer information.

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In this process, we found out that a disestablishment of the SARC team was being proposed, in which it would be absorbed into a more internal complaints division. We had major problems with that, as that means that the quality of support that could be provided is greatly diminished. We launched an activism campaign with rallies and talking to media and things like that, and contacting external Ministers and numerous things like that. Only through doing that did we see a number of student consultation sessions being opened up in which you were able to go into a room that had some management staff that were managing this transformation and have a discussion with them as students. That was the only kind of formal consultation that I've experienced in any part of the numerous transformation projects.

**HANZEL-JUDE PADOR:** If I could jump in, we circulated, again, document 3, a victim-survivor email, to understand the misconduct behind university governance. One student—one victim-survivor—as part of the Save SARC campaign but also independently and during the campaign, appealed to the vice-chancellor personally to not disestablish UOW Safe and Respectful Communities. They gave a very personal and very vulnerable response and appeal to the vice-chancellor. Their first response, as well as, I believe, the interim deputy vice-chancellor of the university, was to arrange a one-on-one meeting with this student, rather than understand their concerns and arrange some other arrangement. I believe, even in the initial email responding to the student, the vice-chancellor spent more time refuting their claim that SARC wasn't being disestablished than actually supporting or caring for the student or showing any kind of respect to the statement that they made.

**The CHAIR:** Sorry, I may have missed this. Thank you for that answer. When you said, Ms Chipperfield, about the proposed disestablishment of SARC, were you clear on who was proposing it? We've just heard that it was being refuted that it was being disestablished. Were you clear on where that was coming from?

**ALEXIA CHIPPERFIELD:** That was actually a proposal from management. This is the very stark difference between information that staff and students were receiving. We received information from staff that an email was received and sent out to particular staff members clearly saying that the SARC team was being disestablished, the staff were being removed, roles were being changed and things like that. But then, when students inquired for information, such as in the information consultation sessions, it was very clearly repeated, "SARC is not being disestablished. Nothing is being changed. All we're doing is trying to streamline this process." I was in one of those consultation meetings. I took that information back to a staff member that I received that information, and I was told that was blatant lies and that was quite exactly the opposite of the information that they had received. This is part of the obstructive nature that we've experienced with management. It is incredibly difficult—near impossible—to get any kind of clear, reliable information out of them.

**HANZEL-JUDE PADOR:** To jump in once again, we're more than happy to share this with the Committee. During the Save SARC campaign, before the second change proposal came out, UOW governance released a myth busting video where they directly stated that there was plenty of misinformation going around and being shared around on campus and on local media et cetera that SARC was being disestablished. They said in the video that this was a lie, this was not true, that this was just a mischaracterisation of them streamlining and reprioritising the way SARC works.

I also wanted to add, a particular aspect of why we wanted to start this campaign and why we took it so seriously was because there is a clear pattern in the university sector as a whole, and especially at UOW, as we saw last year with our previous round of cuts, where the university will say one thing—it will say, "We're just streamlining things. We're just making it more accessible to students." In the case of the cuts last year, it was making it so the UOW handbook is easier to navigate. When it came to our attention this year that a similar kind of sentiment was being shared around—that they were going to streamline SARC, that they were going to reprioritise and rechange how SARC operates and how it's structured, and looking at the ways it could be re-formed into the complaint structure through other, less independent, complaint structures with the university—we took that very seriously.

**The CHAIR:** Before I hand over to my colleagues, I just wanted to clarify, when you say that you were told last year with the changes, or with the cuts, that it was simply a means of streamlining the handbook, in your view, what was it actually? You were told it was streamlining the handbook. What, in your view, did it actually turn out to be?

**CAITLIN VEIGEL:** I guess with the whole cuts and the transformation, they like to call it, a big thing was making our degrees more streamlined and easier for students to navigate, but ultimately it was just a way to cut staff, cut subjects and cut the smaller humanities subjects or entire faculties and disciplines that weren't generating enough money, essentially.

**The CHAIR:** So it wasn't streamlining the handbook?

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**CAITLIN VEIGEL:** No.

**The CHAIR:** It was completely changing the subjects.

**CAITLIN VEIGEL:** Yes.

**The CHAIR:** Which then would necessitate changing the handbook, because there's a whole lot of stuff in there.

**CAITLIN VEIGEL:** Yes. For example, when I started my marketing degree in 2022, I had nine electives to choose from in a range of different—I now have four. That's an example of how our degrees are being completely gutted. I now can't complete my degree to what I originally enrolled in.

**The Hon. RACHEL MERTON:** Thank you to the three of you for joining us here. Just picking up on the issue of subjects, I note in your submission you talk about cutting core subjects, further to your reference to marketing. What else do we know in terms of what other subjects are being cut? I'll preface this that some other universities have said that a lot of these subject offerings are on hold for 2026, education being one of them. I'm just keen to hear what more you guys may know relevant to your university.

**CAITLIN VEIGEL:** From my personal experience, basically the entire degrees are being restructured. It's a similar model to this 888 model, where it's eight core subjects and then eight electives. It's very complicated. I know a lot of marketing and business has been gutted, and mining, engineering and maths.

**ALEXIA CHIPPERFIELD:** I can specifically speak to this as well, from my experience in my subjects. Archaeology has been gutted. Geography has had a lot of its more niche subjects removed. Indigenous studies is suffering as well. There are numerous things like that.

**HANZEL-JUDE PADOR:** I think to also add to it, I study international studies and a BA in history, and part of the degree for international studies is learning a language. As part of that, to preface it, we believe that—for lack of a better word—it's not the traditional cuts that you see at a university where it's particularly the arts and humanities. It seems like it is just a random swathing of entire courses, entire subjects, seemingly at random. Again, as part of that international studies degree, it is a core subject to learn a language. Currently, I don't believe that there is a language school available now. I've talked to many students within my faculty that I've worked with along previously in language subjects, and they've had to go to different universities. They've had to study online through other external bodies, with little to no support from the university.

**Ms ABIGAIL BOYD:** Thank you so much for coming in and giving us the benefit of your insights. I'm trying to think of a better way to say this without swearing—

**The CHAIR:** Go right ahead, Ms Boyd.

**Ms ABIGAIL BOYD:** It's in the dictionary now. This enshittification of universities that we have now in Australia—it costs more, you've got no ownership over your own educational institution anymore, services are cut. Everything's just worse. Coming back to Mr D'Adam's point—you get admitted to these universities, it's a really big decision as to which university you go to, and you go there on the basis of the offering. You go to the open day, you see what services are available for students, you see what the different programs on offer are. Do you think there should be some guarantee for a period of time that things stay that way? You've chosen a university for international studies—that those offerings that are available at that time should be available for at least the duration of that course?

**CAITLIN VEIGEL:** Absolutely. I think the expectation is when you accept an offer from a university with the subjects that you're meant to complete to graduate, there is an expectation that throughout your entire degree that you will be able to complete those subjects. Every student expects that when they accept an offer. The fact that this is no longer an option for almost every student at Wollongong is concerning. It's a serious issue.

**Ms ABIGAIL BOYD:** Yes. I don't know if that's Federal or State, but the idea of—basically it's a core consumer principle. You've up-ended your lives and moved locations and all sorts of things to do something that was sold to you as one thing and then—just coming back to the sexual assault support service or SARC. In the end of that campaign, I understand that certain things were won. You're keeping the name, and you've got the front-door policy, whatever that one was, but there were still some cuts. What was the end result in terms of what was taken away?

**ALEXIA CHIPPERFIELD:** From my understanding, I believe that currently it is the loss of two staff. It is important to remember, though, that in this SARC transformation project there are three stages of proposals. The first proposal was when the Save SARC campaign was launched. We've just had the second proposal, and there is a third proposal coming out, I believe, in February. The university can still change what they're saying between now and then. That is our worry, that they will do what they normally do—say one thing, do another, do

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things quietly. We are worried that they will still do that in the third round. It is still quite worrying. We have made some wins, obviously, but with the cut of two staff, SARC will still not be able to function in the way that they were previously, which did, for the most part, almost perfectly line up with what the higher code requires. It was incredibly confusing that they even proposed any kind of change. I did bring that up in my consultation session that, from my understanding, they were already meeting those requirements. I got an incredibly vague answer. Something to do with efficiency is the bottom line for them.

**Ms ABIGAIL BOYD:** Using that as an example then—you were given all this misinformation, there was conflicting stories—what level of information was available to you from public minutes or council deliberations or anything? Was there anything that you could go to and point at?

**ALEXIA CHIPPERFIELD:** I don't think that there was anything.

**CAITLIN VEIGEL:** No. The only public information that students received was a mass email saying that there were going to be potential changes to SARC. The next thing was, after we launched the campaign and it started getting a lot of attention, the myth busters video essentially saying that we were lying, that we had no idea what we were talking about, and that we were making it all up.

**Ms ABIGAIL BOYD:** Were there deliberations at a council level then of "This is on the agenda. This is what students are saying. This is what our response should be?" Was that minuted? Was that discussed?

**HANZEL-JUDE PADOR:** I believe, from reports of what we understand from university council, the Save SARC campaign was mentioned at some point at university council. As part of that, again, the university and its governance seemed to double down on the idea that this was just misinformation; that there was no such thing as a disestablishment to SARC; that nothing was going to happen to SARC; that students such as us at WUSA were spreading misinformation; and that we were wrong. There was no public accountability where they said, "We made a mistake. It seems like student feedback really wants SARC to stick around. That was never the case. We were never going to disestablish SARC."

I think that speaks to—as we've highlighted in all three documents of evidence that we've provided, it's part of a manufacturing of consent or it's to blunt and misdirect student opposition and concern where, at university council, they'll say to us and they'll say to individual students that reach out to VCs, "This isn't going to happen. This is wrong. This is misinformation. This is a mischaracterisation," et cetera. It is effectively gaslighting the students into thinking that nothing is going to happen and questioning if it is worth raising their concerns or if it's worth opposing any decisions made by the university.

**Ms ABIGAIL BOYD:** It sounds very opaque in terms of getting that information and being able to actually point to where decisions were made and how. Did you ever ask for any of those decision-making documents, and what did they say in response?

**CAITLIN VEIGEL:** Yes, we did, like we did for the transformation plan earlier and the transition plan for the SSAF staff. We always ask for this. We never receive it. But, yes, we did ask for information about SARC, and it was a stonewall. "We can't provide anything. There's nothing to give."

**The CHAIR:** Can I ask a follow-up about the university's approach to the student organisations. It seems to be ignoring you, in one sense. Has there ever been any more active—you've said that there was a YouTube video put out trying to say you were wrong et cetera, which I understand is still up and available. Is that right?

**HANZEL-JUDE PADOR:** Yes.

**The CHAIR:** But have they ever actively tried to undermine the work of your organisation—say, any opinion on elections that are run, or anything like that?

**HANZEL-JUDE PADOR:** I think there may have been some other cases in the past, but I believe one of the most recent cases was with our most recent WUSA elections—student elections in general. A certain candidate, most notably and most likely a student whose policies that they were running on—to go down to the nitty-gritty of it—were not to hold the university accountable in that sense or to maintain the kind of work that we were doing around SARC, around the cuts and around working towards part of that 40 per cent SSAF. They were particularly advertising a certain candidate as part of general communications to all students to participate in the student election.

**The CHAIR:** The university was?

**HANZEL-JUDE PADOR:** Yes.

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**ALEXIA CHIPPERFIELD:** I can clarify specifically, in an easier way to understand. They were using this image of a student—almost like a stock image—for it. But they did also happen to be a candidate for the current student elections.

**The Hon. ANTHONY D'ADAM:** A bit of free advertising.

**HANZEL-JUDE PADOR:** Yes.

**The CHAIR:** So they're sending a photo out of a candidate and potentially maybe making it look like it was a stock image, but it's actually the person.

**HANZEL-JUDE PADOR:** Yes.

**The CHAIR:** And supporting them—being clear that that's who they were suggesting.

**ALEXIA CHIPPERFIELD:** The specific advertisement, I believe, was an Instagram post which had text which said something to the effect of "Student elections are now open", with this stock image next to it, and this stock image happened to be a candidate.

**The Hon. ANTHONY D'ADAM:** Is this person on the student advisory council?

**CAITLIN VEIGEL:** They were.

**ALEXIA CHIPPERFIELD:** They were previously.

**HANZEL-JUDE PADOR:** Yes, they were, and then they were running in our elections.

**The CHAIR:** You've given really valuable information, so I'm just trying to see if there's anything in particular we want to ask you.

**The Hon. ANTHONY D'ADAM:** You're under privilege. Can you actually identify who the student is—what their name is?

**HANZEL-JUDE PADOR:** I'm sure we can look it up.

**CAITLIN VEIGEL:** We can provide the image.

**The CHAIR:** Perhaps on notice if you could provide the image of the post because that was a public thing. That would be helpful.

**CAITLIN VEIGEL:** Absolutely.

**HANZEL-JUDE PADOR:** It was only taken down once Caitlin specifically messaged our returning officer, stating that this was a candidate and this was a conflict of interest on the university's part.

**The CHAIR:** Ms Veigel, would you be prepared to provide on notice your communication on that and any response?

**CAITLIN VEIGEL:** Yes, absolutely.

**The CHAIR:** That would be great.

**The Hon. ANTHONY D'ADAM:** Coming back to this question around course offerings and the decisions around which courses are offered, do you have any proposals around how that consultation should actually occur? I asked this of the NTEU representatives before. Should there be some kind of intermediate structure that actually makes those decisions away from the university council with some blended representation of the academic and student community so that there's a more consultative structure to enable those—those decisions have to be made at some stage. Sometimes you have to reduce course offerings. Is there a model that you think we should be recommending?

**HANZEL-JUDE PADOR:** Especially in understanding the role that the State Government has, in particular, with New South Wales universities and the fact that UOW is legislated by the New South Wales State Government, we believe—and we mentioned this as part of our co-submission with State Our Rights—that we would like to see a State student ombudsman, in part to take the load off the National Student Ombudsman. In presentations that WUSA has attended in the past, we heard that the National Student Ombudsman is very overwhelmed with a lot of responses and complaints from across Australia. They told us an anecdote that they received their first complaint within 15 minutes of the service opening up. To best understand the unique situations of New South Wales and better interact with the State Government that does actually have an effect on the way UOW and other universities within New South Wales are governed and operated, we believe that a State student ombudsman to accompany the National Student Ombudsman would be a recommended model.

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**The CHAIR:** Thank you all very much for appearing today and the work you do representing students at UOW. I think we have asked you a few questions to provide on notice, and we may also send through some supplementary questions as well. The secretariat will be in touch with that. The timetable is towards the end of January for return of those. Thank you again very much for appearing.

**(The witnesses withdrew.)**

**(Short adjournment)**

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**Ms LISA SIMMONS**, Former Executive Manager, Faculty Research Operations, and Former Chair, Work Health and Safety Committee, University of Wollongong, sworn and examined

**The CHAIR:** Thank you, Ms Simmons, for coming along. Do you have a short statement to begin with?

**LISA SIMMONS:** Thank you for the opportunity to speak today. My decision to participate in this inquiry has not been made lightly. For more than 24 years the University of Wollongong has shaped my personal and professional life, my values and my belief in the mission of public higher education. My written submission reflects a deep respect for the institution that changed the trajectory of my life, and a profound commitment to the sector that I love. I am the daughter of an auto-electrician and a granddaughter of a merchant seaman and a World War II veteran; UOW is set up for people like me. Over recent days we have heard powerful accounts of courage and solidarity from the people of New South Wales. In moments of tragedy, Australians show who we are: honest, resilient and unwilling to look away when something is wrong. That same public, whose hard-earned taxes fund our universities, deserves the full truth about how their institutions are governed. What concerns me deeply is that, over time, an accountability deficit has emerged that shields decision-making from proper public scrutiny.

For professional staff like me, appearing before an inquiry like this is seen as the "nuclear" option; it carries very real personal and professional risk. I appear today knowing that my future in the sector I love may be uncertain. But my career has been dedicated to supporting students, researchers, colleagues and communities, and that purpose has not changed. If anything, it is strengthened by the courage of my many, many colleagues who trusted me with their experiences. The public service code of ethics requires integrity, transparency, accountability and courage in the use of public resources. Those principles are embedded in legislation for public servants. Yet unlike, for example, Queensland, New South Wales does not impose equivalent statutory ethical obligations on university councils or vice-chancellors. Over more than two decades in the sector, I have seen how that gap leaves institutions vulnerable when governance fails.

As chair of the UOW WHS committee and a CPSU delegate, I became aware of growing governance concerns during 2024. Respectful questions from my union went unanswered, and senior leaders who raised concerns were no longer there. In early 2025 colleagues began sharing their experiences with me of pressure, intimidation and ethical compromise. The volume of information and their trust compelled me to act. On 6 March 2025 I made a voluntary disclosure of suspicion of corrupt conduct and/or suspected wrongdoing to the ICAC under the Public Interest Disclosures Act. That disclosure was accepted and I was afforded whistleblower protections. What followed were adverse experiences that no system should allow, particularly where safety and integrity are meant to be protected.

