

OPERATING PROVISIONS FOR COMMITTEES OF COUNCIL

1. COUNCIL'S COMMITTEE SYSTEM

- 1.1 Committees of Council play an integral role in the good governance of the University. They are responsible for advising and making recommendations to Council on their specific areas of expertise and, where appropriate, making decisions under authority delegated by Council.
- 1.2 Council reviews its committee system every two years to ensure that the overall committee system is working effectively and that each committee is adding value to the work of Council.
- 1.3 These Operating Provisions for Committees of Council provide a framework for committee operations and are consistent with the Council Operating Provisions.

2. TERMS OF REFERENCE AND RULES OF COMPOSITION

- 2.1 Council approves the terms of reference and rules of composition for all committees of Council.
- 2.2 These details are published on Council's website along with contact details for committees.

3. APPOINTMENTS TO COMMITTEES

- 3.1 Appointments to committees of Council must be in accordance with the rules of composition approved by Council.
- 3.2 Composition categories are: the Chancellor or nominee, the Vice-Chancellor or nominee, members appointed by Council and members holding positions specified in the rules of composition, eg Chief Financial Officer or Chair and Deputy Chair of the Academic Board.
- 3.3 In the case of members appointed by Council, recommendations for appointments are made to Council by the Chancellor's Advisory Committee.
- 3.4 Committees may recommend to Council the appointment of additional members who may or may not be members of Council.
- 3.5 Members of Council interested in serving on a committee may express interest at any time to the Chancellor or Council Secretary.
- 3.6 Council sets the terms of appointments for all committee positions, which will generally be two years, unless otherwise resolved by Council or prescribed by any University legislation pertaining to a particular committee.

4. INDUCTION OF NEW MEMBERS

- 4.1 An induction program will be conducted for each new committee member, which will normally take place prior to the new member's first meeting and will include, but may not be limited to, a meeting with the Chair and Committee Secretary.

5. ELIGIBILITY FOR REAPPOINTMENT

- 5.1 Members will be eligible for reappointment to a committee provided that they continue to meet the criteria of the relevant composition category.
- 5.2 There is no limitation on the number of terms a member may serve on a committee. However, in considering appointments Council takes into account the optimum balance between experience and renewal on a committee and the benefits of broadening members' experience on different committees.

6. CHAIRS AND DEPUTY CHAIRS

- 6.1 The Chancellor chairs the Chancellor's Advisory Committee, Remuneration Committee and Honorary Degrees Committee. In the absence of the Chancellor a Deputy Chancellor will chair these committees.
- 6.2 Chairs and Deputy Chairs of other committees will be appointed by Council and will be non-staff and non-student members of Council or appropriately qualified external experts.
- 6.3 The Chancellor's Advisory Committee recommends the appointment of Chairs and Deputy Chairs to Council.

7. ATTENDANCE AND RIGHTS OF AUDIENCE AND DEBATE

- 7.1 The Chair may approve the attendance of named persons with rights of audience and debate.
- 7.2 A committee has the right to meet on its own as a committee if desired. Should any significant issue of concern arise out of such a meeting it should, in the normal course, be reported first to the Vice-Chancellor and then, if not resolved to the committee's satisfaction, to the Chancellor.
- 7.3 A member of Council may attend a meeting of committee of which he or she is not a member by notifying the Chair directly or through the secretary at least one week before the meeting. The member will be welcome to attend unless the Chair determines there are exceptional circumstances preventing it. The member will receive papers for the meeting from the secretary.

8. DECLARATIONS OF INTERESTS AND CONFIDENTIALITY

- 8.1 Members of committees of Council, whether or not they are members of Council, must comply with relevant provisions contained in the *Deakin University Act 2009* (Vic) and University Regulation 7.1(2) — *Meetings* on declarations of interests.
- 8.2 Members must keep confidential all confidential matters considered by committees, including confidential recommendations to Council. Once Council has made a decision on a matter the Council Secretary is responsible for advising that decision to the University community as appropriate.

9. REMUNERATION AND REIMBURSEMENTS

- 9.1 Members of Council eligible for remuneration receive an allowance for their committee work as set by Council with regard to the *Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees*.
- 9.2 Expert members appointed to committees who are neither Council members nor University staff members receive remuneration as set by Council and reflected in consultancy agreements.
- 9.3 Given these remuneration arrangements, Committee members will not generally be reimbursed for costs incurred to attend committee meetings held in Melbourne, unless travelling from outside the Melbourne metropolitan area. In such cases members may be reimbursed for the cost of travel and associated accommodation on completion of the Expenses Claim Form available in Council's Dropbox folder.

