

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). Subject to the Act, the Deakin University Statute and the Council Regulations, the Council may regulate its own meeting procedures. These Operating Provisions are approved by the Council in accordance with its legislative responsibilities and authority.
- 1.2 The Provisions support Council's commitments to:
- making the best possible decisions for the sustained success of the University
 - encouraging debate, questioning and the free exchange of opinions as part of collective decision making
 - observing the highest standards of integrity and probity at all times.
- 1.3 Through application of these Provisions Council will 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 to probe and critically reflect on all matters of Council business. The format of meetings will encourage discussion, questions and expression of a range of viewpoints.

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 section 6.3 below is subject to the Chancellor being satisfied that confidentiality will not be compromised.
- 3.4 From time to time Council members, in the course of their duties, may encounter personal information related to staff, students and individuals who interact with the University. Members must adhere to the requirements of the University's Privacy Policy which reflects obligations under the *Privacy and Data Protection Act 2014 (Vic)* and the *Health Records Act 2001 (Vic)*.

4 MEETING PROCEDURES

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. In addition to ordinary meetings Council may hold meetings as set out at paragraphs 4.2 – 4.4 below. All such meetings will count toward members' attendance record as reported in the University's Annual Report.

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 and briefings

- 4.3.1 Council may agree to hold:
- a special meeting to consider a specific item or items of business
 - a briefing meeting to consider information on a specific topic or topics.
- 4.3.2 These Operating Provisions apply to any special meetings and briefings, unless otherwise agreed by Council.

4.4 Extraordinary meetings

4.4.1 An extraordinary meeting of Council:

- may be called by the Chancellor, a Deputy Chancellor or, in their absence, the Vice-Chancellor, to consider urgent business on whatever notice is appropriate in the circumstances
- shall be called by the Chancellor, a Deputy Chancellor or, in their absence, the Vice-Chancellor, within 14 days of receiving a request from at least six members of Council. The request shall set out the reasons why a meeting is required.

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 The chairperson should aim for the consensus of all members wherever possible. All members will have the opportunity to put forward questions and their viewpoints.

4.7.2 Where a member is unable to attend a meeting but wishes to put forward their opinions, they can provide comments in writing to the chairperson either directly or via the Council Secretary. The chairperson will convey the member's views in discussion of the matter concerned.

4.7.3 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 (i.e. a casting vote which may be exercised in addition to their vote as a member).

4.7.4 Voting may be by voice, show of hands or other indication.

4.7.5 Where consensus cannot be reached on a resolution the number of abstentions and oppositions to a resolution will be minuted, together with the names of members if such members request.

4.7.6 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 Conduct at meetings

4.8.1 The chairperson will ensure proper conduct is observed at meetings.

4.8.2 During meetings and at all other times members must:

- show courtesy and respect,
- act in the best interest of the University,
- avoid abusive or derisory language, and
- not make personal attacks on any member or other person.

4.8.3 Members who do not adhere to the rules of conduct at 4.8.2 may be asked to leave the meeting.

5 CONFLICT OF INTEREST

5.1 In accordance with the Act and the Council Charter members take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with the requirements of the Act.

5.2 A member who has an actual, perceived or potential conflict of interest in a matter before Council must declare it in writing or orally at the meeting. The declaration must be recorded in the minutes of the relevant meeting or meetings, along with any ensuing action.

5.3 Where a member is subject to a conflict of interest that member:

- shall not be present during discussion or decision making on the relevant matter
- may have papers on the relevant matter removed from their copy of the meeting papers if the chairperson determines that that is the best manner of managing the conflict.

6 ATTENDANCE AT MEETINGS

6.1 Attendance expectations

6.1.1 Members are expected to attend all meetings of the Council. The preferred mode of attendance is in-person, but attendance by technology is permitted in accordance with section 6.2 below.

6.1.2 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 they fail to attend three consecutive ordinary meetings of the Council without approval.

6.2 Attendance by technology

6.2.1 A member or members may attend a 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.

6.2.2 The preferred technology for attendance is videoconference, which will be arranged by the Council Secretariat.

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

6.2.4 The Council may resolve to conduct a meeting wholly by technology using the process set out at paragraph 6.2.1, for example due to health advice or other situation which make it preferable to conduct a meeting by technology. Such a resolution may be a standing resolution for the duration of the prevailing situation.

