



Edith Cowan University

University Rules: Council Standing Orders

1 General

- 1.1 These Standing Orders are created pursuant to the powers conferred upon Council under the *Edith Cowan University Act 1984* ("The Act"), *University Statute No. 4 – Rules* ("Statute 4"), and *University Statute No. 17 – Edith Cowan University Foundation* ("Statute 17").
- 1.2 Unless otherwise specified by a Statute, Rule or resolution pursuant to Standing Order 15.1, these Standing Orders apply to the conduct of meetings of Council and each of the Council Bodies listed in the Schedule.

2 Definitions

- 2.1 In these Standing Orders unless the contrary intention appears —

"Accredited Observer" means a person designated as an Accredited Observer by the Council under Standing Order 9.1;

"Annual Meeting Schedule" means the published schedule of regular meetings of Council Bodies as approved by Council or by any Council Body nominated by Council to carry out this function.

"Board Member" means a person, who need not be a Council Member, who has been appointed in accordance with the Act or relevant Statute to be a Member of a Board Reporting to Council;

"Board Reporting to Council" means the Foundation Board and any other board that reports to Council and adopts these Standing Orders by resolution;

"Council Body" means a Council Committee or a Board Reporting to Council;

"Chair" means the person presiding at a meeting;

"Council Committee" means a committee appointed by the Council under section 6.a. of Statute 5 to which these Standing Orders apply;

"Committee Member" means a person, who need not be a Council Member, who has been appointed by the Council under section 6.b. of Statute 5, to be a Member of that Committee;

"Council Member" means a person described in section 9 of the Act;

"Deputy Chair" means the deputy chair of Council or of a Council Body;

"External Member" means a Member of Council or of a Council Body who is neither an enrolled student nor a member of the staff of the University;

"meeting" means a meeting of the Council or of a Council Body (as the context requires);

"Member" means —

- (a) in relation to the Council – a Council Member; and
- (b) in relation to a Council Body – a Committee Member or a Board Member (as the context requires);

“regular meeting” means a meeting —

- (a) for which the date has been scheduled prior to the end of the previous calendar year; and
- (b) at which the regular business of the Council or Council Body is expected to be considered.

“Secretary” means —

- (a) in relation to the Council – the Secretary of the Council; and
- (b) in relation to a Council Body – the Secretary of the Committee or the Secretary of the Board (as the context requires);

“simple majority” means more than half of the votes of those present at a meeting;

“Statute 1” means *University Statute No. 1 – Interpretation*;

“Statute 5” means *University Statute No. 5 – The Council*;

- 2.2 Any terms which are not defined in these Standing Orders but are defined in Statute 1 will have the meaning given to them in Statute 1.

3 Meetings

3.1 A regular meeting of —

- (a) Council will be held six times each calendar year and at such other times as Council decides is necessary for the exercise of its functions; and
- (b) a Council Body will be held as specified in the Annual Meeting Schedule.

3.2 The dates of all regular meetings to be held in a calendar year will be scheduled and advised to all Members, together with deadlines for submission of agenda items, prior to the end of the preceding calendar year.

3.3 The Chair may at any time convene a meeting of the Council or of a Council Body (as the context requires)¹.

3.4 The Chair may cancel a meeting if there is insufficient business.

3.5 Members are required to attend all meetings. Any Member who is unable to attend a meeting should record an apology by notifying the Secretary prior to the meeting.

3.6 A Member who anticipates being unable to attend for two or more consecutive meetings is required to apply to the Chair for a leave of absence prior to the first meeting from which he or she expects to be absent.

3.7 Applications for leave of absence will be considered for approval by the Council or Council Body (as the context requires).

3.8 The Chancellor will convene a special meeting of Council upon the written request of any four Council Members². The special meeting will be held within 14 days of the request.

3.9 The Chair of a Council Body will convene a special meeting of the Council Body at the request of the Chancellor or upon the written request of any three Members of the Council Body. The special meeting will be held within 14 days of the request.

