

COUNCIL OPERATING PROVISIONS

1 INTRODUCTION

- 1.1** Council is established as the University's governing authority under the *Deakin University Act 2009* (Vic) (the Act). Alongside the Act, University Statutes and Regulations and the Council Charter, the Council Operating Provisions underpin the conduct of Council meetings.
- 1.2** The guiding principles behind these Provisions are that Council should operate in such a way that Council members receive sufficient time to consider all matters before Council, adequate opportunities to raise matters they consider important and that Council will consider matters in accordance with an agreed business schedule reflecting its governance responsibilities.
- 1.3** The Provisions support Council's commitments to:
- making the best possible decisions for the sustained success of the University
 - observing the highest standards of integrity and probity at all times.

2 AGENDA

2.1 Distribution and inclusion of items

- 2.1.1** The agenda and papers for each meeting of Council will normally be distributed to members at least a week before the meeting.
- 2.1.2** The agenda for ordinary meetings of the Council will normally include:
- private time for the consideration of any matters in the absence of management
 - procedural matters, including declarations of potential conflicts of interest and notice of the next meeting of the Council
 - minutes and matters arising from the minutes
 - an update from the Vice-Chancellor on current matters
 - a standing item on strategy
 - oral reports from committee Chairs and receipt of committee minutes
 - financial and major project reports
 - items of business in accordance with the annual business schedule or otherwise arising
 - items for information and noting
 - any matters of other business.
- 2.1.3** Council members wishing to propose items for inclusion in the distributed agenda are asked to provide the Council Secretary with a paper addressing the item at least two weeks prior to the Council meeting.
- 2.1.4** Council members wishing to raise any matter at a meeting may do so under 'other business'.
- 2.1.5** The Vice-Chancellor will invite questions from members on any matter pertaining to the operation of the University at each meeting of Council.
- #### **2.2 Starring of items**
- 2.2.1** Items which are starred on the agenda must be discussed at the meeting unless otherwise determined by Council.

- 2.2.2** Members may request the starring of unstarred items by notice to the Council Secretary or at the meeting.

3 CONFIDENTIALITY

- 3.1** Unless otherwise approved by Council, Council members must keep confidential all information and all discussions, deliberations and decisions of the Council which have not been publicly disclosed by the University.
- 3.2** Council members must not speak publicly on behalf of the Council or the University unless approved by the Council.
- 3.3** Any attendance by non-members at Council meetings in accordance with 4.10 below is subject to the Chancellor being satisfied that confidentiality will not be compromised.

4 MEETINGS

4.1 Frequency and schedule

- 4.1.1** Ordinary meetings of Council will be held at least six times each year in accordance with a schedule of meetings approved by the Council. Council may at its discretion vary the schedule of meetings at any time during the course of the year.

4.2 Strategy conference

- 4.2.1** Council will hold a strategy conference as part of its annual schedule of meetings.
- 4.2.2** Outcomes and follow-up items from the strategy conference will be recorded and circulated to Council members but formal minutes will not be recorded.

4.3 Special meetings

- 4.3.1** 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 and conduct of meetings also apply to special meetings.

4.4 Extraordinary meetings

- 4.4.1** An extraordinary meeting of Council may be convened in accordance with provisions outlined in Regulation 2.1(1)—*The Council* as follows:

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.

The Chancellor, Vice-Chancellor or, in their absence, the Deputy Vice-Chancellors, must call an extraordinary meeting of Council within 14 days of receiving a written and signed request of at least six members of Council. The request shall set out the reasons for requiring such a meeting.

4.5 Chairperson of meetings of Council

- 4.5.1** The Chancellor or, in his or her absence, a Deputy Chancellor elected by the members present at the meeting will preside as chairperson of meetings. In the absence of the Chancellor and the Deputy Chancellors the members of the Council present at the meeting will elect a chairperson of the meeting.

4.6 Quorum

4.6.1 No question must be decided at any meeting of the Council unless more than half of the members of Council, excluding any members granted leave, are present in accordance with Schedule 1, section 12(1) of the Act.

4.7 Resolutions and voting at meetings

4.7.1 Questions arising at any meeting of Council shall be decided in accordance with Schedule 1, sections 11 and 12 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
- the chairperson has:
 - a vote; and
 - in case of an equality of votes, a casting vote.

4.7.2 Voting is normally by show of hands. No member shall be entitled to vote unless present when the motion is put to the meeting.

4.7.3 No member may propose a resolution at any meeting on a matter that is not included on the agenda unless a majority of members present agree to the proposal being put forward.

4.8 Attendance of members at meetings

4.8.1 Members are expected to attend all meetings of the Council in person.

4.8.2 Members unable to attend a Council meeting for any reason are expected to provide as much notice as practicable to the Chancellor, and seek the Chancellor's approval. A member's office will automatically fall vacant if he or she fails to attend three consecutive ordinary meetings of the Council without approval.

4.8.3 Members' record of attendance is published in the University's Annual Report, including attendance at strategy conferences and committee meetings.

4.9 Attendance by technology

4.9.1 Where a member is unable to attend a Council meeting in person despite provision 4.8.1, that member may attend the meeting by technology in accordance with Schedule 1, section 14 of the Act, which requires that:

- the Chancellor approve the method of communication by which the member will attend; and
- at least two-thirds of members agree to that method of communication being used.

