

# Governance (Council Meetings) Rule 2007 No. 2

## Division 1 Introduction

### 1 Name of Rule

(1) This Rule is the Governance (Council Meetings) Rule 2006. (2). This Rule may be referred to as the Council Meetings Rule.

### 2 Commencement

(2) This Rule commences on 31 August 2007 [CNL07/98].

### 3 Purpose

(3) This Rule is enacted for the purpose of establishing procedures for the conduct of meetings of the Council and its committees.

### 4 Authority

(4) This Rule is made pursuant to authority granted to the Council under section 20, 31 (1) (f) and 32 of the [Act](#).

(5) Notes

(6) Section 20 of the [Act](#) allows the Council to delegate all or any of its authorities to an officer or body of the University. Section 31 (1) (f) and 32 of the [Act](#) states that the Council may make Rules with respect to the conduct and record of business of the Council.

### 5 Definitions

(7) In this Rule:

- a. Act means the [Charles Sturt University Act 1989](#).
- b. By-law means the [Charles Sturt University By-law 2005](#).
- c. Committee means a Committee of the Council established under clause 4 of Schedule 1 of the Act.
- d. Secretary means the Secretary appointed under clause 19 of the By-law.

### 6 Notes and Headings

(8) The notes in the text of this Rule do not form part of this Rule.

(9) Headings do not form part of this Rule.

## Division 2 Members and Officeholders of Committees

### 7 Application

(10) Division 2 applies to the conduct of meetings of committees only.

## **8 Election of Members of Committees**

(11) Where a vacancy arises in the membership of a committee, the Council shall (where practicable) elect a new member to the committee at the next meeting of the Council after which the vacancy arises.

(12) The term of the member elected under clause 9 shall be:

- a. in the case of a member of the Council, the balance of the member's term on the Council ; or
- b. in the case of a person who is not a member of the Council, the period of appointment of the person to the committee.

(13) The Council shall have regard to the need to maintain an appropriate balance of experienced and new members on the committee when electing members of committees.

(14) Notes

Under clause 4 (2) of Schedule 1 of the [Act](#), it does not matter that any or all of the members of a committee of the Council are not members of the Council.

## **9 Election of Chairs of Committees**

(15) Unless otherwise determined under the rules of the Council, where a vacancy arises in the chair of a committee, the Council shall (where practicable) elect a new chair to the committee from amongst the members of the Council at the next meeting of the Council after which the vacancy arises.

(16) The term of the chair elected under clause 12 shall be the balance of the member's term on the Council.

(17) In electing a chair, the Council shall have regard to the skills, qualifications and experience needed by the person to provide leadership to the committee in the exercise of its functions.

## **10 Role of Chair**

(18) The chair of each committee meeting has charge of the conduct of that meeting.

(19) The chair shall preside at all meetings of the committee at which the chair is present and able to so act.

(20) Subject to the Act, By-law and rules of the Council, the chair shall determine the procedures to be adopted and the application of those procedures at that meeting.

(21) The chair of each committee is responsible for:

- a. providing leadership to the committee;
- b. taking responsibility for the committee's development;
- c. ensuring the committee receives proper information;
- d. planning and conducting committee meetings effectively;
- e. following up on actions or resolutions of the committee;
- f. getting all members involved in the committee's work;
- g. ensuring the committee focuses on its key tasks;
- h. engaging the committee in assessing and improving its performance;
- i. overseeing the induction and development of new committee members;
- j. reporting to Council on all material matters arising from the deliberations of the Committee;
- k. consulting with the Secretary, or nominee, on the preparation of the agenda and minutes; and

I. supporting the Chancellor and Council.

(22) The chair of each committee (or a nominee) will provide a report, orally or in writing, to the Council at its next scheduled meeting on the activities of the committee, and any issues about which the Council should be aware, during the intervening period.

(23) The chair will facilitate a bi-annual review of the work and performance of the committee and its members and these terms of reference and make recommendations to the Council.

### **11 Election of Deputy Chair**

(24) Unless otherwise determined under the rules of the Council, the committee shall elect a member of the committee to be deputy chair of the committee for such a term as may be specified by the committee (not exceeding the member's term of appointment to the committee).

(25) The deputy chair may be removed from office by resolution of the committee.