However, my experience is not isolated; many have been even more impacted than I am. I want to be clear that this didn't happen overnight. The conditions enabling these failures developed over many years. When accountability structures are purposefully weakened, risk and assurance functions stop being able to protect the public interest and silence becomes the suffocating norm. UOW, as an example, underscores how urgent this issue has become. Without immediate and significant intervention, even our strongest and most principled leaders remain exposed.

We are fortunate to have a vice-chancellor, Professor Max Lu, and a new substantive senior team who are committed to and—I have seen firsthand, working with them—intending to rebuild UOW with integrity and aligned to our legislated object. But the same conditions that created the failures before you still exist, and our incredible new leadership are subject to the same conditions. Senior staff continue to be threatened and their personal risks heightened. The message is clear: Unless people protect themselves, they may find themselves pushed out. This is not a safe or sustainable foundation for any public institution, especially an academic one. It's no longer led by an independent academic leader with a governance that is separate to management.

I appear today not as an advocate, but as a citizen, a taxpayer and someone who loves her university. It became my view that my silence in this forum would have made me complicit, and I could not accept that. Transparency and honesty are the minimum the public deserves from its institutions. My hope is that this inquiry addresses the systemic conditions that have allowed accountability to erode. I offer my evidence in support of genuine reform that restores integrity, safety and trust in our public universities. Given the events of the past week, the public is incredible and they deserve no less. Anything but the whole truth would be disrespectful to their ongoing sacrifices. Thank you.

**The CHAIR:** Thanks very much, Ms Simmons, and thank you for your comprehensive submission as well. We've been hearing quite a lot about the centralisation of power across universities, but in particular today at the University of Wollongong. That seems to echo the themes of your submission. I wonder if you could talk a bit about that? Maybe you could use particular examples of recruitment that perhaps haven't been handled as you

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would expect or delegations that have previously been asked about in budget estimates. I wonder if you could talk about that, but use those specific examples as you see fit.

**LISA SIMMONS:** Sure. Thank you for the question. One of the ways in which universities are set up is that they are to have a governance oversight and management perspectives. In what occurred at UOW in December 2023—I have forwarded a timeline to the Committee this morning; I'm not sure if you've got it, but I've got copies here if you don't have it. It would be good to have them provide that if you want that.

**The CHAIR:** Okay, it would be good to have them.

**LISA SIMMONS:** In December 2023, at the council meeting, delegations changed to amend that the establishment or disestablishment of senior executive positions, except for the vice-chancellor, were now under the purview of the performance and remuneration committee, and it was no longer the vice-chancellor.

**The CHAIR:** Could you say that again? The delegation of what?

**LISA SIMMONS:** The delegations of authority policy changed in December 2023 at that council meeting on 13 December, it must have been. It was just after, actually.

**The CHAIR:** Delegations of authority for what?

**LISA SIMMONS:** For employment delegations—and to establish or disestablish senior executive position. Those positions that work with the vice-chancellor to manage the organisations changed from the vice-chancellor being able to establish, disestablish and appoint to now being the performance and remuneration committee.

**The CHAIR:** Who is the chair of the performance and remuneration committee? Do you know?

**LISA SIMMONS:** I don't know at the time, but it has been Michael Still since his appointment as chancellor. It is in the terms of reference that the chancellor is the chair. At that time, to appoint or reappoint persons to those senior executive positions, the vice-chancellor could make that call, but not whether or not to establish or disestablish those positions. As we move through the year, we then have a council meeting on 22 March where further delegations are amended, where there is an amendment to the employment delegations of the University of Wollongong to appoint, terminate or reappoint to existing positions, to vary contracts, including remuneration, changes from limited term to continuing, changes to the level—anything relating to senior executive positions, except for the vice-chancellor. That is now moved from the vice-chancellor to the performance and remuneration committee. This takes a significant amount of power out of the vice-chancellor's hands to manage the university, as the Act describes, and puts it into the hands of the chancellor.

Three weeks later, Professor Patricia Davidson announces her resignation. As I go through the tabled document, you can see that the management arm of the university becomes even more destabilised at that point, where the chancellor, as head of that committee, was the only person able to make those appointments with that committee. That committee has a set of terms of reference that look reasonable. However, there's a quorum of three. There's a small quorum for that committee with such power to establish or disestablish those roles. That has then led to a number of issues. One of the most poignant examples, and why I think I find myself before you today, is that in February this year, the university advertised a vice-president strategy and executive affairs position. It was open for two weeks for recruitment. For a position of that seniority, it is odd for it to be open for only two weeks. Normally, in a public service or in a university, for that level of position, it means that they have someone in mind for that position. What occurred was significant unrest and concern across the university community.

As chair of the WHS committee, many people raised this issue with me and asked me to find out what was going on, and about the organisational justice issues that flow from this position being advertised at a time when there was significant destabilisation. We were waiting for change plans to come out, which came out a couple of weeks later in relation to large transformative change, where hundreds of positions at the University of Wollongong were impacted and disestablished or slated for disestablishment. My colleagues were very concerned. We raised it at the WHS committee. I then put together a risk assessment where that was put into our safety system. That led, ultimately, to the university making the decision to pull that position from the website and decide to roll that into the greater change.

That position caused quite a lot of significant unrest, the advertisement of that, and almost unanimous concern across our community, where people then started sharing their stories with each other because they were so burdened by it. That led to many people sharing their stories about how they'd been strongarmed into exercising delegations in ways that they didn't feel comfortable, that they were concerned about tender processes that were being run by the university. It led to people having permission to start to talk about their tiny pieces of a pie that

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actually caused them great concern, whether or not they'd raised it. A number of people had disclosed to me that they had raised it through the whistleblowing service that the university offers for public interest disclosure.

**The CHAIR:** The documents you tendered, we were conferring on, and I just missed the forum in which people started to consider these issues, so if you could just restate that—my apologies.

**LISA SIMMONS:** No, that's fine.

**The CHAIR:** And then I'm going to ask you—because we've got a very limited amount of time. Sorry, if you could just restate. You said that people started opening up, and I missed the crucial point.

**LISA SIMMONS:** No, that's fine. Because I'm the chair of the WHS committee and also because I work with lots of academics in my day job—or I did. That's where there were lots of discussions. What that led to was people even handing me pieces of paper with text written on it so it couldn't get back to them and people disclosing their stories about a large volume of concerns that they had that relate to the operations or the overextension of the governance of the university.

**The CHAIR:** Could I maybe jump in there, because I know Committee members will have questions. Also, you have provided to us two documents. One of these documents I wanted you to explain a bit, and that seems to be correspondence to you from the Independent Commission Against Corruption. I wondered if you could explain what this is and the purpose of providing that.

**LISA SIMMONS:** Sure. This is the document that was sent to me by ICAC on 26 May 2025 confirming that I'd provided them with a large volume of material. Clearly that's a theme, sorry. They summarised allegations that had been made that I had evidence for in relation to concerns relating to the management of conflicts of interest by the chancellor and in relation to a couple of other members of council and that the university secretary may have failed to appropriately declare or manage conflicts of interest regarding recruitments and governance division. There was also information in here about potential reprisals for Professor Sean Brawley, who was the deputy vice-chancellor for strategy and assurance, who raised concerns about some of these issues and then was made redundant by the university. A number of months later, the university advertised a VP of strategy and executive affairs that had quite a similar portfolio.

**The CHAIR:** If I could go to some of the concerns that you raised in this document that you just mentioned about tender processes, in particular. Maybe you could go through the concerns there.

**LISA SIMMONS:** It was raised to me at the time that at the start of 2024 there was representations made to the university through the chancellor or through the chancellor's people in relation to Built wanting to, they were concerned that—Built is a development company. They wanted to offer to the university a building for redevelopment for our Liverpool two building and had been making, in early 2024, representation to the university to see if the university could expand into their building. They had a call option that was to be ending at a time frame which meant that any pursuit of this by the university had to be done by middle of December.

What occurred was that there was an insistence for a tender process to be run. That information is contained in that timeline where Knight Frank was formally engaged to take the review. Quoting out of the tender documents, Knight Frank advised that it was important to commence searching for alternative sites and engaging with other developers, introducing leverage into conversations with Built prior to any public announcements that might be made on securing 50 Scott Street. Then the document talks through how there was ongoing engagement with Built throughout that timeline.

**The CHAIR:** Can you pinpoint the conflict of interest part? Because, so far, there's been maybe not disclosure of what was happening and maybe not transparency—but could you, for my benefit, with that particular example, identify what is suggested as a conflict of interest?

**LISA SIMMONS:** Public record shows that the Randwick Health and Innovation Precinct also have engaged Built. There was suggestions to me made by colleagues that there were long-held connections between the chancellor and executives on the Built board and a pushing of that relationship onto the university.

**The CHAIR:** Because the chancellor has a relationship with the health district in Randwick?

**LISA SIMMONS:** I think the implication was that the relationship went beyond the health district.

**The Hon. ANTHONY D'ADAM:** I'm just unsure about a document that's been tabled and whether I'm open to actually ask questions in relation to it.

**The CHAIR:** I've just sought some advice from the secretariat. The advice is that we need to be careful around detail with what is or isn't in the public domain. Anything that is asked and anything that does come out, we would then give the right of reply for anybody involved in that. Given that there are aspects which I think go

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to your submission as well, that you enliven those with some examples is probably the way to continue getting to the crux of the issues.

**The Hon. ANTHONY D'ADAM:** I wanted to ask about this role of secretary to the University of Wollongong council. What's the source of your specific knowledge around the functions of that role? How did it relate to the position that you held, and how did you have access to information about what the secretary to the council was doing?

**LISA SIMMONS:** The University Chancellors Committee has information—public domain—about the university secretary. However, I've worked at the university for a significant period of time. Where there are colleagues who have been the university secretary and we're working to get things through council or through our committee structures et cetera, you become aware of the university secretary's or the secretary to council's role.

**The Hon. ANTHONY D'ADAM:** This person services all of the committees of council. Is that right? They provide, effectively, the oversight and support for the committee.

**LISA SIMMONS:** Their team do—that should.

**The Hon. ANTHONY D'ADAM:** Do they attend the subcommittees?

**LISA SIMMONS:** In my understanding, there would be particular people within a governance unit that are assigned particular committees to support, and that is something that occurs normally. That information is confirmable through lots of different universities' governance structures where they have the terms of reference—that it's a particular position within the governance unit. To have every university secretary at every committee is really challenging because they're one person.

**The Hon. ANTHONY D'ADAM:** This role—the current occupant. How long have they been in the role?

**LISA SIMMONS:** Since October 2023.

**The Hon. ANTHONY D'ADAM:** Who held the role before then?

**LISA SIMMONS:** There was an interim person, Mark Roberts, for a period of months, I think. Prior to that it was Dr Nancy Huggett who held the position for a significant period of time.

**The Hon. ANTHONY D'ADAM:** Did they leave of their own volition—

**LISA SIMMONS:** That's not my understanding.

**The Hon. ANTHONY D'ADAM:** —or were they forced out? They were forced out, were they?

**LISA SIMMONS:** That's my understanding. Picking up from what Fiona said earlier this morning, resignation and those stories of resignation or voluntary redundancies is a nice way of putting it.

**The Hon. ANTHONY D'ADAM:** How can it be a redundancy? The position is still there.

**LISA SIMMONS:** Not her redundancy. I'm talking in general terms that there is sometimes no other option left for people to—either the position becomes untenable and they can't keep working in that situation, or there is no other role for them to go to.

**The Hon. ANTHONY D'ADAM:** Is there some tension between Ms Huggett and the chancellor that you're aware of?

**LISA SIMMONS:** I wouldn't be aware of that.

**The CHAIR:** Could I ask a general question? In your submission you detail the changes in the standing orders of the council. I wondered if you could go through in quite a bit of detail—and we've only got a very short amount of time left. I wondered if you could summarise the key aspects of that. As I said, I know that there's a table there where you provided a comprehensive, but just to give a flavour of your concerns about the changes to the standing orders.

**LISA SIMMONS:** Sure. I have a Bachelor of Arts, History and English from the University of Wollongong, as well as the Master of Education in Educational Leadership. When I was wanting to put this information together, I did a historical and textual analysis of the two documents that had been available publicly—the 2016 standing orders and the 2025 standing orders. What we see in that is that, even with a small amount of change to one or two paragraphs in the foreword by the different chancellors—the first chancellor, in the 2016 one, was Jillian Broadbent, and the 2025 one has Michael Still's foreword.

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Those forewords are quite different in the tone and the emphasis placed on the university's governance committees. The first set talks about responsibility to the university community, to students and to responsibly looking at the way forward. The second one focuses entirely around collective decision-making in a way that is about moving the university through change and addressing implied issues in that respect. So those sorts of changes shift—even within a large context that is the same, there is some here that are actually quite significant. If you're a new council member, there is no emphasis on the objective of the university, no mention of the purpose of what the university is supposed to be really doing and no real impact on the public interest as an overriding consideration in deliberations.

**The CHAIR:** I will just go back to Mr D'Adam's question about the role of the secretary. Has that changed over time, in your knowledge?

**LISA SIMMONS:** For one, the university secretary was co-held with the Vice-Principal (Administration), or that role, and it was delegated to a senior manager of governance or similar senior role to support that senior position to do that role. However, that has shifted significantly where the chief governance officer or university secretary has their own delegation as a senior executive in the delegations of authority policy and—having checked other universities—that delegations of authority policy is unique to UOW.

**The Hon. ANTHONY D'ADAM:** Does that role report to the vice-chancellor?

**LISA SIMMONS:** I think functionally, but the emphasis has been that that role would report to and support the chancellor.

**The CHAIR:** It functionally reports to the vice-chancellor but practically supports the chancellor?

**LISA SIMMONS:** Yes, previously it used to report to the Deputy Vice-Chancellor (Strategy and Assurance). However, that role was disestablished in 2024.

**The Hon. ANTHONY D'ADAM:** If late papers are to go to council, it would be the secretary of the council who would be the person who would be responsible for settling those documents and distributing them, and would determine the timing that they would be distributed as well?

**LISA SIMMONS:** Yes.

**The CHAIR:** Thank you, Ms Simmons. We appreciate your appearance today and taking the time to put in a submission.

**(The witness withdrew.)**

**(Luncheon adjournment)**

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**Ms MARISA MASTROIANNI**, Group Chief Executive Officer and Managing Director, University of Wollongong Global Enterprises, sworn and examined

**The CHAIR:** Thank you, Ms Mastroianni, for appearing before us today. Do you have a short opening statement?

**MARISA MASTROIANNI:** Yes, I do. Thank you, Chair and members of the Committee, for the opportunity to appear today. As CEO of UOW Global Enterprises, I'm proud to represent an organisation that has been a pioneer in transnational education. While the University of Wollongong's roots are firmly in Wollongong, in 1993 we became the first international university to establish a campus in Dubai. This year, we celebrated 32 years of operation there, and today UOW Dubai is a powerhouse of education in the Middle East, with over 6,600 student enrolments. Our success was recently recognised when UOW Global Enterprises received both the 2025 New South Wales and also National Export awards for international education and training. There has been significant disruption and change in the international education space in recent years. It is a matter of public record that the Federal Government is encouraging universities to explore offshore delivery, and the benefits of that are widely recognised. UOW is proud to be a leader in this space.

A little bit about UOW Global Enterprises: We are a wholly owned subsidiary of the University of Wollongong, responsible for managing international campuses in Dubai, Hong Kong, Malaysia as well as our college in Australia. These entities operate under a robust governance framework that ensures accountability and alignment with the university's mission. Oversight occurs through a multi-tiered structure. UOW GE has its own board with independent directors and university representation, including the vice-chancellor and council members. Subsidiary boards oversee individual campuses and academic boards maintain quality standards.

Financial and operational performance is reported annually through audited statements consolidating to the university's accounts in compliance with New South Wales legislation and subject to external audit by the New South Wales Audit Office. These arrangements ensure transparency and accountability for UOW GE operations. In summary, UOW's international operations are integral to UOW's vision and strategy. They enable us to deliver world-class education and research, strengthen financial sustainability and create global opportunities for staff and students. These activities are underpinned by rigorous governance, transparent reporting and public accountability, ensuring that international presence supports our core purpose in Wollongong and in New South Wales.

**The CHAIR:** Thank you very much. We appreciate that opening statement. That's helpful, because I'm not entirely sure how it all works, so there'll be some questions along those lines. The first questions from me are about the financial aspect. I might ask a few together and you can work through them. First, you say that it's a wholly owned subsidiary of the University of Wollongong. Can you explain funding, then? Is it that the university provides funding, or is it that each international campus has to be self-sustaining? If not, how does cross-subsidisation work? There are several of these; we can go through them one by one. But then, also, does UOW Global Enterprises make a profit every year? Some might answer others.