¹ *University Statute No. 5 – The Council 2(b)*

² *University Statute No. 5 – The Council 2(c)*

- 3.10 The Secretary will advise all Members of any changes to the schedule of regular meetings, and of any special meetings that are to be convened, as soon as practicable after the meeting details have been determined.
- 3.11 The Secretary will provide Members with a notice of time and place of a meeting and a copy of the agenda and associated papers not less than five business days before the date of the meeting, unless otherwise agreed by the Chair.
- 3.12 Subject to the approval of the Chair, agenda items and associated papers may be distributed to Members after the notice described at Standing Order 3.11, provided that these will be received by Members at least two business days prior to the meeting. Papers not received by Members within this timeframe will be tabled at the meeting.
- 3.13 Meetings are not open to the public. Only Members and the Secretary are entitled, as of right to attend and participate in a meeting. Requests by other persons to attend meetings will be determined in accordance with Standing Order 9.
- 3.14 A person other than a Member or the Secretary may speak at a meeting only at the invitation of the Chair, and in accordance with that invitation.
- 3.15 The Chair will determine the order in which speakers will address the meeting.
- 3.16 No Member will initiate debate or move a motion in respect of a matter not included in the agenda unless the Chair determines otherwise.
- 3.17 The order of business at any meeting will follow that set out in the agenda unless Council or the Council Body (as the context requires) resolves otherwise.
- 3.18 Agenda items of a confidential nature shall be included in a separate section of the agenda (the “**Confidential Section**”). A person other than a Member or the Secretary may attend for one or more items in the Confidential Section only if the Council or Council Body (as the context requires) resolves that the person may attend.
- 3.19 A resolution of Council will be binding. A resolution made by Council may be rescinded only by further Council resolution. Where a resolution has been adopted, no motion to rescind that resolution may be made at the same meeting.

4 Agenda

- 4.1 The content of the agenda for a meeting shall be determined by the Chair on advice from the Secretary, and after consultation with —
 - (a) for a meeting of Council, the Vice-Chancellor; or
 - (b) for a meeting of a Council Body, the Vice-Chancellor or nominee.
- 4.2 The Secretary will prepare, for each item on the agenda, a cover sheet which includes a proposed resolution.
- 4.3 A Member who wishes to place an item on the agenda will —
 - (a) in the case of Council, notify the Secretary of the proposed item. Following consultation with the Chair, the Secretary will refer the item either to the appropriate Council Body or (if the item is of an administrative nature) to the Vice-Chancellor.
 - (b) in the case of a Council Body, notify the Secretary of the proposed item. Following consultation with the Secretary, the Chair will determine whether or not the item will be included on the agenda.

4.4 A Member who wishes Council or a Council Body (as the context requires), at a particular meeting, to consider a matter that —

- (a) is both urgent and important to the interests of the University; and
- (b) is not on the agenda for the meeting,

may move a motion to that effect at the meeting. If the motion is carried, the Chair will determine when the item will be dealt with at the meeting.

5 Chair

5.1 At a meeting of Council —

- (a) the Chancellor will preside if he or she is present³;
- (b) the Deputy Chancellor will preside if the Chancellor is not present⁴; and
- (c) the Members will elect another Member to preside if neither the Chancellor nor the Deputy Chancellor is present, or if neither the Chancellor nor the Deputy Chancellor is able to preside for any other reason.

5.2 At a meeting of a Council Body, if the Chancellor is not present —

- (a) the Chair will preside if he or she is present;
- (b) the Deputy Chair will preside if the Chair is not present; and
- (c) the Members will elect another Member to preside if neither the Chair nor the Deputy Chair is present, or if neither the Chair nor the Deputy Chair is able to preside for any other reason.

