

# COUNCIL CHARTER

<b>Section 1: Council Charter</b> .....	<b>2</b>
1 Introduction.....	2
2 Purpose.....	2
3 Authority.....	2
4 Compliance.....	2
5 Council composition.....	2
6 Appointment and removal of Council members.....	3
7 Powers and Functions of Council.....	3
8 Rights and duties of council members.....	5
9 Council committees.....	6
10 Meetings.....	6
11 Chancellor’s role.....	7
12 Vice-Chancellor’s role.....	8
13 University Secretary role.....	9
14 Protocols in relation to engagement between Council members and management..	10
15 Review.....	11
<b>Section 2: Meetings, Papers and Meeting Procedures</b> .....	<b>12</b>
1 Meetings.....	12
2 Attendance at Meetings.....	14
3 Preparing for meetings.....	15
4 Agenda.....	15
5 Order of Business.....	16
6 Confidentiality.....	17
7 Minutes.....	17
8 Method of Voting.....	18
9 Matters Not Dealt With in Procedures and Guidelines.....	18
10 Suspension or Variation of Procedures and Guidelines.....	18
<b>Appendices</b> .....	<b>18</b>

## **Section 1: Council Charter**

### **1 Introduction**

1.1 Flinders University (“University” or “Flinders University”) was established by the Flinders University Act 1966 (SA) (the “Act”).

1.2 Flinders University is registered as a self-accrediting Higher Education Provider under the Tertiary Education Quality and Standards Agency (TEQSA) Act 2011 (Commonwealth), which establishes TEQSA as the national quality assurance regulator for Australian higher education.

### **2 Purpose**

The purpose of this Charter is to document the objectives, responsibilities and management of the Council to reflect its legal and other obligations as the governing body of the University.

Where there are inconsistencies between the Act and the Charter, the Act will prevail.

### **3 Authority**

3.1 Council is the governing body of Flinders University and is responsible for the strategic direction, general oversight and performance of the University and the attainment of its objectives.

3.2 The Council's powers, authorities, duties and responsibilities as the University's governing body are derived from the Act and as applicable the law.

### **4 Compliance**

4.1 The Council is responsible for overseeing and monitoring the University's governance arrangements, systems of control and accountability and risk management systems to ensure compliance with the legal and regulatory basis for governing and managing the University. These include:

- the Act;
- applicable Commonwealth and State legislation, regulations and standards including the [Higher Education Standards Framework \(Threshold Standards\) 2021](#);
- Statutes and By-laws made pursuant to the Act;
- the law.

4.2 The Council will, to the extent appropriate, comply with the Voluntary Code of Best Practice for Governance of Australian Universities, as adopted by Universities Australia and the University Chancellors' Council in 2011.

### **5 Council composition**

5.1 The composition of the Council is defined under section 5(3) of the Act and includes *ex officio*, elected and appointed members, with a majority of independent persons who are not employees or students of the University. The membership comprises:

- the Chancellor *ex officio*;
- the Vice-Chancellor *ex officio*;
- the presiding member of the Academic Senate *ex officio* or if the presiding officer is the Vice-Chancellor, an academic staff member of the Academic Senate who is not

- a student of the University, elected by the Academic Senate;
- eight persons appointed by the Council on the recommendation of a selection committee (the term of office is 2 or 4 years determined on the recommendation of the selection committee)
- if the Council so determines, one person co-opted and appointed by the Council; (the term of office is 2 or 4 years determined by Council)
- one member of the academic staff elected by the academic staff (the term of office is 2 years)
- one member of the professional staff elected by the professional staff (the term of office is 2 years)
- two students of the University (not being persons in the full time employment of the University), one of whom must be a postgraduate student and one of whom must be an undergraduate student, appointed or elected in a manner determined by the Council. (the term of office is 2 years)

5.2 A member appointed or elected is eligible for re-appointment or re-election, providing that the term of office does not normally exceed 12 years, unless otherwise specifically agreed by a resolution of Council.

5.3 The Act and the Statutes provide for Council to appoint up to two Deputy Chancellors from among its members for a term of four years and eligible for reappointment.

## **6 Appointment and removal of Council members**

6.1 Council has adopted procedures for appointment, election and removal of Council members (including the appointment of Deputy Chancellors).

