



# 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 Schedule 1.
- 1.3 In the event of any inconsistency between these Standing Orders and provisions in a Statute or associated Rules that govern a Board Reporting to Council, the provisions in the relevant Statute or associated Rules prevail to the extent of the inconsistency.

### 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;

**"Chair"** means the Chancellor with reference to the Council or the person appointed as Chair of a Council Body with reference to that Council Body, unless another person presides at a meeting in accordance with these Rules in which case, that person will be the Chair as the context requires;

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

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

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

**"Deputy Chair"** means the Deputy Chair of a Council Body;

**"Deputy Chancellor"** means the person elected as Deputy Chancellor of the University in accordance with the Act;

**“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 University Secretary or nominee; and
- (b) in relation to a Council Body – the University Secretary or their nominee as Secretary of the Committee or their nominee as 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*; and

**“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 have the meaning given to them in Statute 1.

### 3 Meetings

- 3.1 A regular meeting of:

- (a) Council must be held at least 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 must be held as specified in the Annual Meeting Schedule, subject to Standing Order 3.4.

- 3.2 The dates of all regular meetings to be held in a calendar year must 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)<sup>1</sup>.

- 3.4 The Chair may:

- (a) in the case of a Council Body, cancel a meeting if there is insufficient business; or
- (b) in the case of Council or a Council Body, change the date of a regular meeting if there is a compelling reason to do so, and provided that Members are notified of the change at least five business days prior to the date of the revised meeting.

- 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.

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<sup>1</sup> *University Statute No. 5 – The Council 2(b)*

- 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 the Member expects to be absent.
- 3.7 Applications for leave of absence must be considered for approval by the Council.
- 3.8 The Chancellor must convene a special meeting of Council upon the written request of any four Council Members<sup>2</sup>. The special meeting must be held within fourteen days of the request.
- 3.9 The Chair of a Council Body must 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 must be held within fourteen days of the request.
- 3.10 The Secretary must advise all Members in writing 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 must 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 are sent to Members at least two business days prior to the meeting. Papers not sent to Members within this timeframe must be tabled at the meeting.
- 3.13 Meetings are not open to the public. Subject to Standing Order 9.7, only Members and the Secretary are entitled as of right to attend and participate in a meeting. Requests by other persons to attend meetings must be determined in accordance with Standing Order 9.
- 3.14 A person other than a Member or the Secretary is permitted to speak at a meeting only at the invitation of the Chair, and in accordance with that invitation.
- 3.15 The Chair must determine the order in which speakers are to address the meeting.
- 3.16 Subject to Standing Order 4.7, no Member is permitted to initiate debate or move a motion in respect of a matter not included in the agenda unless the Chair determines otherwise.
- 3.17 A resolution of Council is 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 must be determined by the Chair on advice from the Secretary, and after consultation as necessary 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 must prepare, for each item on the agenda, a cover sheet which includes a proposed resolution.

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<sup>2</sup> *University Statute No. 5 – The Council 2(c)*

- 4.3 A Member who wishes to place an item on the agenda must:
- (a) in the case of Council, notify the Secretary of the proposed item. Following consultation with the Chair, the Secretary must either:
    - i. include the item on the agenda; or
    - ii. refer the item 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 must determine whether or not the item is to be included on the agenda.
- 4.4 The order of business at any meeting must follow that set out in the agenda unless Council or the Council Body (as the context requires) resolves otherwise.
- 4.5 Agenda items of a confidential nature must be included in a separate section of the agenda (the “**Confidential Section**”). Subject to Standing Order 9.7, 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.
- 4.6 Any Council Member who is not a Member of a Council Body that is listed in Schedule 2 may access all sections of the agenda for any meeting of that Council Body.
- 4.7 A Member may move a motion for Council or a Council Body (as the context requires) to consider a matter that the Member believes to be both urgent and important to the interests of the University and which is not on the agenda for the current meeting. If the motion is carried, the Chair must determine when the item is to be dealt with at the meeting.

## 5 Chair

- 5.1 At a meeting of Council:
- (a) the Chancellor must preside if the Chancellor is present<sup>3</sup> and able to preside;
  - (b) if the Chancellor is not present or is not able to preside for any other reason the Deputy Chancellor must preside<sup>4</sup> if the Deputy Chancellor is present and able to preside; and
  - (c) the Members must 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 present, the Chancellor may elect to preside.
- 5.3 Subject to Standing Order 5.2, at a meeting of a Council Body:
- (a) the Chair must preside if the Chair is present and able to preside;
  - (b) if the Chair is not present or is not able to preside for any other reason, the Deputy Chair must preside if the Deputy Chair is present and able to preside; and
  - (c) the Members must 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.