6 Quorum

6.1 Subject to Item 5 of Schedule 1, Division 2 of the Act and Standing Order 7.4, not less than one half of the total number of Members for the time being forms a quorum of Council and Council Bodies.⁵

6.2 In the event of a quorum not being present at a Council meeting within 30 minutes after the time appointed for a meeting, the meeting will be adjourned to a time not later than 14 days after the date of such adjournment.⁶

6.3 If, at any time during a meeting of Council, the Chair becomes aware that a quorum is not present, he or she will immediately suspend the proceedings of the meeting. If a quorum has not been restored after ten minutes have elapsed, the meeting will be adjourned to a time not later than 14 days after the date of such adjournment.

6.4 In the event of a quorum not being present at a meeting of a Council Body within 30 minutes after the time appointed for a meeting, or for more than 10 minutes during a meeting of a Council Body, the Chair will, following consultation with any Members who are present, determine whether to —

- (a) proceed with the meeting in the absence of a quorum, noting that any decisions shall require ratification at a subsequent quorate meeting;
- (b) defer the meeting to a later date; or

³ ECU Act s. 12(3); University Statute No. 5 – The Council 8

⁴ ECU Act s. 12(4)(a)

⁵ ECU Act s. 14(1)(a); University Statute No. 5 – The Council 3(a)

⁶ University Statute No 5 – The Council 3(b)

- (c) conduct the business of the meeting out of session by circular resolution in accordance with Standing Orders 8.3 and 8.4.

6.5 Members are expected to attend regular meetings in person. At the discretion of the Chair, a Member may participate in a regular meeting by video or telephone link. A Member who participates in a meeting in this manner will be deemed to be present at the meeting for the purposes of determining the presence of a quorum.

7 Disclosure of interests

- 7.1 The duties of a Member who has a material personal interest in a matter being considered or about to be considered by —
- (a) the Council, and related provisions, are set out in clauses 2 to 6 of Schedule 1, Division 2 of the Act; or
 - (b) a Council Body will be the same as those set out for Members of Council in clauses 2 to 4 of Schedule 1, Division 2 of the Act, as if all references in those clauses to 'Council' were to be read as 'Council Body'.
- 7.2 A Member who is aware that another Member has or may have a material personal interest in a matter (and that Member has not disclosed the possible interest) may inform the meeting of the possible interest.
- 7.3 A disclosure will be recorded in the minutes of the meeting and the Member will not, unless the Council or Council Body (as the context requires) resolves otherwise, be present during the deliberation of the matter or take part in any decision in relation to that matter.
- 7.4 If a Member is disqualified under Standing Order 7.3 in relation to a matter, a quorum is deemed to be present —
- (a) in the case of Council, if there are at least eight Members present who are entitled to vote on any motion that may be moved at the meeting in relation to the matter⁷; or
 - (b) in the case of a Council Body and subject to any contrary provision in a Statute, if a majority of Members less one are present who are entitled to vote on any motion that may be moved at the meeting in relation to the matter.

8 Decision making

- 8.1 Where a motion is put before Council or a Council Body to be voted on —
- (a) any Member may request the vote be conducted by a show of hands or a secret ballot and this request will be complied with unless Standing Order 8.1(b) applies;
 - (b) if a Member requests that a vote on a particular motion be conducted through a secret ballot, the vote shall occur in this manner notwithstanding another Member or Members may have requested a vote through a show of hands;
 - (c) in the absence of a request for a vote through a show of hands or secret ballot voting will normally be on the voices;
 - (d) the Chair has a deliberative vote only⁸;
 - (e) unless the Act, a Statute or these Standing Orders provide(s) otherwise, a motion will be declared carried if it receives a simple majority of valid votes of Members present provided that there is a quorum⁹; and

⁷ Edith Cowan University Act – Schedule 1, Division 2, clause 5

⁸ University Statute No. 5 – The Council 4(b)

⁹ University Statute No. 5 – The Council 4(a)

