

## Standing Orders of Council

(Approved by Council at its Meeting (3/23), held 5 May 2023)

### 1. Application

These Standing Orders shall apply to meetings of the Council and its Committees and Sub-Committees. A Committee or Sub-Committee may establish its own Standing Orders but they must be adapted from and remain consistent with the Council Standing Orders.

### 2. Meetings

- 2.1 In accordance with the JCU Act, the Chancellor must preside at meetings of the Council.
- 2.2 In accordance with the JCU Act, where the Chancellor cannot perform the functions of the Chair, or the office of the Chancellor is vacant, the Deputy Chancellor shall preside.
- 2.3 In accordance with the JCU Act, if the Chancellor and Deputy Chancellor are both absent from a meeting of the Council or the offices are vacant, the members present must elect a member to preside at the meeting.
- 2.4 Meetings of the Council will be scheduled in the preceding year. Each member of the Council shall be given at least three working days' notice of the date, time and place of any change to a scheduled meeting or a special meeting unless or as otherwise approved by the Chancellor. The notice of meeting shall set out the business of the meeting.
- 2.5 Meeting agendas and papers will be circulated five business days in advance of the meeting unless or as otherwise approved by the Chancellor.
- 2.6 Meetings shall, subject to the presence of a quorum, start at the time set out in the meeting notice. If a quorum does not exist at the notified time of commencement or within a reasonable period of time thereafter or at any time during the course of the meeting the meeting becomes inquorate, the meeting shall proceed or continue until all business on the agenda has been disposed of and any such business dealt with while the meeting is inquorate will be circulated for approval by way of a Circulating Resolution.
- 2.7 The University Secretary (or nominee) shall keep a record of each meeting and submit these to the Chair for confirmation within 10 working days. At each meeting the Ordinary and Confidential minutes of the preceding meeting together with any Chancellor Executive Minutes, Executive Delegation Minutes, Circulating Resolutions or Circular Minutes confirmed or approved since the previous meeting shall be considered for adoption as a true and correct record of the meeting held or resolution passed.
- 2.8 Meetings may be a hybrid of in-person attendance and visual or audio technologies. Council's preference is that meetings be in-person and the expected minimum in-person attendance requirements for a Council member is set at three meetings per year, being the two meetings associated with a Council Workshop, and the Budget meeting, unless a member has exceptional reasons such as compelling professional or other commitments, in which case attendance by visual or audio technologies may be allowed, on a case-by-case basis, at the discretion of the Chancellor.

- 2.9 Each ordinary Council meeting shall have an in-camera session with the Vice Chancellor without Advisers or the University Secretariat present. Where applicable, should Council wish to make a decision during the in-camera session the University Secretariat shall return to the meeting to make a summary of the matter and to draft a resolution of Council.

### **3. Rules of Debate**

- 3.1 Items of business shall be taken in the order in which they appear in the agenda unless the meeting agrees otherwise.
- 3.2 All motions and amendments (except Procedural Motions as listed below) should be proposed and seconded before being accepted for debate.

Procedural Motions:

- The Closure: "That the question be now put".
  - Meeting Adjourned: "That the meeting be adjourned".
  - Previous Question: "That the question be not now put".
  - Next Business: "That the meeting do proceed to the next business" (or "That the motion be withdrawn").
  - Debate Adjourned: "That the debate be adjourned".
  - Matter Lie: "That the matter do lie on the table".
  - Move to Committee: "That Council move to Committee".
- 3.3 Motions before a meeting cannot be withdrawn without its consent. The withdrawal must be made before putting the motion to the vote. If there is a seconder, then his or her consent to the withdrawal must be obtained for the withdrawal to be allowed.
- 3.4 Motions must be relevant to the business under consideration and within the scope of the notice of meeting.
- 3.5 The original motion is superseded once an amendment has been put and carried. The motion must be put again in its amended form, which then becomes the substantive motion.
- 3.6 No more than one amendment may be before the meeting at the same time.
- 3.7 The Chair has the right to determine the order in which intending speakers may address the meeting.
- 3.8 Each member has the right to speak once only to any motion or amendment, with the exception of the mover, who has the right of reply. This is subject to the Closure and also to the Chair's discretion.
- 3.9 Members may at any time put a Procedural Motion, ask a question, raise a Point of Order, or give a brief explanation, at the discretion of the Chair.
- 3.10 Debate must be relevant to the subject under discussion and relate to business before the meeting in reference to a motion, amendment or Point of Order.
- 3.11 Points of Order must be made to the Chair, whose decision on the matter is binding. However, a member who disagrees strongly with the Chair's ruling has an opportunity to challenge that ruling with a Motion of Dissent, provided that motion is seconded.

- 3.12 Interruption by a member must relate to a closure of the debate or a Point of Order.
- 3.13 When a resolution has been adopted, no motion to rescind that resolution may be put at the same meeting.
- 3.14 Questions addressed to officers of the University must be put through the Chair.

#### **4. Motions of Dissent**

When a member disagrees strongly with a ruling from the Chair on a Point of Order, a Motion of Dissent may be moved, for example: "Chair, I move a Motion of Dissent from your ruling that ...". In order to proceed, a Dissent Motion must be seconded. If such a motion is moved and seconded, the Chair shall vacate the Chair while the motion is under consideration.

#### **5. That the Matter be Minuted**

When a member believes that a record of question and answer may be required, he or she may as a matter of course request the Chair that the matter be minuted and the Chair will make a ruling.