6.2 Council may remove an appointed or elected member from office for:

- mental or physical incapacity
- failing to comply with requirements in relation to attendance at Council meetings without reasonable excuse;
- conviction of an indictable offence;
- serious misconduct, which includes non-compliance with duties imposed under the Act to exercise care and diligence etc, to act in good faith etc, and with respect to conflict of interest.

## **7 Powers and Functions of Council**

### **7.1 Corporate powers and functions**

7.1.1 The University may exercise broad corporate powers, which invest the University with full juristic capacity and unfettered discretion, subject to the laws of this State, to conduct its affairs in the manner it thinks fit.

7.1.2 The University may exercise its powers within or outside the State (including outside Australia).

7.1.3 The functions of the University are defined in the Act and include:

(a) the provision of educational facilities at university standards for persons who being eligible to enrol seek the benefits of such facilities; and

(b) the establishment of such facilities as the University thinks desirable for providing courses of study, whether within the University or elsewhere, for evening students, giving instruction to and the examination of external students, and providing courses of study or instruction at such levels of attainment as the Council thinks appropriate to meet the special requirements of industry, commerce or any other section of the community; and

(c) generally, the dissemination of knowledge and the promotion of scholarship.

## **7.2 Primary Responsibilities of Council**

7.2.1 The primary responsibilities of Council are to:

(a) appoint the Chancellor and as considered appropriate other office bearers;

(b) appoint a Vice-Chancellor as the chief executive officer and Chief Academic of the University and monitoring his or her performance;

(c) approve the mission and strategic direction of the University;

(d) approve the annual budget and the strategic, operational and financial plans;

(e) oversee and review the management of the University and its performance;

(f) establish appropriate policy and procedural principles, consistent with legal requirements and community expectations;

(g) approve and monitor systems of control and accountability, including general overview of any entities controlled by the University;

(h) oversee and monitor the assessment and management of risk across the University, including commercial undertakings;

(i) oversee and monitor the academic activities of the University;

(j) approve significant commercial activities of the University.

7.2.2 The Council must, in exercising its responsibilities, endeavour to advance the interests of the University.

## **7.3 Higher Education Standards Framework (Threshold Standards) 2021**

The Higher Education Standards Framework (Threshold Standards) 2021("Standards") have been established under the *Tertiary Education Quality and Standards Agency Act 2011*.

The Standards:

- set out the requirements that a higher education provider must meet – and continue to

meet – to be registered by TEQSA to operate in Australia as a provider of higher education (the Standards provide the basis for the regulation of registered higher education providers)

- ensure that the requirements for entry into the higher education sector are set sufficiently high to underpin and protect the quality and reputation of the sector as a whole
- establish a baseline for operational quality and integrity from which all providers can continue to build excellence and diversity
- serve other broader purposes including the provision of:
  - an articulation of the expectations for provision of higher education in Australia as:
    - a guide to the quality of educational experiences that students should expect
    - a reference for international comparisons
    - a reference for other interested parties
- a model framework which higher education providers can apply themselves for the internal monitoring, quality assurance and quality improvement of their higher education activities<sup>1</sup>.

The Council is responsible for overseeing and monitoring the University's governance arrangements, systems of control and accountability and risk management systems to ensure compliance with the Standards.

The Standards can be found here [Higher Education Standards Framework \(Threshold Standards\) 2021](#) and are also reproduced in full in Appendix 13 to the Council Handbook.

#### **7.4 Power to make statutes, regulations and by-laws**

7.4.1 Council is empowered to make, alter and repeal statutes and regulations in respect of a broad range of purposes relating to the organisation, management and governance of the University.

7.4.2 All statutes and regulations must be submitted to the Governor for approval.

7.4.3 Council is empowered to make by-laws for a wide range of purposes, including:

- prohibiting trespass on, and preventing damage to, University grounds
- regulating vehicles, traffic and parking
- removal of persons for disorderly conduct or indecent language
- consumption of alcohol on campus
- prescribing fines and expiation fees for contravention of the by-laws/alleged offences against the by-laws

7.4.4 By-laws must be submitted to the Governor for approval.

#### **7.5 Delegation**

7.5.1 Section 19A of the Act empowers Council to delegate its powers to members of Council, employees, the holder of a particular office or position in the University or Committees of Council or the University.

7.5.2 A delegation under this section:

- must be by instrument in writing;
- may be absolute or conditional;

---

<sup>1</sup> Taken from the TEQSA website

- does not derogate from the power of the Council to act in any matter; and
- is revocable at will by the Council.