- (f) when any question voted upon by the Council or a Council Body (as the context requires) results in an equal number for and against, the Chair shall declare the question lost¹⁰.
- 8.2 The Chair may determine that urgent matters requiring approval between meetings may be decided by circular resolution.
- 8.3 In the case of a matter that is to be decided by circular resolution, Members will be provided, either by electronic means or by post, with —
 - (a) the proposed resolution and recommendation, and all background information to explain the matter; and
 - (b) notice of the date and time of the deadline for consideration and determination of the matter (“**the deadline**”), which will be between two and five days from the date that the materials referred to in Standing Order 8.3(a) were provided to Members.
- 8.4 In the case of a matter that has been provided to Members as a circular resolution —
 - (a) any Member who has an interest in a matter as defined in Standing Order 7.1 will advise the Secretary, in writing before the deadline, of the nature of the interest;
 - (b) a Member who is entitled to vote, and who wishes to vote, on the proposed resolution is to give the Secretary written notice of his or her vote before the deadline;
 - (c) if four or more Members of Council or two or more Members of a Council Body (as the context requires) give notice to the Secretary before the deadline that the matter should be held over to the next meeting, then the matter will be held over to the next meeting.

9 Accredited Observers, guests and observers

- 9.1 Council may, by resolution, designate a person to be an Accredited Observer to attend the meetings of the Council or of a Council Body (as the context requires) for a period (that may be renewed from time to time) of up to one calendar year.
- 9.2 An Accredited Observer —
 - (a) will receive the agenda and minutes of the meetings that he or she is entitled to attend;
 - (b) will not receive papers or materials relating to the Confidential Section of an agenda; and
 - (c) may, at the invitation of the Chair or by vote of the meeting, speak at the meeting.
- 9.3 The Chair may invite a person to attend, as a guest, all or part of a meeting, and may ask the person to depart at the completion of an item or at any other time.
- 9.4 A person wishing to attend a Council meeting as an observer will seek the permission of the Chair (via the Secretary) by written request at least two business days before the meeting.
- 9.5 A person who is not a Member, nor Secretary, nor an Accredited Observer of a Council Body will not be permitted to attend meetings of that Council Body unless invited by the Chair in accordance with Standing Order 9.3.
- 9.6 The Chair has the right to refuse attendance by any person other than a Member or the Secretary at any meeting.
- 9.7 No observer or guest will speak at a meeting unless permitted to do so by the Chair.

¹⁰ *University Statute No. 5 – The Council 4(c)*

10 Security and confidentiality of proceedings

- 10.1 Members, Accredited Observers, observers and guests at meetings will treat as confidential all matters discussed during a meeting and any documents distributed to them during a meeting unless disclosure has been authorised by the Chair. This obligation of confidentiality includes but is not limited to content of discussions, details of voting and points of view, options and positions of individuals at the meeting. The Secretary shall provide advice to all attendees to this effect.
- 10.2 No person other than the Chancellor, or in his or her absence, the Deputy Chancellor, may make any public statement concerning the business of Council or of any Council Body.
- 10.3 With the exception of a recording made by the Secretary for the purpose of compiling minutes, no meeting or any part of a meeting shall be recorded by any means.
- 10.4 Any person who receives agenda papers (whether electronic or printed) shall keep them secure, shall treat them as confidential and shall not disclose their contents nor discuss them with any other person (other than another Member or the Secretary) before the meeting. Each person who has electronic access to agenda papers shall keep his or her login details (including passwords) secure and shall not disclose the details to any other person.

11 Minutes

- 11.1 The Secretary will keep a record of each meeting, which will include the agenda and associated papers, any correspondence relating to the meeting and the minutes of the meeting. The record of the meeting will be maintained in the University's recordkeeping system.
- 11.2 Draft minutes shall be circulated to the Chair within 10 business days of the meeting. At the next meeting the minutes will be confirmed, or will be confirmed as amended.
- 11.3 When a Member requests that a question and answer or specific statement be recorded in the minutes, the Chair will determine whether or not the matter will be minuted.