(26) In the absence of the chair at a meeting of the committee, the deputy chair may exercise all the power and authorities of the chair.

### **12 Term and Vacation of Office**

(27) The office of a member of a committee (including the chair or deputy chair) becomes vacant:

- a. where the member ceases to hold office as a member of the Council (unless otherwise determined by the Council);
- b. in the case of a person who is not a member of the Council, when the term of the member of the committee expires;
- c. resigns from the membership of the committee in writing to the Secretary;
- d. is removed from the committee by resolution of the Council; or
- e. is absent from three consecutive meetings of the committee of which notice has been given in accordance with this Rule and is not excused by the committee for his or her absence.

## **Division 3 Holding of Meetings**

### **13 Application**

(28) Except where the context provides otherwise, Division 3, 4, 5, 6, 7 and 8 of this Rule apply to the conduct of meetings of both the Council and its committees.

### **14 Calendar**

(29) The Secretary will prepare a draft calendar each year of the ordinary meetings of the Council and its committees for the next calendar year or years for the approval of the Council in accordance with the Act, By-law or the Rule establishing the committee.

(30) Note

Clause 92 of the By-law states that the Council shall meet at least five times each year.

### **15 Ordinary Meetings**

(31) A committee is to hold ordinary meetings as provided in the calendar approved under section 14.

## **16 Members May Give Notice of Business**

(32) The Secretary may determine the time and date by which notice must be received by the Secretary of matters to be submitted to any meeting of the Council or a committee.

(33) Where a member wishes a meeting to consider a matter at a meeting he or she will give notice of the matter to the Secretary on or before the time and date determined by the Secretary under clause 28 for that meeting.

(34) The Secretary shall, on receipt of a notice under clause 29, include in the business papers details of the matter to which the notice relates.

## **17 Consideration of Matter Without Notice**

(35) Notwithstanding section 16, a matter for which notice has not been given may be considered at an ordinary meeting where a motion is passed by the members at the meeting permitting it to be considered.

## **18 Secretary to Give Notice of Ordinary Meetings**

(36) The Secretary must (where practicable) send an electronic notice of the time and date of each ordinary meeting to each member of a committee at least 5 working days before the meeting.

(37) A notice under clause 32 will:

- a. state whether a meeting is to be held at a particular place, by use of technology or by flying-minute; and
- b. the order in which the business is proposed to be considered; and
- c. be sent to the electronic address provided by the member for that purpose.

(38) The notice is to be accompanied by:

- a. a copy of the business papers for the meeting; or
- b. the location of the business papers on the Internet.

(39) Notice of a meeting is not required to be given to a member where that member:

- a. has been given leave of absence by the chair of the committee; or
- b. is absent from Australia and has not provided the Secretary with an electronic address at which that member may be given notice; or
- c. has not otherwise provided the Secretary with an electronic address at which that member may be given notice.

(40) A document or documents will be deemed to have been received by a member under this Rule where:

- a. the member has received a copy of the Council Calendar approved under section 14 setting out the time and dates for meetings of the Council and its committees; and
- b. the Secretary, or a person nominated from time to time by the Secretary to send the document on behalf of the Secretary, sent the document or documents to the electronic address provided to the Secretary in writing by the member for that purpose; and
- c. the Secretary, or the nominated sender, did not receive an electronic message that the document or documents were undeliverable or that they had not been delivered within three days of the transmission of the document or documents.

## **19 Special Meetings of the Committee**

(41) The Secretary must convene a special meeting of a committee on receipt of a written request to do so from:

- a. the Chancellor; or
- b. during the official absence of the Chancellor, the Deputy Chancellor; or
- c. the Vice-Chancellor; or
- d. in relation to the Council, at least five members of the Council; or
- e. in relation to a committee, at least two members of the committee.

(42) A request under clause 37 is to specify the purpose of the meeting, the items and any business papers to be considered at the meeting.

(43) The date of the special meeting convened under clause 37 is to be a date as soon as reasonably practicable after the request to hold the meeting is made.

(44) Where, in the opinion of the chair, it is not reasonably possible to hold a meeting of the committee together for the purpose of considering the business, the chair may:

- a. convene a meeting of the committee using technology under section 41; or
- b. direct the Secretary to conduct a meeting by flying minute under section 42.

