

COUNCIL OPERATING PROVISIONS

INTRODUCTION

Council is established under the *Deakin University Act 1974 (Vic.)* (the Act) as the University's governing authority. Council's powers, as specified in the Act, are as follows:

- Council shall be the "governing body of the University" and as such is obliged to ensure that the University operates within the objects of the University, set out in section 5 of the Act.
- Council shall appoint a person to be Vice-Chancellor of the University for such a period and on such terms as Council determines.
- Council may appoint or terminate the appointment of any member of staff of the University.
- Council shall be responsible for "the entire direction and superintendence of the University".
- Council may make, amend or revoke University Regulations and Statutes "for or with respect to all matters relating to the organisation management and good government of the University".
- Council may confer any degree or grant any diploma or certificate or revoke any degree, diploma or certificate subject to the Statutes.
- Council may appoint committees and delegate all or any of its powers, authorities, duties and functions (other than this power of delegation and the power to make Statutes) to any such committee or to any member of Council or officer of the University.
- Council shall ensure that all University funds are used solely for University purposes.
- Council may borrow, invest, acquire, lease and sell property, and form companies or participate in the formation of corporations (other than a limited company), partnerships or joint ventures which are conducive to the attainment of any of the objects of the University.

Council is responsible for governing the University in the best interests of the University, in accordance with the establishing legislation (the Act) and other relevant legislation and having regard to the goals of the University (set out in the Strategic Plan).

In practice, much of Council's work is undertaken through its system of standing and ad hoc committees.

AGENDA

The agenda for each meeting of Council shall be prepared in accordance with the format approved by Council and shall be circulated not less than seven days before the meeting.

Members may request the starring of other items in addition to those starred in the published agenda prior to the meeting by notice to the Council Secretary or at the meeting.

The agenda for each ordinary meeting of the Council shall be organised in the following manner, unless otherwise determined by Council:

- procedural business, incorporating an item regarding declarations of potential conflicts of interest and notice of the next meeting of the Council
- minutes and matters arising from the minutes (if required)
- confidential items
- items of key business, including the Vice-Chancellor's Report and the Chancellor's Report
- items for consideration and approval including recommendations from Committees of Council and Boards
- oral reports from Chairs of Committees
- items for noting including reports from Committees of Council and Boards
- any additional matters.

Members of Council wishing to propose items for inclusion in the printed Council agenda are required to advise the Council Secretary of their proposed agenda item not less than four weeks prior to the Council meeting.

The Council agenda and all agenda papers remain confidential until the day after the Council meeting. Agenda papers marked “confidential” remain confidential at all times.

Pursuant to the Council resolution of 25 November 1999:

- prior to each Council meeting a high-level listing of (non-confidential) matters to be considered by Council will be available to the University community in the Library and published on The Guide
- the day after each Council meeting the Council agenda (excepting confidential papers) without attachments will be available to the University community in the Library and published in The Guide.

MEETINGS

Frequency and Schedule

In accordance with Regulation 2.1(1)—*The Council*, “An ordinary meeting of Council shall be held at least six times in a year in accordance with a schedule of meetings approved by the Council each year in respect of the following calendar year provided that the Council may at its discretion vary the schedule of meetings at any time during the course of the year. The Council shall have power to adjourn any meeting to a later date”.

Council shall also resolve the time of commencement and the location of its meetings. Council reserves the right to vary the time of commencement and location of its meetings at any time throughout the year.

Notice of Meetings

Notice of the date, time and place of business for every meeting of the Council, whether ordinary or special, shall be sent to every member of Council not less than five days prior to the meeting, provided that the requirement of five days’ notice may be dispensed with by the Chancellor in circumstances which he or she considers to be an emergency.

Extraordinary Meetings

An extraordinary meeting of Council may be convened in accordance with provisions outlined in Regulation 2.1(1)—*The Council*, sections 3 and 4 inclusive as follows:

- 3 The Chancellor or the Vice-Chancellor may call an extraordinary meeting of the Council to consider urgent business on whatever notice is deemed appropriate in the circumstances.
- 4 The Chancellor, Vice-Chancellor or, in their absence, the Vice-President¹, must call an extraordinary meeting of Council within 14 days of receiving a written and signed request of at least 6 members of Council. The request shall set out the reasons for requiring such a meeting.

¹ The ‘Vice-President’ will be deleted in the next amended version of Regulation 2.1(1)—*The Council*

Special Meetings

Council may agree to hold one or more special meetings in each year for specific purposes. A special meeting shall deal only with those items of business which were scheduled to be considered at that meeting. The provisions of these “Operating Provisions” regarding notice of meetings, agenda and conduct of meetings, shall also apply to special meetings.

Matters by Circulation

Resolutions without meetings of the Council shall be made in accordance with section 20A of the Act as follows:

- (1) If a majority of the members for the time being of the Council sign a document circulated by, or on behalf of, the Chancellor containing a statement that those members are in favour of a resolution in terms set out in the document, a resolution in those terms shall be taken to have been passed at a meeting of the Council held on the day on which the document is signed or, if the members do not sign it on the same day, on the day on which the last member to sign signs the document.
- (2) If a resolution is, under sub-section (1), taken to have been passed at a meeting of the Council, each member must be advised as soon as practicable and given a copy of the terms of the resolution”.

A “document” for this purpose may consist of several documents in the same form. A document may be in the form of a fax or electronic mail or standard correspondence.

Schedule of Business

Council shall establish by resolution on an annual basis a schedule of business for the following year.

