Council and Council Committees Procedure

Section 1 - Purpose

(1) The purpose of this Procedure is to set out the requirements and protocols for meetings of Council and Committees of Council (Committees) and related processes.

(2) This Procedure should be read in conjunction with the Charter of Council and the Terms of Reference for each Committee.

Section 2 - Policy

(3) Nil.

Section 3 - Procedures

Part A - Committees

Establishment

(4) Council may establish standing Committees and special purpose Committees as required.

(5) A Search Committee for the office of the Chancellor will be established and conducted in accordance with Part D of this Procedure.

Members

(6) Council will appoint members of Committees, following a recommendation of the Nominations and Remuneration Committee.

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

(8) Non ex-officio members of Committees will be appointed for a term determined by Council and may be considered for re-appointment by Council.

(9) By virtue of their office, and in accordance with clause 21 of the Macquarie University By-law 2005, the Chancellor and the Deputy Chancellor are members of all Committees.

Part B - Meetings and timing

Council

(10) Ordinary meetings of Council will be held six (6) times per year.

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(11) Extraordinary meetings of Council can be called as required by the Chancellor or Vice-Chancellor with any period of notice, for business that they wish to submit to Council as a matter of priority.

(12) Any six (6) members of Council may request that the Council Secretary call a meeting of Council. This request must be in writing, stating the matter(s) for which the meeting is required. The meeting will be held within 14 days after the receipt of such request.

Committees

(13) Ordinary meetings of Committees will be held as frequently as determined by the Chair of the Committee.

(14) A rolling three (3) year schedule of potential meeting dates that align with Council meetings will be prepared by the Council Secretary and submitted to Council annually.

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

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

Technology

(17) A meeting of Council or a Committee may be called or held using any technology consented to by all members of Council / the Committee. Council has consented to the use of telephone, videoconferencing or any other present or future technology at any meeting of Council / a Committee.

(18) A member of Council or a Committee may withdraw consent to the use of technology for a meeting by giving written notice to the Chancellor / Chair of the Committee within a reasonable period before the meeting.

(19) Where Council or a Committee is using technology to meet, Council / Committee members must take all reasonable steps to ensure the confidentiality of the meeting and its business.

Chairing of meetings

(20) The Chancellor, or in their absence, the Deputy Chancellor is to chair all meetings of Council.

(21) Council will appoint the Chair of a Committee.

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

Agenda for meetings

(23) The Chancellor is responsible for establishing the Agenda for Council meetings, which will allow for closed sessions.

(24) The Chair of a Committee is responsible for establishing the Agenda for meetings of that Committee.

(25) Members of Council / Committees may request that items be added to the Council / Committee Agenda. Such requests should be made no less than 10 working days in advance of the meeting and the Chancellor / Chair of the Committee will determine whether the item is appropriate for the Council / Committee Agenda.

(26) If a matter arises between preparation of the Agenda and the meeting date, the matter shall be presented to the meeting of Council / the Committee at the Chancellor's / Chair’s discretion.

(27) Matters deemed by the Council Secretary or Chancellor / Chair of the Committee to require discussion are designated by one ‘star’ on the Agenda. Members of Council / Committees will be given an opportunity to star any or all of the un-starred items on the Agenda. Un-starred items may be resolved in a single vote.

Quorum

(28) The quorum of a Council / Committee meeting is the majority of members holding office at the time.

(29) A decision of Council / a Committee requires the presence of a quorum.

(30) If a quorum of Council / a 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 ordinary or extraordinary meeting of Council / the Committee.

Conflicts of Interest

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

Decisions

(32) Decisions of Council / a Committee are made by a majority of members present being in favour of a resolution.

(33) Decisions may be made by Council / a Committee by circular resolution and must be conducted in accordance with the protocols set out in Part E of this Procedure.

Adjournment

(34) Council / a Committee may adjourn any meeting to a later date.

Business without notice

(35) By majority vote of Council / a Committee or by decision of the Chancellor / Chair of the Committee, any subject of discussion may be permitted.

(36) A matter considered for discussion which requires a resolution to be passed will be taken as a motion on notice for the subsequent meeting.

Attendance at Council / Committee meetings

(37) Members of the Executive Group or senior management may be invited to attend part or all of meetings of Council / Committees.

(38) Staff and students of the University may request permission to be present at Council meetings as observers for consideration of a particular Agenda item, which must be non-confidential. Such requests must be submitted to the Council Secretary at least 10 days prior to the meeting. Attendance will be at the invitation of the Chancellor. Observers cannot participate in discussion unless invited by the Chancellor and cannot participate in decision to the item.