### **19A Apologies**

(45) Members are required to attend the whole of each ordinary and special meeting of each committee of which notice has been provided in accordance with this Rule.

(46) A member may be excused from attendance at a meeting, or given leave to depart after the commencement of a meeting, by a resolution approved by a majority of the members present at the meeting of the committee.

(47) The committee may only excuse a member from attendance at a meeting where the member has provided valid reasons for unavoidable non-attendance to the satisfaction of the committee. Acceptance of an apology is not automatic.

(48) Where a member has been excused from attendance at a meeting of the committee, the name of the member shall be recorded in the Minutes by the Secretary as an apology.

(49) Where a member has not sought approval to be excused from attendance at a meeting prior to the commencement of the meeting, the member will be recorded in the Minutes as absent.

(50) A member may request in writing to be excused after the completion of a meeting in accordance with clause (2) of Schedule 1 of the Act. Where a member does not request permission to be excused, or the Council does not accept the apology of the member, the member will be recorded as absent from the meeting.

(51) A meeting of a committee of the Council is deemed to be a meeting of the Council for the purpose of clause (2) of Schedule 1 of the [Act](#).

(52) The Secretary will declare the position of a member vacant where the member fails to be excused from attendance in accordance with clause (2) of Schedule 1 of the [Act](#).

## **Division 4 Conduct of Meetings**

## **20 Quorum**

(53) At any meeting of a committee, a majority of the total number of members for the time being of the committee constitutes a quorum.

## **21 Standing Over of Unfinished Business**

(54) If, at a meeting of a committee, a quorum is not present:

- a. within half an hour after the time fixed for the meeting; or
- b. within such further time as the chair may reasonably allow;

all business that should have been transacted at the meeting is to be stood over until the next ordinary meeting, and is to take precedence at that meeting, unless a special meeting is convened in the meantime for the transaction of that business.

(55) Where an urgent matter has been received by a committee for consideration at a meeting at which quorum is not present, the chair may direct the Secretary to conduct a meeting using technology under section 41 or by flying minute under section 42.

## **22 Absence of Chair**

(56) If the chair (or in his or her absence, the deputy chair) is not present within 10 minutes after the time appointed for a committee meeting or if the chair is unwilling or unable to act as chair for the whole or any part of that meeting, the members present may:

- a. elect a member of the Council to act as chair; or
- b. where there is not a member of the Council present, another member of the committee.

## **23 Adjournment of Meetings**

(57) The committee may, by resolution, adjourn a meeting of the committee to a later time or date or to the same or another place or by a different method.

## **Division 5 Voting**

### **24 Motions to be Put by the Chair**

(58) A motion brought before a meeting in accordance with this Rule shall be received and put to the meeting by the chair.

### **25 Starring of Items**

(59) At a meeting the chair may call for the starring of items that appear on the agenda.

(60) The chair shall invite members before the consideration of the business of the meeting to star those items that members wish to discuss. Upon receipt of the advice of the members, the chair will put to a vote that all items that have not been starred by the members be approved by the meeting in the terms set out in the notice.

(61) Where an item is not starred, and a vote taken in the affirmative, this shall be conclusive evidence that the motion is approved by the meeting.

### **26 Motions Not to be Withdrawn**

(62) Except with the consent of a majority of the members, a motion may not be withdrawn after being placed on the

business paper prepared for that meeting.

## **27 Absence of Mover of Motion**

(63) Where a member who has given notice of a motion is absent from the meeting at which the motion is to be considered, the motion may be:

- a. moved by another member at the meeting; or
- b. deferred to the next ordinary meeting.

## **28 Motion to be Seconded**

(64) A motion or an amendment to a motion shall not be debated at a meeting unless or until the motion or the amendment, as the case may be, is seconded.

## **29 Motion and Amendment to Motion**

(65) At a meeting a member shall not put more than one motion or one amendment to the motion at any one time.

## **30 Method of Taking Vote**

(66) The chair shall call:

- a. firstly, for votes for the motion or amendment to the motion; and
- b. secondly, for votes against the motion or amendment to the motion;

(67) and may do so as often as the chair considers it necessary to enable him or her to form and declare an opinion as to whether there is a majority of affirmative or negative votes.

