

## STANDING ORDERS FOR MEETINGS OF THE UNIVERSITY COUNCIL

### GENERAL

1. Subject to the *University of Canberra Act 1989 (the Act)*, these Standing Orders apply to Council meetings.

### PROCEDURE FOR ORDINARY MEETINGS OF COUNCIL

2. An ordinary meeting of Council will be held not less than six times in each calendar year and at such other times as Council decides.
3. Subject to Standing Order 2, the Chancellor may cancel a meeting if there is insufficient business.

### SPECIAL MEETINGS

4. The Secretary may convene a special meeting of Council at the request of the Chancellor, the Deputy Chancellor or the Vice-Chancellor or upon request of any five members of Council. The meeting will be convened within 10 business days of receiving the request. The written request must specify the matters which the requestor or members wish the Council to consider.
5. Not less than five business days' notice will be given to members of Council in relation to the calling of a special meeting.

### URGENT MEETINGS

6. The Secretary may convene an urgent meeting of Council at the request of the Chancellor, the Deputy Chancellor or the Vice-Chancellor where a matter is considered to be of such urgency that the other provisions of these Standing Orders in relation to the calling of meetings cannot be applied.
7. Not less than two business days' notice will be given to members of Council in relation to the calling of an urgent meeting.

### ATTENDANCE

8. Attendance at Council meetings will generally be in person, but may also be held by teleconference, videoconference or other technology with the prior approval of the Chancellor.
9. Any member unable to attend a meeting should record an apology either by notifying the Chancellor or the Secretary before the meeting.
10. A member who anticipates being unable to attend for two or more consecutive meetings should apply to the Council for a leave of absence.

### QUORUM

11. A quorum consists of a majority of the people for the time being holding office as members of the Council.
12. If no quorum is present within 30 minutes of the scheduled start time, the meeting shall stand adjourned and all business will be held over until the next ordinary meeting of the Council, and shall take precedence at that meeting unless a special meeting is called in the meantime for transacting that business.

### MEETING CHAIR

13. The Chancellor will preside at all meetings of the Council at which the Chancellor is present.
14. If the Chancellor is not present at a meeting of the Council, the Deputy Chancellor is to preside.
15. If neither the Chancellor nor the Deputy Chancellor is present at a meeting of the Council, the members must elect one of the external members to preside.

### NOTICE OF MEETING

16. The Secretary will publish the meeting dates on the University website.

17. The Secretary will provide members with a notice of the time and place of a meeting of Council not less than five business days prior to the date of the meeting, unless otherwise agreed.
18. The Secretary will make a copy of the agenda, excluding matters to be considered in closed session, available on the University website at least three business days prior to the meeting.
19. Proceedings of the Council will be valid notwithstanding non-receipt of a notice of meeting, agenda or business papers by a member.

#### **MEETING AGENDA AND BUSINESS PAPERS**

20. The Chancellor, in conjunction with the Vice-Chancellor, is delegated by Council with the power to decide the contents of the agenda and business papers, subject to any express decisions of Council and the annual Council workplan.
21. Any member of Council may ask for an item to be included on the agenda. The Chancellor may exercise discretion as to whether or not an item should be included.
22. The Chancellor must include an agenda item if a minimum of three Council members ask for it to be included.
23. An Acknowledgement of Country shall be included as a standing item at the beginning of all meetings of Council.
24. Business papers must be provided to the Secretary at least ten business days before the date of the meeting or as otherwise agreed with the Secretary.
25. Business papers for the meeting will normally be made available to members seven days before the meeting and in any event no later than four business days before the meeting.
26. The inclusion of late agenda items after the agenda and business papers have been issued will be on the authority of both the Vice-Chancellor and the Chancellor. Late business papers will be made available to members at least two business days before the meeting.
27. If so resolved at a previous meeting, Council may include a Consent Agenda which groups the routine, procedural, informational and self-explanatory non-controversial items into a single motion for adoption, after allowing any member to request that a specific item be moved to the full agenda for individual discussion.

