

UNE Council Charter - Annexure 1 - Council Standing orders

Section 1 - Objective and Scope

(1) The Council Standing Orders Annexure outlines the agreed meeting and communication protocols for the University of New England Council. These Standing Orders are consistent with the [UNE Act 1993](#) and apply to the members and observers of all meetings of the Council.

(2) The Standing Orders provide guidance regarding:

- a. Holding of Meetings (including ordinary and special meetings and notices and quorum);
- b. Decisions (including voting, motions and right to address the Chair);
- c. Observers (notice, attendance);
- d. Confidential Matters;
- e. Other communication protocols regarding the business of the Council;
- f. Suspension of Standing Orders.

(3) These standing orders also apply to the conduct of Council Committees. References to the Chair of the Council (i.e. Chancellor) are taken to be Chair of Council Committee, and references to 'Council' can be taken to mean 'Council Committee'. In the event further clarity is required, the Director Governance and University Secretary will provide advice.

Section 2 - Holding of Meetings

(4) Meetings of the Council may, with the agreement of the Chair, be held in person, by flying minute (i.e. circular resolution), remotely using technology, or in any manner consistent with the object and interests of the University which the Council members have consented to use.

(5) An ordinary meeting of the Council is to be held not fewer than 6 times in each calendar year.

(6) A special meeting of the Council may be convened for the consideration of any urgent business by:

- a. the Chancellor or, in the absence of the Chancellor, the Deputy Chancellor; or
- b. the Vice-Chancellor and Chief Executive Officer.

(7) In addition to (6) above, a special meeting of the Council

- a. shall be convened by the Director Governance and University Secretary upon the written request by 5 or more members of the Council made to the Director Governance and University Secretary stating the purpose for which the meeting is required to be convened; and
- b. shall be held within 14 days after the receipt of the request for that special meeting.

(8) Notice of the time and place of a meeting of the Council and a copy of the business papers, are to be provided by the Director Governance and University Secretary to each member of the Council 7 days prior to the meeting.

(9) By a further notice so delivered by the Director Governance and University Secretary or nominee not less than 4 days prior to a meeting, the Director Governance and University Secretary may advise of supplementary business to be put to the meeting.

(10) A member of the Council must not initiate any matter for discussion, or move any motion in respect of that matter, at a meeting of the Council unless:

- a. notice in writing has been given to the Director Governance and University Secretary that the matter will be so initiated or a motion moved in respect of that matter:
 - i. in the case of an ordinary meeting, not less than 14 days before the date of the meeting; or
 - ii. in the case of a special meeting, not less than 10 days before the date of the meeting; or
- b. the Council, by resolution of a majority of the members present and voting, otherwise permits.

(11) Where a special meeting is convened for the consideration of business which is so urgent that at least 7 days' notice of the meeting cannot be given, as much notice of the time, place and business of the meeting shall be given as is practicable.

(12) Proceedings of a meeting of the Council are to be taken to have been validly transacted notwithstanding the inadvertent failure by the Director Governance and University Secretary to comply with this sub-clause in any respect or the non- receipt by any person of a notice or business papers and supporting statements required by sub-clauses (7), (8), (9) or (10).

Use of Technology in the Conduct of Meetings

(13) In accordance with Schedule 1 Clause 6A of the [University of New England Act 1993 \(NSW\)](#):

- a. A meeting of the Council may be called or held using any technology consented to by all the members of the Council.
- b. The consent may be a standing one.
- c. A member may only withdraw his or her consent a reasonable period before the meeting.
- d. If the members are not all in attendance at one place and are holding a meeting using technology that permits each member to communicate with other members:
 - i. the members are taken to be present at that meeting, and
 - ii. all proceedings of those members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.
- e. For the purposes of Clause (13) a. and (13) b. above, and without limiting Clause (13) c. technology may include email, teleconference, video-conference, or any other such technology as may from time to time be consented to by all members of Council.
 - i. The Chair will make a determination of which of the technologies consented to by the Council is to be used for a specific meeting, considering the object and interests of the University.

Detailed questions outside of formal meetings

(14) Members who have detailed questions regarding business papers should submit a request for clarification via email to the Secretariat or the Chair prior to the meeting date or date for response to a flying minute. At the discretion of the Chair, the question will be communicated to the Vice-Chancellor and CEO so that a considered management response may be prepared.