10. QUORUM

- 10.1 Pursuant to Regulation 7.1(2) — *Meetings*, a quorum of any committee of Council will be one-third of members or three members, whichever is the greater, unless otherwise specified.

11. ATTENDANCE VIA TECHNOLOGY

- 11.1 Members unable to attend a meeting in person may participate via technology in accordance with Regulation 7.1(2) — *Meetings*. The Committee Secretary will arrange for the attendance via technology as required.
- 11.2 The preferred technology for attendance is videoconference. Attendance by telephone should only be used where videoconferencing cannot be arranged.
- 11.3 Consent for members to participate via technology may be a standing consent.

12. CIRCULAR RESOLUTIONS

- 12.1 Matters may be resolved by circular resolution without a meeting if a majority of members approve the resolution circulated by or on behalf of the Chair in accordance with Regulation 7.1(2) — *Meetings*.

13. REPORTING TO COUNCIL

- 13.1 Following each Committee meeting a written report about the meeting will be provided to the next Council meeting setting out matters considered and actions taken.
- 13.2 Committee Chairs will elaborate on written committee reports where those reports are starred on the Council agenda.
- 13.3 Recommendations to Council from committee meetings will generally be made to the next Council meeting. Recommendations will be set out in specific items on the Council agenda (in addition to the Committee's report of its meeting) and will include key information considered by the Committee, matters raised in the committee discussion and how these matters have been addressed in the recommendation being made to Council.

14. FULFILMENT OF BUSINESS SCHEDULES

- 14.1 Each committee of Council will establish before the end of each year a meeting schedule for the following year, incorporating where appropriate the anticipated items of business to be considered at each meeting.
- 14.2 Business schedules should be set in accordance with the powers and responsibilities set out in the Committee's terms of reference.
- 14.3 Committees will address emerging and un-anticipated items by augmenting or adjusting their business schedules to address matters arising.
- 14.4 Each committee will report annually to Council on its fulfilment of its business schedule for that year.

15. AGENDAS AND MINUTES

- 15.1 Unless otherwise agreed by the Chair, agendas for meetings of committees of Council will be circulated to all members seven days prior to the meeting. Minutes will be available to all members within 14 days following the meeting.

16. DELEGATIONS HELD BY COMMITTEES

- 16.1 Delegations held by committees are recorded in the Register of Council Delegations, and where appropriate in committee terms of reference.
- 16.2 Committees report on decisions or actions taken under delegation to the next meeting of Council.

16.3 Council annually reviews:

- the Register of Council Delegations to ensure that all delegations are current and appropriate
- a list of all decisions and actions taken during the year under Council delegations.

17. REVIEW OF PERFORMANCE

17.1 In addition to each committee's annual review of the fulfilment of its business schedule, Council's committee system is reviewed every two years.

17.2 Processes and questionnaires for each biennial review are to be approved by Council on the recommendation of the Chancellor's Advisory Committee.

17.3 Biennial reviews assist Council to achieve the correct balance between:

- the benefits of using committees to give consideration to matters in greater detail than is possible for Council as a whole
- the risk that an over-reliance on committees might preclude the Council from engaging fully with all of its responsibilities.

17.4 Questionnaires for reviews are constructed with reference to codes of good governance practice and external benchmarks and invite responses on:

- the overall effectiveness of Council's committee system, including coordination between different committees
- the performance of each committees, areas of strengths and opportunities for improvement.

17.5 Following their biennial reviews, committees will report and make any recommendations on the outcome to the next meeting of Council. The Chancellor's Advisory Committee's report includes an assessment of the overall effectiveness of the committee system for consideration by Council.

17.6 Key actions arising from biennial reviews are reported in a consolidated report considered by Council and where appropriate the University's Annual Report.

17.7 The requirement for biennial reviews of committees' performances will not prevent any committee of Council from reviewing its performance at any time, where such a review is considered necessary, nor will it prevent the Chancellor's Advisory Committee requesting such a review at any time.

Approved by Council on 27 October 2016.