#### **CONDUCT OF MEETINGS**

28. Standing Orders 28 to 39 only apply if either the Chair determines, or Council resolves, to enter into “formal debate”. In all other circumstances the Chair will lead the meeting and ensure that it is conducted in a collegial and consultative manner, where all members’ views can be expressed and considered.
29. The Chair will determine whether any items of business not on the agenda may be discussed at the meeting.
30. Papers may be tabled at a meeting only with the Chair’s approval. If approval is granted, and the paper supports the deliberative process of the agenda item, members will be given adequate reading time to consider the paper. If reading time is not available, the Chair may postpone the agenda item to a future meeting.
31. No member of Council shall initiate debate or move a motion in respect of a matter not included in the agenda unless the Chair otherwise determines.
32. If a member has given prior notice of a motion, but is absent from the meeting, the motion must not proceed unless the member so consents in writing.
33. Except for motions of which prior notice has been given or motions from the Chair, all motions and amendments will be moved and seconded before being accepted for debate. Motions put to the meeting cannot be withdrawn without its consent. The withdrawal must be made before the motion is put to a vote and if there is a seconder to the motion his or her consent must be obtained for the withdrawal to be allowed.
34. The original motion is superseded once an amendment has been carried. The motion must then be put again in its amended form, which then becomes the substantive motion.
35. No more than one amendment can be before the meeting at the same time.
36. Any motion or amendment not seconded shall not be discussed nor recorded in the minutes.

37. The Chair determines the order in which intending speakers may address the meeting.
38. Unless the Chair determines otherwise, each member may speak once only to a motion or amendment except the mover who has the right of reply.
39. Members must raise a point of order to draw attention to an irregularity or impropriety in the proceedings or a lack of quorum.
40. Points of order must be made to the Chair whose decision is binding.

### **RECISSION MOTIONS**

41. A resolution of Council is binding. A decision to rescind a resolution must be approved by Council.
42. When a resolution has been adopted, no motion to rescind that resolution may be made at the same meeting.
43. Notice of motion to rescind a resolution should be given in writing to the Secretary no less than seven days before the meeting at which it will be considered, signed by at least three members of Council.
44. A recission motion may not be accepted by the Chair if the relevant resolution has been materially put into effect.

### **DISCLOSURE OF INTERESTS**

45. A member of Council who has an interest, personal, business or otherwise, in a matter being considered or about to be considered by the Council must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature and extent of the interest at a meeting of the Council.

*Note: Section 12A(2) of the University of Canberra Act requires a member to avoid conflicts of interest and requires that members disclose conflicts to the Council. The Act provides that members must not improperly use their position to gain advantage for the member or someone else, or cause detriment to the University or someone else.*

46. A disclosure must be recorded in the minutes of the meeting and the member must not, unless the Council otherwise decides, be present during any deliberation of the Council in relation to the matter or take part in any decision of the Council in relation to that matter.
47. Despite Standing Order 11, if a member is not present for consideration of an item under Standing Order 45 in relation to a matter, a quorum is present during the consideration of the matter if a majority less one of the people for the time being holding office as members of the Council is present.

### **DECISION MAKING**

48. Decisions will be determined by vote, unless the Chair determines that the matter should be determined by majority consensus.
49. In the event of a vote:
  - a) voting will be by show of hands or voice as determined by the Chair and may vary by member subject to their mode of attendance;
  - b) each member, including the Chair, shall have a deliberative vote;
  - c) a motion will be carried if the majority of votes are cast in favour of the motion; and
  - d) a motion will not be carried in the event of a tied vote.
50. Pursuant to Section 13A of the Act, the Chair may determine that urgent matters requiring Council's approval between meetings may be conducted by circulating resolution.
51. Circulating resolutions require support from 2/3 of the Council membership, evidenced by the members' signatures, which may include electronic signatures, or email confirmation sent from an authorised email account.

### **SENIOR MANAGEMENT ATTENDANCE**

52. Council may request members of the senior management team to attend a Council meeting to provide advice and present business papers in relation to their specific area of responsibility.

53. Subject to any declared conflicts of interest, senior management will generally be permitted to attend any part of a Council meeting other than the confidential *in camera* section of the closed session.

## **OBSERVERS**

54. Council meetings are generally open to staff and students of the University. Members of the public may only attend with the agreement of the Chair, which must not be unreasonably withheld.
55. Observers must register their intention to attend a Council meeting at least two business days before the meeting by email to [governance@canberra.edu.au](mailto:governance@canberra.edu.au).
56. Observers may attend a Council meeting in person or by videoconference. The number of observers attending in person will be limited by available seating in the Council Room. Once all seating is filled further observers may not be admitted until a seat is vacated. The number of observers who can attend by videoconference will be limited to no more than ten at any one time or such other number as determined by the Chair. Observers who attend by videoconference must ensure that they can be identified by their on-line profile at all times during the meeting.
57. Observers are not permitted to be present in the Council Room or on videoconference for closed sessions of Council. During the meeting Council may determine that it will meet *in camera* and, in these circumstances, observers will leave the Council Room or videoconference and will not return until Council declares the meeting open to the public.
58. Observers will be under the direction of the Chair in the meeting and may not speak or communicate with members of Council during the meeting except with the prior approval of the Chair. Observers attending by videoconference must ensure that they remain muted at all times during the meeting.
59. While observers will be free to arrive and depart at any time, this should be done as unobtrusively as possible so as not to disrupt the meeting. Observers should not act in a way that distracts members or interferes with the conduct of Council business.
60. Observers must not take photographs or electronically record proceedings except with the prior approval of the Chair.