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

<sup>4</sup> ECU Act s. 12(4)(a)

## 6 Quorum

- 6.1 Not less than one half of the total number of Members for the time being forms a quorum of Council<sup>5</sup>.
- 6.2 A quorum of a Council Body is formed by the presence of not less than one half of the total number of Members for the time being, provided that at least one of the Members present is a Council Member.
- 6.3 In the event of a quorum not being present at a Council meeting within thirty minutes after the time appointed for a meeting, the meeting must be adjourned to a time not later than fourteen days after the date of such adjournment.<sup>6</sup>
- 6.4 If, at any time during a meeting of Council, the Chair becomes aware that a quorum is not present, the Chair must immediately suspend the proceedings of the meeting. If a quorum has not been restored after ten minutes have elapsed, the meeting must be adjourned to a time not later than fourteen days after the date of such adjournment.
- 6.5 In the event of a quorum not being present at a meeting of a Council Body within thirty minutes after the time appointed for a meeting, or for more than ten minutes during a meeting of a Council Body, the Chair must, 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 must be ratified at a subsequent quorate meeting;
  - (b) defer the meeting to a later date; or
  - (c) conduct the business of the meeting out of session by circular resolution in accordance with Standing Orders 8.3 and 8.4.
- 6.6 For each meeting, the Chair must determine if the meeting is to be held:
  - (a) in person;
  - (b) by videoconference;
  - (c) by teleconference; or
  - (d) by any combination of the above.
- 6.7 In the case of a meeting that is to be held in person, a Member may participate by videoconference or teleconference at the discretion of the Chair.
- 6.8 A Member who participates in a meeting in any manner that has been authorised by the Chair is deemed to be present at the meeting for the purposes of determining the presence of a quorum.
- 6.9 Quorum is lost in relation to a particular matter if:
  - (a) a Member is disqualified under Standing Order 7.3 in relation to the matter; and
  - (b) as a result of the disqualification, less than one-half of the total number of Members for the time being who are entitled to vote on any motion that may be moved at the meeting in relation to the matter are present.

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

<sup>6</sup> University Statute No 5 – The Council 3(b)

## 7 Disclosure of interests

- 7.1 The duties of a Member of Council who has a material personal interest in a matter being considered or about to be considered by Council as set out in clauses 2 to 4 of Schedule 1, Division 2 of the Act apply also to Members of a Council Body 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 must be recorded in the minutes of the meeting and the Member must 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.

## 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 must 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 must 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 is normally on the voices;
  - (d) the Chair has a deliberative vote only<sup>7</sup>;
  - (e) unless the Act, a Statute or these Standing Orders provide(s) otherwise, a motion is declared carried if it receives a simple majority of valid votes of Members present provided that there is a quorum<sup>8</sup>; and
  - (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 must declare the question lost<sup>9</sup>.
- 8.2 The Chair may determine that an urgent matter 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 must be provided, either by electronic means or by post, with:
- (a) the proposed resolution and recommendation, and material 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 must be between two and five days from the date that the materials referred to in Standing Order 8.3(a) are 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 a material personal interest in a matter must 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 their vote before the deadline; and

<sup>7</sup> University Statute No. 5 – The Council 4(b)

<sup>8</sup> University Statute No. 5 – The Council 4(a)

<sup>9</sup> University Statute No. 5 – The Council 4(c)

- (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 must 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) receives the agenda and minutes of the meetings that the Accredited Observer is entitled to attend;
  - (b) does 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 must seek the permission of the Chair (via the Secretary) by written request at least three business days before the meeting.
- 9.5 Subject to Standing Order 9.7, a person who is not a Member, nor Secretary, nor an Accredited Observer of a Council Body is not permitted to attend meetings of that Council Body unless invited by the Chair in accordance with Standing Order 9.3.
- 9.6 Subject to Standing Order 9.7, the Chair has the right to refuse attendance by any person other than a Member or the Secretary at any meeting.
- 9.7 Any Council Member who is not a Member of a Council Body that is listed in Schedule 2 may attend any part of any meeting of that Council Body. The Council Member must advise the Secretary of the Council Member's intention to attend the meeting at least three business days prior to the date of the meeting.
- 9.8 No observer or guest may speak at a meeting unless permitted to do so by the Chair.