(68) A motion supported by a majority of the votes cast at a meeting at which a quorum is present is a resolution of the committee.

## **31 Calling a Division**

(69) A member may, immediately after a vote on a motion or an amendment to a motion has been taken, call for a division in respect of the voting.

(70) Where a division is called under clause 64, the chair shall immediately call upon members to raise their hands:

- a. firstly, for votes for the motion or amendment to the motion; and
- b. secondly, for votes against the motion or amendment to the motion.

(71) Notwithstanding a vote under clause 64, a division under clause 65 shall be deemed to be conclusive evidence of the decision of the meeting.

(72) Where a division is held under clause 65, the Secretary shall record the names of each member, and their vote, into the minutes.

(73) An entry into the official minutes as to the vote cast by members will be sufficient evidence of that fact without a requirement for further proof.

## **32 Validity of Votes**

(74) No objection may be made to the validity of any vote except at the meeting at which the vote is tendered, and every vote not disallowed at that meeting is valid for all purposes.

### **33 Record of Voting**

(75) Unless a division is called under section 31, the minutes will record whether the motion was carried or lost without further requirement for listing of the names of members who voted in the affirmative or the negative on the motion.

(76) Despite clause 70, the Secretary will record into the minute the vote of a member in the affirmative or the negative on public request of the member to the Secretary at the time of the vote.

(77) A member will not absent him or herself from a meeting without approval of the chair.

(78) The Secretary will record into the minute the period of any temporary absences of members approved by the chair.

### **34 Casting Vote**

(79) If on any motion where an equal number of votes is cast for and against a motion, the chair has a casting vote in addition to any vote cast by the chair as a member.

(80) Where only two members are present and form a quorum or when only two members present are able to vote on the motion, the chair does not have a casting vote and the proposal will be deemed to have lapsed.

(81) A motion lapses if the chair declines to exercise a casting vote when the votes for and against the motion are equal.

(82) Note

Clause (2) of Schedule 1 of the [Act](#) does not apply to meetings of the Council where, under Schedule 1, the Chancellor may exercise a casting vote notwithstanding that only two members may be present.

### **35 Rescinding or Altering Motions**

(83) A motion passed at a meeting may not be altered or rescinded unless a notice of motion to alter or rescind the motion is given.

(84) A notice of motion referred to in clause 77 shall:

- a. be in writing and signed by the member proposing the motion;
- b. be given to the Secretary by the close of agenda for the meeting at which the motion is to be put.

(85) Where at a meeting a notice of motion to rescind a resolution is given in respect of a resolution passed at the meeting, the resolution shall not be carried into effect until after the motion is put and lost.

### **36 Procedural Motions**

(86) Subject to this Rule, a member may, during the debate of a matter at the meeting, move, as a procedural motion, that:

- a. the question be put; or
- b. the debate be adjourned; or
- c. the meeting proceed to the next item of business; or
- d. the vote be delayed (only to a later part of the same meeting to allow a person granted a temporary absence under clause 72 to be present for the vote); or
- e. the meeting stands adjourned; or

- f. the meeting be closed; or
- g. the question lie on the table.

(87) A procedural motion may be moved under clause 84 at the conclusion of a speaker's time, and the chair shall, on the motion being moved, immediately put the motion without permitting debate on, or the need for a seconder of, the motion.

(88) The chair may rule a procedural motion out of order where a motion to the same effect has been put, and lost, at the meeting.

### **37 Questions**

(89) Subject to this Rule, a member may at a meeting ask a question for reply by another member or an officer of the University.

(90) A member or officer may take a question on notice for reply at a subsequent meeting or at such a time as may be determined by resolution of the meeting.

### **38 Chair to Take Precedence**

(91) The chair may, at any time during the debate of a matter at a meeting, indicate his or her intention to speak and, on so doing, a member speaking or proposing to speak to the debate shall cease speaking and remain silent, or refrain from speaking, as the case may be, until the chair has been heard.

### **39 Motion to be Rejected if Out of Order**

(92) A motion, amendment to a motion, procedural motion, or a matter before a meeting, which is determined by the chair to be out of order shall be rejected.