- a. In the event a management response is prepared, all Council members will have the benefit of access to the response. The response:
 - i. may be provided by such means as agreed with the Chair, including, but not limited to:
 - via email from the Secretariat;
 - by distribution of an addendum to the meeting papers;
 - orally at the meeting; and
 - ii. will be recorded in the minutes or papers or both.

Quorum

(15) The Act provides that a majority of the total number of members for the time being of the Council constitute a quorum.

(16) If, at any meeting of the Council, a quorum is not present:

- a. within half an hour of the time appointed for the meeting, or
- b. within such further time as the Chair (or, in the absence of the Chair, as the members present) may reasonably allow,
- c. all business that should have been transacted at the meeting shall be stood over until the next ordinary meeting, and shall take precedence at that meeting, unless a special meeting is convened in the meantime for the transaction of that business.

Section 3 - Decisions

(17) Decisions of the Council shall be made on the result of a vote on:

- a. a motion prior notice of which has been given on the business paper or
- b. a formally proposed and seconded motion arising from the business of the meeting.

Voting

(18) Voting will normally be on the voices except that any member may request a show of hands.

(19) A motion shall be declared carried if it receives a simple majority of votes cast. The presiding member shall have a deliberative vote and, in the event of a tie, the right of a casting vote. If the presiding member declines to exercise a casting vote, the motion lapses.

(20) Elections for office bearers shall be by secret ballot and the voting shall be by preferential voting. Where more than one position is to be filled, the positions will be voted on seriatim.

Motions

(21) The Chair has discretion regarding the acceptance of a motion. The Chair's discretionary ruling may be reversed if the majority of the members present support a motion to this effect.

(22) All notices of motion accepted by the Chair shall appear on the business paper for the meeting concerned.

(23) A motion which is ruled by the Chair to have the effect of amending or rescinding a previous resolution of the Council or altering policy shall not be accepted except as a notice of motion for a subsequent meeting.

(24) Except for a motion from the Chair or a motion of which notice has been given a motion must be seconded before

there can be any discussion.

(25) A point of order accepted by the Chair takes precedence over all other discussion.

(26) Amendments shall be considered prior to a vote on the substantive motion.

(27) All amendments must be relevant to the original motion and no amendment may directly negate the substantive motion or the original motion.

(28) Whenever an amendment is moved upon the original proposal, no further amendment shall be voted on until the first amendment has been disposed of.

(29) Motions or amendments may be withdrawn by the proposer with the approval of the seconder and with the consent of the members.

(30) Though there is a motion before the Council and whether or not there is an amendment to the motion before the Council, persons who have not hitherto participated in the discussion of the motion or amendment may move or second:

- a. 'That the Council does now adjourn';
- b. 'That the Council proceed to the next business';
- c. 'That the question now be put',
- d. Such a motion shall not be moved while a member is speaking. It shall be put to the vote without discussion.
 - i. If (30)a. is carried the Council shall forthwith determine the time and place for the meeting to be resumed.
 - ii. If (30) b. is carried the matter may not be raised again except as a formal item of business at a subsequent meeting. If it is lost, discussion may continue and the same procedural motion shall not be proposed again during the discussion until a period of 15 minutes has elapsed.
 - iii. If (30) c. is carried the question shall be put to the meeting.

(31) The Chair may request the mover of a motion to submit the motion in writing.

(32) A motion for making, rescinding or amending a standing order shall not be made except in pursuance of notice given at the previous meeting of the Council, or conveyed to the Director Governance and University Secretary in writing 14 clear days before the meeting, and a resolution for any such purpose shall require a simple majority of the members present.

Right to Address the Chair

(33) Prior to the closure of a debate a right of reply shall be allowed only to a mover of a substantive motion or amendment and such reply shall close the relevant debate.

(34) Except at the discretion of the Chair a member other than the mover of a substantive motion or amendment may not speak more than once to a question before the meeting.

(35) At the discretion of the Chair a speaker may be asked to yield the floor on a point of information.

Section 4 - Observers

(36) Council meetings are open to the University community by prior arrangement with one working day's notice to the Director Governance and University Secretary, except when matters are considered in Committees of Council or in

the Confidential session of Council.

