

# Governance (Council Meetings) Rule 2007 No. 4

## Division 1 Introduction

### Name of Rule

- (1) This Rule is the Governance (Council Meetings) Rule 2007 No. 4.
- (2) This Rule may be referred to as the Council Meetings Rule.

### Commencement

- (3) This Rule commences on 31 August 2007 under resolution CNL07/98.

### Purpose

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

### Authority

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

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

### Glossary

- (6) 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(1) of Schedule 1 of the [Act](#).
  - d. Council – means the University Council established under Part 3 of the [Act](#).
  - e. Specified officers – means members of the Executive Leadership Team, members of the University Secretary's office and such other officers as may be approved by the University Secretary or chair of a meeting, in or out of session, from time to time.
  - f. University Secretary – means the Secretary appointed under the [By-law](#).
- (7) In this Rule, unless the contrary intention appears:
  - a. a word or term that has not been defined in this Rule has the same meaning attributed to that word or term in the [Act](#) or [By-law](#);
  - b. a reference to an officer of the University includes any person acting in that position; and
  - c. headings and notes do not form part of this Rule.

## **Division 2 Members and officeholders of committees**

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

### **Election of members of committees**

(9) 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.

(10) 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.

(11) 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.

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.

### **Election of chairs of committees**

(12) 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.

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

(14) 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.

### **Role of chair**

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

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

(17) 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.

(18) 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. ensuring all members are 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 University Secretary, or nominee, on the preparation of the agenda and minutes; and
- l. supporting the Chancellor and the Council.

(19) 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.

(20) The chair will facilitate an annual review of the work and performance of the committee and its members against the terms of reference and provide a report and any recommendations of the committee to the Council.

### **Election of deputy chair**

(21) 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).

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

(23) 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.

### **Term and vacation of office**

(24) 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. when the member resigns from the membership of the committee in writing to the University Secretary;
- d. where the member is removed from the committee by resolution of the Council; or
- e. where the member 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 their absence.

## **Division 3 Holding of meetings**

### **Application**

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

### **Calendar**

(26) The University 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.

Notes: Clause 92 of the [By-law](#) states that the Council shall meet at least five times each year.

### **Ordinary meetings**

(27) A committee is to hold ordinary meetings as provided in the calendar.

## **Members may give notice of business**

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

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

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

## **Consideration of matters without notice**

(31) Notwithstanding clauses 28 to 30, 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.

## **Secretary to give notice of ordinary meetings**

(32) The University Secretary must send an electronic notice of the time and date of each ordinary meeting to each member of a committee at least five working days before the meeting.

(33) 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 email address provided by the member for that purpose.

(34) The notice is to be accompanied by:

- a. a copy of the business papers for the meeting; or
- b. the location from which the business papers may be accessed.

(35) A 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 Council or a committee; or
- b. is absent from Australia and has not provided the University Secretary with an email address at which that member may be given notice; or
- c. has not otherwise provided the University Secretary with an email address at which that member may be given notice.

(36) 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 setting out the time and dates for meetings of the Council and its committees; and
- b. the University Secretary, or a person nominated from time to time by the University Secretary to send the document on behalf of the University Secretary, sent the document or documents to the email address provided to the University Secretary in writing by the member for that purpose; and
- c. the University 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.

## **Special meetings of the Council or committee**

(37) The University Secretary must convene a special (extraordinary) meeting of the Council or 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.

(38) 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.

(39) 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.

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

- a. convene a meeting of the Council or committee using technology; or
- b. direct the University Secretary to conduct a meeting by flying minute.

## **Apologies**

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

(42) 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 Council or committee.

(43) The Council or 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 Council or committee. Acceptance of an apology is not automatic.

(44) Where a member has been excused from attendance at a meeting of the Council or committee, the name of the member shall be recorded in the minutes by the University Secretary as an apology.

(45) 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.

(46) A member may request in writing to be excused after the completion of a meeting. Where a member does not request permission to be excused, or the Council or committee does not accept the apology of the member, the member will be recorded as absent from the meeting.

(47) A meeting of a committee of the Council is deemed to be a meeting of the Council for the purpose of clause 4(1) of Schedule 1 of the [Act](#).

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

## **Attendees and observers**

(49) A person may attend for part or all of a Council or committee meeting at the invitation of the chair, in consultation with the Vice-Chancellor. Attendees will not have right of debate and may not participate in a vote.

(50) Observers are not permitted at Council or committee meetings except by invitation of the chair.

## **Division 4 Conduct of meetings**

### **Quorum**

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

### **Standing over of unfinished business**

(52) If, at a meeting of the Council or 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.

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

### **Absence of chair**

(54) If the chair (or in their absence, the deputy chair) is not present within 10 minutes after the time appointed for a Council or 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.

### **Adjournment of meetings**

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

## **Division 5 Voting**

### **Motions to be put by the chair**

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

### **Starring of items**

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

(58) Where the chair calls for the starring of items, 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.

(59) 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.

### **Motions not to be withdrawn**

(60) 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.

### **Method of taking vote**

(61) 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;

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

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

### **Calling a division**

(63) 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.

(64) Where a division is called under clause 63, 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.