#### **6. Attendance at Council meetings**

- 6.1 Persons present at Council meetings are categorised as follows:
- (a) Council members;
  - (b) Council officers (the University Secretary, the Deputy University Secretary and the Minutes Secretary);
  - (c) Permanent Advisers (Chief Financial Officer; Deputy Vice Chancellor, Academy; Deputy Vice Chancellor, Education; Deputy Vice Chancellor, Indigenous Education and Strategy; Deputy Vice Chancellor, Research; Deputy Vice Chancellor (Services and Resources));
  - (d) other persons invited by the Council, the Chancellor or the Vice Chancellor to attend or address Council for a specific item or a part or the whole of a meeting);
  - (e) observers (members of the University community; other persons who attend by leave of the Chancellor or by Council resolution).
- 6.2 Permanent Advisers are present at Council meetings to advise Council in its deliberations. They have no speaking rights but may be invited to speak by the Chancellor.

#### **7. Absences from Meetings**

Where a member is unable to attend a meeting but has a particular interest in an item, the member may provide in writing to the Chancellor his or her views and request that those views be made known to Council during the course of consideration of the item. In the case of a committee of Council the views should be provided to the Chair of that committee. It is the member's responsibility to advise the Secretary or Chair of their absence.

#### **8. Circulating Resolutions**

A Circulating Resolution is a resolution of Council passed in accordance with this Standing Order without a meeting of Council taking place.

“Participating Members” means Members of Council exclusive of any who have notified the University Secretary that they are unavailable for the purpose of receiving a motion for passing as a Circulating Resolution.

Whether a motion is to proceed by a Circulating Resolution is a decision of the Chancellor in consultation with the Vice Chancellor.

All motions may be passed by a Circulating Resolution unless –

- (a) Council resolves that a particular subject matter must not be resolved by Circulating Resolution; or
- (b) At least 35% of the Participating Members request that the motion be dealt with at a meeting of Council.

A Circulating Resolution is passed by Council if 66% of Participating Members communicate the acceptance of a motion sent to them for consideration and passing as a Circulating Resolution.

At its next meeting the Council would note and adopt as a true and correct record each Circulating Resolution passed.

## **9. Minutes of Council**

- 9.1 The minutes of Council meetings will be taken by the University Secretary, or nominee, and provided, in a timely manner, to the Chancellor for confirmation;
- 9.2 Following receipt of the Chancellor’s confirmation, the Minutes will be distributed to members and presented to the next ordinary Council meeting for noting and adoption as a true and correct record;
- 9.3 Minutes created following the passing of a Circulating Resolution or following an Executive Approval process in accordance with a delegated authority of the Council, or these Standing Orders, will also be presented to the next ordinary meeting for adoption as a true and correct record;
- 9.4 Amendments to a minute constitute a decision of the subsequent meeting and are recorded in the minutes of the subsequent meeting;
- 9.5 Copies of signed minutes will be retained in a secure location for legal and audit purposes;
- 9.6 Non-confidential minutes of Council (excluding Committees) will be available in the University’s board management software. Confidential minutes will not be publicly available but will be available to members; and
- 9.7 The University Secretary will decide, in consultation with the Chancellor, as and when required and at no less than annual intervals, as to the downgrading of confidential minutes to non-confidential, at which time the downgraded confidential minutes will be treated as non-confidential minutes.

## **10. Circulars**

- 10.1 Routine and straightforward business may be distributed to members by means of a Circular. Circulars may be issued as sufficient business arises.

- 10.2 A Resolution is passed by way of a Circular if 66% of members acknowledge receipt of the Circular and if no member requests that the motion be dealt with at a meeting of Council by the date and time prescribed in the Circular or the date and time where the 66% acknowledgement requirement is met. A read receipt or other electronic notification is acceptable for the purposes of acknowledging receipt.
- 10.3 At its next meeting the Council would be requested to adopt as a true and correct record each Circular passed.

## **11. Quorum**

- 11.1 In accordance with the JCU Act a quorum exists at a meeting of the Council or Committee if a simple majority of its members are present.
- 11.2 In the absence of a quorum meetings shall start at the time set out in the meeting notice, and shall, subject to the discretion of the Chair, continue until all business on the agenda has been disposed of. A record of the meeting will be prepared in the usual way and approved by the members by way of a Circulating Resolution.

## **12. Authority for Decisions – Standing Executive Delegation**

- 12.1 From time to time matters required Council approval that had such urgent deadlines or were of such a routine or perfunctory nature that a Circulating Resolution is either not sufficiently quick or considered a waste of Council members' valuable time respectively. A standing delegation is one that delegates to the Chancellor the authority to exercise Council's authority on its behalf, to the extent of the approved limits set by Council's policy decisions, between Council meetings. Where a decision was required that exceeded the Council's policy on the matter Council's approval would be sought in the usual way by Circulating Resolution or a full meeting of the Council.
- 12.2 At its next meeting the Council would note and adopt as a true and correct record each Chancellor's Executive Minute.

## **13. Christmas Authority for Decisions – Executive Delegation**

- 13.1 The period between the last Council meeting of the year and the first meeting of the following year is approximately 14 weeks. From time to time, urgent decisions and some of critical importance require the approval of Council.
- 13.2 The ten day periods immediately after the December meeting and prior to the March meeting are considered to be times when members of Council would be available for consultation in relation to proposed decisions via Circulating Resolution.
- 13.3 Subject to annual Council approval, executive authority will be granted to the Chancellor, Deputy Chancellor, Vice Chancellor and the Chair, Finance and Infrastructure Committee, over the Christmas holiday period to enable business of the University to continue to be conducted in a timely and efficient manner.
- 13.4 At its next meeting the Council would be requested to note and adopt as a true and correct record each Executive Delegation Minute.

## **14. Suspension of Standing Orders**

Any of these Standing Orders concerning rules of debate may be suspended for the time being if a motion to that effect is carried by a majority of members present. Should questions which are not dealt with in these Standing Orders arise at any meeting, the decision of the Chair shall be final.