**MARISA MASTROIANNI:** UOW Global Enterprises is a self-financed, self-funding institution. All of our campuses receive their own revenue through student fees. They are self-financing, is basically how I'd like to describe that. They have their own revenue and they have their own expenses, and they're managed in an entity. That's how they are managed. In terms of any returns and any surpluses, they are returned to the University of Wollongong.

**The CHAIR:** So they're not a set dividend; it's whatever surplus from whatever the campuses hold?

**MARISA MASTROIANNI:** I think the way for me to best explain it is that, in order to release the funds, any surpluses that we have get returned to the university via a dividend. There hasn't been great transparency around that, or acknowledgement. It does appear in the accounts of the university. But I can say to you that, since 2016, \$167 million has been paid in gross dividends to the University of Wollongong through our offshore operations.

**The CHAIR:** Is that after operating costs?

**MARISA MASTROIANNI:** Yes.

**The CHAIR:** That's the entire operating profit of the offshore campuses?

**MARISA MASTROIANNI:** Yes.

**The CHAIR:** So that gets delivered into consolidated revenue of the university?

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**MARISA MASTROIANNI:** What also happens is, because we are a wholly owned subsidiary—we have global enterprises and then we have our subsidiary companies and entities offshore. Each of these gets rolled up into UOW Global Enterprises and that gets rolled up into the university's statutory accounts. It's presented as part of the University of Wollongong's results.

**The CHAIR:** If I was to look at the university's rolled up accounts, would I be able to ascertain what the profit and loss is for Hong Kong, India, Saudi Arabia? I don't know if Saudi Arabia is operating yet. But would I be able to see that?

**MARISA MASTROIANNI:** Our financial statements are publicly available. I'm just making sure that I say the right thing here. The financial statements of GE and our controlled entities are publicly available, and they are publicly available in UOW's controlled entities report. So, yes, they are. You have both the parent entity and the consolidated entity. They are shown and it is described.

**The CHAIR:** So I could go in and have a look and I would see that Hong Kong was this or that and what then flowed up to UOW Global Enterprises and then the global amount that went up to the university?

**MARISA MASTROIANNI:** All of our accounts for each of our entities come under the NSW Audit Office. There's no distinction between an operation that we have offshore or an operation in Australia.

**The CHAIR:** That's what I'm asking, really. I understand what you're saying, that you're complying with the standards that are there. If I was interested in finding out, could I see from what's publicly available where the slices of the profit came from?

**MARISA MASTROIANNI:** Each of our institutions produces annual accounts individually.

**The CHAIR:** That are publicly available?

**MARISA MASTROIANNI:** Yes.

**The CHAIR:** When you set up a campus, say, like in Saudi Arabia, you're saying that each of these campuses are self-funding. But they can't be self-funding to begin with, can they? Where does the initial investment come from? How is that arranged?

**MARISA MASTROIANNI:** Our approach to operating, particularly when you start a greenfield site like Saudi will be, is always asset light. We don't go in with a huge investment in terms of building a campus or buying a campus. It's very much about a progressive expansion. An example of that would be in Dubai, where they started with eight students. That was 32 years ago and they've had four different campus moves. Each time, it has been to facilitate the growth of the campus.

**The CHAIR:** Eight students, I imagine, wouldn't be enough to self-sustain that business. Until you get to break even, how is that particular entity financed?

**MARISA MASTROIANNI:** It's financed through the GE operations.

**The CHAIR:** But the GE operations are auspiced or underwritten by the University of Wollongong. Essentially, that's the University of Wollongong. You've said each is self-sustaining, so if you've got a new one and it's not self-sustaining—

**MARISA MASTROIANNI:** No, that's correct. You always have your startup costs with all your operations, and we absorb that as part of the GE consolidated result. We build that into our budgets, understanding that it'll have to be financed throughout from the operations that we have across Global Enterprises—any startup costs that we have in any other venture that we believe will also contribute positively longer term.

**The CHAIR:** So you have your startup costs, and the funds are provided by the University of Wollongong. Presumably the governance structure for that is that the university council has to approve funds for that startup until it breaks even.

**MARISA MASTROIANNI:** No, it actually doesn't happen in that way. UOW Global Enterprises has its annual budget, where it looks at all the revenues that are going to come in to Global Enterprises, and part of that will also include any startup costs we have for any new ventures.

**The CHAIR:** That's helpful. So that budget is approved by council?

**MARISA MASTROIANNI:** Our budget is approved by the UOW Global Enterprises board. The representation and how our governance model works—if I can just talk to that, perhaps, that might help. I'll just make sure that I refer to the right page. As we are an incorporated entity under corporations legislation, we have a board, and the board is comprised of two council members, two university executives, including the vice-chancellor, and four independent directors and myself as managing director. All of the directors—

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**The Hon. ANTHONY D'ADAM:** So you're a voting member of the board.

**MARISA MASTROIANNI:** Yes. All directors are appointed by UOW council.

**The CHAIR:** So the council appoints everyone. Are they paid positions?

**MARISA MASTROIANNI:** All external appointments are paid; internal appointments are not.

**The CHAIR:** Council members are potentially external. Are they paid?

**MARISA MASTROIANNI:** Yes, they are paid directors' fees.

**The CHAIR:** How much are those directors' fees?

**MARISA MASTROIANNI:** I'd have to take that question on notice.

**The CHAIR:** How much are you paid?

**MARISA MASTROIANNI:** I'd have to take that question on notice.

**The Hon. ANTHONY D'ADAM:** You don't know how much you're paid?

**MARISA MASTROIANNI:** I'm not paid for being on the board, no. I'm paid as chief executive. I'm not paid as a director.

**The CHAIR:** How much are you paid as chief executive?

**MARISA MASTROIANNI:** I'd like to take that question on notice, if I may.

**The Hon. ANTHONY D'ADAM:** You're not able to take a question on notice if you have the answer.

**The Hon. SARAH MITCHELL:** Yes, she is.

**MARISA MASTROIANNI:** To be honest, I wouldn't be able to tell you my salary accurately. I just don't have that number in my head. Sorry.

**The Hon. ANTHONY D'ADAM:** Ballpark. What's the sort of salary range? What are we looking at?

**The Hon. SARAH MITCHELL:** Point of order: With respect to the witness, she's asked to take it on notice. She's allowed to do that, and I think that should be the end of the—

**The Hon. ANTHONY D'ADAM:** Actually, you're wrong on that, Sarah.

**The CHAIR:** Ms Mitchell, have you finished your point of order?

**The Hon. SARAH MITCHELL:** My point of order is that Mr D'Adam—there's procedural fairness. Where's Bob Nanva when we need him? The witness has said she's taking it on notice. She said she'd prefer to take it on notice to give the accurate amounts. I think it's entirely within her realm to do so.

**The Hon. ANTHONY D'ADAM:** To the point of order: A witness is required to provide an answer if they have that knowledge at that point in time. The capacity to take a question on notice because they choose not to answer at this point in time is not available to a witness.

**The Hon. SARAH MITCHELL:** Do you remind your Ministers of that during budget estimates?

**Ms ABIGAIL BOYD:** To the point of order: Perhaps skirting past this point of contention, even if that question had been taken on notice, Mr D'Adam actually asked a new question.

**The CHAIR:** He had, yes.

**Ms ABIGAIL BOYD:** He is asking for a ballpark figure, which is a different question. I think the witness should be given the opportunity to answer.

**The CHAIR:** To your point of order, Ms Mitchell, we will allow Ms Mastroianni to take the specifics on notice, but the question from Mr D'Adam stands as to a ballpark figure.

**The Hon. ANTHONY D'ADAM:** Is it more than a million?

**MARISA MASTROIANNI:** No. My salary would be in the range of \$600,000.

**The CHAIR:** While we are there—and you may want to take this on notice, but perhaps not this part—do you also sit on other boards? You've got a substantive role as the CEO. Do you sit on other corporate boards or community boards?

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**MARISA MASTROIANNI:** I have sat on a number of community boards, and I also sit on the board of a mutual.

**The CHAIR:** What mutual is that?

**MARISA MASTROIANNI:** The NRMA.

**The CHAIR:** So there are no other board appointments.

**MARISA MASTROIANNI:** No.

**The CHAIR:** I'm just trying to get my head around the structure. We're talking about the funding of the campuses. You were saying that UOW Global Enterprises has a budget each year and then you have the discretion, as the board of Global Enterprises, to decide what to do with that budget, but your budget doesn't come directly from UOW. It comes, I guess, from the surplus or the profits from the previous year. I'm trying to understand where your budget approval comes from if you're a wholly owned subsidiary of UOW. Where are you getting the money to decide to invest in a startup campus?

**MARISA MASTROIANNI:** All of our fees are generated from student revenue.

**The CHAIR:** So you keep that, and then you decide whether or not you remit that to the university.

**MARISA MASTROIANNI:** No.

**The CHAIR:** You decide how much you remit each year to the University of Wollongong in profit; otherwise, how do you have that float?

**MARISA MASTROIANNI:** What occurs is, when our budget's put together, we put together projected student revenues that are going to come in, based on enrolments—based on new enrolments, based on re-enrolling students. We put together our comprehensive revenue projections. Against that, we put together expenditures. We have everything from rent, salaries, from operating a campus. That's all put together. We also look at what other investment we might need to do in technology—everything to support the campus. So it would be at the same standards that we would have—

**The CHAIR:** I understand that. Thank you for that. I'm not trying to cut you off. It's just that we've got—

**MARISA MASTROIANNI:** Then we've got the body bit left over and that would be our surplus. From there, based on what the surplus is, that's distributed as dividend.

**The Hon. ANTHONY D'ADAM:** Is it a fixed amount?

**MARISA MASTROIANNI:** No, it's not a fixed amount.

**The Hon. ANTHONY D'ADAM:** It varies from year to year?

**MARISA MASTROIANNI:** It's not a fixed amount. It's based on amounts distributed under corporations law.

**The Hon. ANTHONY D'ADAM:** So you decide, or the board decides, how much is remitted in dividend each year.

**The CHAIR:** Yes. That's what I'm trying to get to.

**MARISA MASTROIANNI:** The board approves it. Under corporations law, it requires a resolution of the board of directors to make that distribution.

**The CHAIR:** I guess what I'm trying to ask—and I'm trying to make it simple for myself, not for you, so please don't interpret it that way—is: UOW Global Enterprises gets its operating profits for the year; figures out its expenses; does all of its reconciliation, as it should. It has a pool of money, potentially, left over. It decides on its budget for the coming year, as its board, and keeps that, obviously, to be able to fund those activities, be it campus upgrade or whatever. Then whatever it decides is left over, is remitted to UOW?

**MARISA MASTROIANNI:** No.

**The CHAIR:** There's no automatic remit of your fees and things to UOW, and then it gives you what you need to operate. You decide—your board decides.

**MARISA MASTROIANNI:** No. The fees do not. The fees stay within the entity. That's for the institution. Dubai fees don't come to Australia and then Australia sends the money back to Dubai to pay wages. No, it doesn't operate that way. On an annual basis, basically you start each year afresh, because we do declare a

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dividend at the end of each year, based on that year's operations. Then the following year we'll have a fresh budget with the revenue projections that come in. Obviously we keep enough cash flow to make sure we always have sufficient liquidity.

**The CHAIR:** Sufficient liquidity for things like your startup projects.

**MARISA MASTROIANNI:** No, to ensure that we have sufficient liquidity to pay our ongoing wages. You know, cash flows and student fees come in cycles, so it's about managing it.

**The CHAIR:** Sure, but I'm just curious. It's really me struggling here. I'm struggling to know when you decide to open a new campus, where—as you describe it, your "startup funding"—the actual funds come from.

**MARISA MASTROIANNI:** It comes from cash reserves that we've accumulated from previous years.

**The CHAIR:** That you've accumulated, and that you've kept in order to fund that kind of thing?

**MARISA MASTROIANNI:** There is clear transparency that that's sitting there.

**Ms ABIGAIL BOYD:** You've also got borrowings.

**MARISA MASTROIANNI:** Yes, we borrowed during COVID.

**The Hon. ANTHONY D'ADAM:** That was my question.

**MARISA MASTROIANNI:** Sorry?

**The Hon. ANTHONY D'ADAM:** It's okay.

**Ms ABIGAIL BOYD:** I stole his question, apparently.

**MARISA MASTROIANNI:** The university was doing a funding round at that point in time. During COVID, we were concerned that there may be—there was a lot of uncertainty and not knowing what the future was going to look like. That's when we were just completing a new fit-out for our Dubai campus. We took \$30 million of that, and it's due for repayment in—I'd have to take that on notice. I'm not sure of the exact year, but I think it's due in '29. We are planning on paying it off early, including next year. We're doing \$10 billion of the 30 next year, because it's locked into some sort of—when the university has to pay it back.

**The Hon. ANTHONY D'ADAM:** That's the only debt on the balance sheet, is it, the \$30 million?

**MARISA MASTROIANNI:** Yes, that's the only debt.

**The CHAIR:** I'll go to you, Ms Boyd, but I just had a question that is slightly different. Who do you report to?

**MARISA MASTROIANNI:** I have dual reporting. I report both to the chair of UOW Global Enterprises and also the vice-chancellor.

**Ms ABIGAIL BOYD:** In terms of the reserves, it looks like you've got around \$163 million in reserves. Obviously, you need to keep a certain amount for liquidity reasons and to be prudent. How much of that is earmarked for future expansion? How does that get determined?

**MARISA MASTROIANNI:** If you're looking at the consolidated Global Enterprises, that actually also includes our Hong Kong accounts. The majority of that reserve is Hong Kong financials, which are unavailable for distribution except for in Hong Kong. I can give you the total break-up of that, but I don't have quite that detail, in terms of the GE result, excluding Hong Kong.

**Ms ABIGAIL BOYD:** If you decide to open a new campus somewhere, is the process to get approval from council, or is that something that there is autonomy at a board level to determine?

**MARISA MASTROIANNI:** As a wholly-owned operation and a subsidiary of the University of Wollongong, council holds the delegation for a number of things, including opening a campus in another location and including if you want to start up another company of any sort or any other controlled entity of any sort. The decision to both explore and to actually open a campus in another location requires the express approval of council.

**Ms ABIGAIL BOYD:** How involved is the chancellor in determining that direction of where you might expand? Do those ideas come from the board up, or is there also involvement from the chancellor, for instance, in determining where to go next?

**MARISA MASTROIANNI:** The vice-chancellor sits on the Global Enterprises board.

**The Hon. ANTHONY D'ADAM:** Does the chancellor?

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**MARISA MASTROIANNI:** The chancellor does not. The chancellor has a standing invitation to attend any Global Enterprises board meeting. The reason we have a mixture of both UOW executive and council members is to really ensure that there can never be misalignment for the direction that Global Enterprises is taking.

**Ms ABIGAIL BOYD:** With respect, in answer to my actual question, has the chancellor, to your knowledge, been involved in the strategy and determination of where campuses are opened?

**MARISA MASTROIANNI:** I would say that the chancellor has been briefed. He's obviously been briefed with the detailed business case that was put together.

**The Hon. ANTHONY D'ADAM:** Are those briefings with the chancellor by themselves or with the vice-chancellor present?

**MARISA MASTROIANNI:** This was over a period of time. I think even when the opportunity arose—if I just take you back a step, when we were approached by the New South Wales trade commissioner, there was an opportunity that perhaps we should be considering Saudi as a new location. They were changing in terms of their regulatory environment. They were looking at perhaps welcoming a foreign university. We should really be considering it. We are experienced in the region. This would be a really good opportunity. There were, I would suggest, more conversations than I would ever be able to remember. The fact that we were approached would have been raised. It would have been reported to council, along with the fact we were considering it and the fact that we were starting to do a bit of due diligence, trying to understand whether this really was an opportunity.

**Ms ABIGAIL BOYD:** When you say the fact that you were approached, who was approached? Was it the chancellor or was it yourselves?

**MARISA MASTROIANNI:** I was approached. I was sent an email by the trade commissioner. I would say that the chancellor would have had absolute knowledge, and he would have wanted to have satisfied himself, as chancellor of the university, with the fact that we were considering this move.

**The CHAIR:** Was the Saudi Arabia campus decided with the then vice-chancellor as well? Was she supportive of the decision?

**MARISA MASTROIANNI:** She would have been on the GE board at the time, yes.

**The CHAIR:** That's not the question I asked.

**MARISA MASTROIANNI:** Well, she didn't vote against it in the board meeting. There wasn't a dissension, so I would have to suggest that she was supportive. The other thing is she had, in my understanding, done extensive work in Saudi previously in her role at John Hopkins.

**Ms ABIGAIL BOYD:** Coming back to the reserves, we talked about how there was \$163 million in reserves, and you said that a lot of that was the Hong Kong cash. I understand that's about \$44 million of that?

