

Council Committees Procedures

Section 1 - Purpose

(1) These Procedures should be read in conjunction with the Terms of Reference for each Council Committee.

Section 2 - Policy

(2) Nil.

Section 3 - Procedures

Meetings and timing

(3) Meetings will be held as frequently as determined by the Chair of the Committee.

(4) A schedule of potential meeting dates will be prepared annually by the Governance Services Unit and aligned with the University Council.

(5) The Chair is required to call a meeting if requested to do so by the Chancellor or the University Council, another Committee member or the Vice-Chancellor.

(6) The Chair may approve, in consultation with the Chair of another Committee or body of the University, a joint meeting to consider matters of mutual interest.

(7) The members of the Committee may meet without other persons present for such a period as may be determined by the Chair.

Technology

(8) Meetings may be held using any form of technology that is approved by University Council Members for Council meetings.

Chairing of meetings

(9) The University Council appoints the Chair of the Committee.

(10) If the Chair of the meeting is not present, either the Chancellor, Deputy Chancellor or Vice-Chancellor will Chair the meeting if a member and present. If the Chancellor, Deputy Chancellor and Vice-Chancellor are not present, the Committee will elect one of its members as Chair for the meeting.

(11) It is the responsibility of the Chair to conduct meetings in such manner so that all members are able to contribute and so that decisions and recommended actions are clear.

Members of Committees

(12) The University Council will appoint members of Committees, following the recommendation of the Nominations and Remuneration Committee.

(13) The Nominations and Remuneration Committee will maintain a skills matrix for each Committee to ensure members appointed to each Committee enable the Committee to have an appropriate mix of skills.

(14) Non ex-officio members of Committees will be appointed for two year terms, subject to re-appointment by the University Council.

Agenda for meetings

(15) The relevant Chair is responsible for establishing the Agenda for Committee meetings.

Notice of meetings

(16) Agenda and meeting papers should be distributed to members of the Committee at least seven calendar days prior to each meeting except in cases of emergency.

Quorum

(17) The quorum of each Committee is the majority of members holding office at the time.

(18) A decision of a Committee requires the presence of a quorum.

(19) If a quorum of the Committee is not present within half an hour after the appointed time for a meeting, all business for that meeting shall be stood over until the next meeting of the Committee.

Decisions

(20) Decisions of the Committee are made by a majority of members present being in favour of a resolution.

(21) Decisions may be made by the Committee by circular resolution in accordance with any procedures adopted by the University Council from time to time.

Adjournment

(22) The Committee may adjourn any meeting to a later date.

Attendance at Committee meetings

(23) Members of the Executive and Management may be invited to attend part or all of meetings of the Committee.

(24) The Chair may approve the attendance from time to time of any other persons who might provide assistance to the Committee in the performance of its responsibilities.

(25) Any University Council Member may attend a meeting of a Committee as an observer.

(26) All attendees and observers at Committee meetings have a duty to keep all information and discussions of the Committee confidential.

Secretarial support

(27) The University will appoint a person / persons to provide secretarial support to each Council Committee.

(28) The Secretary will ensure that the Agenda for each meeting and supporting papers are circulated at least one week before the meeting. The Secretary of the Committee shall ensure that decisions and recommended actions are clear and that the minutes accurately list all resolutions and items for action or noting.

(29) Draft minutes of Committee meetings will be circulated to Committee members for comment and review within 10 working days of the date of the meeting of which they are a record.

Reporting requirements

(30) The agreed draft minutes of Committee meetings, whether confirmed or unconfirmed at the time of the closing of the University Council agenda date, shall be included in the agenda papers of the University Council for noting, except that in respect of reporting on remuneration matters considered by the Nominations and Remuneration Committee:

- a. the Chair will report on the key areas on which the performance review of the Vice-Chancellor and members of the Executive will be made; and
- b. the Committee's recommendations will be in a confidential report to Council.

(31) Each Committee will provide an annual report to Council on its activities.

Exercise of Powers

(32) In exercising its responsibilities under its Terms of Reference, each Committee may:

- a. require the production and submission of reports, documents, advice, and other additional material as is deemed necessary; and
- b. require the attendance at a meeting of the Committee of:
 - i. any employee, external consultant or contractor of the University; or
 - ii. a member of the Council.

(33) The Committee shall have such resources as are necessary to ensure it can undertake its responsibilities in a timely, independent and efficient manner.

(34) Any Committee can delegate areas of work to a sub-committee or working party, however no decision-making authority can be delegated by a Committee.

Conflicts of Interest

(35) Committee members must declare any conflicts of interest at the start of each meeting in relation to any item for discussion.