Chairperson of Meetings of Council

In accordance with Section 18 of the Act, “At every meeting of the Council the Chancellor or in his absence a Deputy Chancellor elected by the members present at the meeting shall preside as chairman and in the absence of the Chancellor and the Deputy Chancellors the members of the Council present at the meeting shall elect a chairman of the meeting”.

Quorum

In accordance with Section 20(3) of the Act, “No question shall be decided at any meeting of the Council unless at least ten members are present at the meeting”. In accordance with sections 1 (f) (iii) and 2 (c) of Regulation 7.1(2)—*Meetings*, “a quorum must be present for any decision to be made”.

Conduct of meetings

Unless the Council determines otherwise, Council meetings shall be conducted in the order in which business appears on the agenda.

In accordance with Section 1(e) of Regulation 7.1(2)—*Meetings*, “subject to a ruling by the Chair, no member may propose a resolution at any meeting on a matter that is not included on the agenda for that meeting unless a majority of members present agree to the proposal being put forward”.

Voting at Meetings

Questions arising at any meeting of Council shall be decided in accordance with sections 19A and 20 of the Act, which provide that:

- members shall not vote on any matter in which they have an interest;
- all questions shall be decided by a majority of members present and voting on the matter; and
- the Chancellor may vote and in event of the result on any matter being tied, shall have a second or casting vote.

Voting is by show of hands. No member shall be entitled to vote unless they are present when the motion being decided upon is put to the meeting.

Any member voting may require the votes of all members voting to be recorded in the minutes, together with the name of any member who may have abstained from voting.

Communication at Meetings

Methods of communication for Council meetings shall be in accordance with section 20(B) of the Act. Providing at least two-thirds of members agree, a meeting of Council may be held by “means of a method of communication, or by means of a combination of methods of communication, approved by the Chancellor for the purposes of that meeting”.

In accordance with section 5 of Regulation 7.1(2)—*Meetings*, a meeting of the Council may be called or held using any technology consented to by all members. The consent may be a standing one. Such consent may only be withdrawn by any member of Council within a reasonable period before the meeting.

Section 6 of Regulation 7.1(2)—*Meetings* states that a member who participates in a meeting in accordance with the permission granted as described above, will be taken to be present at the meeting even if he or she is not physically present at the same place as another member participating in the meeting. The method of that member’s participation in the meeting shall be recorded in the minutes of that meeting.

Attendance of Non-Members

The policy of Council on the attendance of non-members has been determined by Council resolution in 1990, 1992, 2002 and 2003 as follows:

1. Members of the University’s Senior Executive may attend meetings of Council as officers “in attendance” but may not address Council unless requested to do so by the chairperson.
2. The total number of non-members at any one Council meeting shall be no more than twelve.
3. Visitors may be admitted to Council meetings as observers on the following conditions:
 - visitors must be members of the University
 - visitors will be admitted only if application is made to the Council Secretary’s office prior to midday on the day of the meeting. Places will be allocated on a first come first served basis
 - seats will be reserved for visitors
 - copies of the agenda and non-confidential papers will be made available to visitors
 - visitors will undertake to leave the meeting if Council resolves that a matter is to be discussed in camera or at the direction of the chairperson.
4. The chairperson, with Council’s approval, may invite non-members of Council to attend meetings from time to time and may extend to such persons the right to speak on a specific item on the agenda.

5. Members of the University may apply from time to time, through the Council Secretary for permission to attend Council meetings and to address Council on a particular item on the agenda. Granting of permission shall be at the chairperson's discretion.

Tabled Papers

At its meeting held on 30 May 2002, Council approved a recommendation that "tabled papers be kept to a minimum". In addition, at its meeting held on 8 August 2002, Council resolved that:

- "no paper be tabled at meetings of Council except with the approval of the Chancellor;
- at each meeting where one or more papers are tabled, time be allotted for reading such papers; and
- the Chancellor's approval as referred to above is without prejudice to the right of Council to defer consideration of the subject of a tabled paper to a later meeting of Council".

Recommendations

At its meeting held on 11 April 2006, Council noted advice from the Chancellor that "the format of the agenda for this meeting of Council had been revised so that each recommendation to Council formed a discrete agenda paper, the intention of the change being to highlight those items requiring a decision by Council". Recommendations are printed on blue paper.

SECRETARIAT

In accordance with section 6 of Regulation 2.1(1)—*The Council*, "Except where otherwise provided, the Vice-President² shall be responsible for the secretarial and administrative work of Council and all committees of the Council, including the preparation of advice for consideration by Council or by any such committee. Pursuant to section 7 The Vice-President³ may delegate in writing the responsibility or any part of the responsibility set out in clause 6 to another officer of the University".

MINUTES

Pursuant to Regulation 7.1(2)—*Meetings*, minutes of all proceedings of the Council shall be taken and recorded. Minutes of Council shall be circulated to members or read at the subsequent meeting, amended if necessary, and confirmed by a majority of members.

Minutes will be prepared in accordance with the format approved by Council.

Minutes of each meeting of Council will be circulated to members within 14 days following the meeting.

From April 2008, when required separate minutes regarding confidential items of business considered at Council are prepared, with the record of confidential discussion forming a confidential appendix to the minutes, for distribution to Council members and selected senior staff only. Confirmed Council minutes are available on The Guide and in the Library.

REVIEW OF ROLE AND FUNCTION

Council shall ordinarily review its role and function biennially in accordance with the procedure periodically approved by Council.

Approved by Council on 7 December 2006 and includes amendments to 25 February 2010

² The 'Vice-President' will be changed to 'Council Secretary' in the next amendment of Regulation 2.1(1)—*The Council*

³ As for footnote 2.