

# Standing Orders - Southern Cross University Council

(1) Subject to the [Southern Cross University Act 1993 \(NSW\) \(the Act\)](#), these Standing Orders apply to the calling of meetings of the Council and for the conduct of business at those meetings.

## Section 1 - Convening Meetings of Council

(2) Subject to clause (3), the Council will meet in ordinary session:

- a. not less than five times in each year; and
- b. at such other times as the Council may decide.

(3) The Chair may cancel an ordinary meeting if there is insufficient business.

(4) The Council Secretary may convene a special meeting of Council at the request of the Chancellor, the Deputy Chancellor or the Vice-Chancellor, or upon request of any five members of Council. The Special Meeting will be convened within 10 business days of receiving the request.

(5) The Chair may cancel a special meeting but only with the consent of the requesting members.

(6) As per Schedule 1 of the [Act](#), a meeting of the Council may be called or held using any technology consented to by all the members of the Council prior to the meeting. The consent may be a standing one and a member may only withdraw his or her consent a reasonable period before the meeting.

## Section 2 - Notice of Meeting

(7) At the commencement of each year, the Council Secretary will:

- a. publish the ordinary meeting dates and dates for submission of agenda items on the University website; and
- b. email the ordinary meeting dates and dates for submission of agenda items to all Council members.

(8) The Council Secretary will provide each member of the Council a written notice of meeting via email (or other appropriate means), specifying the date of the next meeting of the Council and whether the meeting is an ordinary or special meeting. The notice of meeting will, so far as practicable, be provided 10 business days prior to the date of the meeting.

## Section 3 - Agenda Items

(9) Except in emergencies as determined by the Chair, notice of draft resolutions will be conveyed by letter or electronic means to the Council Secretary 10 business days before a meeting. Such items received from members of the Council, will form part of the Agenda. The Chair will have discretion in determining the order of the Agenda and whether or not submissions from elsewhere will be accepted for consideration by the Council.

(10) As determined by the Chair, items on the agenda for meetings will be classified and marked as:

- a. Starred or Unstarred; and
- b. Confidential (where applicable).

(11) All matters to be considered at any meeting will be stated in the meeting agenda which will be provided to each member of the Council, so far as practicable, more than five business days before the meeting.

(12) The Council Secretary will make a Summary Agenda, excluding confidential matters, available on the University website at least three business days prior to the meeting.

(13) Proceedings of the Council will be valid despite non-receipt of a notice of meeting, agenda or agenda papers by any one member. Members must contact the Council Secretary if they do not receive a notice of meeting, agenda or agenda papers within the timeframes specified at Section 2 - and Section 3 - .

## **Section 4 - Attendance**

### **Leave of Absence**

(14) A member who will be absent from an ordinary meeting of Council should seek a leave of absence. Written requests for leave of absence should be submitted to the Council Secretary in accordance with clause (9), for inclusion in the agenda papers and then consideration by Council at least one meeting prior to the ordinary meeting which will not be attended.

### **Apologies**

(15) Any member who has not obtained a leave of absence but is unable to attend a meeting due to compassionate circumstances or serious unforeseen personal events should record an apology either by notifying the Chancellor or the Council Secretary before the meeting.

(16) Council members who are unable to attend a meeting in person, with the prior approval of the Chair, may participate by telephone or an appropriate alternative.

### **Consecutive Non-attendance**

(17) As per Schedule 1 of the [Act](#), the office of a member of the Council becomes vacant if the member is absent from three consecutive meetings of the Council of which reasonable notice has been given under these Standing Orders, and is not, within six weeks after the last of these meetings, excused by the Council for his or her absence (including by obtaining a prior leave of absence).

### **Observers**

(18) The Chair may invite a person to attend as a guest, including via the Council Secretary, for all or part of any meeting of Council, and may ask the person to depart at the completion of an item or at any other time.