## **CONFIDENTIALITY OF PROCEEDINGS**

61. Each member shall treat as confidential all matters discussed in closed sessions of Council including, but not limited to, details and content of discussions, details of voting and the points of view, opinions and positions of individual members, including himself or herself.
62. No person other than a member of Council authorised by Council, may issue on behalf of Council any statement concerning the confidential business of the Council or matters discussed in the closed session of Council.
63. No person other than the Chancellor or the Vice-Chancellor, or a member of Council authorised by the Chancellor or Council, may issue on behalf of Council any media statement concerning the business of the Council.
64. A member of the Council must not, without the approval of the Chancellor or Council, discuss with or directly or indirectly disclose to a person not a member of the Council, information received by virtue of membership of the Council on:
  - a) any matter listed as confidential on the business papers or agreed by the Council to be marked as confidential in the minutes of the Council;
  - b) any personal matter affecting an individual;
  - c) any business negotiation or other financial matter which might allow any person to profit;
  - d) any matter concerning the appointment or promotion of any member of the University;
  - e) any matter concerning the appointment by the University of an external person to a position in the University, including to boards or committees of related or associated entities;
  - f) any proposal that any person should be granted a special honour such as an honorary degree; or
  - g) any confidential information received by virtue of membership of the Council or available because of the position as a member of Council.

## **MINUTES**

65. The Secretary shall keep a record of each meeting.
66. Meetings may be electronically recorded for the purposes of the minutes with the prior consent of the Chair. All recordings must be destroyed within five business days of the minutes being confirmed at the next meeting of Council.
67. Draft minutes will be circulated to Council members within 15 business days following the meeting.
68. At the next Council meeting, the draft minutes will be taken as read and will either be confirmed or confirmed as amended.
69. Confirmed minutes of Council meetings, other than items discussed in closed sessions, will be published on the University website.

## **REPORTS TO COUNCIL**

70. Council will receive all reports necessary to enable it to exercise its responsibilities for overseeing the strategic direction and performance of the University. Council's annual workplan will list specific reporting requirements.
71. Where a Committee of Council is to provide minutes or reports to Council, they must first be circulated to the Chair of the Committee and then, when practical, Committee members for comment.

## **CONDUCT IN MEETINGS**

72. The Chair may call to order any member whose behaviour is offensive, disorderly or discourteous. The member called to order must remain silent unless permitted by the Chair to explain his or her conduct.
73. Any member or other person attending a meeting of Council who behaves in an offensive, disorderly or discourteous manner may be requested by the Chair to leave the meeting for a period to be determined by the Chair.
74. In the event of a breach of these Standing Orders, Council may censure or suspend from attendance for a fixed period, any member of the Council responsible for such a breach.

## **REMOVAL OF MEMBERS**

75. Council may, by resolution passed by 2/3 of the members of the Council, remove a Council member from office if the member fails to comply with a duty under subsection 12A (1) or (2) of the Act.
76. A notice of motion to remove a member from office must be submitted in writing and is to be distributed by the Secretary to members of Council only.
77. A Special Meeting may be called to consider a notice of motion to remove a member from office.
78. Written notice to a member of Council must be given not later than 21 days prior to the meeting at which the motion for removal of that member will be considered.
79. Motions for removal will be considered *in camera*, with only members of Council and the Secretary present. The Chancellor may require the attendance of specified University officers to assist Council in dealing with the matter.

## **SUSPENSION OF STANDING ORDERS**

80. Any Council member may move the suspension of standing orders. The suspension of standing orders shall require a resolution passed by 2/3 of the members of the Council present.

## **INTERPRETATION**

81. If the Standing Orders are silent or unclear on any issue, the matter will be settled by reference to the latest published edition and published amendments of Horsley's Meetings Procedure: Law and Practice.

## **AMENDMENTS TO STANDING ORDERS**

82. Amendments to these Standing Orders may only be made by resolution of the Council of which at least seven days' notice has been given to the Secretary of Council and the Chancellor.