**MARISA MASTROIANNI:** I actually had the balance sheet documents with me. I thought I wouldn't be asked questions to that detail, so I didn't bring them at all. I really have to take that on notice.

**Ms ABIGAIL BOYD:** Perhaps you could take it on notice. I'm interested in what that \$120 million in cash reserves is being anticipated to be used for.

**MARISA MASTROIANNI:** Is it referring to net assets? If it's net assets, it will also include the building that's owned in Hong Kong. There's a difference between cash—

**Ms ABIGAIL BOYD:** No, just reserves. It's equity reserves.

**MARISA MASTROIANNI:** That would be part of our net assets, which includes a building that is owned by the college in Hong Kong.

**The CHAIR:** Could I just confirm—I thought you said you didn't own buildings.

**MARISA MASTROIANNI:** No, we don't, except in Hong Kong. Hong Kong is a very, very different operation. Perhaps it might be really useful if I describe it, because there have been some misconceptions around the Hong Kong campus that we have. When the stewardship of the college was transferred to UOW, it included accumulated cash reserves totalling HK\$879 million. The purpose of that was for it to repurpose and rehouse into a new campus. That's why it came with those reserves. That's the equivalent of about \$175 million Australian. We had to temporarily house—we were given a land grant because, you're right, our policy is that we do not own assets. We always go asset-light. In this case, we were granted a land grant by the Government for us to relocate the college into. But, in the interim, there was an acquisition made with those funds for them to house as a temporary campus. The view will be that it disposes of that as soon as the Hong Kong property market picks up again. So it's very much not being held. At this point, it's part of its investment portfolio, but that very much came

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with the campus. It was the cash reserves the Hong Kong college had when we did the acquisition, and it was very much transferred with that purpose in mind.

**The CHAIR:** Is the Hong Kong operation in and of itself, aside from the reserve, making a surplus?

**MARISA MASTROIANNI:** It is cash flow positive at the moment, yes, but it's also still self-financing through its own reserves.

**The CHAIR:** It's using those reserves?

**MARISA MASTROIANNI:** Yes.

**The CHAIR:** What about India? Is it returning a surplus? Let's change the phrasing. Is it making a profit?

**MARISA MASTROIANNI:** No.

**The CHAIR:** What about Hong Kong? Is it making a profit?

**MARISA MASTROIANNI:** Hong Kong is not making a profit. It's actually carrying quite significant depreciation because of its new campus that it moved into, so we are understanding the impact that has on our statutory accounts.

**The CHAIR:** So cash surplus and an overall deficit from the depreciation.

**MARISA MASTROIANNI:** It's cash flow positive from an operating—

**The CHAIR:** But India is not?

**MARISA MASTROIANNI:** No. India has had one year of operation, and at this point in time it is not.

**The CHAIR:** It will be cross-subsidised through what you've already described as the Global Enterprises budgeting process to keep it solvent for the coming year or two years.

**MARISA MASTROIANNI:** That is the intention. Currently, due to the Government's approval, it actually had to be structured as a direct branch campus of the university being run by Global Enterprises. So it's actually going straight into the accounts of the university at this point in time.

**The CHAIR:** That's quite a different structure than you led us to believe with regard to both Hong Kong and India. They're a little different, aren't they? Are there any other differences with the other campuses that we should know about?

**MARISA MASTROIANNI:** No.

**The CHAIR:** Because you described the model as a uniform model, and we're picking out pieces now that don't fit that.

**MARISA MASTROIANNI:** I think some of the things that are different are some of the financial, the accounting, the reporting. But, overall, as a structural governance, it is consistent.

**The Hon. ANTHONY D'ADAM:** The India campus is run as a branch of the university, but Global Enterprises effectively manages the campus. Is there a commercial relationship between the university and Global Enterprises? Is there some kind of memorandum of understanding? How is that managed?

**MARISA MASTROIANNI:** We've actually set up a committee of council that has oversight of the way we're operating that, as a branch campus on behalf of the university. It's called the UOW FIC subcommittee that we have put in place. We also have in place service agreements in terms of the fact that it's been run by a subsidiary of the university.

**Ms ABIGAIL BOYD:** Who's on the subcommittee?

**MARISA MASTROIANNI:** We have a council member. I'd have to also take that question on notice. I've got a blank.

**Ms ABIGAIL BOYD:** Because the chancellor is the chair of FIC. Is the chancellor on that subcommittee?

**MARISA MASTROIANNI:** No, he's not.

**The CHAIR:** Are there people from your board on that subcommittee who are council members? Is there a crossover? Or even the executives?

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**MARISA MASTROIANNI:** I'd have to take the question on notice and give you a list of who the members are.

**The CHAIR:** If we could have the list of who the members are and who your board is, just so we can do that crosscheck.

**The Hon. ANTHONY D'ADAM:** Who are the council members on your board?

**MARISA MASTROIANNI:** Currently, we have one vacancy and the other is Greg West.

**The Hon. ANTHONY D'ADAM:** They're the non-executive members of the board. You said there were two executive members of the board.

**MARISA MASTROIANNI:** The executive is the vice-chancellor.

**The Hon. ANTHONY D'ADAM:** Who's the second?

**MARISA MASTROIANNI:** The chief operating officer.

**The Hon. ANTHONY D'ADAM:** Then there are four independent directors. Is that right?

**MARISA MASTROIANNI:** Yes.

**The Hon. ANTHONY D'ADAM:** So there's one vacancy. Are there any other vacancies in the other categories?

**MARISA MASTROIANNI:** Not that I'm aware of, no.

**The Hon. ANTHONY D'ADAM:** The independent directors, how are they recruited?

**MARISA MASTROIANNI:** How have they been recruited? They've been recruited using a director search, to a skills matrix.

**The CHAIR:** That was outsourced, I guess?

**MARISA MASTROIANNI:** Yes.

**The CHAIR:** Which company did the director search?

**MARISA MASTROIANNI:** I couldn't tell you off the top of my head.

**The CHAIR:** Could you provide that on notice for us?

**MARISA MASTROIANNI:** Sure. I'm just thinking it has been a while since we've recruited, so I'll have to have a think.

**The CHAIR:** Understood. While we're on that, though, does UOW Global Enterprises use consultants for other things, apart from recruitment?

**MARISA MASTROIANNI:** Very rarely. We've used them in property leases to help us with leases, but, no, very rarely. We'd be happy to supply any consultants that we've used.

**The CHAIR:** Would you be able to, on notice, provide us with the travel and expenses of UOW Global Enterprises for, say, the last three years?

**MARISA MASTROIANNI:** Sure.

**The Hon. ANTHONY D'ADAM:** Can I just clarify that Greg West is not remunerated as a board member? Is that right?

**The CHAIR:** He is.

**MARISA MASTROIANNI:** He is remunerated. He is considered an external appointment.

**The Hon. ANTHONY D'ADAM:** He's an external appointment, but he's not an independent. Is that right? Let me just clarify. My understanding of the structure is two council members, two executive members, four independents and yourself.

**MARISA MASTROIANNI:** Yes.

**The Hon. ANTHONY D'ADAM:** The four independents are all remunerated.

**MARISA MASTROIANNI:** As are the council members.

**The Hon. ANTHONY D'ADAM:** And the two council members are remunerated.

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**MARISA MASTROIANNI:** Yes.

**The Hon. ANTHONY D'ADAM:** You've taken on notice the remuneration.

**MARISA MASTROIANNI:** Yes.

**The Hon. ANTHONY D'ADAM:** Can you give us a ballpark of how much we're talking about?

**MARISA MASTROIANNI:** I haven't looked at it for ages, but I think it's sixty.

**The Hon. ANTHONY D'ADAM:** Sixty thousand?

**MARISA MASTROIANNI:** Yes.

**Ms ABIGAIL BOYD:** There were a number of resignations of directors in 2024. Did that happen because they were resigning from their particular positions or was there some other reason? What I mean by that, for example, is obviously the previous vice-chancellor was a director, and they resigned when they were no longer vice-chancellor. But there are also independent directors who resigned as well—for example, Mr Cornish resigned on 22 February, Ms Gan resigned on 15 September, and there was another one. Ms Tansey was appointed to replace somebody. Was there a reason for the directors—

**MARISA MASTROIANNI:** Noel Cornish came to an end of term, in terms of maximum, and Ms Wendy Gan chose her work commitments. She took on a new role. She took on a new job and made the decision that she did not want to—but we've had low turnover of directors, really.

**Ms ABIGAIL BOYD:** So it was just in that year?

**MARISA MASTROIANNI:** It just happened that they both left in the same year. The others were all linked to ex officio roles—basically, linked to being an executive of the university.

**Ms ABIGAIL BOYD:** I think you covered this a bit with the Chair, but when those new directors were appointed, how were they appointed? Were they appointed by council?

**MARISA MASTROIANNI:** They're all appointed. They all go to council for appointment as directors.

**Ms ABIGAIL BOYD:** Who puts them forward?

**MARISA MASTROIANNI:** The Global Enterprises board has a committee that will look at applications or go out to the market or a recruitment search firm. It's just varied. Then from there, that committee will make a recommendation. In the past, it has also included the vice-chancellor on that committee. It will make a recommendation to the GE board, who makes a recommendation to council, and council will do the appointment.

**The CHAIR:** Can I ask how you were appointed and how your contract is renewed?

**MARISA MASTROIANNI:** How was I appointed?

**The CHAIR:** Yes, how is your contract—

**MARISA MASTROIANNI:** I was recruited as CFO. I went through—

**The CHAIR:** As CFO?

**MARISA MASTROIANNI:** Yes, back in the day.

**The CHAIR:** But you're not CFO anymore?

**MARISA MASTROIANNI:** No.

**The CHAIR:** You're the CEO?

**MARISA MASTROIANNI:** I'm CEO, yes.

**The CHAIR:** So you were appointed as CFO through a recruitment process. How were you appointed as CEO?

**MARISA MASTROIANNI:** And then a vacancy came up and the board appointed me as CEO.

**The CHAIR:** The board appointed you as CEO?

**MARISA MASTROIANNI:** Yes. Again, I would have to—I think that's always done in consultation with the vice-chancellor.

**The CHAIR:** So it's an ongoing position, not a renewed contract. You don't have a term limit like—

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**MARISA MASTROIANNI:** It's not an ongoing position. It's a three-year contract.

**The CHAIR:** How long are your contracts?

**MARISA MASTROIANNI:** Three-year contracts.

**The CHAIR:** Where are you in this contract?

**MARISA MASTROIANNI:** I'm at the end of a contract.

**The CHAIR:** We were talking about the composition of the board. Given this is about campuses and students and academics, I wonder why there aren't any students, academics or staff generally represented on your board.

**MARISA MASTROIANNI:** We have subsidiary boards. There's one in Dubai, one in Hong Kong and one in Malaysia. Their composition and the way they are run is also influenced by local requirements. All of our campuses comply with TEQSA but they also have local accreditation; sometimes I like to say we've got triple star. The local accreditation generally has requirements in terms of board composition and the governing body that's in place. Our governing bodies are our boards, so we make use of that structure. It'll have in place requirements for local representation so that you don't just have people who are distanced from the operations. We will then also have representation from students. That does vary, because of the requirements. For instance—if I'm not mistaken, but I can confirm this—in Dubai, they attend the education committee. The GE board has a presentation at each board meeting from a student representative from one of the campuses to talk about their experience, to talk about what's going well and what's not going so well and how it's changed their life. We have on the agenda as a standing item hearing directly from students.

**The CHAIR:** I appreciate that. It's really interesting to know, to understand how that representation works. It's a bit like in universities in Australia where you have students on faculty boards but you still have representatives on university councils as well. They're different levels of accountability and responsibility. Given that UOW Global Enterprises is a wholly owned subsidiary of the University of Wollongong and that part of the University of Wollongong's remit is to promote the interests of the people of the Illawarra, I wonder why it wouldn't be appropriate to have students or staff represented to make sure that that all accords to be part of that governance process to make sure that regional justification accords with the Act, including any sort of regional connection. I wonder why that hadn't come up before.

**MARISA MASTROIANNI:** We see ourselves as being connected to both the Wollongong community of Wollongong students but also to the students globally that we reach out to, who we teach and who we make our impact on globally. Our board is structured as what would be more typically known as a corporate entity. We structure our board in that way, which reports into the University of Wollongong. I think our reporting into the University of Wollongong would give it the—and the University of Wollongong council having the student representation, that's where it would come. For instance, when we decided on the Saudi campus, it went to and was discussed at length at council. That's where the voice of the local Wollongong student would be heard, and probably where it would be the most appropriate.

**The CHAIR:** Except your budgeting all happens at your own board, which determines what surplus is remitted to the University of Wollongong, so you'd think that University of Wollongong students and staff would have an interest in how much of your money gets remitted and not kept for other projects in other years. There'd be natural interest in that. I'm interested in that, and I'm not even a student or staff at University of Wollongong.

**MARISA MASTROIANNI:** That's your view.

**The Hon. ANTHONY D'ADAM:** The decision about the Saudi campus, was that substantively considered by subcommittee of the council or by the full council? Do you know?

**MARISA MASTROIANNI:** It was considered by the full council.

**The Hon. ANTHONY D'ADAM:** It didn't go to a subcommittee first. Do you present to the council? On the Saudi proposal, did you present to the council?

**MARISA MASTROIANNI:** Yes. I'm trying to recall if it went to—it was a while ago, so I'm not sure. I know it definitely went to council. Did it also go to a subcommittee? I'm not sure. I'll take that question on notice. I really can't remember.

**The CHAIR:** With the boards of the subsidiaries, as you call them, are the minutes and agendas of their meetings publicly available?

**MARISA MASTROIANNI:** Which one, sorry?

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**The CHAIR:** You've said that there are these boards in your other campuses. I presume they have their own governance structures et cetera. What's publicly available from those meetings?

**MARISA MASTROIANNI:** No, they are not publicly available. The minutes of the GE board are made available to council.

**The CHAIR:** Thank you, Ms Mastroianni. Apart from the questions you've kindly said that you'll take on notice, we are likely to have some supplementary questions, which the secretariat will be in touch about. We've extended the reply date on those until the end of January given the season. Thank you, again, very much for appearing.

**(The witness withdrew.)**

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**Mr MICHAEL STILL**, Chancellor, University of Wollongong, sworn and examined

**The CHAIR:** Thank you, Mr Still, for joining us this afternoon. Would you like to make a short opening statement?

**MICHAEL STILL:** No, I don't have a statement.

**The CHAIR:** Could I jump in quickly? It's more of an update, really. I understand from answers given to the Federal Senate inquiry that the University of Wollongong estimated the cost of engagement with KordaMentha as \$2.94 million. That was in September. Has KordaMentha still been engaged in the period since then? If so, how much extra would we be adding to that total?

**MICHAEL STILL:** My understanding is that they are no longer engaged and that that amount is still correct.

**The CHAIR:** So they've not been engaged further since then.

**MICHAEL STILL:** That's my understanding, yes.

**The CHAIR:** I wondered if we could ask about some of the transitions in senior roles over the past few years. I'm particularly interested in the transition from Vice-Chancellor Davidson to John Dewar. Prior to that interim appointment, who did you have conversations with about the suitability of Mr Dewar for doing that interim role?

**MICHAEL STILL:** I think the primary person that I respected in that regard was Attila Brungs, who is the Vice-Chancellor of the University of New South Wales.

**The CHAIR:** There have been varied reports, including answers to budget estimates and maybe the Senate inquiry as well, as to the nature of the engagement of Mr Dewar. I wanted to provide you with the opportunity to clarify that because, to be honest, I'm a little confused. It seems to be your answer on the public record that Mr Dewar, who worked for KordaMentha, was no longer engaged with KordaMentha at the time that he was working as interim vice-chancellor, and yet there appears to be other evidence which suggests that Mr Dewar was working nine days at the university and had a one-day-per-fortnight engagement with KordaMentha. Which of those is correct?

**MICHAEL STILL:** The nine days per fortnight is the contracted time that he worked for the University of Wollongong. He stepped back from any employment at KordaMentha. He possibly used that one day a fortnight to keep in touch with people that he would go back to KordaMentha with. We knew he was going to go back, but he had no working relationship with KordaMentha. That was our insistence.

**The CHAIR:** Given that KordaMentha was engaged and has carried out, as we've just said, \$2.9 million worth of work on the transformation strategy that the university has pursued, is it appropriate that someone from KordaMentha was appointed as the interim VC during the process of that transformation? What assurances did you get from Mr Dewar that he was not actually keeping in touch with KordaMentha, which probably wouldn't have been the diligent thing to do in those circumstances?

**MICHAEL STILL:** I have no doubt that he was in touch with them. There's no reason why he wouldn't be, but there was no reason that he would subvert the arrangement we had made. We went through a very strict process to appoint an adviser. There was a tender; there was a probity officer. We had submissions from other firms. When Mr Dewar came along, he was not allowed to have any engagement with those people, and that was stated in his contract.