## 10 Security and confidentiality of proceedings

- 10.1 Members, Accredited Observers, observers and guests at meetings must 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 must provide advice to all attendees to this effect.
- 10.2 No person other than the Chancellor, or in the Chancellor's 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, a meeting or any part of a meeting must not be recorded by any means unless otherwise determined by the Chair.
- 10.4 Any person who receives agenda papers (whether electronic or printed) must keep them secure, must treat them as confidential and must 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 must keep his or her login details (including passwords) secure and must not disclose the details to any other person.

## 11 Minutes

- 11.1 The Secretary must keep a record of each meeting, which must include the agenda and associated papers, any correspondence relating to the meeting and the minutes of the meeting. The record of the meeting must be maintained in the University's recordkeeping system.
- 11.2 Draft minutes must be circulated:
  - (a) to the Chair within fifteen business days of the meeting; and
  - (b) to Members as soon as practicable after the Chair has approved them for circulation.
- 11.3 At the next meeting the minutes must be either confirmed or confirmed as amended.
- 11.4 When a Member requests that a question and answer or specific statement or dissent from a resolution be recorded in the minutes, the Chair must determine whether or not the matter is to be included in the draft minutes. When confirming the minutes, Council or the Council Body (as the case may be) may determine whether or not the matter is to be included in the confirmed minutes.

## 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 must 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) if the Chair considers that the business of the meeting cannot be continued effectively, the Chair may close the meeting.

## 13 Council Committees

- 13.1 Council may appoint Council Committees for general or specific purposes.<sup>10</sup>
- 13.2 When appointing a Council Committee, Council must specify:
  - (a) the Council Committee's terms of reference;
  - (b) the powers, authorities, duties or functions delegated to the Council Committee; and

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<sup>10</sup> *University Statute No. 5 – The Council* 6(a)(i)



(c) the composition of the Council Committee.

13.3 The Chair of a Council Committee must be an External Member of Council appointed by Council.

13.4 Each Council Committee must have a Deputy Chair appointed by Council from the Members of the Council Committee. The appointment of the Deputy Chair must be for a specified term not exceeding three years, which is renewable.

13.5 Council must review the terms of reference, composition, meeting frequency and on-going requirement for each Council Committee at least once in every twelve-month period.

## 14 Membership of Council Bodies

14.1 The appointment of a Member of a Council Body:

- (a) must be for a specified term not exceeding three years, which is renewable; and
- (b) subject to Standing Order 14.2, must not exceed nine consecutive years on the same Council Body in any ten-year period, irrespective of any change to the category of membership of the Council Body to which the Member is appointed.

14.2 If a Member of a Council Body is appointed to Council, the Member may, subject to meeting applicable reappointment criteria, serve on the Council Body until the Member ceases to be a Council Member even if the Member's service on the Council Body exceeds nine consecutive years as a result.

14.3 The duties and other provisions of clauses 2, 3 and 4 of Schedule 1 of the Act are 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'.

14.4 The office of a Member of a Council Body who is not a Council Member becomes vacant if:

- (a) the Member's term of appointment expires by effluxion of time;
- (b) the Member becomes permanently incapable of performing the duties required of a Member of the Council Body;
- (c) the Member is an undischarged bankrupt or has his or her affairs under liquidation by arrangement with his or her creditors;
- (d) the Member is convicted of an indictable offence;
- (e) the Member 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 the Member's membership.

14.5 The Governance and Nominations Committee must:

- (a) conduct an annual review of the membership, including the Chair and Deputy Chair, of each Council Body; and
- (b) recommend to Council any proposed changes to the membership of the Council Bodies.

## 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 or Council Body meetings, the matter may be determined by the Chair.
- 16.2 In determining a procedural or administrative matter pursuant to Standing Order 16.1, the Chair must act in a manner that is not inconsistent with the Act, Statutes, Rules or Council resolutions.

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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)

Amending Rule No 3 of 2020 (10 December 2020, effective 1 January 2021)

For further information contact:

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## **Schedule 1**

The Council Bodies to which these Standing Orders apply are:

1. Council Executive Committee;
2. Council Remuneration Committee;
3. Governance and Nominations Committee;
4. Honorary Awards Committee;
5. Legislative Committee;
6. Quality, Audit and Risk Committee;
7. Resources Committee;
8. Foundation Board; and
9. any other board that reports to Council and adopts these Standing Orders by resolution.

## **Schedule 2**

Subject to Standing Order 9.7, any Council Member may attend any meeting of the following Council Bodies:

1. Legislative Committee;
2. Quality, Audit and Risk Committee; and
3. Resources Committee.