(39) At the discretion of the Chancellor, an attendee or observer may be invited to address the Council. In addressing the Council, the Protocol for members of the University to address Council must be followed (refer to Part F).

(40) The Chair of a Committee may require the attendance at a meeting of the Committee of any employee, external consultant, contractor of the University, or a member of Council in the performance of its responsibilities.

(41) Any Council member may attend a meeting of a Committee as an observer following a request to the Chair of the

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Committee.

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

Part C - Procedural matters

Reporting requirements – Committees

(43) Confirmed or unconfirmed minutes of a Committee, as agreed by the Chair of the Committee at the time of close of the Council Agenda, will be submitted to 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 confidential to Council.

(44) Each Committee of Council will conduct an annual self-assessment of its activities as measured against the provisions of its Terms of Reference and submit this to Council.

Exercise of Powers – Committees

(45) In exercising its responsibilities under its Terms of Reference, each Committee of Council may require the production and submission of reports, documents, advice, and other additional material as is deemed necessary.

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

(47) A Committee of Council may assign areas of work to a sub-committee or working party, however no decision-making authority can be delegated by a Committee.

Review – Committees

(48) A Committee will review its Terms of Reference at least every two (2) years. This will include consultation with Council. Any subsequent changes to the Terms of Reference will be recommended by the Committee and formally approved by Council.

Council Secretary

(49) The University will appoint a person as Council Secretary. The Council Secretary may enlist staff to assist with the secretarial support of Committees.

(50) The Council Secretary will ensure that the Agenda for each meeting of Council / the Committee and supporting papers are circulated at least one (1) week prior to each meeting except in cases of emergency.

(51) The Council Secretary will ensure that recommended resolutions are clear, and that the minutes accurately capture all resolutions and items for action or noting.

(52) Draft minutes of Council / Committee meetings will be submitted to the Chancellor / Chair of the Committee within 10 workings days of the date of the meeting and subsequently circulated to members of Council / the Committee for review.

External advice

(53) The Chancellor and the Deputy Chancellor may call for such documents and expend money to obtain such legal

advice as may be required for University purposes, subject to subsequent reporting to Council.

(54) Council may obtain independent reviews or external advice as required, after advising the Vice-Chancellor.

Part D - Search Committee for the Chancellor

(55) In the case where there is a vacancy in the office of the Chancellor, Council may appoint a Search Committee and retain the services of an executive search firm.

(56) A Search Committee for the Chancellor will comprise:

a. the Deputy Chancellor (Chair) – in the event that the Deputy Chancellor is unavailable or unwilling to act or wishes to nominate for the role of the Chancellor, Council will nominate an external member of Council (in addition to the external member already appointed to the Search Committee) to be Chair;
b. the Vice-Chancellor;
c. the Chair, Academic Senate;
d. one (1) graduate member of Council appointed by Council; and
e. one (1) external member of Council appointed by Council.

(57) The Council Secretary will be the Secretary to the Search Committee.

(58) The outgoing Chancellor will not be a member of the Search Committee but may be consulted on nominations.

(59) Members of Council, including members of the Search Committee, and members of the Executive Group will be invited to put forward nominations.

(60) The Search Committee will receive and consider all nominations and may make such enquiries as it deems fit in respect of any potential candidate.

(61) In considering the suitability of potential candidates, the Search Committee will have regard to the attributes that a Chancellor should be expected to bring to the role, which includes governance, non-executive leadership, team building, advocacy and lobbying, ceremonial duties, facilitation, mentoring, and reviewing the Vice-Chancellor's performance.

(62) An unofficial approach will be made to the person identified by the Search Committee as the favoured candidate. This approach would normally be made by the Chair of the Search Committee.

(63) At the conclusion of its enquiries, the Search Committee will provide the Returning Officer with one (1) nomination for election as Chancellor by the Council, together with any information about that person which it considers relevant.

(64) The Council Secretary shall be the Returning Officer for elections of Chancellor.

Part E - Protocol for Circular Resolutions

(65) 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.

(66) A circular resolution is a resolution passed without a meeting, by members of Council / the Committee signing or approving via a verified email account and returning the resolution stating whether or not they are in favour of the resolution.