### **40 Motion of Dissent**

(93) A member at a meeting may, without notice, move a motion of dissent in relation to a ruling by the chair on a point of order under section 39.

(94) Where, under clause 87, a motion is moved, further consideration of the matter in relation to which the ruling of the chair was made shall be suspended until after the motion is put.

(95) Where a motion moved under clause 87 is carried, the matter in relation to which the ruling of the chair was made shall:

- a. proceed as if the ruling had not been made; or
- b. where, as a result of the ruling the matter was discharged as out of order, be restored to the business paper and be dealt with in the normal course of business.

## **Division 6 Use of Technology and Flying Minutes**

### **41 Use of Technology in Meetings**

(96) The chair may approve:

- a. the convening of a committee meeting using any technology, including a meeting of the Council; or
- b. the attendance of a member or members of a committee at a meeting using technology.

(97) The contemporaneous linking together of members sufficient to constitute a quorum using technology constitutes

a meeting of the members and the rules relating to meetings of members apply, so far as they are able to, to that meeting.

(98) A member participating in a meeting using technology is to be considered present in person at the meeting.

(99) A meeting using technology is to be taken to be held at the place determined by the chair of the meeting provided that at least one member was present at that place for the duration of the meeting.

(100) A member may not leave a meeting using technology by disconnecting his or her link to the meeting unless that member has previously notified the chair.

(101) A member is conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting using technology unless that member has previously obtained the express consent of the chair to leave the meeting.

## **42 Flying Minute**

(102) The chair may request the Secretary to conduct a meeting by flying minute in respect of a:

- a. routine matter where it is convenient to conduct a vote of members by flying minute; or
- b. an urgent matter where it is not reasonably possible for the matter to be referred to the next meeting of the committee.

(103) A flying minute will include:

- a. the motion for consideration by the members; and
- b. the business papers in relation to the motion (where relevant); and
- c. instructions on voting and returning the minute to the Secretary.

(104) A flying minute will be sent to the email address provided to the Secretary by the member for that purpose.

(105) Where all the members sign and approve the motion in the terms provided the motion will be deemed to have been passed at a meeting of the committee held on the day on which and at the time at which the document was last signed by a member.

(106) For the purpose of clause 99, signatures can be contained in more than one document provided that the wording of the motion and the statement is identical in each case, such documents together deemed to constitute one document containing a statement in those terms signed by the members.

(107) Notwithstanding clause 96, the Council may allow a committee to conduct its ordinary business by flying minute.

(108) For the avoidance of doubt, clause 36 applies to a meeting conducted by flying minute.

## **Division 7 Records**

### **43 Secretary to Keep Official Minutes**

(109) The Secretary will keep an official minute of each meeting of a committee.

(110) The official minute shall record:

- a. attendance at the meeting; and
- b. each motion considered by the meeting; and
- c. whether the meeting approved the motion or not; and

d. a concise summary of the deliberations of the meeting on the relevant issues.

(111) The minutes shall be conclusive evidence of the business of the meeting.

#### **44 Confirmation of Official Minutes**

(112) Within a reasonable time after the end of each meeting, the Secretary shall prepare a draft official minute of the meeting for approval by the chair.

(113) After approval by the chair under clause 106, the unconfirmed minute of a committee will be included on the agenda of the next meeting of the committee for confirmation by the members.

(114) Upon confirmation by the members, the chair of the next committee meeting must sign the minute.

#### **45 Confirmed Minutes to be Forwarded to the Council**

(115) A confirmed minute of a committee shall be included on the agenda of the next meeting of the Council (where practicable) for noting.

(116) Despite clause 109, the Secretary may include a recommendation to the Council from a committee on the business papers for the next ordinary meeting of the Council despite the fact that the minutes of the committee are not confirmed by the committee.

(117) A recommendation under clause 110 will be deemed to be proposed by the chair of the committee.

#### **46 Publication of Notices, Business Papers and Minutes**

(118) Notices, business papers and minutes of meetings may only be published to members of the Council and its committees unless otherwise approved by the Secretary or where disclosure is otherwise required by law (for example, the Auditor General).

(119) Despite clause 112 and subject to section 47 and 48, notices, business papers and minutes may be distributed by the Secretary to specified officers of the University from time to time.