(37) In cases where the number of persons who advise that they wish to attend the meeting exceeds the seating capacity of the nominated meeting room, the meeting is to be relocated to an alternate venue which is capable of seating all the observers.

(38) Observers are

- a. expected to be seated in the meeting room or equivalent online facility by the commencement of the meeting, and are expected to remain in attendance for the duration of the open section of the meeting; and
- b. not permitted to speak unless invited to do so by the Chair.

Contributions by Non-Council Members

(39) At a meeting of the Council, a person who is not a member of the Council may contribute to an item on the Agenda only if invited to do so by the Chair or by a resolution of the majority of the members present at that meeting. The contribution may be oral, written or both.

Section 5 - Confidential Matters

(40) Distribution of the Confidential Agenda and Confidential Business Paper shall be restricted to members of the Council and authorised Senior Executive by agreement with the Chair and Vice-Chancellor and Chief Executive Officer. The Council may permit whoever else it considers necessary to be present at meetings during the consideration of confidential matters.

Section 6 - Agenda Items

(41) The Agenda for each meeting shall include an item "Other Business". Under this item Council members may direct questions with or without notice through the Chair to the Vice-Chancellor or the Chairs of Council Committees. The Chair shall have absolute discretion in determining whether or not the questions will be accepted.

(42) If the member of Council to whom a question-without-notice is directed is unable to provide an answer either at the meeting or before the next meeting the question shall be included as an action item in the business papers for the next meeting.

Section 7 - Disclosure of Pecuniary Interest

(43) At the beginning of each Council meeting, Council members will be asked to disclose any conflict of interest, consistent with Schedule 2A Clause 5 of the [University of New England Act 1993](#), which states:

- a. If:
 - i. a member of the Council has a pecuniary interest in a matter being considered or about to be considered at a meeting of Council, and
 - ii. the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,
 - iii. the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.
- b. A disclosure by a member of the Council at a meeting of the Council that the member:
 - i. has some other specified interest relating to a specified company or other body or to a specified person.

- ii. is a partner, or is in the employment, of a specified person, or
 - iii. is a member, or is in the employment, of a specified company or other body, or
- c. Particulars of this disclosure made under this clause must be recorded in the meeting minutes and on the University's conflicts of interest register. After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:
- i. be present during any deliberation of the Council with respect to the matter; or
 - ii. take part in any decision of the Council with respect to the matter.
- d. For the purposes of the making of a determination by the Council under subclause (c), a member of the Council who has a pecuniary interest in a matter to which the disclosure relates may on the request of the Chair:
- i. be asked to leave the meeting during any deliberation of the Council for the purpose of making the determination; and
 - ii. may not take part in the making by the Council of the determination.
- e. In addition to paragraphs (c)(i) and (ii) above, following a declaration by a Council member of a conflict of interest with respect to a particular matter, and a determination of a potential interest, papers relating to that particular matter are not to be provided to that member.

(44) In addition to Clause 43 above, Council members shall on at least an annual basis disclose interests on a Register of Interests Disclosure Statement and shall make any updates or changes as they arise.

- a. This Register of Interests will be maintained by the University Secretary and a reminder provided at each meeting of Council to allow members to undertake any updates or changes.
- b. The Register will be able to be inspected by any member of Council, the Auditor General of New South Wales and any representative of the New South Wales Minister for Education or the New South Wales Treasurer.

Section 8 - Suspension of Standing Orders

(45) In exceptional circumstances the Chair may move the suspension of standing orders. A resolution for the suspension of a standing order shall require a two-thirds majority of the members present.

Section 9 - Authority and Compliance

(46) This Annexure 1 of the UNE Council Charter takes effect as a Rule of Council pursuant to Section 25 of the UNE By-laws (By-Law).

(47) To the extent this Rule conflicts with the UNE Act (Act) or By-law, the Act or By-law prevails to the extent of the conflict and this Rule must be read down accordingly.

(48) This Rule operates as a delegation by Council under Section 17 of the Act.

Status and Details

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Unit Head	Radha Thomas Director Governance and University Secretary
Enquiries Contact	Radha Thomas Director Governance and University Secretary <hr/> Office of the Director Governance and University Secretary +61267733445