

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.

COMPOSITION, MEMBERSHIP AND TERMS OF OFFICE

The composition of Council is set out in section 7(1)–7(1C) of the Act as follows:

- the Chancellor;
- the Vice-Chancellor;
- the chairman of the Academic Board;
- three persons elected by and from the staff of the University prescribed by the Statutes—if the Chairperson of the Academic Board is not a professor or an associate professor, one of the members of staff must be elected from the staff who are professors or associate professors;
- two persons elected by and from the students enrolled at the University prescribed by the Statutes;
- six persons appointed by the Governor in Council;
- one person appointed by the Minister; and
- six persons appointed by the Council—one must be a person with substantial business experience, one must be a person with qualifications and experience in financial matters.

Pursuant to section 7(1C) of the Act, not more than three members of Council appointed by the Governor in Council and by the Council may be persons who normally reside outside Australia.

Section 7(2) of the Act provides that “At least 12 members of the Council must be persons who are neither enrolled as a student nor employed as a member of staff of the University”.

Section 7(3) of the Act provides that “A person who is a member of the Parliament of Victoria or of the Commonwealth or of any other State or Territory of Australia must not be elected or appointed to the Council except ...” by Council.

Pursuant to section 8(1B) and 8(1C), an elected or appointed member of Council may not hold office for a period in excess of 12 years (whether consecutive or not) unless Council specifically resolves “that the person may continue to be a member beyond that period”.

Section 9 (6) of the Act declares that any member of Council appointed by the Governor in Council, the Minister or by Council “and who becomes a member of the staff of the University or a student of the University ceases to be a member of the Council and the vacated office shall be filled in the manner provided for casual vacancies”.

In accordance with section 1.2 of Regulation 2.1(1)—The Council—Membership and Operation, of the three persons elected by and from the staff of the University, one shall be elected by and from the University professoriate, one shall be elected by and from the academic staff of the University and one shall be elected by and from the general staff.

In accordance with section 1.1 of Regulation 2.1(1), of the two persons elected by and from the University student body, one shall be elected by and from the undergraduate students and one shall be elected by and from the postgraduate students.

The terms of office of members of Council are set out in section 8 of the Act. This provides that a member of Council “appointed by the Governor in Council, the Minister or the Council holds office until 31 December in the second year next following the year his or her appointment takes effect; elected by members of staff holds office until 31 December in the year next following the year his or her election takes effect; elected by enrolled students holds office until 31 December in the year his or her election takes effect”. Notwithstanding this, section 8 (1A) of the Act provides that the Governor in Council or the Council “may appoint a member until 31 December in the year or in the year following the year, the member’s appointment takes effect to ensure that 2 offices of the members appointed by the Governor in Council or the Council (as the case may be) fall vacant each year”.

Requirements for the election and appointment to membership of Council are described in sections 11–15(5) of the Act. University elections, including those for Council, are also governed by Statute 9.1—*Elections*, Regulation 9.1(1)—*Elections—Council; Academic Board; Faculty Boards* and by the *Procedure for Election to Membership of Council* (approved by the Vice-President (Administration) on 30 April 2002).

The process for the appointment of members of Council is set out in the Appointment of Council Members procedure. The procedure includes a section on filling casual vacancies in Council membership. The process for appointment of members by the Governor in Council is determined by the State Government.

VACATION OF OFFICE

Section 9 of the Act provides that:

- (2) The office of a member of the Council becomes vacant if the member –
 - (a) Is or becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act; or
 - (b) Has failed to attend, without the Council’s prior approval, 3 consecutive ordinary meetings of the Council.

- (2A) Without limiting section 14 and this section and the powers of the Governor in Council and the Minister under this section, the Council may remove a member from office in accordance with this section.
- (2B) The Council may only remove a member from office if it is of the opinion that the member has failed to comply with the responsibilities of a member of the Council.
- (2C) The Council must not remove a member from office unless –
 - (a) another member gives notice at an ordinary meeting of the Council of an intention to move a motion for the member to be removed from the Council and sets out in the notice the grounds for removal; and
 - (b) the member gives that notice no later than at the last ordinary meeting of the Council before the meeting at which the motion to remove the member will be put to the Council; and
 - (c) if the member to be removed is not present at the meeting at which that notice is given, the Council gives the member written notice of the intention and sets out in the notice the grounds for removal; and
 - (d) the Council gives the member to be removed an opportunity, at or before the meeting where the motion for removal is to be considered, to make submissions in writing or personally before the Council of the reasons why the member should not be removed from the Council; and
 - (e) by a majority of two-thirds of the members present at the meeting, the Council passes a resolution removing the member from office on the grounds stated in the notice given under this section.