7.5.3 A power or function delegated under this section to the Vice-Chancellor, or to a Committee of the Council or the University, may, if the instrument of delegation so provides, be further delegated.

7.5.4 Council has approved a Delegations Policy to record its approach to delegation in accordance with the Act.

7.5.5 For the purposes of section 19A(2)(a) of the Act, an instrument in writing includes:

- approved minutes or extract of minutes of Council or a Committee signed by the Chancellor, Vice-Chancellor, Chair of the Committee or University Secretary or where further delegated, the sub-delegate(s);
- a policy or procedure approved in accordance with the Policy Framework;
- terms of reference, charters or similar instruments of Council or a Committee;
- any instrument in writing (including a memo or email) from Chancellor, Vice-Chancellor, Chair of the Committee or University Secretary or where further delegated, the sub-delegate(s).

## **7.6 Annual Report**

Not later than 30 June each year, Council must submit to the Minister an Annual Report on the proceedings of the University during the previous year. The report must include a copy of the audited accounts for the University, and of every statute and regulation of the University allowed by the Governor.

## **8 Rights and duties of council members**

8.1 Council members' rights include:

- (a) initial induction pack and briefing sessions from University officers followed by ongoing appropriate professional development;
- (b) prompt and direct access to information about the University's business and to members of the Vice-Chancellor's senior executive team to directly answer questions, such access to be arranged via the Chancellor or Vice-Chancellor;
- (c) the right to place items of business before Council in accordance with Council's established procedures;
- (d) indemnity against actions and claims in respect of acts or omissions undertaken in good faith in the exercise of their role as a Council or committee member (section 29 of the Act);
- (e) Directors and Officers insurance, which provides protection against claims made by third parties against Council members and a Deed of Indemnity, Access and Insurance signed by the University to mitigate risk of personal liability incurred in the course of carrying out duties and functions;
- (f) the right to receive reimbursement of legitimate expenses incurred in the role of Council member.

8.2 The principal duties owed to the University by Council members are imposed by the Act. They are similar to the duties and obligations imposed on company directors

by the Corporations Act and the general law and are summarised as follows:

- (a) never vote at the direction of another person, either an outsider or another Council member
- (b) exercise a reasonable degree of care and diligence and act in the best interests of the University
- (c) at all times act honestly and in good faith for a proper purpose and never improperly use the position as a Council member to gain an advantage for the council member or another person
- (d) always disclose a direct or indirect personal or pecuniary interest in matters considered by Council, in writing, and the council member should absent themselves from discussion and voting on the matter

## **9 Council committees**

9.1 Council has established a number of standing committees, which contribute to the effective governance of the University. The Standing Committees of Council are:

- (a) Executive Committee
- (b) Academic Senate
- (c) Audit and Risk Committee
- (d) Finance and Investment Committee
- (e) Remuneration Committee

9.2 Council approves a charter or terms of reference for each committee, which set out the committee's responsibilities, composition, quorum, meeting frequency and any powers delegated to the Committee by Council.

## **10 Meetings**

10.1 Council has adopted operating procedures for meetings of Council and its committees, which are set out in the Council Handbook.

10.2 Council may hold regular and special meetings and annually sets the dates for its regular meetings, currently five per year plus an annual strategic planning retreat.

10.3 Council/committee members are required to attend meetings regularly and when they cannot attend, they should observe the procedures regarding apologies or leave of absence.

10.4 In order to assist Council with its deliberations and under the direction of the Vice-Chancellor, the following members of staff attend meetings of Council:

- (a) The Vice-Chancellor's senior executive team; as required for consideration of relevant items of business;
- (b) Members of management as required for consideration of a particular item;
- (c) The University Secretary and the Council Secretary.

## **11 Chancellor's role**

11.1 The Chancellor is appointed by Council for a term of four years on terms and conditions fixed by Council and is eligible for re-appointment.