**The CHAIR:** Sorry, when you say "those people"—

**MICHAEL STILL:** The consultants that came to work at UOW. The work of the KordaMentha consultants was overseen by what we call the project control board, which was a committee of council.

**The CHAIR:** I just wonder, though—given that I understand that John Dewar remained a business partner at KordaMentha, he was still profiting from the business that KordaMentha had at the University of Wollongong. Even if you put up that screen, if you like, between him not engaging, he still was a beneficiary of the work.

**MICHAEL STILL:** Possibly. I don't know.

**The CHAIR:** You don't know?

**MICHAEL STILL:** No.

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**The Hon. ANTHONY D'ADAM:** Wasn't it your role to check, to exercise the due diligence?

**MICHAEL STILL:** No. If there was a direct conflict then perhaps we should have thought about that, but there was no conflict because there was a tender process in a normal fashion, undertaken very strictly, for the appointment of a consultant. Totally outside that process, John Dewar was asked if he would step in as an interim vice-chancellor when we needed it.

**Ms ABIGAIL BOYD:** You effectively borrowed him for a bit from the consultancy, then. You've entered into an arrangement to borrow him from his consultancy for a bit.

**MICHAEL STILL:** Not with the consultancy; we didn't have that arrangement. It was purely with him.

**Ms ABIGAIL BOYD:** But he must've had to have arranged that with his business partners and said, "I'm going to go and do this for eight or nine months."

**MICHAEL STILL:** I expect he would've, yes.

**Ms ABIGAIL BOYD:** Given that, you don't think that they potentially thought that this was a package deal and they'd get to have the \$3 million-odd fees for doing the project at the same time as they lend—

**MICHAEL STILL:** They had no idea at the time of the scope of the work that we were going to ask any consultant to do. They had no idea that they were, in fact, going to be the consultants.

**Ms ABIGAIL BOYD:** Do you understand the public perception, though, of this? It looks very dubious.

**MICHAEL STILL:** I do, and that's why there was such a strict process in addressing both the consultancy tender and the appointment of John Dewar.

**The CHAIR:** With the greatest of respect, Mr Still, it doesn't seem particularly strict.

**MICHAEL STILL:** I think it was very strict.

**The CHAIR:** It seems like it was a pretty standard process for putting a tender out—

**MICHAEL STILL:** Not at all.

**The CHAIR:** —and getting three quotes in.

**MICHAEL STILL:** It wasn't quotes. It was really around the competence of the people. Yes, there was pricing involved, but many things came into it. It was very strict. It was not a casual arrangement at all.

**The Hon. BOB NANVA:** Was there a tender scorecard for this particular procurement?

**MICHAEL STILL:** Yes, there was.

**The Hon. BOB NANVA:** Could you perhaps provide that to the Committee?

**MICHAEL STILL:** I'll take that on notice and get it to you. Sure.

**The CHAIR:** Given that, from the looks of it, Mr Dewar provides quite a lot of the heavy lifting for KordaMentha in terms of its capabilities in higher education, wouldn't that have been a factor in appointing KordaMentha as the consultants?

**MICHAEL STILL:** Not at all. The fact that he is that capable is why we wanted him, personally, to join the university and help.

**The Hon. ANTHONY D'ADAM:** Did you know Mr Dewar before the appointment?

**MICHAEL STILL:** No, I didn't at all. No.

**The CHAIR:** Could we get, perhaps on notice, Mr Still, the dates of the engagement of KordaMentha and Mr Dewar's contract? You probably wouldn't have those off the top of your head, I would have thought.

**MICHAEL STILL:** Let me see. I might have.

**The CHAIR:** Sure, if you have them, that would be helpful.

**MICHAEL STILL:** Because I think that—yes, Dewar was appointed interim vice-chancellor on 30 June 2024, and KordaMentha people, as part of the tender process for the review of operations, started 22 July 2024.

**The Hon. ANTHONY D'ADAM:** Mr Still, did you ask Professor Davidson to resign?

**MICHAEL STILL:** Professor Davidson resigned of her own accord.

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**The Hon. ANTHONY D'ADAM:** You didn't ask her to resign?

**MICHAEL STILL:** The discussions that took place with Professor Davidson over time resulted in her resignation.

**The Hon. ANTHONY D'ADAM:** Is that a discussion that you initiated?

**MICHAEL STILL:** I initiated many discussions with Professor Davidson, yes.

**The Hon. ANTHONY D'ADAM:** Specifically about her resigning?

**MICHAEL STILL:** She chose to resign after the conversations—

**The Hon. ANTHONY D'ADAM:** No, that's not the question I'm asking you, Mr Still. My question is did you initiate a discussion with Professor Davidson about her resigning, asking her to resign?

**MICHAEL STILL:** The conversation I had with Professor Davidson did include the possibility of her resigning, and she resigned.

**The Hon. ANTHONY D'ADAM:** When did that occur?

**MICHAEL STILL:** I'd have to get you the date.

**The CHAIR:** That seems a little inconsistent with media reporting after Professor Davidson's resignation, in which I'm pretty sure you said that it came as a shock—

**MICHAEL STILL:** No, I didn't say that.

**The CHAIR:** Okay. So either you didn't say it or the reporting that I have seen is wrong.

**MICHAEL STILL:** The reporting was incorrect, yes.

**Ms ABIGAIL BOYD:** Did you ask many people to resign? There's been a lot of changeover with the senior—

**MICHAEL STILL:** The senior people that resigned or were moved on were either that way by the interim vice-chancellor, not by me.

**Ms ABIGAIL BOYD:** You didn't have conversations with any of them?

**MICHAEL STILL:** No. No, that's not my job.

**Ms ABIGAIL BOYD:** Was there an understanding that there was a desire to renew the leadership? There's a huge number of people that, since the—

**MICHAEL STILL:** The interim vice-chancellor came to me, per the governance arrangements of the university, to say that there was a deep need for renewal, and he gave me his intentions. It's not for me to tell him what to do, but merely to oversee what the senior executive does.

**Ms ABIGAIL BOYD:** And that wasn't part of the overall agreement with KordaMentha?

**MICHAEL STILL:** It had nothing to do with KordaMentha.

**Ms ABIGAIL BOYD:** They've come in and subsequently argued for cuts.

**MICHAEL STILL:** Don't confuse KordaMentha and John Dewar. John Dewar was not working for KordaMentha at the time; he was working for the university.

**The CHAIR:** No, but he was still a partner.

**Ms ABIGAIL BOYD:** He seems to have had the same sort of slash-and-burn mentality, though, in terms of asking people to resign.

**MICHAEL STILL:** I think "slash and burn" would be to mischaracterise. He saw a need for certain people to leave the organisation, and some resigned and some he may have moved on. I cannot recall which was which.

**Ms ABIGAIL BOYD:** On answers to questions on notice in budget estimates earlier this year, we asked how much had been paid out in redundancy in the 18 months since you have been chancellor. We were told just over \$29 million in redundancy payments, and an extra 700-and-something thousand dollars in hiring costs in that 18-month period from the end of '23 to mid-'25. Does that strike you as a huge amount of money to be spending on—

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**MICHAEL STILL:** It's an extraordinary amount of money, but it's a function of the EBA. Most of that money is voluntary redundancy money paid to academics in the learning program change. Some of the money, of course, was to the executives who left, but most of it, as I understand, is voluntary redundancy money in the teaching and learning.

**The CHAIR:** Sorry, could I jump in, Ms Boyd, to go back on one of your questions. Mr Still, you were saying that the interim vice-chancellor was making decisions about the composition of the senior executive, essentially. Why was there the need to change the delegated authority to manage senior executive appointments to be under your purview? Wasn't it you who actually had oversight of who stayed and who went?

**MICHAEL STILL:** Oversight of the process?

**The CHAIR:** Oversight of the process. I understand there was a change—that this was a new delegation of authority. It had previously been with the vice-chancellor, I think.

**MICHAEL STILL:** Coincidentally, this is a question that was put to me by a member of the press last evening. One of the points of discussion with Vice-Chancellor Davidson was executive members being appointed without process, people being removed without process and without visibility of council. This was very concerning. As is the case with, let's say, Sydney university, we put in place a process to have council, as a subcommittee, oversee that senior executive ins and outs.

**The CHAIR:** When you were saying that it was the new vice-chancellor who was in control of that, it was actually now overseen by you and council because you wanted to put in place protections so that the vice-chancellor couldn't be the one solely in charge of hiring and firing.

**MICHAEL STILL:** Those senior appointments, yes. It's a process issue. It's not a "We like that person, therefore you can't." But on what basis are you hiring them? Where's the selection panel? Is this selection panel an external one for this grade of person? Is it an internal one? All these sorts of things.

**The CHAIR:** You're probably aware of it. I don't think it will surprise you that there's a bit of a narrative of the centralisation of control. Sadly, we're not just hearing it with regards to University of Wollongong; we're hearing across the board. There seems to have been a number of changes both to delegations, with regards to whether it's the appointment of senior management, whether it's odd changes to delegations for a couple of million dollars to different committees. You seem to be the chair of a number of key committees. I wonder, how do you respond to the suggestion that there has been, in the past two years, a centralisation of control, largely under you, at UOW?

**MICHAEL STILL:** Control, no. A centralisation of oversight, yes. The university was, at that stage of the game, going to run out of cash in 2027. That's not a situation that I can sit by and watch, and allow to go through slow or undeveloped processes. Of course council needed to take a much greater interest. You'll have seen from the recent independent report by Ms Cilento that there's great criticism that council hasn't taken greater control of executives and of the finances.

**The CHAIR:** Forgive me, because it's something that's come up a lot so I'm quite interested in this. With regard to this idea of financial situations, undoubtedly the university sector obviously has its pressures, but we've heard evidence both this morning and in previous hearings that the narrative around the crisis that we hear from multiple universities is, as the saying goes, somewhat exaggerated given that the accounting methods used rely heavily on depreciation as the part of the accounts that send them into these great negative territories. Why is that relied on so heavily?

**MICHAEL STILL:** Depreciation, do you mean?

**The CHAIR:** Why is the suggestion there that these are being used as the rationale for the crisis narrative?

**MICHAEL STILL:** I suppose I can't speak for the others but, just generally speaking, depreciation is a measure of the money that needs to be spent on assets in the future. If a building or a piece of—

**The CHAIR:** Sorry, Professor. We're really rushed for time. With the greatest respect, I understand how depreciation works.

**MICHAEL STILL:** They are saying we need to put that money aside even if it's notional. We haven't worried so much about that at UOW. It will become a problem at UOW.

**The CHAIR:** Right. I don't mean to seem trivial about this, but you seemed very engaged there with the thought of the financial concerns and running out of cash. I wondered then—and Ms Boyd had referenced the optics or the perceptions of particular choices—how does it look, if there's this crisis of cash that we understand

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and is now in the public record, that you spent upwards of \$62,000 on your own installation ceremony as chancellor? How does that look, do you think?

**MICHAEL STILL:** Yes. I would have thought that was unfortunate, I must say. I didn't know that at all. What transpired, as I was advised afterwards, was that internal people wouldn't cooperate in putting together that installation ceremony and it was outsourced. I hadn't known that.

**The CHAIR:** You weren't advised about how they were organising your—

**MICHAEL STILL:** No.

**The CHAIR:** Who would have approved a \$62,000 installation ceremony?

**MICHAEL STILL:** I don't know, to tell you the truth.

**The CHAIR:** You don't know?

**MICHAEL STILL:** Would you like me to take that on notice? Okay.

**The CHAIR:** I would like you to take that on notice. I find it interesting, given our recent discussion here about making sure that there's control and oversight, that something which, as I don't have to tell you, potentially publicly looks quite bad, isn't known about, or who makes those decisions is not known about.

**Ms ABIGAIL BOYD:** Just when you're getting that information, because I understand that this hadn't been done at the university since 1975, if you could come back to us with exactly who made the decision then, how it was made, and how it was made to have that much money spent on it at a time when the university is saying—

**MICHAEL STILL:** It's very common in universities. You'll see it in most universities. It's a proper procedure for a university to undertake.

**Ms ABIGAIL BOYD:** Apparently, according to the answers that were given to us by the vice-chancellor in the middle of the year at budget estimates, we were told it wasn't since 1975 for Wollongong.

**MICHAEL STILL:** That's for UOW. Yes, that's right.

**Ms ABIGAIL BOYD:** Also, we were told that in the 18-month period from 24 January there had been almost \$300,000 spent on your incidental expenses, \$293,977.98.

**MICHAEL STILL:** That would be a great surprise to me but, anyway, I'll get that checked for you.

**Ms ABIGAIL BOYD:** Yes. That's costs associated with supporting you, apparently.

**MICHAEL STILL:** That'll be staff as well.

**Ms ABIGAIL BOYD:** It includes things like parking, inauguration, salary of the senior executive assistant that supports you. Is that senior executive assistant a new role?

**MICHAEL STILL:** I don't know. I wouldn't expect so. Somebody had to support the chancellor and the council and the other council members. There's quite a lot of work to do. Someone's been doing it.

**Ms ABIGAIL BOYD:** Perhaps if you could give us a breakdown of what that expense is, that would be very useful.

**MICHAEL STILL:** Sure, yes.

**The CHAIR:** Thank you. While we're on that, and perhaps you or someone else has provided this before on notice, but I'd like to just confirm—the discretionary \$2 million that got delegated to the finance and infrastructure committee, what was that used for? Is that a one-off or is that an ongoing delegation of up to \$2 million? Could we get a breakdown of what that has been used for?

**MICHAEL STILL:** Yes, we certainly can. It was a one-off amount. I'm not sure that it will continue. It paid for the initial set of reviews of operations et cetera.

**Ms ABIGAIL BOYD:** Just on that as well, because in the answers to questions on notice we were told that, in order to spend the money from that \$2 million, you needed two signatures out of three categories of people. The top one was, I think, yourself.

**The CHAIR:** The chair, yes.

**Ms ABIGAIL BOYD:** And then there was the chair of the FIC, which is also you, as I understand it.

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**MICHAEL STILL:** It was; it won't be next year.

**Ms ABIGAIL BOYD:** That just left us with the deputy chancellors. I understand there are only two of those?

**MICHAEL STILL:** Yes.

**Ms ABIGAIL BOYD:** Effectively, then, when we're asking for two signatures, it's not you twice; it's you and one of those deputies.

**MICHAEL STILL:** Or the other two together.

**Ms ABIGAIL BOYD:** The deputy chancellors together?

**MICHAEL STILL:** I think so, yes.

**The CHAIR:** I just want to ask you about Nous consulting. I have looked at disclosures of contracts over a period of time, and you're probably not looking at the website as frequently as me, but there seems to be an unusual pattern where the disclosure around Nous has changed over the course of a few months. On 21 June this year, it said that the contract value was greater than \$150,000 and less than \$257,000. Then, by 7 September, that was \$1,030,000, and that was the amount up until early December. Today it says greater than \$150,000, and it won't give us any more detail because it's commercial in confidence. What's happening there that has had such a big variation? Why now, suddenly, when we knew that it was a million dollars in the beginning of December, do we now have to say it's commercial in confidence?

**MICHAEL STILL:** I have no idea, I'm sorry, none at all. We'll come back to you on that.

**The CHAIR:** Do you know about what Nous is doing?

**MICHAEL STILL:** Yes, I was a great supporter of employing NousCubane. They have all the benchmarking for staff numbers in all the different areas of the university, so it's a very good place to start as to where everybody else has their number of staff.

**The CHAIR:** Where do they get their benchmarking data from?

**MICHAEL STILL:** I think they have it with the cooperation of all the universities.

**The CHAIR:** Do you get them to buy your data so that they can use it for benchmarking purposes, or do they just use it when you sign the contract?

**MICHAEL STILL:** I have no idea, I'm sorry.

**The CHAIR:** Could we get that on notice? It's quite important to me to understand where they're sourcing their data, because I understand that it's international data, which has limited—

**MICHAEL STILL:** I think it's international as well.

**The CHAIR:** Yes, but it's got a bit more limited relevance to Australia. If you could find out also if you're just giving up your data, or is that part of the commercial exchange that that's brokered as part of the deal?

**MICHAEL STILL:** Okay, let's find out about that. But the important point, I think, here is that we ask for relevant data from our own set—so regional and subregional universities in Australia.

**The Hon. ANTHONY D'ADAM:** I want to come back to the resignation of Professor Davidson. I have a timetable here. The resignation was made public on the 19th. Roughly how long before the 19th did you have the conversation with Professor Davidson about her resignation?