(19) A person wishing to attend any meeting of Council as an observer will seek the permission of the Chair (via the Council Secretary) by written request at least two business days before the meeting. The Council Secretary will notify the applicant of the Chair's decision as soon as reasonably practical.

(20) A person who is not a member of Council, nor Council Secretary (or relevant support staff) will not be permitted to attend meetings of Council unless invited by the Chair in accordance with clause (18) or approved under clause (19).

(21) The Chair has the right and absolute discretion to refuse attendance by any person other than a member or the Council Secretary at any meeting.

(22) No observer or guest will speak at a meeting unless permitted to do so by the Chair.

### **Meetings must not be recorded**

(23) Meetings of Council must not be filmed or otherwise electronically recorded by any person without the prior permission of Council.

## **Section 5 - Chair (Presiding Member)**

(24) As per Schedule 1 of the [Act](#), the Chancellor is to preside at all meetings of the Council at which the Chancellor is present. At any meeting of the Council at which the Chancellor is not present, the Deputy Chancellor is to preside and, in the absence of both the Chancellor and the Deputy Chancellor, a member elected by and from the members present is to preside.

## **Section 6 - Quorum**

(25) The [Act](#) provides that at any meeting of the Council, a majority of the total number of members for the time being of the Council constitutes a quorum.

(26) If, at any meeting of the Council, a quorum is not present:

- a. within half an hour of the time appointed for the meeting; or
- b. within such further time as the Chair or, in the absence of the Chair, as the members present, may reasonably allow;

all business that should have been transacted at the meeting will be stood over until the next ordinary meeting, and will take precedence at that meeting, unless a special meeting is convened (including via Flying Minute) in the meantime for the transaction of that business.

(27) Once a meeting of the Council has commenced with a quorum, there will be deemed to be a quorum thereafter, unless the lack of a quorum is drawn to the Chair's attention by a member of the Council. On the Chair's attention being drawn to the lack of a quorum they will adjourn the meeting for five minutes. If at the expiration of five minutes or within such further time as the Chair or, in the absence of the Chair, as the members present may reasonably allow there is still no quorum, the Chair will adjourn the meeting to another time or place.

## **Section 7 - Conduct of meeting**

(28) Subject to the presence of a quorum, meetings will start at the time set out in the notice of meeting and, unless Council otherwise determines, will continue until all business on the agenda has been concluded.

### **Declaration of Interests**

(29) A member of Council who has an interest, personal, business or otherwise, in a matter being considered or about to be considered by the Council must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature and extent of the interest at a meeting of the Council in accordance with the requirements of Schedule 2A of the [Act](#).

### **Starring of agenda items**

(30) Those items of business which the Chair has previously determined as requiring discussion by the Council will be indicated as such by means of a star on the Agenda paper.

(31) As part of the preliminary business at an Ordinary Meeting, members will be invited to star any Agenda items as requiring discussion by the Council. At this stage, any member may call for any item to be starred and this will be done without explanation or discussion.

(32) At the conclusion of this item of business, the Chair will move that all items remaining unstarred be determined as specified in the agenda (approved, noted etc.). Where carried, the meeting will then proceed to the discussion of starred items.

## **Draft Resolutions, Amendments and Discussion**

### **Draft Resolutions (Motions)**

(33) Subject to clauses (44) to (46), the Chair has discretion regarding the acceptance of draft resolutions which do not appear in the agenda.

(34) A draft resolution for making, rescinding or amending a standing order will not be made except in pursuance of notice given at the previous meeting of the Council, or conveyed to the Council Secretary no more than 10 business days before the meeting.

### **Amendments**

(35) All amendments must be relevant to the original draft resolution and no amendment may directly negate the substantive draft resolution or the original draft resolution.

(36) Whenever an amendment is moved upon the original proposal, no further amendment will be voted on until the first amendment has been disposed of. However, a draft resolution or amendment before the Chair may be reworded by the mover without formally disposing of the amendment, subject to leave of the Chair.

### **Discussion**

(37) Except at the discretion of the Chair, a member other than the proposer of a substantive draft resolution may not speak more than once to a question before the meeting.