11.2 The Chancellor's role includes the following responsibilities:

- a. To act as the Chair of the Council, responsible for ensuring the effective operation of the Council and in accordance with good contemporary governance;
- b. To ensure that there is an annual schedule of topics that require regular attention of the Council, including:
  - the University's strategy and performance
  - budget
  - capital infrastructure plan
  - financial statements
  - reports on risk management and work health and safety
  - evaluation of Council and committee performance;
- c. To Chair the Executive Committee of Council;
- d. To Chair the selection/nomination committees for the appointment of the Vice Chancellor, Deputy Chancellors and external members of Council;
- e. To work closely with the Vice-Chancellor to achieve the objectives of the University;
- f. To work with the Vice-Chancellor to build and develop local, Australian and International relationships;
- g. To be responsible for ensuring an effective and supportive relationship between the Council, the Vice-Chancellor and the senior executive management of the University, and for conducting performance reviews of the Vice-Chancellor;
- h. To ensure that Council is reviewed at least every second year, unless there is good reason, as determined by Council, to defer a review;
- i. To represent the University regularly at functions and events and in the wider community;
- j. Various ceremonial functions, including presiding at graduation ceremonies.

11.3 At the request of the Chancellor, or in his or her absence, and subject to the Act, a Deputy Chancellor is empowered to exercise any of the Chancellor's responsibilities (Statute 2.2, clause 3). Note that under section 18(4) of the Act, a Council member elected by other members present will preside over Council meetings in the absence of the Chancellor. In the ordinary course, the Council would expect a Deputy Chancellor to be elected.

## **12 Vice-Chancellor's role**

12.1 The Vice-Chancellor is an *ex officio* member of the Council and the principal academic and chief executive officer of the University, responsible to the Council for the academic standards and management of the University.



12.2 The Vice-Chancellor, by powers delegated to him or her, advises Council on, and exercises the general management over the affairs of the University.

12.3 The Vice-Chancellor's role includes the key responsibilities to:

- a. work with Council to develop, implement and update a vision and Strategic Plan for the University so that the University can deliver on its objectives;
- b. assist Council to provide a clear strategic direction for the University and in building a productive and ethical work culture that can readily adapt to rapid economic, social and political change;
- c. lead and drive, where appropriate, a robust change agenda, whilst efficiently managing the multi-dimensional operations of the University and ensuring quality outcomes;
- d. apply a highly engaged, broad and strategic understanding of the nature and context of the challenges for the higher education sector to respond to key issues in Higher Education policy and funding, both nationally and globally;
- e. encourage, promote and facilitate the very best academic and organisational performance across the whole University and strengthen the academic and research reputation and visibility of the University through the pursuit of quality and high standards;
- f. secure and continue the growth of the University's financial base, ensuring the University acquires the necessary public and private resources to underpin the successful achievement of the University's goals and objectives;
- g. take a principal role in the University's fundraising and development of strategic partnerships as well as strengthening and expanding ties and involvement with alumni throughout the world;
- h. ensure the University's approach to learning, teaching and research, and all aspects of the broader experience of students are relevant and of consistently high quality across all of locations in Australia and beyond, and in the University's virtual and physical presences;
- i. build a strong and united senior executive team and management culture that fosters both internal and external innovation and collaboration;
- j. maintain Flinders University's position at the forefront of educational innovation, discovery, and progress through a continued commitment to incorporating technology and entrepreneurial thinking into teaching, learning, and research;
- k. expand the external profile and focus of the University, regionally, nationally and internationally and its contribution, where appropriate, to the development of public policy;
- l. provide leadership to best position the University with government, industry and the community, respond to strategic opportunities, public policy debate and effectively influence decisions that impact upon the University;
- m. embed modern and fit-for-purpose governance and structures to ensure Council and the University fulfil their compliance, oversight and reporting obligations;
- n. ensure the promotion and provision of a safe working environment for students, staff

and visitors with attention to the requirements of the Work Health and Safety (WHS) Act, the Return to Work Act, University WHS and Injury Management; policies and Equal Opportunity Legislation.

### **13 University Secretary role**

13.1 The University Secretary provides strategic advice on policy, governance and related matters to the President and Vice-Chancellor and the Chancellor, and undertake initiatives that progress best practice governance at the University. The University Secretary's responsibilities include:

- a. the provision of high level strategic advice pertaining to policy and governance;
- b. advising the President and Vice-Chancellor, the Chancellor, University Council and its standing committees on critical matters, coupled with managing the timely and accurate release of the Flinders University Annual Report and other external announcements and communications;
- c. ensuring the effective operation of the University Council and maintaining strong channels of communication between the Chancellor, the Council and its standing committees, the University senior executive team, and other stakeholders as appropriate;
- d. overseeing the development and effective implementation of the University policy framework in liaison with the University Senior Executive, responsible officers and University Council;
- e. ensuring compliance with external regulatory requirements, legislation and ensuring the management of correspondence to Council and the University.