**MICHAEL STILL:** I can't tell you because I don't know the 19th.

**The Hon. ANTHONY D'ADAM:** A couple of weeks? Twenty-four hours before? How long, do you think?

**MICHAEL STILL:** I can't tell you what the 19th was. I'd have to look at the calendar. But it can't have been more than a few days after that final conversation that—

**The Hon. ANTHONY D'ADAM:** But you had an initial conversation with her?

**MICHAEL STILL:** I had many conversations with her.

**The Hon. ANTHONY D'ADAM:** No, in relation to the resignation, Mr Still.

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**MICHAEL STILL:** Ultimately, it must have been a few days before that public announcement. We would have made a public announcement as quickly as—

**The Hon. ANTHONY D'ADAM:** Did you decide to have that conversation, to initiate a conversation with Professor Davidson about her resignation, on your own initiative?

**MICHAEL STILL:** Ultimately, yes, I'm accountable for that. Yes, that's right.

**The Hon. ANTHONY D'ADAM:** Did you talk to anyone about her resignation before you had that conversation?

**MICHAEL STILL:** Yes, many. Many people.

**The Hon. ANTHONY D'ADAM:** Who did you speak to?

**MICHAEL STILL:** Council members, of course.

**The Hon. ANTHONY D'ADAM:** Which council members?

**MICHAEL STILL:** I think probably all of the independent council members and then, ultimately, the staff and students.

**The Hon. ANTHONY D'ADAM:** Can you specify specific people that you recall having conversations with?

**MICHAEL STILL:** The main ones that come to mind straightaway are Warwick Shanks, Greg West, Merran Dawson and Nieves Murray. That's the core of the independents. That discussion having been had, it would have been discussed with the staff and student members. Everybody in council was involved, ultimately.

**The Hon. ANTHONY D'ADAM:** You had a conversation with the staff and student members about possibly asking for the resignation of the vice-chancellor before you'd spoken to the vice-chancellor.

**MICHAEL STILL:** Not with staff and students, no, because by the time we gathered the council, we had received the resignation. The question for the council at large was "Are we prepared to accept the resignation of the vice-chancellor?" That's as I remember it.

**The Hon. ANTHONY D'ADAM:** So you had these discussions. What was the nature of the discussion that you were having with these independent members of council? Presumably, you had some rationale for why you were seeking the resignation of the vice-chancellor. What was that?

**MICHAEL STILL:** That would be to mischaracterise it, I'm afraid. The conversations over time were about the performance of the vice-chancellor and of the senior executive. That is the job of the council.

**The Hon. ANTHONY D'ADAM:** You'd formed a view that the vice-chancellor wasn't performing well and that the senior executives weren't performing well?

**MICHAEL STILL:** No, not the senior executive at that stage at all. That's up to the vice-chancellor. I did discuss the performance of the—

**The Hon. ANTHONY D'ADAM:** Let me just run through the sequence. The vice-chancellor announced her resignation on 19 April. Then on 30 April, you had the deputy chancellor resign, Robert Ryan. Then on 7 August, you had Adam Malouf, the chief operating officer, resign. Then on 9 August, you had Matt Wright appointed, I think. Is that right?

**MICHAEL STILL:** Yes, he stepped in as acting chief operating officer.

**The Hon. ANTHONY D'ADAM:** Then on 9 September, the chief financial officer resigned. Is that right? David McKenzie?

**MICHAEL STILL:** I don't know David McKenzie.

**The Hon. ANTHONY D'ADAM:** There's a sequence of resignations that came in quick succession.

**MICHAEL STILL:** Robert Ryan was a council member and his term expired.

**The Hon. ANTHONY D'ADAM:** Right, I see. Okay. He was a council member.

**MICHAEL STILL:** The rest of it was all by the chief executive, not by me.

**The Hon. ANTHONY D'ADAM:** When Professor Dewar started, did you have a conversation with him about cleaning out the executive?

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**MICHAEL STILL:** I said he needed to take responsibility for the executive, yes. He was fully-fledged chief executive of the university.

**The Hon. ANTHONY D'ADAM:** Did you identify specific people that you thought were a problem?

**MICHAEL STILL:** I can't recall a conversation about specific people.

**The Hon. ANTHONY D'ADAM:** He came in and there was a lot of turnover very quickly.

**MICHAEL STILL:** Yes. He made his own assessments.

**The Hon. ANTHONY D'ADAM:** Presumably he had your imprimatur to engage in that activity.

**MICHAEL STILL:** As long as the process was correct and the reasoning was correct, yes.

**The Hon. ANTHONY D'ADAM:** You must have had good reason to believe that what he was doing was correct. Is that fair to say?

**MICHAEL STILL:** That's true too. But there was no influence on John Dewar. He made up his own mind.

**The Hon. ANTHONY D'ADAM:** Was John Dewar recruited for that purpose? Is that why you appointed an interim—

**MICHAEL STILL:** No. He was recruited to be a vice-chancellor.

**The Hon. ANTHONY D'ADAM:** Why didn't you seek to appoint a permanent vice-chancellor? Why were you going for an interim vice-chancellor?

**MICHAEL STILL:** Because it takes many months. We started the process straightaway and it takes many months.

**The CHAIR:** But often there's acting vice-chancellors. You can get one of your deputies. You can—

**MICHAEL STILL:** Yes.

**Ms ABIGAIL BOYD:** Did you speak with Mr Dewar before you asked Ms Davidson to resign?

**MICHAEL STILL:** No.

**Ms ABIGAIL BOYD:** Did you know him? Did you have a conversation?

**MICHAEL STILL:** No. I had never met him.

**Ms ABIGAIL BOYD:** At the time when you decided a new vice-chancellor was required, you didn't have one in mind?

**MICHAEL STILL:** No.

**The Hon. ANTHONY D'ADAM:** What did you anticipate would happen when the vice-chancellor resigned? You were just going to pull the trigger on the vice-chancellor going, and you had no plan going forward for the interim period?

**MICHAEL STILL:** When the vice-chancellor resigned, I had no plan to replace her with anybody in particular.

**The CHAIR:** Sorry, I just want to jump in there. You had conversations with her about the possibility of her resigning—you said you had multiple conversations—but during that time, you hadn't considered what the university did to fill that gap?

**MICHAEL STILL:** No, we did put in an acting person, but that wasn't going to work.

**The CHAIR:** Why is that the case when it works so well at other universities? It's just a standard practice.

**MICHAEL STILL:** It might be, but I have to make a decision about competence.

**The Hon. ANTHONY D'ADAM:** It's an interim appointment.

**The CHAIR:** Can I just check in? Ms Mitchell did have a question. She was happy to let that line of question go, but I just want to jump in. Ms Mitchell?

**The Hon. SARAH MITCHELL:** I won't take long because I'm happy for others to go back to this. Mr Still, one of the things that we've heard from different witnesses about is a bit of a lack of transparency and

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accountability for university councils, generally speaking, and for some of the subcommittees and decisions that have been made. One of the recommendations we heard earlier today was that the Minister and the Auditor-General should look to set up a panel to more frequently look at some of the undertakings of universities' decisions made by councils and make that a public report to Parliament. I wondered if you had a view on that proposal.

**MICHAEL STILL:** I think anything that would make the public more comfortable about the operations of universities, as long as it doesn't stand in the way of university business being conducted properly, is fine. In the chancellor's council, I am also a member of the social licence committee. I think social licence is an incredibly important thing for universities, and it develops that social licence in many ways. It is a gift of the public. If there was a method of looking at what councils did annually, every second year or something to cover what you're suggesting, it could be a good idea.

**Ms ABIGAIL BOYD:** Can I pick up on that final question. Let me put it to you, Mr Still: I understand that when you get a new vice-chancellor in you say, "It is now your responsibility to work out the executive suite. Off you go. You go and work that out. We are going to do things in the way that we have appointed you to do because you are now the new vice-chancellor." But in this case you'd appointed somebody knowing they were only going to be there for eight or nine months, so you've got a person who you've brought in who is then making these massive changes to the running of the university and then leaving for a new person to come in.

**MICHAEL STILL:** Yes.

**Ms ABIGAIL BOYD:** It has cost the university millions of dollars to do that.

**MICHAEL STILL:** I don't know about that, because what you're again referring to is what were, in fact, voluntary redundancies from the teaching and learning review.

**Ms ABIGAIL BOYD:** If we just focused on the executive, that is a huge disruption and a huge change of direction for somebody who you knew was only interim—to be tasked with and given that responsibility for.

**MICHAEL STILL:** Yes.

**Ms ABIGAIL BOYD:** At no point did you think we might get another vice-chancellor who wants to do things differently and who's actually going to be permanent? There seems to be a disconnect there between the amount of authority that was given to somebody—and sway—who was interim and who also happened to have the same attitude towards the university as the consulting firm that you then appointed.

**MICHAEL STILL:** No, don't say that. They're totally different things. John Dewar is one of the most highly regarded university chief executives in the country. We were very fortunate that he was able and willing to come and be vice-chancellor for six or seven months. That he had such experience and was so highly regarded meant that we were able to allow significant change to happen under his leadership. He understood quickly what needed to happen. He would know how a university needed to run. He said it was not running like any university should run, and council gave him the authority to set it up in a way which was consistent with a proper running of the university.

**The CHAIR:** What connection did Mr Dewar have to the Illawarra?

**MICHAEL STILL:** What connection?

**The CHAIR:** What connection did he have to the Illawarra?

**MICHAEL STILL:** None that I know of.

**The CHAIR:** What connection have you had historically, before becoming chancellor?

**MICHAEL STILL:** I've known the UOW for quite a while. I've been involved way back in the past with UOW on several things, but I don't have any real connection in the Illawarra.

**The CHAIR:** On notice, would you mind providing examples of the things way back in the past that you had?

**MICHAEL STILL:** Sure.

**The CHAIR:** That would be helpful.

**The Hon. ANTHONY D'ADAM:** Can I ask how you came to be the chancellor?

**MICHAEL STILL:** There was a process run by a recruitment firm. The name escapes me—one of the large ones. I was asked if I was interested. I said that I certainly was.

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**The Hon. ANTHONY D'ADAM:** You come out of finance. Is that right?

**MICHAEL STILL:** Finance. Infrastructure, finance and—

**The Hon. ANTHONY D'ADAM:** You don't have any direct higher education experience before being appointed chancellor.

**MICHAEL STILL:** No.

**The Hon. ANTHONY D'ADAM:** So how do you end up being chancellor? What kind of recruitment process leads to someone from finance being appointed to one of the leadership positions in a higher education institution?

**MICHAEL STILL:** Is there something wrong? You sound like you think there's something amiss.

**The Hon. ANTHONY D'ADAM:** It's a question. What's the process?

**MICHAEL STILL:** Why not? It could have come from anywhere. I could have been anything.

**The Hon. ANTHONY D'ADAM:** Anyone could be appointed, of course, but clearly some decision was made that you're the right guy for the job, and I want to know how that process worked.

**MICHAEL STILL:** I can't tell you what was in their minds.

**The Hon. ANTHONY D'ADAM:** Is it correct that David Gonski was involved in the process?

**MICHAEL STILL:** I believe that David was an adviser somewhere in the process.

**The Hon. ANTHONY D'ADAM:** Do you know David?

**MICHAEL STILL:** Yes, I do know David.

**The Hon. ANTHONY D'ADAM:** Have you known him for a long time?

**MICHAEL STILL:** He was Chancellor of the University of New South Wales when I was—

**The Hon. ANTHONY D'ADAM:** Did he speak to you before you were appointed chancellor?

**MICHAEL STILL:** He asked me if I was interested and whether or not I would like to have my name added to the list.

**The Hon. ANTHONY D'ADAM:** Before that, had you expressed any interest in being the leader of the university?

**MICHAEL STILL:** No.

**The Hon. ANTHONY D'ADAM:** So David Gonski just tapped you on the shoulder and said, "We think you should be the chancellor."

**MICHAEL STILL:** No, he didn't say that. Would I be interested in having my name added to the list?

**The CHAIR:** Was Mr Gonski part of the recruitment panel?

**MICHAEL STILL:** No idea. I don't think so. This is purely my supposition that he was an adviser somewhere in the process.

**The Hon. ANTHONY D'ADAM:** Was there no interview?

**MICHAEL STILL:** Oh, yes, there was.

**The Hon. ANTHONY D'ADAM:** Who interviewed you to become chancellor?

**MICHAEL STILL:** Warwick Shanks, Robert Ryan and, at the end of the table, quite separate from the other two, was David Gonski for a period of the interview.

**The Hon. ANTHONY D'ADAM:** So he was there?

**MICHAEL STILL:** Yes, but—

**The CHAIR:** I just asked you if he was on the panel and you said, no, you don't know.

**MICHAEL STILL:** No, I don't know. The panel is a panel set up by the university.

**The Hon. ANTHONY D'ADAM:** You're being coy, don't you think, Mr Still?

**The CHAIR:** That's being very coy.

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**MICHAEL STILL:** No, I'm being subjected here to—and being asked to be precise. I'm trying to be precise for you. I don't know the answer.

**The CHAIR:** So he was precisely there on the day that you were interviewed?

**MICHAEL STILL:** Yes, he was.

**The CHAIR:** That's helpful.

**The Hon. ANTHONY D'ADAM:** Mr Shanks—do you know Warwick Shanks?

**MICHAEL STILL:** I didn't before the university, no.

**The Hon. ANTHONY D'ADAM:** Not before the university?

**MICHAEL STILL:** No.

**Ms ABIGAIL BOYD:** Anthony, one of your questions I don't think got a full answer. Did you know Mr Gonski before this?

**MICHAEL STILL:** Yes.

**Ms ABIGAIL BOYD:** Are you friends?

**MICHAEL STILL:** No, not as friends. I'm not a friend of Mr Gonski. Merely by association at UNSW.

**The Hon. ANTHONY D'ADAM:** So a business association?

**MICHAEL STILL:** Well, it's an institutional association. I was chair of the South Eastern Sydney Local Health District, and we had a partnership with UNSW.

**The Hon. ANTHONY D'ADAM:** There had been no commercial relationship—like, where you've been engaged in business activities together? You had no knowledge or no—

**MICHAEL STILL:** No, UNSW trained much of the medical workforce of the health district, so the faculties were very engaged. They were partners in the Randwick health precinct, so there was a significant engagement with the university and the health district.

**The CHAIR:** Can you imagine that that might look—again, we're looking at perceptions. But if you were at the University of Wollongong, or indeed someone who lived in Wollongong, and there was a sense that the former Chancellor of UNSW in Randwick and the head or ex-head of the Randwick area health service had some connection which meant that then there was an appointment to the University of Wollongong—and I'm not suggesting that there is anything wrong, but could you see that there might be a perception that that maybe doesn't seem like the best way to appoint someone who's going to be the head of the University of Wollongong?

**MICHAEL STILL:** No, I think that's drawing far too long a bow.

**The Hon. ANTHONY D'ADAM:** You're not remunerated as chancellor, are you?

**MICHAEL STILL:** No, I'm not.

**The Hon. ANTHONY D'ADAM:** Do you get any kind of financial assistance to fulfil your role?

**MICHAEL STILL:** Other than the amounts already mentioned by Ms Boyd, no.

**The Hon. ANTHONY D'ADAM:** For the investiture?

**MICHAEL STILL:** No, for staff. There's a—

**The Hon. ANTHONY D'ADAM:** So you do it all for free, do you?

**MICHAEL STILL:** Yes.

**The Hon. ANTHONY D'ADAM:** It's voluntary work?

**MICHAEL STILL:** Voluntary.

**The Hon. ANTHONY D'ADAM:** And how many hours a week do you think you spend on the university's administration?

**MICHAEL STILL:** I think in the last couple of years I would have spent at least 40 hours a week.

**The Hon. ANTHONY D'ADAM:** How do you afford that?

**MICHAEL STILL:** How do I afford it?

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**The Hon. ANTHONY D'ADAM:** Yes, you must be well remunerated in another way in order to afford 40 hours of your time a week to a voluntary organisation. How do you—

**MICHAEL STILL:** I think that the best way you could describe it is that I spend my savings.

**The Hon. ANTHONY D'ADAM:** You're wealthy. Is that fair to say?

**MICHAEL STILL:** I don't know that there's anything wrong with spending my savings. I might be penniless.

**The CHAIR:** The money that we heard about, and you were going to take on notice, I think, that Ms Boyd said was about \$300,000 in the spend on your support—are you aware of a limit on that? You didn't seem to be aware of the amount that had been spent. I wonder if there is an upper limit to that that you're aware of, or it's just not something that you consider because someone else approves it. How do you determine what's spent?

**MICHAEL STILL:** I spend absolutely as little as I can. I drive my own car. I pay my own expenses. I'm very surprised at \$300,000, but we will find out what it's spent on.

**The CHAIR:** Could you also find out if there is, somewhere, a limit? You're not aware of it.

**MICHAEL STILL:** It's a matter of what's appropriate and what's proportionate.

**The Hon. ANTHONY D'ADAM:** I understand that Greg West sits on the Global Enterprises board, and he's a council member.