12 Conduct

- 12.1 The Chair may call to order any Member, observer or guest whose behaviour is offensive, disorderly or discourteous. The Member, observer or guest will remain silent unless permitted by the Chair to explain his or her conduct.
- 12.2 A Member, observer or guest who behaves in an offensive, disorderly or discourteous manner may be required by the Chair to leave the meeting.
- 12.3 If, at a meeting, the Chair is of the opinion that, by reason of serious disorder or otherwise, the business of a meeting cannot effectively be continued, the Chair may adjourn the meeting for a period —
 - (a) resolved by the meeting; or
 - (b) in the absence of a resolution, as determined by the Chair.
- 12.4 When a meeting reconvenes after the adjournment —
 - (a) it is to decide immediately and without debate whether to proceed with the meeting and, if so, debate is to continue at the point at which the meeting was adjourned; and
 - (b) the Chair, if he or she considers that the business of the meeting cannot be continued effectively, may close the meeting.

13 Committees of Council

- 13.1 Council may appoint Committees for general or specific purposes.¹¹
- 13.2 When appointing a Committee, Council will specify —
- (a) the Committee's terms of reference;
 - (b) the powers, authorities, duties or functions delegated to the Committee; and
 - (c) the composition of the Committee.
- 13.3 The Chair of a Committee will be an External Member of Council appointed by Council.
- 13.4 Each Committee will have a Deputy Chair, elected by, and from, the Members of the Committee. The term of appointment of Deputy Chair will be decided by the Committee and may range from one to three years.
- 13.5 Council shall review the terms of reference, composition, meeting frequency and on-going requirement for each Committee at least once in every 12-month period.

14 Membership of Council Bodies

- 14.1 The appointment of a Member of a Council Body who is not a Council Member —
- (a) will be for a specified term, which is renewable; and
 - (b) will not exceed, in aggregate, 9 years on the same Committee.
- 14.2 The duties and other provisions of clauses 2, 3 and 4 of Schedule 1 of the Act are also to apply to each Member of a Council Body, as if all references in those clauses to 'Council' were to be read as 'Council Body'.
- 14.3 The office of a Member of a Council Body, who is not a Council Member becomes vacant if —
- (a) his or her term of appointment expires by effluxion of time;
 - (b) he or she becomes permanently incapable of performing his or her duties as a Member of the Council Body;
 - (c) he or she is an undischarged bankrupt or has his or her affairs under liquidation by arrangement with his or her creditors;
 - (d) he or she is convicted of an indictable offence;
 - (e) he or she ceases to hold any qualification required for becoming or remaining a Member of the Council Body; or
 - (f) the Council resolves, after consideration of a motion of which notice has been given in the agenda, to terminate his or her membership.
- 14.4 Governance and Nominations Committee will —
- (a) conduct an annual review of the membership, including the Chair, of each Council Body; and
 - (b) recommend to Council who should be appointed or reappointed to each Council Body.

¹¹ *University Statute No. 5 – The Council* 6(a)(i)

15 Suspension of Standing Orders

- 15.1 A Member may, at any time, move that the operation of one or more of the provisions of these Standing Orders be suspended. A resolution to suspend Standing Orders requires the votes of a two-thirds majority of the Members present to be passed.

16 Interpretation

- 16.1 If the Act, Statutes, Rules (including these Standing Orders) and Council resolutions do not make provision for or are silent on a certain procedural or administrative matter regarding the conduct of Council and Council Body meetings, the matter shall be determined by the Chair.
- 16.2 In determining a procedural or administrative matter pursuant to Standing Order 16.1, the Chair shall act in a manner that is not inconsistent with the Act, Statutes, Rules or Council Resolutions.

Approved: University Council 19 August 2004

Amended by Council:

Amending Rule No 2 of 2015 (20 August 2015)
Amending Rule No 4 of 2017 (24 August 2017)

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Schedule 1

Committees of the Council to which these Standing Orders apply (see definition of 'Committee' in clause 2