### **14 Protocols in relation to engagement between Council members and management**

Council members may from time to time wish to communicate or engage with members of Management and vice versa (eg to pass on useful industry information, to share networks, seek information on a topic of interest etc). In order to minimise any confusion, having regard to the role of Council as an oversight and governing body and the role of Management, under the leadership of the Vice-Chancellor, to manage the operations of the University, the following protocols are proposed:

1. the Vice-Chancellor and Chancellor should as a matter of course be consulted before any communication between Council members and Management – a simple email will suffice
2. if the Vice-Chancellor is unable to be contacted (eg overseas) or the matter is urgent, the person initiating the contact should promptly inform the Vice-Chancellor by email or copy the Vice-Chancellor into any email communications between the Council member and Management
3. Communications between Committee Chairs and the relevant Executive (eg Chair of Audit & Risk Committee and CFO) in relation to Committee agendas and Committee matters should continue as usual, with the Vice-Chancellor and University Secretary kept informed as appropriate
4. Communications in relation to agendas, papers, meeting logistics, matters of governance and other workings of Council should be directed to the University Secretary
5. Council members will continue to receive invitations to functions and events from the Office of Communication & Marketing Engagement which will remain the primary contact for such communications.

## **15 Review**

The Council will review and update this Charter as required at the same time as the biennial external review of Council takes place.

## **Section 2: Meetings, Papers and Meeting Procedures**

The operating procedures derive from the Act, Statutes, procedural decisions taken by Council and standard meeting practices adopted by decision of Council. The procedures may be used as a guide for the effective operation of boards and committees constituted by the Council. Queries about the operating procedures may be directed to the Council Secretary.

### **1 Meetings**

#### **1.1 Dates, Time**

Statute 4.1: Council will hold regular meetings as it determines. Council sets the dates of regular meetings on an annual basis. Council has determined for the time being that there shall be at least five regular meetings per year commencing at 2.00 pm and an annual strategic retreat.

#### **1.2 Chairing of Council meetings**

Section 18(4) of the University Act states that *"the Chancellor or, in his or her absence a member of the Council elected by those present, will preside at meetings of the Council"*. In the ordinary course, Council expects that a Deputy Chancellor will be elected to Chair a meeting in the absence of the Chancellor.

#### **1.3 Lack of business**

If the Chancellor and Vice-Chancellor consider that there is insufficient business to justify a meeting of Council, the Chancellor will instruct the University Secretary to cancel the meeting.

#### **1.4 Special Meetings**

Statute 4.1: Special meetings of Council may be convened:

- by resolution of the members present and voting at a previous meeting;
- by the University Secretary at the request of the Chancellor or Vice-Chancellor. A written notice of such a meeting shall be sent to each member at least seven clear days prior to the meeting;
- by the University Secretary at the written request of at least four members. Such a request will explain the reasons for holding the meeting. The meeting will be held within fourteen days of receiving the request.

A special meeting will consider only the business for which the meeting was convened. Other business may only be considered at a special meeting with the agreement of a majority of the members present and voting.

#### **1.5 Adjournments**

The Council may adjourn any meeting or debate to a future setting. New business may only be considered at an adjourned meeting with the agreement of a majority of the members present and voting.

#### **1.6 Use of Technology**

A meeting may be called or held using any technology, including a Board portal, e-mail circulation, tele- or video-conference.

## 1.7 Quorum

No question can be decided at any meeting of the Council unless a quorum of one half of the total number of Council members plus one (ignoring any fraction) is present (Section 18(3) - University Act). If a quorum has not been achieved after a quarter of an hour from the time appointed for the meeting, or if the quorum is not maintained during the meeting, the Chairperson shall close or adjourn the meeting, and any scheduled business that has not been dealt with shall be held over until a later time, or until a future meeting.

## 1.8 Decisions

Section 18 (1) of the University Act states that... *“A question that comes before a meeting of the Council will be decided by the majority of members present at the meeting and voting on the question.”*

Section 18(2) of the University Act states that *“The person presiding at a meeting of the Council has a vote and, in the case of an equality of votes, a casting vote.”*

All members of Council, including *ex officio* members, are entitled to vote.

The mechanism for voting is outlined at section 8. In practice, few matters require the formality of a vote and the Chancellor (and standing committee Chairs) generally prefer to guide discussion towards a consensus view.