Pursuant to section 14(1) of the *Deakin University Act 1974* (Vic.), “If any member of the Council by writing under his hand directed to the Chancellor of the University resigns his office, or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or becomes bankrupt, or is convicted of any indictable offence, or ceases to hold any qualification required for his becoming or being a member of the Council or is removed or dies, his office shall become vacant, and every vacancy in the office of any appointed or elected member arising otherwise than by the expiration of the term for which the member was appointed or elected shall be deemed a casual vacancy”.

CHANCELLOR AND DEPUTY CHANCELLOR

In accordance with section 16 of the Act, Council shall “from time to time as occasion arises elect a person, whether a member of the Council or not, to be the Chancellor of the University for such term and subject to such conditions as are prescribed by the Statutes”.

Pursuant to section 17(1) of the Act, Council shall also elect, from time to time and as required, “such number of its members as it considers necessary to be Deputy Chancellors of the University for such term and subject to such conditions as are prescribed by the Statutes”.

The powers of the Chancellor and requirements in respect of election of the Chancellor and Deputy Chancellors are prescribed in Statute 3.1—*The Chancellor and Deputy Chancellors*, and regulation 3.1(1)—Election of Chancellor and Deputy Chancellors, and as prescribed by resolution of Council from time to time.

By virtue of Statute 3.1, the Chancellor is an *ex-officio* member of every University faculty, board and committee where that committee is established under the Act, University legislation or resolution of Council, excepting that established to search for a Chancellor. The Chancellor is therefore an *ex-officio* member of all standing and ad hoc committees of Council but, by resolution of Council, may choose whether to attend meetings or nominate an alternative. The Chancellor may also preside at any of these meetings.

Section 6.2 of Statute 3.1 provides that “The Chancellor has authority to act on behalf of Council in regard to matters determined by Chancellor’s Advisory Committee, a sub-committee of Council, as required to be dealt with prior to the next Council meeting and referred to the Chancellor by that Committee”.

AGENDA

The agenda for each meeting of Council shall be prepared in accordance with the format approved by Council and pursuant to section 5, Regulation 1.2(1)—*Meetings*, shall be circulated not less than seven days before the meeting.

In accordance with Council resolution 398/92 “members may request the starring of other items in addition to those starred in the published agenda provided that notice of such requests is submitted to the Vice-President by midday on the day two days prior to the meeting”.

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

- introductory and formal business, incorporating an item on declarations of potential conflicts of interest
- matters arising from the minutes (if required)
- in camera items
- items of key business, incorporating the Vice-Chancellor’s written report
- matters from the Chancellor
- additional matters from the Vice-Chancellor
- matters from committees and boards
- general business, incorporating notice of the next meeting of the Council.

Members of Council wishing to propose items for inclusion in the printed Council agenda are required to advise the Vice-President and 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 Statute 2.1—*The Council*, “An ordinary meeting of the 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 Statute 2.1, sections 2–2.1 inclusive as follows:

- 2 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.
- 2.1 An extraordinary meeting of the Council shall be called by the Chancellor, Vice-Chancellor or in their absence, the Vice-President, within fourteen days upon receiving a written request of at least six members of the Council. The request shall set out the reasons for requiring such a meeting.

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 2.1 and 2.2 of Regulation 2.1(1), “If a quorum of the Council is not present within half an hour after the appointed time for a meeting whether special or ordinary all business which should have been transacted at such meeting shall stand over for the next ordinary meeting and take precedence at that

meeting. 2.2 If the Chair rules that a quorum of the Council is no longer present, all unfinished business which should have been dealt with at the meeting shall stand over to the next ordinary meeting and shall take precedence at that meeting”.

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 4 of Statute 2.1, “No member may propose a resolution at any meeting of Council on a matter that is not included on the agenda for that meeting unless the Council by vote of a majority of members present agrees 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 provides 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”.

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. 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 most recently in February 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 Vice-President and 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 Vice-President and 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 Statute 2.1, "Except where otherwise provided, the Vice-President shall be responsible for the secretarial and administrative work of the Council and all committees of the Council, including the preparation of advice for consideration by the Council or by any such committee. Pursuant to section 6.1 The Vice-President may delegate in writing the responsibility or any part of the responsibility set out in section 6 to another officer of the University".

MINUTES

Pursuant to Statute 1.2—*Meetings*, minutes of all proceedings of the Council shall be taken and permanently recorded. At every meeting, minutes of the previous meeting shall be amended as necessary, confirmed and signed by the chairperson.

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.

Pursuant to the Council resolution of 28 February 2008:

- "from April 2008 separate minutes regarding confidential items of business considered at Council be 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 be 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, amended on 28 February 2008