

# **Standing Orders - Southern Cross University Council Committees**

## **Section 1 - Purpose and Scope**

(1) Pursuant to Schedule 1, clause 4 of the [Southern Cross University Act 1993 \(NSW\)](#), Southern Cross University Council may establish Committees to assist it in connection with the exercise of its functions.

(2) The purpose of these Standing Orders is to set out the procedure for the calling of meetings of Committees and for the conduct of business at these meetings.

(3) Unless otherwise specified in the Terms of Reference for a Committee, these Standing Orders apply to all Council Committees other than the Academic Board.

## **Section 2 - Committee responsibilities**

(4) The Committee's responsibilities will be set out in the Terms of Reference approved by Council.

(5) Unless otherwise specified in the Terms of Reference, a Committee does not have delegated financial responsibility, management functions or executive powers.

## **Section 3 - Committee membership**

### **Appointment of members and attendees**

(6) Subject to clause 8, the Chancellor invites members and standing attendees to the Committee, other than ex officio members and standing attendees. All appointments must be notified to Council at the next Council meeting.

(7) Members are appointed based on relevant background, expertise and qualifications.

### **Committee Chair**

(8) The Chair of the Committee is to be appointed from the members of the Committee by the Chancellor. The appointment is to be notified to Council at the next ordinary meeting

(9) The term of office for a Committee Chair shall be two years. The Chancellor may appoint the Chair for a further term.

### **Co-opting members**

(10) The Committee has power to co-opt additional members. Co-opted members external to Council are to comply with the same obligations as Council members.

(11) Co-opted members of a Committee have full voting membership rights and contribute to the calculation of a quorum.

(12) The term of office for a co-opted member shall be two years, unless otherwise resolved by the Committee.

## **Section 4 - Meetings**

### **Attendance**

(13) All Committee members are expected to attend each meeting. A member who is unable to attend a meeting should record an apology by notifying either the Chair or the Council Secretary before the meeting.

(14) The Chancellor may attend any Committee meeting as an ex-officio member and shall contribute to the calculation of a quorum.

(15) Committee meetings will be held by videoconference unless the Chair determines otherwise.

(16) A Committee member wishing to attend a meeting via telephone (whether the meeting is to be held in person or by videoconference), must seek prior approval from the Chair.

(17) The Chair may invite a person to attend a meeting as a guest for all or any part of a Committee meeting.

(18) The Vice-Chancellor or Council Secretary may invite a person to attend a meeting to present to the Committee in relation to a particular item.

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

### **Convening Meetings**

(20) Unless otherwise specified in a Committee's Terms of Reference, each Committee will meet at least once a year.

(21) At the commencement of each year, the Council Secretary will publish the ordinary Committee meeting dates and dates for submission of agenda items on the University website.

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

(23) The Council Secretary may convene special meetings of the Committee at the request of the Chair, the Chancellor or the Vice-Chancellor. Where practicable, members will be provided with notice of a special meeting at least 10 business days prior to the date of the meeting by email or other appropriate means.

### **Agenda**

(24) Notice of draft resolutions and supporting agenda papers must be provided to the Council Secretary at least 10 business days before an ordinary Committee meeting.

(25) So far as practicable, the agenda and agenda papers will be provided to each member of the Committee at least 5 business days prior to the meeting. The agenda will contain the draft resolutions to be considered by the Committee at the meeting.

(26) Proceedings of a Committee will be valid despite non-receipt of a notice of meeting, agenda or agenda papers by any one member.

### **Presiding member**

(27) Subject to clause (28), the Chair is to preside at all meetings of a Committee.

(28) If the Chancellor is present at a meeting of a Committee, the Chancellor is entitled to preside at that meeting, if they so desire.

(29) If neither the Chair or the Chancellor is present, a presiding member will be elected by and from the members present.

## **Quorum**

(30) Unless otherwise specified in a Committee's Terms of Reference, at any meeting of the Committee not less than half of the total number of members for the time being of the Committee constitutes a quorum.

(31) If a quorum is not present within 10 minutes of the time appointed for a meeting, the meeting may be declared inquorate and the Chair may proceed with the business of the meeting. Any resolution made at that meeting must be ratified at the next meeting of the Committee.

## **Conduct of meeting**

(32) Committee meetings must not be filmed or otherwise electronically recorded by any person without the prior permission of the Committee.

(33) A Committee member who has an interest, personal, business or otherwise, in a matter being considered or about to be considered at a meeting must disclose the nature and extent of the interest in accordance with Schedule 2A, clause 5 of the [Southern Cross University Act 1993 \(NSW\)](#).

(34) Draft resolutions which do not appear in the agenda may only be considered at the Chair's discretion.

(35) Decisions of the Committee will be made on the result of a vote on:

- a. draft resolutions set out in the agenda; or
- b. formal seconded draft resolutions allowed by the Chair under clause (34).

(36) A draft resolution will be carried if it receives a simple majority of votes cast. In the event of a tie, the presiding member will have a casting vote.

(37) Should questions arise at a Committee meeting which are not dealt with in these Standing Orders, the decision of the Chair shall be final.

## **Confidentiality**

(38) Each Committee member or attendee will treat as confidential all matters discussed in Committee meetings 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 their own.

# **Section 5 - Reporting**

(39) The Chair of a Committee will report on the business considered at Committee meetings to the next ordinary Council meeting.

# **Section 6 - Urgent Business**

(40) The Chair may determine that urgent matters requiring the Committee's consideration between meetings may be conducted by flying minute.

(41) Flying minutes require a simple majority of the total number of members for the time being of the Committee 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 Committee member concerned.

## **Section 7 - Review of Terms of Reference**

(42) Each Committee will review its Terms of Reference on an annual basis to ensure that it is relevant to the University and in accordance with accepted best practice.

(43) Where changes are deemed necessary, they will be submitted to University Council for approval.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	28th July 2022
<b>Review Date</b>	4th December 2027
<b>Approval Authority</b>	University Council
<b>Approval Date</b>	3rd June 2022
<b>Expiry Date</b>	Not Applicable
<b>Responsible Executive</b>	Mark Dixon Council Secretary
<b>Head of Work Unit</b>	Mark Dixon Director, Governance Services
<b>Enquiries Contact</b>	Governance Services