(38) The Chair may take part in a discussion upon any question before the Council.

(39) Prior to the closure of a debate a right of reply will be allowed only to a proposer of a substantive draft resolution and such reply will close the relevant debate.

(40) At the discretion of the Chair a speaker may be asked to yield the floor on a point of information.

### **Draft resolution to Close Debate**

(41) Any member of the Council who has not already participated in the debate on any matter may, at any time, whether another speaker has the floor or not, move 'That the question be now put', which draft resolution, if accepted by the Chair, will be put without amendment or debate. The Chair will have an absolute discretion to accept or refuse the draft resolution. If the draft resolution is put during debate on an amendment, the draft resolution will close debate on the amendment only.

### **Points of Order**

(42) Members may raise a point of order to draw attention to an irregularity or impropriety in the proceedings or a lack of quorum. Points of order must be made to the Chair whose decision is binding.

(43) A point of order accepted by the Chair takes precedence over all other discussion. The point must be raised at the time the alleged irregularity occurred.

## **Disagreement with the Chair's Ruling**

(44) Any member disagreeing with the Chair's ruling on any matters may move dissent. When a motion to disagree with the ruling of the Chair has been duly proposed, the Chairperson will leave the Chair until the motion has been disposed of by the meeting.

(45) The mover only will speak to the motion and the Chair may explain the reasons for the ruling given.

(46) The motion will then be put to the meeting by the temporary Chair who is chosen by agreement of the majority of members present. If the motion is negatived, the Chair's ruling will stand. If the motion is carried, the Chair's ruling will be overturned to reflect the majority vote.

## **Suspension of Standing Orders**

(47) Subject to clauses (33), (54) and (55), any Council member may move the temporary suspension of Standing Orders at any time.

## **Informal Session**

(48) Subject to clause (55), the Council may, if it so wishes and provided that a quorum is present, via resolution go into 'informal session', whereupon these standing orders are temporarily suspended until the Chair declares that open session has been resumed. All non-members who are present will, with the exception of such non-members as the Council may determine, be required to leave the room and will not be readmitted until the Chair declares that open session has been resumed.

## **Decisions and Voting**

### **Decisions**

(49) Decisions of the Council will be made on the result of a vote on:

- a. a draft resolution prior notice of which has been given in the business paper; or
- b. a formal seconded draft resolution arising from the business of the meeting.

(50) A resolution of Council is binding. A decision to rescind a resolution must be approved by Council.

(51) When a resolution has been adopted, no draft resolution to rescind that resolution may be made at the same meeting.

### **Voting**

(52) Voting will normally be on the voices except that any member may request a show of hands, and a majority of members present may request a secret ballot.

(53) Subject to clauses (55) and (56), a draft resolution will be declared carried if it receives a simple majority of votes cast. The Chair will have a deliberative vote and, in the event of a tie, the right of casting an additional vote.

(54) Members present will, in respect of any draft resolution before a meeting, have the right to have their dissent, abstention, or vote recorded in the minutes.

(55) A draft resolution for:

- a. suspension of a standing order;
- b. proceeding to informal session (and thereby suspend all standing orders);

will only be declared carried if it receives a two-thirds majority of the members present.

(56) A draft resolution for:

- a. creating or amending [Council Constitution Rules](#) as contemplated by the Act (refer 9(b) of the Act);
- b. removing a member (including Chancellor or Deputy Chancellor) from office for breach of duty as contemplated by the Act ([refer 21\(g\) of the Act](#)); or
- c. removing the Chancellor or Deputy Chancellor from office by a no confidence motion as contemplated by the Act ([refer 12\(a\) of the Act](#));
- d. determining remuneration (if any) of a Council member as contemplated by the Act (refer [Schedule 1 of the Act](#));

will only be declared carried if it receives a two-thirds majority of the members of Council (the total number of members).