Review

(36) At least once a year the Committee will review its Terms of Reference. This will include consultation with the University Council. Any subsequent changes to the Terms of Reference will be recommended by the Committee and formally approved by the University Council.

Dispute Resolution

(37) Members of the Committee and the University Executive and Management should maintain an effective working relationship, and seek to resolve differences by way of open negotiation. However, in the event of a disagreement between the Committee and Management, the Chair may, as a last resort, refer the matter to the University Council.

External advice

(38) The Committee may obtain independent reviews or external advice as required, after advising the Vice-Chancellor.

Assessment

(39) The University Council, in consultation with the Chair of the Committee, will establish a mechanism to review and report on the performance of the Committee, including the performance of the Chairman and each member, regularly

PROTOCOLS FOR CIRCULAR RESOLUTIONS OF COMMITTEES OF COUNCIL

Preamble

(40) Meetings of committees of Council are held at regular intervals in order that certain decisions can be made. Meetings enable discussions on the matters placed before them and facilitate decision-making based on the collective knowledge and experience of the members.

(41) A circular resolution is a resolution passed without a meeting, by each member of the Committee signing and returning the resolution stating whether or not they are in favour of the resolution.

(42) In certain circumstances it may not be practicable to convene a meeting and a decision is needed urgently or within a short timeframe. In such a case, a circular resolution will enable a decision to be made within the required timeframe. In addition, during meetings, further information may be requested of Management by the Committee and approval is pending receipt and consideration of that additional information. If the decision is needed prior to the next scheduled meeting, a decision can be made by circular resolution once the members have received the additional information.

Protocol

(43) It is appropriate that there are guidelines to manage the use of circular resolutions. The following Protocol is proposed:

- a. The Chair of a Committee, in consultation with the Chancellor and Vice-Chancellor or in the Chancellor's absence, the Deputy Chancellor and Vice-Chancellor, may decide to use a Circular resolution for Committee approval between meetings for approval of matters in accordance with this Protocol where:
 - i. the matter is urgent, and a decision is required within a short timeframe, e.g. three (3) days; or
 - ii. the Committee has previously agreed, in a duly convened meeting, to finalise a matter by circular resolution.

(44) Circular Resolutions are not a short-cut, and should not be used as a substitute for consideration of a matter by a Committee at a scheduled meeting unless there is a real and demonstrable requirement for the Circular Resolution.

(45) The proposed Circular Resolution must be accompanied by:

- a. an explanatory note which sets out the details of the proposal, the draft Resolution, and provides for the Members to signify their assent or dissent in writing; and
- b. relevant information and documentation required for a decision on the Resolution, e.g. financial analysis, background information.

(46) Any information relating to the Resolution provided to a member must be provided to all members.

(47) Circular Resolutions must be circulated to the entire Committee and recommendations cannot be amended after

being circulated. Where a member wishes to propose an amendment to the recommendations, the member must vote AGAINST the resolution and contact the Secretary to discuss the possibility of the recommendation being amended and re-circulated.

(48) Excepting where clause 51 of this protocol applies, a Resolution is passed when the Committee Secretary receives the last response within the time allowed for response and an absolute majority of the Committee members have approved the Resolution.

(49) Members should respond in writing stating their assent or dissent to the Circular Resolution by close of business on the third business day following circulation of the Circular Resolution. The Chair may allow more time for response where it may not be practicable to contact all members within this period. A written response includes a reply by email which includes the words of the Resolution.

(50) If a Committee member votes against the resolution, that Committee member may then request the Chair to convene a meeting. The request must be received by the Committee Secretary by 5:00 pm Sydney time on the third business day following circulation of the Circular Resolution. The Chair must convene a meeting as soon as practicable after the request for a meeting has been received by the Committee Secretary. The Circular Resolution will lapse if a meeting has been requested under this Clause.

(51) If a member has not assented or dissented to the Circular Resolution in the manner required by clause 50 by 5:00 pm Sydney time on the third business day following circulation of the Circular Resolution or within the period of any extension of time allowed by the Chair, the that member will be taken to have abstained from voting.

(52) Where a Circular Resolution has been passed, it will be noted by the Committee at the next Committee meeting.

(53) Completed Circular Resolutions must be returned by members of the Committee to the Committee Secretary and will be retained with the minutes.

Section 4 - Guidelines

(54) Nil.

Section 5 - Definitions

(55) Nil.

Status and Details

Status	Historic
Effective Date	22nd February 2021
Review Date	19th February 2022
Approval Authority	University Council
Approval Date	24th August 2017
Expiry Date	25th October 2021
Responsible Executive	Martin Parkinson Chancellor
Responsible Officer	S. Bruce Dowton Vice-Chancellor
Enquiries Contact	Sophie Buck Director, Governance Services