Members can expect that questions for decision will be in the form of a clearly written draft resolution. Where there is discussion of a matter, the Chairperson has a responsibility to identify whether there are any contrary views and if so, to ensure that such views are discussed. If a draft resolution is amended, the Chairperson must ensure that there is clarity on exactly what members are being asked to do or agree to. The Chairperson must also ensure that the majority decision is clear and is recorded in the minutes before the meeting moves to the next item.

The Chancellor's expected standard of conduct for Council members is that:

- dissenting opinions will be acknowledged and respected;
- having reached a decision on a matter, all Council members are expected to respect and accept the majority decision and refrain from speaking out publicly against the decision.

## 1.9 Management of Urgent Business

Urgent matters that the Chancellor and Vice-Chancellor consider cannot be held over to the next regular meeting of Council may be considered and dealt with by a circular resolution of Council or by the Executive Committee, either at a scheduled meeting or by a circular resolution, as determined by the Chancellor.

The following will apply to circular resolutions of the Council or the Executive Committee, as the case may be:

- a. Subject to b. below, if a majority of the Council or Executive Committee members entitled to vote on a matter (and being not less than a quorum) indicate in writing (in a document or by email or other electronic means) that they are in favour of a resolution in the terms, and by the deadline set out in the circulated papers, a resolution in those terms shall be deemed to have been passed.

b. In the event that a member(s) is not in favour, the matter will be referred to the Chancellor, who will discuss the matter with the member(s) concerned and decide whether the majority decision prevails or the matter must be held over.

Matters decided will be reported to the next regular meeting of Council and recorded in the minutes.

### **1.10 In Camera Session**

Before the commencement of every alternate Council meeting, the Chancellor may elect to hold a half-hour in-camera session attended by the appointed external members of Council only. This time, if taken, enables the external appointed members of Council, who otherwise only meet together at Council meetings, to raise and discuss matters which relate to their responsibilities as external appointed members of Council. This is in accordance with good contemporary governance. No decisions are made and minutes are not recorded.

## **2 Attendance at Meetings**

### **2.1 Attendance by Council members**

Council members are required to attend meetings regularly and when they cannot attend, they should observe Council procedure regarding apologies or leave of absence. Under the University Act Section 6(6)(b), Council may remove from office a member who fails without reasonable excuse to comply with Council requirements in relation to attendance at meetings.

### **2.2 Apologies**

A member who is unable to attend a meeting should inform the Council Secretary as early as possible before that meeting. Apologies are announced at the meeting and recorded in the minutes.

### **2.3 Leave of Absence**

A member who will be absent from Council for two or more regular meetings in succession should seek leave of absence. Written requests for leave of absence should be submitted to the Council Secretary for consideration by Council at its next regular meeting.

### **2.4 Attendance by other persons**

Confidential items are open only to the members of Council, and those members of the University staff who provide secretarial services to the Council. Non-confidential items are open to members of the University who are defined as members of staff of the University, students enrolled in the University and graduates of the University. Persons who are not members of the University may not attend meetings of Council unless approved by the Chairperson. If the Chairperson becomes aware that a person who is not a member of the University is an observer, he/she shall ask the person to leave the meeting.

Persons who attend meetings of Council are subject to the following provisions:

- observers shall not publish matters discussed at Council meetings without the prior approval of the University Secretary;
- observers may not speak or participate in the meeting unless invited to do so by the Chairperson;
- if Council resolves to go into confidential session, observers shall leave the meeting at the request of the Chairperson;

- in the event of a disturbance being created by one or more observers, the Chairperson will ask the person or persons to desist. If the disturbance continues the Chairperson will ask the person or persons to leave the meeting. If they refuse, the Chairperson will ask all observers to leave the meeting. If they refuse the Chairperson will adjourn the meeting and it will be reconvened later to deal with the remaining items on the agenda, in which case the Chairperson will determine whether the meeting should be held in camera.

## **2.5 Recording of Attendances at Council Meetings in the Minutes**

The attendance of members or invited guests during a Council meeting will be recorded in the Minutes, and a record will be made of any instance where a person who has been present at the meeting leaves the meeting or returns to it during an item.