**MICHAEL STILL:** Yes.

**The Hon. ANTHONY D'ADAM:** The decision to appoint council members to that board that obviously carries some level of remuneration—how is that decided? Is that on the basis of a recommendation of a subcommittee that you sit on?

**MICHAEL STILL:** He has been a member of the board of GE since before my time. I have not been part of appointing a board member to GE. But I'm not sure that he would—I can take on notice whether he's remunerated.

**The Hon. ANTHONY D'ADAM:** He's definitely remunerated.

**The CHAIR:** Mr Still, you were here when Ms Mastroianni was telling us that he was remunerated.

**MICHAEL STILL:** I'm sorry. I didn't catch that.

**The CHAIR:** We are out of time. We do appreciate you appearing and being prepared to take questions which can be thorny from this Committee. We are probably likely to ask further questions. We've given you some on notice, and there are likely to be supplementary questions. We've extended the reply time to the end of January, given the season. Thank you again for appearing.

**(The witness withdrew.)**

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**Professor G. Q. MAX LU, AO**, Vice-Chancellor and President, University of Wollongong, sworn and examined

**Mr WARWICK SHANKS, OAM**, Deputy Chancellor, University of Wollongong, affirmed and examined

**Professor NINA REYNOLDS**, Chair of Academic Senate, University of Wollongong, affirmed and examined

**The CHAIR:** Thank you very much for appearing today. Does anyone have an opening statement that they'd like to make?

**WARWICK SHANKS:** Yes, just a statement of introduction. As you heard, my name is Warwick Shanks, Deputy Chancellor of the University of Wollongong, a position to which I was elected by the university council in October 2021. The position is voluntary and unpaid, and one that has been a privilege to hold over the last four years. I've served two four-year terms on council, having been appointed by the New South Wales Minister for Education initially from January 2018 and then reappointed from January 2022. My association with UOW spans many years prior to my appointment to council, including voluntary service on numerous committees and as chair of the advisory board for the former faculty of commerce. This long involvement reflects my commitment to the university's mission and its role in supporting students, research and regional communities.

UOW's commitment to the Illawarra region reflects my own. I have long been involved in community organisations and initiatives that strengthen social and economic outcomes, including serving as chair of the Illawarra Committee of the Australian Institute of Company Directors, deputy chair of RDA Illawarra, overseeing the judging of the Illawarra Business Awards for 20 years, and I am also currently chairman of the Illawarra Performing Arts Centre. Outside my role at UOW, I have over 30 years of professional experience in corporate governance, audit, risk management and financial oversight. I am a fellow of Chartered Accountants Australia New Zealand and a graduate member of the Australian Institute of Company Directors. In January 2024 I was honoured with a Medal of the Order of Australia for services to business and to the community. I note that I will be finishing my term on council at the end of this month. I will be continuing my association with the university by moving into the role of pro-chancellor. Pro-chancellor is a ceremonial role that enables me to assist the university and the chancellor by presiding over events such as graduations. I look forward to assisting the Committee today by outlining our governance practices and my role.

**MAX LU:** My name is Max Lu. I'm Chinese born and a dual citizen of Australia, and a British citizen. After nine years as Vice-Chancellor of the University of Surrey, I'm very pleased to return home to take up this new role as vice-chancellor. Six months in, I'm still on a learning curve. If I don't have all the answers, I promise you that I have some good questions, too. This year UOW celebrated 50 years of innovation and impact in the Illawarra region. We have grown from a small regional campus into a world-leading university with impact, delivering world-class research and teaching. We have produced over 200,000 alumni graduates worldwide. We have ranked consistently in the top 200, and I am very pleased to note that the AFR ranking placed us at eighth overall this year and third in teaching quality.

In September I led the consultation of a new strategy, Vision 2035 and Strategic Plan 2030. The plan builds on our proud history while setting ambitious goals for the future to be a university to think global and act local, rooted in our Illawarra community while achieving international excellence. I recognise that public trust and social licensing is fundamental and that strong governance balanced with freedom to innovate is essential. At the University of Wollongong we are committed to continuity, transparency and high performance. The university's story is one of resilience and renewal and ambition. We look forward to shaping an even brighter future for Australia in the years ahead.

**NINA REYNOLDS:** I'm Professor Nina Reynolds. I'm a professor of marketing with the school of business. I've been at the university since 2014. I've been chair of academic senate for 3½ years now. That's an elected position, which also makes me an ex-officio member of council.

**The CHAIR:** I might start our questions. My first one is to you, Professor Lu. We appreciate that you have not been in the chair for all that long. However, when you did arrive, it seems that what I understand is called the transformation strategy was in swing. We just heard from the chancellor that there had been a fairly wide brief given to the interim vice-chancellor to take a broom through senior executive. What's your position on the transformation strategy and the loss of the 160-odd jobs and what I understand now is the recruitment of about 130 or 140 jobs? What's your assessment of where the university stands regarding the transformation strategy and how it rebuilds? No doubt there will be questions, particularly to you, Ms Reynolds, later about teaching and learning and courses. Mr Lu, what's your understanding of where things sit and how you rebuild a university that has been very hard hit by this strategy?

**MAX LU:** I do acknowledge that change is very difficult. The transformation that UOW has experienced in the last 12 months or so is not unique and is actually across many institutions, as you may be aware. It's because

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of the financial pressures the university sector has been facing, and also the international students and all these different factors manifest in the financial deficit position. In order to serve our communities with impact in terms of education and research, the university first and foremost has to operate on a sustainable footing. We cannot continue to serve our community if we were not sustainable. That's my first point.

The second point is that we have, since my arrival, tried our best to minimise job losses and are trying to look holistically at how we're going to save expenditure, the cost in the non-salary areas and procurement included. All of these areas we have looked at, and then through the consultation, we also take into account feedback and many ideas from our staff and the community. In the final position we have actually reduced quite significantly the number of voluntary—even those voluntary redundancies we reduced by approximately 100. That said, I don't take lightly the impact of the transformation on our staff, both those who have left and also those who are still with us. We do recognise this. Rebuilding is my job, and I'm coming into this. We're in a kind of six month, and I've been working very hard to engage with our community both within and outside.

**The CHAIR:** I appreciate that, and I wanted to give you the opportunity, being new, to give your perspective. From the very recent to a bit of history—Mr Shanks, you seem to represent the corporate history, I'm afraid to say, and I have a few questions which frankly feel a little odd. It feels a bit weird to be asking them about the activities of a university, because it seems a bit out of scope, but I'm going to ask them anyway. I understand that there were a few international connections made between 2017 and onwards that I'd like to ask you about. The first is a relationship with the Tottenham Hotspur Football Club that was signed off by DVC (Global Strategy). That seemed to have very limited benefit to the university, but did involve numerous overseas trips involving senior executives during that period. You were on council by then. Do you have any recollection of that? It seems an extremely odd partnership to pursue.

**WARWICK SHANKS:** I have some recollection. I don't remember all of the details. I think I was on council—I was close—but I still understand. I may not have been involved when it was first established, but I was involved with a part of it. My recollection is the intention of that strategy was around attracting international students to Australia who were interested in football, and developing a football academy—as in soccer—relationship with Tottenham that was totally focused on generating income for the university through recruitment of mostly international students, but also domestic students. But any more than that, I would need to take on notice to recall the strategy at the time.

**The CHAIR:** If you could take anything on notice. Honestly, it rings a bit odd to think that the University of Wollongong was thinking about a football academy, which doesn't seem like a natural fit, to be honest.

**WARWICK SHANKS:** I understand.

**The CHAIR:** I understand that there was a connection with Prince Andrew established through his Pitch@Palace—something along those lines. There are many questions I have about the sense of that and the wisdom looking back.

**WARWICK SHANKS:** I can imagine.

**The CHAIR:** Getting to the finances, I understand that—as I said, odd questions—bathroom renovations of the university executive were organised and paid for in preparation for—formerly known as—Prince Andrew to visit in 2017. Again, I don't know if you recall that or if you have any details you could provide on notice. I'm trying to establish a pattern of these very odd decisions across council for a period of time.

**WARWICK SHANKS:** I certainly have to take on notice any questions about the costs involved with Pitch@Palace at the University of Wollongong. The Pitch@Palace program, my understanding at the time was it started in the UK and had been going for a number of years. It was a global program aimed at providing opportunities for entrepreneurs, so it was an early version of pitch competitions for entrepreneurs, which involved having local businesspeople as mentors helping them develop a pitch and then giving them a platform on which to promote their business. There were, I believe, four universities in Australia that were part of the inaugural Pitch@Palace Australia. I think there might have been two years but I'm not certain, and I know the University of Wollongong was one of the first in that first year. But I don't recall and certainly wasn't aware of the costs associated with that. I know we hosted the Pitch@Palace event at our innovation campus and I know local business leaders were involved in mentoring and supporting the pitches and that we had a judging panel to select a regional winner.

**The CHAIR:** And there were executives sent to the palace.

**WARWICK SHANKS:** I understand, or I think he used the title DVC Global Strategies, or a title like that. We were certainly involved in setting those up. Again, I'm not aware of the cost of his attendance overseas, but yes.

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**The CHAIR:** I might ask Professor Lu—obviously, not personally—but to find some details historically of the costs and the details, if he can. Also, just to advise you, you can still find on your website information about Prince Andrew's involvement with UOW, which you may want to consider revising.

**MAX LU:** Thank you.

**The CHAIR:** That goes to some bigger relationships, Mr Shanks. Again, I'm sorry you're the representative of the corporate history here, but the PPP with Lendlease about the student accommodation resulted in, we understand, an audit report identifying a \$160 million gap that wasn't reported and ended up borrowing to repurchase the accommodation and break that contract. I'm also interested in whether that's also Lendlease, the health and wellbeing precinct that's being proposed and developed—again, I'm wondering about how this fits with mission—and the aged-care facility on the campus of Wollongong. I think they're both Lendlease PPPs. Maybe if you could answer to those.

**WARWICK SHANKS:** I wasn't sure that the student accommodation was Lendlease, but I take it that you are more likely to be correct.

**The CHAIR:** Sure.

**WARWICK SHANKS:** I think the initial decision to engage in that strategy was prior to my time on council.

**The CHAIR:** Sure. I appreciate that.

**WARWICK SHANKS:** But my understanding of that time was about providing student accommodation and developing a greater level of student accommodation, which resulted in the building of our large facility on the main campus. The negotiations at that point in time were very much about in the interests of the university. The council at that time didn't see providing student accommodation as actually part of the core business of the university, but something that was closely associated with the university. In setting that up, there were a number of, I guess, guaranteed levels of occupancy.

**The CHAIR:** Guaranteed by whom?

**WARWICK SHANKS:** In the contract, it was that if the levels of occupancy didn't meet certain levels then there was a co-payment contribution from the university.

**The CHAIR:** To Lendlease?

**WARWICK SHANKS:** To the other party, yes, on the basis that that was part of the construction—sorry, part of the deal. My understanding—only because I know what happened later—was that that was part of the overall transaction. It was not uncommon—it was a normal thing for those sort of transactions to have that sort of certainty. From our university's point of view, then we entered into an environment, particularly through COVID, where we could not meet those minimum levels. Forecasting into the future the cost of the contribution to meet those payments was significant and a negotiated outcome to terminate the agreement was paid, which resulted in that loss. I do know on the first transaction, there was a significant gain. On the second transaction, there was a loss. I don't know how closely they offset each other, but the second loss was then to do two things: one is to not require us to make future payments to the other party, and also to enable us actually to earn the income from the student residences. We now run those ourselves and earn the income from the students.

**The CHAIR:** Maybe this for Professor Lu as well—

**MAX LU:** May I just jump in to make a short point of clarification?

**The CHAIR:** Sure, of course.

**MAX LU:** The name of the company is called Living and Learning Custodians Pty Ltd, which is a private sector infrastructure consortium specialising in student accommodation, and that's not Lendlease. But Lendlease was initially the partner for the health and wellbeing precinct.

**The CHAIR:** Thank you for that clarification. Mr Shanks had suspected that, so it was something different there. I appreciate that. That \$169 million had to be borrowed, I understand, to get the university out of the contract. I just wondered if that sort of ongoing liability would still be on the books. Is that part of the financial situation that the university finds itself in?

**WARWICK SHANKS:** I think that's a reasonable assumption, yes. I don't recall the specific details. I know we had some facilities, so I think it was probably a drawdown on the facilities that we had.

**The CHAIR:** Perhaps, Professor, this might be one for you. The aged-care facility, health and wellbeing precinct and innovation campus, which I understand is—you'll correct me if I'm wrong—a current cost of around

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\$250 million, hasn't really delivered and generated the outcomes that were sought. Do you want to comment on that and where that is up to? I'm not clear on where that status is.

**MAX LU:** Although the project was initially a long time ago—I think back in 2018—there are several incarnations of the project. The numbers all changed, and the partners all changed. Currently, I think the number you quoted is the total cost of construction by the developer, which is our partner. The project hasn't started yet, by the way. It is in appropriation phase. The aim of the project is to build aged-care facilities that will alleviate the aged-care shortage in the Illawarra region, which is really important for the health and well being of the community. We are now in discussion with our partners, and also with the State of New South Wales Government and the Federal Government, to refocus the purpose of the aged care for public good—that is, to help unblock the backblockers to take the aged-care patients into those facilities as a priority.

**The CHAIR:** What is the university's liability if the 250 is the construction cost of the developer? What is the exposure of the university at this stage?

**MAX LU:** At the moment, my advice is that the number is around \$19 million due to the site preparation, parking and all that we would have to do anyway for a large part of the innovation campus. Having said that, we are looking to re-pivot the whole project to be a public-good project. We don't know what would be the final commitment of the university. I hope that there would be nothing from the university.

**The CHAIR:** I'm just going to ask one more question, because I know my colleagues will want to. Mr Shanks, your day job is—are you still with KPMG? Is that right?

**WARWICK SHANKS:** Yes, I am.

**The CHAIR:** You would perhaps be aware that we have been asking about consultants and also the influence on councils. You have been on council for a very long time. I understand that the university has had a substantial number of contracts with KPMG. I've looked at the various contracts. Some of them are with Wollongong, and some of them are listed with other offices. I'm not entirely sure how that would work. How is that managed, given that you have such a long-term involvement? It's also the question that we asked the chancellor. Isn't there a serious risk that there is a perception of conflict of interest having someone from KPMG on the council when so much work has gone to KPMG?

**WARWICK SHANKS:** Thanks for the question. I suspected you might be interested in KPMG. The starting point is that "consultant" is a very broadly used term. In a couple of weeks time, I'll have been with KPMG for 35 years. I've been an audit partner for 25 years. I am an audit and assurance partner in our mid-market and private group, which means I do financial statement audits. I'm not a consultant. I don't consult to the sector. I work in an area of financial statement audits. My clients are predominantly not-for-profit clients and privately owned businesses.

When I joined council, we set up—both within KPMG and within the council—some very clear rules about the roles that I could not play and would not play and the information that I would be given. KPMG encourages and supports our partners and people to be involved in community and to contribute their time on boards and other roles. We have a database that records—we need approval to take on a role, and we can only do it for not-for-profit organisations. We can't do it for for-profit organisations. We record those registers and it goes into our system so that as soon as anybody who was filling out the documentation within our system puts in a proposal for work with an entity—in our case, the university—it would flag my role at the university and remind them to have no correspondence or discussions with me about anything to do with the university.

Clearly, in the university environment, we've set very tight rules to make sure that I'm never involved in any selection decisions or others, or in a situation where KPMG would be reporting to me. As I said, I'm an audit partner. A natural role for audit partners is to sit on risk and audit committees. But, immediately, we always said that if there was an area where there might be work by KPMG that would come before a committee, that could well have been the audit and risk committee, so I have never sat on the audit and risk committee or been any part of that.

I could say honestly, until I was invited to this inquiry, that I have not known how much work or the nature of any work that KPMG does with the university. I knew that we had a long-term history of providing tax and accounting advice out of the Wollongong office and that had been done for long before my time on council. I knew that that was work of that nature, but I've not been aware of the quantum and I've not been aware of any specific work. But we felt that, on guidance, having not known that before, it was appropriate that I have some idea of the scale of those activities.

We report in financial years, and it's difficult to extract our information. We're halfway through the current financial year. KPMG's fees are around \$59,000, which I understand to be predominantly tax and

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accounting advice. The previous year was \$174,000. There was one \$80,000 project and the rest was general. The year before that, which I think is 2024, was \$433,000. There was one project for about \$340,000; I know it to be identity implementation, but I honestly have no idea what that project was. Over the last three years, this year was \$60,000; last year, \$175,000; and the big year—the year before—was \$430,000. I think the years before that were less than that. I acknowledge that, yes, KPMG has earned fees, but it's not of the quantum that the Committee might have thought that it was.