(120) For the purpose of this Rule:

- a. specified officers means the Deputy Vice-Chancellors, Pro Vice-Chancellor, Executive Director, Human Resources, Chief Financial Officer, Internal Auditor, a University Legal Officer, members of the Secretary's Office and such other officers as may be approved by the chair of a meeting, in or out of session, from time to time.

#### **47 Confidential Matters**

(121) Confidential matters in a notice, business paper or minute will be so marked by the Secretary.

(122) Confidential matters under clause 115 will not be disclosed except as provided in this Rule.

(123) For the purpose of this clause a matter is confidential if:

- a. the chair of the committee directs that a matter is confidential; or
- b. if the member submitting a matter requests that the matter be dealt with as confidential; or
- c. the Secretary forms the view that the item is confidential because it relates to:
  - i. matters if disclosed would undermine the committee or University deliberative processes or would result in the disclosure of conclusions or rationales before the University or committee has formally decided the matter;

- ii. matters subject to legal professional privilege or any other legally recognised privilege where disclosure would compromise the continued applicability of the privilege;
- iii. the University's contractual and procurement matters where disclosure of such matters would compromise the University's business objectives or negotiating strategy;
- iv. matters containing the personal or health information of an individual;
- v. any matter that may reveal commercial or financial information obtained from a third person;
- vi. any information where disclosure would constitute a breach of confidence;
- vii. internal rules and procedures where disclosure would result in release of confidential techniques and procedures that would compromise program integrity; or
- viii. any other matter that the Secretary reasonably believes should remain confidential;

however, does not include matters where:

- ix. the committee minutes convey, either expressly or implicitly, that it is intended that disclosure should be made to third parties;
- x. the committee (or out of session, the chair) approves the disclosure;
- xi. the disclosure is required for the purpose of communicating a decision of the committee or implementing a decision of the committee;
- xii. the information is known, or should reasonably be known, by a specified officer in the conduct of their duties as an officer of the University;
- xiii. at, prior or subsequent to the time of such disclosure the information is independently known to the recipient;
- xiv. the information is in the public domain or comes into the public domain;
- xv. the information is disclosed to the recipient by a third party having the lawful right to do so; or
- xvi. the information is disclosed by the recipient as required by law.

#### **48 Certain Items Not to be Disclosed**

(124) Where any document includes information that would constitute a conflict of interest if read by a member or officer of the University, the Secretary may exclude that document, or relevant parts of that document, from distribution to the member or officer.

#### **49 Minutes Summary**

(125) The Secretary will cause to be published a minute summary of non-confidential matters for distribution to staff and students of the University.

### **Division 8 Miscellaneous**

#### **50 Secretary**

(126) The Secretary is responsible for:

- a. managing Council processes including notices, business papers, minutes, discussion papers and proposals;
- b. ensuring members meetings are held and records kept;
- c. providing advice to the Council and its committees to ensure that statutory requirements are met;
- d. counselling members regarding their regulatory and statutory obligations; and
- e. maintaining the Common Seal and execution of documents.

(127) The Secretary, or a person appointed by the Secretary, shall attend all meetings of the Council and its committees.

## (128) Notes

Clause 19 (1) of the [By-law](#) states that there is to be a Secretary appointed by the Council. The term of office of the Secretary is determined by the Council. Clause 19 (2) states that the Secretary has such functions and authorities as are conferred or imposed on the Secretary under the [By-law](#) and any rules of the Council. The Secretary is subject to the same duties as members of the Council under Schedule 3 of the [Act](#). The Secretary may be removed from office by the Council for breach of duty.

### **51 Validity of Proceedings**

(129) Proceedings at a meeting of the committee are taken to have been validly transacted even though:

- a. the Secretary may have failed to comply with this Rule in any respect;
- b. any person may not have received notice of the meeting or any business papers or other documents relevant to the meeting (however arising);
- c. any change of place (or places) of that Committee meeting or method of meeting;
- d. postponement of that Committee meeting; or
- e. resumption of that adjourned Committee meeting.

## Status and Details

<b>Status</b>	Historic
<b>Effective Date</b>	24th May 2014
<b>Review Date</b>	28th February 2015
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	23rd May 2014
<b>Expiry Date</b>	10th December 2017
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