4.9.2 The preferred technology for attendance is videoconference, which will be arranged by the Council Secretariat. Attendance by telephone is not encouraged because it does not permit the participant to view presentations.

4.9.3 Attendance by technology may be for part or all of a Council meeting.

4.10 Attendance of non-members at meetings of Council

4.10.1 To assist the Council with its deliberations, the following University staff members shall regularly be in attendance at meetings of the Council:

- Deputy Vice-Chancellors, the Chief Operating Officer and the Chief Financial Officer
- the Vice-Chancellor's Chief of Staff
- the Council Secretary and Executive Officer.

4.10.2 To further assist Council with its deliberations, staff, students or persons associated with the University required for consideration of a particular agenda item may from time to time be asked to attend a meeting of the Council.

4.10.3 Staff and students of the University may request permission to be present as observers for consideration of a particular agenda item. Such requests are to be submitted to the Council Secretary at least 48 hours prior to the meeting. Attendance will be at the invitation of the Chancellor or in the absence of the Chancellor, the member chairing the meeting.

4.10.4 The total number of non-members at any Council meeting shall be conducive to Council conducting its business and consistent with the confidential nature of Council meetings.

4.11 Tabled and late papers

4.11.1 In general, Council seeks to minimise tabled and late papers. A paper can be circulated later than the agenda or tabled at the meeting only with the approval of the chairperson. Council has resolved that at any meeting where one or more papers are tabled, reasonable time must be allocated for reading such papers.

5 MINUTES

5.1 Minutes of all proceedings of Council will be taken in accordance with the format approved by Council. Minutes of each meeting of Council will be circulated to members within fourteen days of the meeting. Members can request amendments to the minutes in writing to the Council Secretary or at the subsequent meeting. Each meeting of Council shall confirm by a majority of members the minutes of the previous meeting, subject to consideration of any proposed amendments.

5.2 The Council Secretary is responsible for communicating decisions of Council to members of the University for implementation.

5.3 Following each meeting the Council Secretary will prepare a summary of those matters considered or decided which can be published on the University website following approval by the Vice-Chancellor.

6 REQUESTS FOR INFORMATION AND INDEPENDENT ADVICE

6.1 The University will provide information about its operations as may reasonably be requested by Council members. Requests should be made to the Vice-Chancellor either directly or via the Council Secretary. The Vice-Chancellor will ensure that information provided is current, complete and clearly explained, e.g. the basis for any calculations will be set out. Responses will be provided within five working days unless there are complicating circumstances, e.g. information must be retrieved from archives or benchmarked against other organisations. Unless otherwise agreed with the member, the Council Secretary will circulate the Vice-Chancellor's response to any request to all members of the Council. This will ensure that all members are able to consider the same information.

- 6.2** With the prior approval of the Chancellor, a Council member may seek independent professional advice, at the University's expense, on any matter connected with the performance of the member's duties as a Council member. Where the Chancellor approves a request for independent professional advice to be obtained, the Chancellor will facilitate obtaining such advice. Copies of any such professional advice must be made available to, and for the benefit of, all Council members, unless the Chancellor agrees otherwise.

7 REMUNERATION AND REIMBURSEMENTS

- 7.1** Remuneration is payable to Deakin University Council members, with the exception of members who are:

- staff of the University
- full time staff of the Government (excluding local government employees)
- full time staff in a statutory authority
- some members of the judiciary.

- 7.2** Remuneration is set annually by the Remuneration Committee within bands set out in the Victorian Government's Appointment and Remuneration Guidelines for governing bodies of non-departmental entities.

- 7.3** Members, whether or not remunerated, are entitled to reimbursement of reasonable costs they incur in attending Council meetings consistent with the Business Expenses Reimbursement Procedure. Staff members should claim reimbursement using the University's Travel and Expense Management System. Non-staff members should use the Expenses Claim Form available from the Council Secretariat.

8 BUSINESS SCHEDULE

- 8.1** The Council Secretary will establish an annual business schedule which addresses Council's governance responsibilities and which timetables consideration of them at meetings throughout the year.

- 8.2** By October each year Council will receive its business schedule for the next year.

- 8.3** The business schedule will be published on the University website.

- 8.4** The business schedule will not prevent Council considering any matter at any meeting as it determines is appropriate.

9 REPORT ON FULFILMENT OF BUSINESS SCHEDULE

- 9.1** The Council Secretary will compile a report on Council's fulfilment of its business schedule for the present year and forward it to the first meeting of Council in the following year.

- 9.2** The report will be published on the University's website.

10 REVIEW OF EFFECTIVENESS AND OPERATIONS

- 10.1** Council will systematically review its effectiveness and operations against best practice governance standards.

10.2 Review activities will comprise:

- a review every two years of Council's own effectiveness and operations, alternating between a review conducted by an external expert and an internal qualitative questionnaire
- a review every two years of the effectiveness of Council's committee system
- annual reviews by Council and its committees of their fulfilment of their business schedules, including identification of any emergent issues requiring fresh focus
- other review activities from time to time to ensure that the information considered by Council and its committees is clear, current and comprehensive.

11 REVIEW OF THE OPERATING PROVISIONS OF COUNCIL

11.1 This document shall be reviewed no less than every two years.

Approved by Council on 8 May 2018.