## **3 Preparing for meetings**

Council members have a duty to the University to exercise care and diligence in the performance of their functions (University Act Section 18A). To ensure the most constructive use of Council time it is essential for all members to prepare adequately for meetings. Specifically, Council members should:

“Read Council papers, be attentive at meetings and take an active part in the business of Council.” (Handbook Section 2 clause 8 Principles of Conduct). Each member should feel satisfied that there has been enough time to prepare for the meeting, and that an appropriate level and quality of information has been provided to enable members to understand the issues under discussion. The agenda is the key tool in managing Council’s time effectively.

## **4 Agenda**

### **4.1 Notice of meeting and Circulation of agenda and papers**

The Council Secretary will send the agenda and papers for the meeting electronically to each member of Council, at least seven clear days before the meeting (ie on the same day of the week in the week prior to the meeting).

### **4.2 Late circulation of papers**

Additional papers may be circulated no later than two clear days before the meeting unless approved by the Chairperson.

### **4.3 Tabling of papers**

The Chancellor may allow papers to be tabled at a meeting, although a majority of members present and voting may resolve not to consider them at that meeting.

### **4.4 Submission of items for the agenda**

Items of business for inclusion in the agenda may be submitted by the Chancellor, the Vice-Chancellor, members of the Senior Executive, the University Secretary, the standing committees of Council and individual Council members. They should be supported by documentation which explains the item and recommends action to be taken by the Council. To be accepted for inclusion on the agenda, items of business must concern matters which are within the jurisdiction of the Council.

Standing committee agendas are the responsibility of the Chairs, working closely with the

Vice-Chancellor and other senior executive staff, as appropriate. A large part of the standing committee business is cyclical, e.g. the annual financial statements and budget.

#### **4.5 Deadline for Agenda**

Items and papers for inclusion in the agenda for a regular meeting of Council must be received by the Council Secretary no later than nine clear days before the meeting. As Council meetings are normally held on a Thursday, this means that to be included in the agenda, material must be received by the Council Secretary before 5.00pm on the Friday of the week before the agenda is circulated. Except with the approval of the University Secretary of the Council, material received after this deadline will be held over until the next regular meeting.

#### **4.6 Agenda papers and questions/comments about agenda papers**

Every item of business for the meeting is introduced by a paper which sets out the draft resolution, background - including the relationship of the item to the powers, duties and functions conferred and imposed on the Council (terms of reference) - and discussion providing a concise explanation of the matter.

Council members should contact the Council Secretary if they have queries about items in the Council agenda and minutes, or if they want additional information pertaining to a particular item(s) or the operation of the University, prior to the meeting.

#### **4.7 Nominated address**

Members of Council will advise the Council Secretary of the address to which all communications about the Council are to be sent and will notify the Council Secretary of any change of address.

#### **4.8 Additions to the agenda**

A new item of business which does not appear on the agenda may only be considered at a regular meeting with the agreement of a majority of the members present and voting.

### **5 Order of Business**

The Chairperson may vary the order of business at any meeting. The order of business at each regular meeting shall generally be as follows:

- Acknowledgement of country;
- apologies;
- any matters concerning the membership of Council;
- confirmation of the minutes of the last regular meeting and the minutes of any special meetings held since the last regular meeting;
- business arising from the minutes – this item allows members to raise for discussion items arising from the minutes which are not included elsewhere in the agenda;
- report of matters approved by the Executive Committee of Council;
- arrangement of the agenda, including starring of agenda items which members wish to be discussed;
- identification of significant items which should be given priority to allow a full discussion during the meeting;
- Council members' disclosure of interests;
- presentations from the senior executive;
- items for decision/approval;



- items for discussion, including a report from the Vice-Chancellor (confidential and/or non-confidential);
- items for noting, including committee minutes;
- date of next meeting;
- rolling meeting schedule.

## **6 Confidentiality**

### **6.1 Confidential items**

All items for Council meetings are confidential unless designated otherwise. The confidential items are circulated to Council members, members of the Senior Executive and those members of the University staff who provide administrative and secretarial services to the Council. Prior to a meeting, a member may only discuss confidential items with other members of Council, the member of the senior executive who has sponsored the item, the University Secretary or the Council Secretary. Following a decision by Council on a confidential item, information about the decision may be disclosed to persons who are not members of Council at the discretion of the Chancellor, Vice-Chancellor or University Secretary.

### **6.2 Confidential minutes**

The minutes of Council and Committee meetings are confidential and may only be disclosed to persons who are not members of Council at the discretion of the Chancellor, Vice-Chancellor or University Secretary.