## Minutes

(57) The Council Secretary will keep a record of each meeting which will be stored in an official University file and at each meeting the minutes of the preceding meeting will:

- a. be read unless copies thereof have been previously circulated to members;
- b. be confirmed or confirmed as amended; and
- c. be signed by the Chair as confirmed with or without amendment.

## Confidentiality of Proceedings

(58) Each member and non-member present at a meeting of Council will treat as confidential all matters discussed in meetings of Council including, but not limited to, details and content of discussions, details of voting and the points of view, opinions and positions of individual members, including himself or herself.

(59) No person other than the Chancellor, or a member of Council authorised by the Chair or Council, may issue on behalf of Council any public statement concerning the confidential business of the Council.

(60) No person other than the Chancellor or the Vice-Chancellor, or a member of Council authorised by the Chancellor or Council, may issue on behalf of Council any public statement concerning the business of the Council.

(61) A member or non-member of Council must not, without the approval of the Chancellor or Council, discuss with or directly or indirectly disclose to a person not a member of the Council, information received by virtue of membership of Council (or observing Council) on:

- a. any matter listed as confidential on the business papers or agreed by the Council to be marked as confidential in the minutes of the Council;
- b. any personal matter affecting an individual;
- c. any business negotiation or other financial matter which might allow any person to profit;
- d. any matter concerning the appointment or promotion of any member of the University;
- e. any matter concerning the appointment by the University of an external person to a position in the University, including to boards or committees of related or associated entities;
- f. any proposal that any person should be granted a special honour such as an honorary degree; or
- g. any confidential information received by virtue of membership of the Council or available because of the position as a member of Council.

## Offensive and Disorderly Conduct

(62) The Chair may call to order any member or observer whose behaviour is offensive, disorderly or discourteous. The member or observer called to order must remain silent unless permitted by the Chair to explain his or her conduct.

(63) Any member or observer attending a meeting of Council who behaves in an offensive, disorderly or discourteous manner may be requested by the Chair to leave the meeting for a period to be determined by the Chair.

(64) In the event of a breach of clauses (62) or (63), Council may censure or suspend from attendance for a fixed period, any member of the Council responsible for such a breach.

Note: Clauses (62), (63) and (64) are in addition to, and do not limit, the power of Council to remove a member for failing to comply with the duties set out in section Schedule 2A of the [Southern Cross University Act](#).

## Section 8 - Between Meetings of Council

### Flying Minute

(65) The Chair may determine that urgent matters requiring Council's approval between meetings may be conducted by Flying Minute.

(66) Flying Minutes require a simple majority and must be evidenced by the members' signatures, which may include electronic signatures, or email confirmation sent from the email account which the Council Secretary is satisfied belongs to the member concerned.

## Section 9 - Election of Chancellor and Deputy Chancellor

(67) As per [Division 2 of the Act](#), the Council is to elect:

- a. a person (whether or not a member of the Council) to be the Chancellor of the University, and is to do so:
  - i. at its first meeting or as soon as practicable thereafter;
  - ii. whenever a vacancy in the office of Chancellor occurs; and
- b. one of its members to be the Deputy Chancellor of the University, and is to do so:
  - i. at its first meeting or as soon as practicable thereafter, and
  - ii. whenever a vacancy in the office of Deputy Chancellor occurs.

(68) Elections for the position of Chancellor and Deputy Chancellor will be by secret ballot. Voting will be on a 'first past the post' basis. Where more than one position is to be filled, the positions will be voted on successively.

## Section 10 - Interpretation

(69) Should questions which are not dealt with in these Standing Orders arise, either at an ordinary or special meeting, the decision of the Chair shall be final.





## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	5th April 2016
<b>Review Date</b>	5th December 2018
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	4th April 2016
<b>Expiry Date</b>	Not Applicable
<b>Responsible Executive</b>	Sandra McPhee Chancellor
<b>Head of Work Unit</b>	Belinda Atkinson Director, Governance Services +61 2 66203186
<b>Enquiries Contact</b>	Governance Services