(65) Notwithstanding a vote under clause 63, a division under clause 64 shall be deemed to be conclusive evidence of the decision of the meeting.

(66) Where a division is held under clause 64, the University Secretary shall record the names of each member, and their vote, into the minutes.

(67) 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.

### **Validity of votes**

(68) 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.

### **Record of voting**

(69) Unless a division is called under clause 64, the minutes will record the resolution as it was agreed by the Council or committee without further requirement for listing of the names of members who voted in the affirmative or the negative on the motion.

(70) Despite clause 69, the University 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 University Secretary at the time of the vote.

(71) A member will not absent themselves from a meeting without approval of the chair.

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

### **Casting vote**

(73) 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.

(74) 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.

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

### **Rescinding or altering motions**

(76) A motion put at a meeting may not be altered or rescinded unless agreed by a majority of the members of the Council or committee at the meeting to which the motion is put.

(77) Where a notice of motion is altered or rescinded under clause 76:

- a. the Council or committee shall agree by a majority the altered motion; and
- b. the University Secretary will record the altered motion in the minutes.

(78) 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.

### **Procedural motions**

(79) 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 71 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.

(80) A procedural motion may be moved under clause 79 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 the motion.

(81) 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.

### **Questions**

(82) Subject to this Rule, a member may at a meeting ask a question for reply by another member or attendee at a meeting of the Council or committee.

(83) A member or attendee may take a question on notice for reply at a subsequent meeting or at such a time as may



be determined by the chair.

### **Motion to be rejected if out of order**

(84) 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.

### **Motion of dissent**

(85) 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 clause 84.

(86) Where, under clause 84, 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.

(87) Where a motion moved under clause 85 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**

### **Use of technology in meetings**

(88) The chair may approve:

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

(89) A member participating in a meeting using technology is to be considered present in person at the meeting, and the rules relating to meetings contained within this Rule apply.

(90) A member may not leave a meeting using technology by disconnecting their link to the meeting unless that member has previously notified the chair.

(91) 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.

### **Flying minute**

(92) The chair may request the University 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.

(93) A flying minute will include:

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

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

(95) Where a two-thirds majority of members sign and approve the motion in the terms provided, the motion will be deemed to have been passed at a meeting of the Council or committee held on the day on which the document was last signed by a member.

(96) Notwithstanding clause 88, the Council may allow a committee to conduct its ordinary business by flying minute.

## **Division 7 Records**

### **Secretary to keep official minutes**

(97) The University Secretary will keep an official minute of each meeting of the Council and its committees.

(98) 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.

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

### **Confirmation of official minutes**

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

(101) After approval by the chair, the unconfirmed minute of the Council or committee will be included on the agenda of the next meeting of the Council and/or committee for confirmation by the members.

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

### **Confirmed minutes to be forwarded to the Council**

(103) A confirmed minute of the committee shall be included on the agenda of the next meeting of the Council (where practicable). Where the minute has not yet been confirmed by a committee, the unconfirmed minute shall be included on the agenda of the next meeting of the Council (where practicable).

(104) Despite clause 103, the University 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.

(105) A recommendation under clause 104 will be deemed to be proposed by the chair of the committee.

### **Publication of notices, business papers and minutes**

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

(107) Despite clause 106, notices, business papers and minutes may be distributed by the University Secretary to specified officers of the University from time to time.

## **Confidential matters**

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

(109) Confidential matters under clause 108 will not be disclosed except as provided in this Rule.

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

- a. the chair of the Council or 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 University Secretary forms the view that the item is confidential because it relates to:
  - i. matters if disclosed would undermine the Council, committee or University deliberative processes or could result in the disclosure of conclusions or rationales before the Council, committee or University 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 University Secretary reasonably believes should remain confidential.

However, does not include matters where:

- a. the Council or committee minutes convey, either expressly or implicitly, that it is intended that disclosure should be made to third parties;
- b. the Council or committee (or out of session, the chair) approves the disclosure;
- c. the disclosure is required for the purpose of communicating a decision of the committee or implementing a decision of the committee;
- d. 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;
- e. at, prior or subsequent to the time of such disclosure the information is independently known to the recipient;
- f. the information is in the public domain or comes into the public domain;
- g. the information is disclosed to the recipient by a third party having the lawful right to do so; or
- h. the information is disclosed by the recipient as required by law.

## **Certain items not to be disclosed**

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

## **Minutes summary**

(112) The University Secretary will cause to be published a minute summary of non-confidential matters for publication on the University website.

## **Division 8 Miscellaneous**

### **Secretary**

(113) The University 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.

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

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.

### **Validity of proceedings**

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

- a. the University 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 Council or committee meeting or method of meeting;
- d. postponement of that Council or committee meeting; or
- e. resumption of that adjourned Council or committee meeting.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	18th February 2022
<b>Review Date</b>	11th December 2022
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	18th February 2022
<b>Expiry Date</b>	Not Applicable
<b>Unit Head</b>	Anthony Heywood University Secretary
<b>Author</b>	Natalie Nixon University Secretary
<b>Enquiries Contact</b>	Office of Governance and Corporate Affairs +61 2 63384207