### **6.3 Breach of confidentiality**

If there is evidence that a breach of confidentiality has occurred, but the source is not able to be identified, the Chairperson will bring the matter to the attention of Council at its next meeting, and will remind members that it is their responsibility to act in accordance with these confidentiality provisions. If a particular member is alleged to have breached confidentiality, that person may be the subject of censure on the grounds of misconduct, in accordance with procedures that parallel Council's procedures for handling serious misconduct (Handbook Section 3 clause 8). The outcome of Council's debate on an alleged breach of confidentiality will be recorded in confidential minutes.

### **6.4 Recording of Proceedings**

The making of any electronic or other recording of meetings is not permitted except with the permission of the Chairperson.

## **7 Minutes**

Minutes of the proceedings of every meeting of Council will be recorded and at the end of each year will be kept as a permanent record of the decisions of the Council in the University's electronic document and record management system (EDRMS) which is a State Records compliant EDRMS. The unconfirmed minutes of each meeting will be circulated as soon as possible after each meeting and will be presented at the next regular meeting for confirmation as a correct record and signature by the Chairperson. Discussion about the minutes will be restricted to questions about their accuracy as a record of the business of the Council. Members who wish to question the accuracy of the minutes should contact the Council Secretary prior to the next regular meeting in order to propose an amendment to the minutes prior to their confirmation.

The minutes of Council will record:

- the nature of the meeting, whether regular, special, or adjourned;
- the date, time and place of the meeting;
- the name of the person presiding at the meeting, the names of members of Council who are present, the names of officers of the University in attendance, the names of any persons present by invitation and the names of members who have tendered an apology;
- a summary of the business conducted at the meeting; a concise statement of major points of discussion about a draft resolution, followed by the resolution; at the request of any member, a note that the member voted against or abstained from voting on a draft resolution or amendment;
- any other matters at the direction of the Chairperson.

## **8 Method of Voting**

A question that comes before a meeting of the Council will be decided by the majority of members present at the meeting and voting on the question (Section 18(1) of the Act). *Ex officio* members are entitled to vote.

Voting will be conducted by a show of hands, unless a secret ballot is requested by at least three members. The Chairperson will ask the members who are present to vote on a draft resolution or amendment by asking first those members who wish to vote in favour to raise their hands. The Chairperson will then ask those members who wish to vote against the draft resolution or amendment to raise their hands. The Chairperson will then declare the draft resolution carried or lost. A member who does not vote for or against a draft resolution or amendment will be deemed to have abstained from voting. At the request of a member, the Chairperson will inform the meeting of the numbers voting for and against.

Numbers of votes cast will not appear in the minutes unless a member asks for the vote to be recorded. At the request of a member, the minutes will record that the member voted against or abstained from voting on a draft resolution or amendment.

Section 18(2) of the University Act provides for the Chancellor or person presiding at the meeting to have a vote and, in the case of an equality of votes, a casting vote. Any reasons given by the Chairperson to explain his/her use of the casting vote will be recorded in the minutes. Note: The Chancellor or person presiding at the meeting may be precluded from voting, for example, by a conflict of interest.

Where a secret ballot is held, the University Secretary will act as Returning Officer.

## **9 Matters Not Dealt With in Procedures and Guidelines**

If questions arise which are not dealt with in these procedures and guidelines the decision of the Chairperson shall be final.

## **10 Suspension or Variation of Procedures and Guidelines**

Any of these procedures and guidelines may be suspended or varied by a majority decision of the members present and voting.

### **Appendices**

- Appendix 1 - Flinders University Act 1966
- Appendix 2 - By-Laws (PDF) made under the Flinders University Act 1966
- Appendix 3 - Statutes (PDF) made under the Flinders University Act 1966
- Appendix 4 - Induction, Professional Development and Performance Review (PDF)

- Appendix 5 - Central Committee Structure (PDF)
- Appendix 6 - Standing Committees of Council and Membership of Council and Standing Committees
- Appendix 7 - Organisational Structure
- Appendix 8 - Administrative divisions and units and Colleges
- Appendix 9 - Council and Standing Committee Secretaries' Contact Numbers (PDF)
- Appendix 10 - Committee Dates and Professional Development Dates (PDF) and Principal University Dates
- Appendix 11 - Disclosure of Interest Form (PDF 25KB)
- Appendix 12 - Voluntary Code of Best Practice for the Governance of Australian Universities (PDF)
- Appendix 13 - TEQSA Standards - Governance and Accountability (PDF).