(67) The Chancellor, in consultation with the Vice-Chancellor or in the Chancellor's absence, the Deputy Chancellor, may decide to use a circular resolution for Council approval between meetings:

a. where the matter is urgent, and a decision is required within a short timeframe, e.g., three (3) days; or
b. Council has previously agreed, in a duly convened meeting, to finalise a matter by circular resolution.

(68) The Chair of a Committee, in consultation with the Vice-Chancellor or the Chancellor, may decide to use a circular resolution for Committee approval between meetings:

a. where the matter is urgent, and a decision is required within a short timeframe, e.g., three (3) days; or
b. the Committee has previously agreed, in a duly convened meeting, to finalise a matter by circular resolution.

(69) The proposed circular resolution must be accompanied by:

a. a submission which sets out the details of the proposal, the resolution for approval, and provides for the members to signify their assent or dissent in writing;
b. relevant information and documentation required for a decision on the resolution, e.g., financial analysis, background information.

(70) Circular resolutions must be circulated to all members of Council / the Committee and resolutions for approval cannot be amended after being circulated.

(71) Members must respond in writing stating that they APPROVE or are AGAINST the resolution recommended in the circular resolution by close of business on the third business day following distribution 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.

(72) If a Council / Committee member votes AGAINST the resolution, that Council / Committee member may then request the Chair to convene a meeting. The request must be received by the 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 Secretary. The circular resolution will lapse if a meeting has been requested under this clause.

(73) If a member has not responded to the circular resolution in the manner required by clause 71 by 5:00 pm Sydney time on the third business day following distribution or within the period of any extension of time allowed by the Chair, that member will be taken to have abstained from voting.

(74) Where a member wishes to propose an amendment to the resolution for approval, the member must vote AGAINST the resolution and contact the Secretary to discuss the possibility of the resolution for approval being amended and re-circulated.

(75) A resolution is passed when the Secretary receives the last response within the time allowed for response and an absolute majority of Council / Committee members have approved the resolution.

(76) Passed circular resolutions will be retained as an official record by the Secretary.

(77) Where a circular resolution has been passed, it will be noted by Council / the Committee at its next meeting.

Part F - Protocol for members of the University to address Council

(78) Subject to any direction of the Chancellor, Council will allocate a period at the beginning of a Council meeting to allow for members of the University to express views on matters of concern to the University.

(79) The address by each member will be limited to five (5) minutes.

(80) The time allocated by Council for speakers will be limited to an aggregate of 15 minutes except that Council, at its discretion, may extend this period.

(81) Members wishing to address Council must give at least 10 working days' prior notice to the Council Secretary who will allocate times and the order of addresses where necessary.

(82) Members wishing to address Council must submit a written paper to the Council Secretary at least 10 working days prior to the date of the meeting, setting out the substance of the address.

(83) No individual should be permitted to address more than two successive Council meetings or more than three (3) out of any six (6) Council meetings.

(84) Council should deliberate on the content of an address only if, in the opinion of the Chancellor, the matter is properly one for Council's consideration.

(85) No decision will be made on the basis of any such address to Council without University management having a reasonable opportunity to respond to any matters raised and proper notice being given.

Part G - Protocol for resolving to extend a Council member's service beyond 12 consecutive years

(86) The Macquarie University Act 1989 (the Act) sets out the terms of office for different categories of members.

(87) In addition, the Act states that "a person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council resolves in relation to the person)". (Section 9(3)).

(88) This protocol has been developed to guide Council in making decisions to resolve whether a Council member could serve more than 12 consecutive years in office. Council has agreed that such a resolution would only be made where exceptional circumstances exist as defined in clause 89.

(89) The length of service of a Council member should not exceed 12 consecutive years, unless exceptional circumstances exist, being:

a. a member retiring would leave a skills gap which would constitute a significant risk for the University, after considering the Council skills matrix;
b. a member retiring would result in adverse consequences for the University; or
c. the member is the Chancellor, and the extension is required to allow for an orderly transition to a new Chancellor.

(90) Any resolution to extend the length of service beyond 12 consecutive years will:

a. be for a defined period not to exceed six (6) months; and
b. include an agreed succession plan.

Section 4 - Guidelines

(91) Nil.

Section 5 - Definitions

(92) For the purposes of this Procedure:

a. Committee refers to a standing committee or special purpose committee of Council established under a resolution of Council.

Status and Details

Status	Current
Effective Date	27th October 2023
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Responsible Executive	S. Bruce Dowton Vice-Chancellor
Responsible Officer	Sophie Buck Director, Governance Services
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