- 6.2.5 Members attending by technology may vote on a resolution by:
- speaking their support, abstention or opposition
 - indicating their vote by head or hand gesture or by using tools in the technology.
- 6.2.6 Members and attendees attending Council meetings by technology must ensure that the confidentiality of the meeting is maintained, i.e. that other persons cannot listen in.
- 6.2.7 Council meetings using videoconferencing must not be recorded unless where there are exceptional circumstances requiring the recording and all participants agree.
- 6.2.8 Where meetings are held wholly by technology the chairperson will ensure that there are regular breaks for the comfort of attendees.

6.3 Attendance of non-members at meetings of Council

- 6.3.1 Council meetings are not open to the public.
- 6.3.2 To assist the Council with its deliberations, the following senior University staff members shall regularly be in attendance at meetings of the Council:
- Deputy Vice-Chancellors, the Executive Vice-President Futures and Executive Vice-President Resources
 - Chief of Staff, Office of the Vice-Chancellor.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 Observers must:
- abide by these Operating Provisions
 - not impede or interfere with the conduct of Council
 - speak only when invited by the chairperson
 - not use cameras, mobile phones or recording devices
 - leave the meeting if requested by the chairperson.
- 6.3.6 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.

6.4 Tabled and late papers

- 6.4.1 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.

7 RESOLUTIONS WITHOUT A MEETING OF COUNCIL

- 7.1 The Chancellor may permit consideration of resolutions without a meeting of Council.
- 7.2 Such resolutions must be conducted in accordance with Schedule 1, section 13 of the Act.

- 7.3 Members may provide a valid response to the resolution by:
- use of an online platform
 - email reply using an email address recognisable as coming from the member.
- 7.4 Any resolution reached under this section must be minuted and presented for confirmation at the next meeting of Council. It may be designated as a 'meeting' for record keeping purposes provided that it is clear how the matter was conducted.
- 7.5 Resolutions without a meeting of Council:
- do not count towards the number of Council meetings required to be held in any year
 - will not be included in the list of Council meetings held during the year as reported in the University's Annual Report but may be reported separately in that Report.

8 MINUTES

- 8.1 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.
- 8.2 The Council Secretary is responsible for communicating decisions of Council to members of the University for implementation.
- 8.3 Following each meeting the Council Secretary will prepare a Report of Outcomes from the meeting, excluding confidential matters, for publication on the University website.

9 REQUESTS FOR INFORMATION AND INDEPENDENT ADVICE

- 9.1 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.
- 9.2 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.

10 REMUNERATION AND REIMBURSEMENTS

- 10.1 Remuneration is payable to Deakin University Council members, with the exception of members who are:
- staff of the University (regardless of time fraction)
 - full time staff of the Government (excluding local government employees)

- full time staff in a statutory authority
- some members of the judiciary.

10.2 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.

10.3 Members, whether or not remunerated, are entitled to reimbursement of reasonable costs they incur in attending Council meetings consistent with the Business Expenses Reimbursement Policy. Staff members should claim reimbursement using the University's finance system. Non-staff members should use the Expenses Claim Form available from the Council Secretariat.

11 BUSINESS SCHEDULE

11.1 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.

11.2 By the end of each year Council will receive its business schedule for the next year.

11.3 The business schedule will be published on the University website.

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

12 REPORT ON FULFILMENT OF BUSINESS SCHEDULE

12.1 The Council Secretary will compile a report on Council's fulfilment of its business schedule each year for consideration by Council.

12.2 The report will be published on the University's website, excluding any confidential matters.

13 REVIEW OF EFFECTIVENESS AND OPERATIONS

13.1 Council will systematically review its effectiveness and operations against best practice governance standards.

13.2 Review activities will comprise:

- a review every two years of Council's effectiveness and operations, alternating between a review conducted by an external expert and an internal qualitative questionnaire; reviews will encompass the effectiveness of Council's committee system
- annual report on Council's fulfilment of its business schedule as set out at clause 12.1
- other review activities from time to time to ensure that the information considered by Council and its committees is clear, current and comprehensive and that emerging issues are addressed in relevant business schedules.

14 REVIEW OF THE COUNCIL OPERATING PROVISIONS

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