**The CHAIR:** I've got one last question and then I know others will want to ask some. We heard that there were—was it the Auditor-General? There was an audit done of the university's accounts in 2021 or 2022 which found the \$169 million mistake and that it wasn't accounted for. As an accounting specialist—I'm not suggesting you were involved with that—and as someone who's on council, that's a sizeable oversight. How did that happen with a council that is meant to be chock-full of people who understand finances and auditing and all of these things? It's a huge oversight, isn't it?

**WARWICK SHANKS:** It is. I don't recall the situation. I know that surprises you because it's a big number. There are a range of different ways that prior period restatements and adjustments can happen around the intricacies of some of the accounting standards and the nature of certain types of transactions. I know that I would have looked at that and got an understanding for why that treatment was appropriate. The accounting standard language is very black and white and harsh in its description of things as errors, but I need to take on notice the particular circumstances.

**The Hon. SARAH MITCHELL:** I just have a couple of quick ones. We've had different witnesses over the course of a couple of days of the hearings that have talked about the make-up of the university councils more broadly. Also, there were conversations about that in relation to Wollongong today as well. I'm happy for any or all of you to answer. In terms of the governance and the oversight mechanisms, and the varied expertise of people on the council, do you think the current process works? Do you think there are arguments for having, for instance, a higher number of elected members to council? Did you want to make any comment on that issue?

**WARWICK SHANKS:** I'm happy to make a comment first, if that's okay. I know others will as well. It is often a topic of discussion around the make-up of council. I believe at Wollongong our balance works well. We've got a mix of elected representation from academic staff, professional staff and students, both undergrad and postgrad, who are active contributors in the discussion around the board table and in many of the committees. Then we have a mix of university- or council-appointed members. I work with lots of boards in a range of different contexts, and it's not unusual for boards to have appointments to council. What it does is allow us to really apply a skills matrix and look at the mix of skills and experience we need.

Universities are very complex businesses and operations, and it's important to have a breadth of different experience that supplements and complements the elected roles. It also allows for more continuity. We acknowledge that I've been on council for quite a long time. A lot of the elected roles, because of the nature of either the students or the election process, are not on council for as long. So the continuity is really important. The other observation I'd make is that I regularly read about too many corporate people on university councils. One thing I think is that it groups us all together in a way that I don't think is fair when you look at the detailed skills and experience of each of the people that we have on our council. We all bring very different skills. There are no two of us that think alike, act alike or actually have the same experience. The breadth is really great.

At the moment I think half of the independents are alumni of the university. They've come back to donate their time because they're passionate, and they are all very passionate about the university. I'm not an alumni, but three of my children are technically alumni. My youngest son has finished his degree, but he's not an alumni yet because he graduates later in the year. Many of us have children that have been through the university. So, yes, we are potentially corporates but with a very broad range of experience. I think the activation and engagement within the council room and within the committees is really valuable and allows all those perspectives to be heard.

**MAX LU:** I just want to add one point. Council currently has 17 members, five of whom have been elected—two students and three staff—plus the chair of academics, who's also elected. I think they are an ex officio on the council but are elected by staff. The diversity of the council in terms of gender and other characteristics is very good.

**The Hon. SARAH MITCHELL:** I have a very simple question back to Mr Shanks. I think you were talking about auditing before. I'm just wondering, does the university have external auditors in general or do you do some of that in house back within the university? Has that changed recently? I just wanted some clarity around that.

**WARWICK SHANKS:** There are two different types of audit, and sometimes they get confused. There's an external audit, which is the audit of the financial statements of an entity. The external auditor of the

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university—and of all universities—is the Auditor-General and the Audit Office of New South Wales. The Auditor-General does subcontract some of those audits at different times and usually tries to find a balance, my understanding is, between the ones they do themselves and the ones they outsource. So KPMG has never been the external auditor of the university. There's another type of audit called internal audit, which does involve performing reviews against processes and systems. It is mostly focused on both ensuring the controls are adequately managed and are effective but also on identifying performance improvement opportunities in an organisation either to improve the controls or improve the efficiency. There have been times in which KPMG has been providing internal audit services to the University of Wollongong.

**NINA REYNOLDS:** I had a point about the skills matrix of council developing in the time I've been there. It now includes a specific HE sector element for external council members. We've recently appointed council members based on their knowledge of the higher education sector.

**The CHAIR:** It would be great if we could get a copy of that on notice.

**The Hon. RACHEL MERTON:** I'm thinking this one is probably for Professor Reynolds, but redirect me. In light of the transformation period at the university, we heard from other universities earlier in the inquiry about the course offerings for 2026. Have they been finalised in terms of what's available to students for 2026?

**NINA REYNOLDS:** I believe so. I'm going to actually look at Max. I don't think we've made any changes in relation—

**MAX LU:** The answer is yes.

**The Hon. RACHEL MERTON:** So no subjects are under review or questionable and students are unsure as to whether they'll be available?

**NINA REYNOLDS:** They shouldn't be.

**The Hon. ANTHONY D'ADAM:** Mr Shanks, I wanted to ask you about the selection process for the chancellor. You were in the audience when the chancellor was giving evidence. Perhaps you might be able to clarify the process that was undertaken, particularly the panel composition. There seemed to be some doubt about whether Mr Gonski was a member of the panel. Can you confirm that he was a member of the panel?

**WARWICK SHANKS:** Certainly selection of the chancellor is a significant event in a university's life and one that you don't want to do too often. We try to recruit people into the role who will be able to fill that for—

**The CHAIR:** But it has been a busy few years.

**WARWICK SHANKS:** Yes, even at chancellor. We wanted to be able to provide as effective a function as possible to identify potential chancellors and interview them and select them. We established a selection committee that did include at that time the two deputy chancellors—myself and Rob Ryan—and also David Gonski. David Gonski, as Chancellor of the University of New South Wales, is extremely highly regarded as a very long-term—I think he has just finished 17 or 18 years as chancellor. He is someone who has a deep understanding of the role and also a deep range of connections and experience. Chancellor is a really challenging role, and it's about identifying a person who has the skills across a broad range of areas—the ability to chair a board with such diverse membership, as we've described; to bring out the appropriate skills and experience from everybody; and to be able to engage with stakeholders at government level and philanthropy and others. Also, I think, Mr D'Adam, as you identified, to actually be able to contribute both the time involved and to do that for no money—

**The Hon. ANTHONY D'ADAM:** So you have to be wealthy. Is that the key—

**WARWICK SHANKS:** It does really limit the ability to recruit people for that role.

**The Hon. ANTHONY D'ADAM:** You have to be wealthy to be able to do the job.

**WARWICK SHANKS:** To be fair, when we recruited and suggested—so we make a recommendation to council, who then formally appoints.

**The Hon. ANTHONY D'ADAM:** Were you the chair of the selection panel?

**WARWICK SHANKS:** No, I think Rob Ryan was chair. He was the more senior deputy chancellor at the time.

**The Hon. ANTHONY D'ADAM:** In the deliberations, did David Gonski indicate that he'd approached Mr Still in advance of the selection process?

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**WARWICK SHANKS:** Yes. We had a broad range and a number of discussions before the selection process to identify the skills and experience we were after in a chancellor and to seek from each of us and from some others—we were supported by a recruitment firm. Sorry, now that I'm thinking through that process, we were supported by recruitment firm, who also identified potential candidates for us.

**The Hon. ANTHONY D'ADAM:** Do you think approaching a candidate in advance prejudices the deliberations?

**WARWICK SHANKS:** No. I guess our view was we wanted to cast as wide a net as possible and identify people who might have the capacity, who would then go through the selection process and interview process. David Gonski did play a role in helping us in the final selection process, but he also helped us identify potential and sound them out before we went too far into the process, and then Rob and I led—

**The Hon. ANTHONY D'ADAM:** How many candidates did David Gonski contact?

**WARWICK SHANKS:** Sorry?

**The Hon. ANTHONY D'ADAM:** How many candidates did David Gonski reach out to?

**WARWICK SHANKS:** I don't know. I can't recall.

**The Hon. ANTHONY D'ADAM:** But you were aware that he'd reached out to Mr Still.

**WARWICK SHANKS:** We would have had a broad range of discussions first about—before he reached out to anybody, we had longlists and shortlists and shorter lists to identify the people that we thought might be appropriate people. At that point, if he had a way of reaching out to them to ask them if they would be interested, then we did use that process to identify before we then went through the further process. I can't remember who they were. I'm sure we had a selection firm helping us as well, and we also put in names of people that we'd identified and seen. Yes, after we selected—

**The CHAIR:** Were there any women on the shortlist?

**WARWICK SHANKS:** Yes, there were.

**The Hon. ANTHONY D'ADAM:** But not on the selection panel.

**WARWICK SHANKS:** No, the composition of our council at that time had two male deputy chancellors, but prior—the chancellor we were replacing was a female chancellor. Then when we appointed a male chancellor, when we had the opportunity, we then reconfigured so that we have a male and a female deputy chancellor.

**The Hon. ANTHONY D'ADAM:** In terms of your selection criteria, higher education experience wasn't critical.

**WARWICK SHANKS:** We certainly wanted people who could demonstrate to us that they had a passion for education and understood the importance and the role that it played. So it was a factor. But direct education experience—

**The Hon. ANTHONY D'ADAM:** Was not necessary.

**WARWICK SHANKS:** Well, it would have been fantastic but, in the broad mix of things we needed, there was a limitation in being able to identify people with that experience who also had the capacity—particularly in time, but also financially—to fill the role.

**The Hon. ANTHONY D'ADAM:** Was there a discussion about selecting someone who might be able to facilitate a change in the leadership of the organisation?

**WARWICK SHANKS:** No, it wasn't part of the discussion.

**The Hon. ANTHONY D'ADAM:** So it wasn't part of the brief when Mr Still was brought on that he would facilitate a change in the leadership?

**WARWICK SHANKS:** No. It was certainly about leading in a really challenging time and the need for it. I think we told Michael that it would be a one to two days a week role. It's been clear from day one he's put in much more hours than that. But, no, it was very much about leading the university through such a challenging time. It was never about the specifics of that.

**The Hon. ANTHONY D'ADAM:** When I asked Mr Still about the process leading up to the resignation of Professor Davidson, you were the first name that he came up with in terms of who he spoke to in advance of approaching Professor Davidson and asking for a resignation. Do you recall that conversation?

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**WARWICK SHANKS:** I do recall the chancellor called—"called" is the wrong phrase, but he called an informal meeting of the independent members of council to gauge a range of views and perspectives on how the university was dealing with the very challenging environment we found ourselves in financially, and the flow-on effects of financial to strategically. He sounded us out collectively. I don't recall having a conversation individually, but he had a—

**The Hon. ANTHONY D'ADAM:** How long ago was that?

**The CHAIR:** Can I jump in on that? How often do you have non-formal collective meetings of external—was it external members?

**The Hon. ANTHONY D'ADAM:** Independents.

**The CHAIR:** Independent members. Because that's a concern to me.

**WARWICK SHANKS:** To my recollection, that's the only time we've done that.

**The Hon. ANTHONY D'ADAM:** There's a hierarchy in terms of the members of council, though, isn't there? If you're an elected member, you have less status and authority than you do as an independent. Is that fair to say?

**WARWICK SHANKS:** I don't believe so. I don't believe that's the way we operate. In this circumstance, the reason for not engaging with the elected members is because of the fact that they're elected from the staff of the university and, therefore, they are—

**The Hon. ANTHONY D'ADAM:** They might leak.

**WARWICK SHANKS:** No, it wasn't about being worried about a leak. It was the fact that to ask them their view on the performance of the leader of the university, when they were an employee of the university, we felt would be inappropriate. It wasn't about being concerned about a leak of that. What the chancellor was doing was gauging the views of council members so that he could engage in a conversation with Professor Davidson about how we were going to deal with the circumstance that we were in and to understand the urgency of the decisions that we needed to make.

**The Hon. ANTHONY D'ADAM:** Was there a majority?

**WARWICK SHANKS:** I think we do a good job in the council room, and the chancellor does a good job of engaging with the broad views and perspectives. For a while we had on our name tags the way people had come to council. I, very early in our time, said that's not relevant. Once we're in the council room, we are council members. We're not beholden to the way we got there. I think it's really important to acknowledge that everyone is equal in council.

**The Hon. ANTHONY D'ADAM:** With the committee structure of the council, how many committees are there of council?

**WARWICK SHANKS:** Lots. There are seven that I've been on and a couple that I haven't, so probably nine or 10. There are probably three substantive committees.

**The Hon. ANTHONY D'ADAM:** How many of those committees are chaired by an elected representative of council? Are there any?

**WARWICK SHANKS:** I'm not aware of any that are.

**The Hon. ANTHONY D'ADAM:** Are they equal in standing to the independent members?

**WARWICK SHANKS:** I believe so. Part of my view would be my earlier answer. It's important for continuity that appointed council members are appointed to four-year terms. We can do three four-year terms, so that continuity is important. The independence of the role sometimes—people and culture was the most recent substantive committee that I chaired. We had representatives from staff and from students who were incredibly valuable contributors to that group. But I did chair it.

**The Hon. ANTHONY D'ADAM:** What about the key committees around remuneration? There's a committee that has the delegation of disestablishing—I think that's the term being used—senior staff. Are there any elected members of the council on those committees?

**WARWICK SHANKS:** I don't think so, but we can take that on notice. I'm sure we've got the answer.

**NINA REYNOLDS:** It's not on the performance and remuneration committee.

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**The Hon. ANTHONY D'ADAM:** What's the term that people are appointed to subcommittees for? How long are they appointed for?

**WARWICK SHANKS:** I think they're rolling two-year terms.

**The Hon. ANTHONY D'ADAM:** So is it not possible that you could appoint a staff or—

**WARWICK SHANKS:** It is possible, and we do have staff people on those—

**The Hon. ANTHONY D'ADAM:** —a student to those committees?

**WARWICK SHANKS:** Certainly my committee, the people and culture committee, had both student and staff reps who were an important part of it. Once formally established as chair and appointed for a two-year term, you would expect the chair to be able to do more than one term to allow that continuity, but the individual appointment is for two years.

**The Hon. ANTHONY D'ADAM:** Can I ask about a potential conflict? I understand that one of the independent council members has some personal relationship with the council secretary.

**WARWICK SHANKS:** I'm not aware of that.

**The Hon. ANTHONY D'ADAM:** Has that ever been raised with the council?

**WARWICK SHANKS:** A council member?

**The Hon. ANTHONY D'ADAM:** The council secretary and a council member.

**WARWICK SHANKS:** Not that I'm aware of.

**The Hon. ANTHONY D'ADAM:** No?

**WARWICK SHANKS:** Not that I'm aware of.

**The Hon. ANTHONY D'ADAM:** Never been declared? Never been considered?

**WARWICK SHANKS:** I can't say with certainty. I don't recall hearing it, so I don't think there's one that has been declared. I don't recall any conversation. I have had no conversations about that.

**The Hon. ANTHONY D'ADAM:** In some of the evidence we heard earlier, there was evidence given around a student advisory council. Why do you need a student advisory council when you have established student representative bodies already?

**NINA REYNOLDS:** Do you want me to take that one? I've been here the longest. The student advisory council includes the WUSA and the WUPA presidents, but it also goes more broadly to ensure that students from disability groups or minority groups have a say in what is going on. It's a mix of elected and appointed, I think. I would have to take on notice exactly how that mix comes about. It's there to ensure that there's a broad range of voices.

**The Hon. ANTHONY D'ADAM:** You don't think the elected bodies, if asked to provide the representatives that meet those criteria, could provide those?

**NINA REYNOLDS:** The elected members to the student advisory council are directly elected from, for example, students in a particular faculty to ensure representation there. As I said, I know that much. I don't know the full details of how that comes about.

**The Hon. ANTHONY D'ADAM:** Is someone who is appointed more representative than someone who is elected?

**NINA REYNOLDS:** Probably not, but they're smaller. For example, there are elected student members of academic senate who are members of the student advisory council. There are elected members of council who are members of the student advisory council. They are also elected, but not necessarily to the WUPA or the WUSA positions.

**The CHAIR:** We are out of time. I have a couple of questions that I'll flag that I'm going to put on notice to you. Professor Lu, one is about the enforceable undertaking about the \$6.6 million payments to staff, which were identified as being the result of poor governance, which is kind of the point of us being here. I will put some questions on notice about that. There will be others, I'm sure, that we will get to you in due course via the secretariat. The time frame for answering those is the end of January to take account of the holiday season. I want to flag with you, Professor Lu, on the back of Mr D'Adam's question, that I would like a breakdown of where SSAF funding has gone over the past five years—so to which organisations and where that has gone over the past five years.

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**MAX LU:** Thank you, Chair. We'll take that question on notice.

**The CHAIR:** We thank you very much for appearing today. We appreciate that. As I said, the secretariat will be in touch.

**(The witnesses withdrew.)**

**The Committee adjourned at 16:35.**