

**UNIVERSITY OF CANBERRA
STANDING ORDERS
For
Council and Committees of Council**

GENERAL

1. Subject to the *University of Canberra Act 1989* and University statute, these Standing Orders apply to Council Meetings.
2. These procedures also apply to the conduct of Committees of Council meetings subject to any resolution of Council that specifically applies.

PROCEDURE FOR MEETINGS OF COUNCIL

3. An ordinary meeting of Council will be held six times in each calendar year and at such other times as Council decides.
4. Subject to Standing Order 3, the Chancellor may cancel a meeting if there is insufficient business.

SPECIAL MEETINGS

5. 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.
6. Not less than five business days' notice will be given to members of Council in relation to the calling of a special meeting.

ATTENDANCE

7. Any member unable to attend a meeting should record an apology either by notifying the Chancellor or the Secretary before the meeting.
8. Council members who are unable to attend a meeting may, with the prior approval of the Chair, participate by telephone or an appropriate alternative.
9. 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

10. At a meeting of the Council, a quorum consists of a majority of the people for the time being holding office as members of the Council.
11. At a meeting of a Committee of Council, a quorum consists of a majority of the people for the time being holding office and entitled to vote.
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.

CHAIR

13. The Chancellor will preside at all meetings of the Council at which he/she is present.
14. If the Chancellor is not present at a meeting of the Council, the Deputy Chancellor presides.
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.
16. For meetings of committees of Council, the Chair will be the person prescribed by the relevant Statute, Rule or resolution of the Council. If the Chair is not present at a meeting of a Committee, the members present must elect one of their number to preside at the meeting.

NOTICE OF MEETING

17. The Secretary will publish the meeting dates on the Council website.
18. 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.
19. The Secretary will make a copy of the agenda, excluding matters to be considered in closed session, available on the Council website at least three business days prior to the meeting.
20. Proceedings of the Council will be valid notwithstanding non-receipt of a notice of meeting, agenda or agenda papers by a member.

AGENDA AND AGENDA ITEMS

21. The Vice-Chancellor is delegated by Council with the power to decide the contents of the main agenda and accompanying papers, subject to any express decisions of Council and the annual program of Council items.
22. Agenda items and agenda papers must be provided to the Secretary at least ten business days before the date of the meeting.

23. Agenda items and accompanying papers will normally be made available to members one calendar week before the meeting and in any event no later than four clear working days before the meeting.
24. Late agenda items and papers will be made available to members at least two working days before the meeting on the authority of the Vice-Chancellor.
25. Any other items and papers will only be made available to members on the authority of the Chancellor.
26. 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.
27. The Chancellor must include an agenda item if a minimum of three Council members ask for it to be included.
28. The agenda will be organised under the following headings:
 - a) General Business;
 - b) Confidential items;
 - c) Discussion items;
 - d) Items for noting; and
 - e) Other business.

CONDUCT OF MEETINGS

29. The Chair will determine whether items raised under other business 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. A motion must not be proceeded with, in the absence of the member who has given notice of the same, unless the member so consents in writing.
33. Except for motions of which 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 may 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.
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.

DISCLOSURE OF INTERESTS

43. 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.

44. 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.
45. Despite Standing Order 10, if a member is not present for consideration of an item under Standing Order 44 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

46. Decisions will be determined by vote, unless the Chair determines that the matter can be determined by majority consensus.

47. In the event of a vote:
- a) voting will be by show of hands, unless a member is participating by telephone in which case voting shall be by voice;
 - b) each member, including the Chair but excluding non-voting members of Committees of Council, shall have a deliberative vote; and
 - c) a motion will be carried if the majority of votes are cast in favour of the motion.
48. The Chair may determine that urgent matters requiring Council's approval between meetings may be conducted by circulating resolution.

Note: Section 13A of the University of Canberra Act authorises such resolutions.

49. 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.
50. For resolutions without a meeting of a Committee, a resolution is a valid resolution of the Committee if at least 2/3 of the members agree to the proposed resolution in writing or by email confirmation sent from an authorised email account.

OBSERVERS

51. Council meetings are generally open to members of the public and seating for observers will be provided in the Council Room. However, space will permit only a limited number of places. Once all seating is filled further observers may not be admitted until a seat is vacated.
52. Observers are not permitted to be present in the Council Room 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 and will not return until Council declares the meeting open to the public.
53. Observers will be under the direction of the Chair in the meeting, and may not speak nor communicate with members of Council during the meeting except with the prior approval of the Chair.
54. While observers will be free to arrive and depart at any time, movement should be as unobtrusive 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.
55. Observers must not take photographs or electronically record proceedings except with the prior approval of the Chair.

CONFIDENTIALITY OF PROCEEDINGS

56. 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.

57. No person other than the Chancellor, or a member of Council authorised by the Chair or Council, may issue on behalf of Council any public statement concerning the confidential business of the Council or matters discussed in the closed session of Council.
58. 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 public statement concerning the business of the Council.
59. 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

60. The Secretary shall keep a record of each meeting.
61. Draft minutes will be circulated to Council members within ten business days following the meeting.
62. At the next Council meeting, the draft minutes will be taken as read and will be confirmed or confirmed as amended.
63. Confirmed minutes, other than items discussed in closed sessions of Council and minutes of Committee meetings, will be published on the University website.

REPORTS TO COUNCIL

64. 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 planning calendar will list specific reporting requirements.
65. Where a Committee of Council is to provide minutes or reports to Council, they must first be circulated to the Chair of the Committee for comment.

CONDUCT

66. 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.
67. 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.
68. 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

69. Subject to Section 15 of the Act, 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.

Note: Section 12A - Duties of members of Council

- (1) *In exercising the functions of a member of the Council, a Council member must—*
 - (a) *act always in the best interests of the University as a whole; and*
 - (b) *act honestly and for a proper purpose; and*
 - (c) *exercise reasonable care and diligence.*
- (2) *Also, a member of the Council—*
 - (a) *must avoid conflicts of interest; and*
 - (b) *must disclose to the Council, in accordance with section 14 and the Statutes, any conflict between the member's interests and the University's interests; and*
 - (c) *must not improperly use the member's position, or information obtained because of the member's position, to—*
 - (i) *gain an advantage for the member or someone else; or*
 - (ii) *cause detriment to the University or someone else.*

70. A notice of motion to remove a member from office pursuant to Section 15 of the Act must be submitted in writing, and is to be distributed by the Secretary of Council to members of Council only.
71. Written notice to a member of Council pursuant to Section 15 of the Act must be given not later than 21 days prior to the meeting at which the motion for removal of that member will be considered.
72. Motions for removal will be considered *in camera*, with only members of Council and the Secretary of Council present, provided that the Chancellor may require the attendance of specified University officers to assist Council in dealing with the matter.

SUSPENSION OF STANDING ORDERS

73. Any Council member may move the suspension of standing orders. A resolution for the suspension of standing orders shall require a two-thirds majority of the members present.

INTERPRETATION

74. 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

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