

# Council Committees (Standing Orders)

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## 1.0 Purpose

This procedure sets out meeting protocols for Council Committees in order to ensure consistent and good governance practices and fulfilment of Committee functions in accordance with legislative and other obligations.

## 2.0 Scope

This procedure applies to the Council Committees but may also be used to guide good governance practices in Management and other University committees.

## 3.0 Procedure

This procedure supports the Council's commitment to:

- ensuring that all Committee members conduct themselves in accordance with the University's Code of Conduct
- making the best possible decisions for the sustained success of the University
- encouraging debate, questioning and the free exchange of opinions as part of collective decision making
- observing the highest standards of integrity and probity at all times.

Through application of this procedure, the Council Committees will operate in such a way that Committee members receive sufficient time to consider all matters before their respective Committee, adequate opportunities to raise matters they consider important and to probe and critically reflect on all matters of Committee business. The format and conduct of meetings will encourage discussion, questions and expression of a range of viewpoints.

### 3.1 Operating Principles

#### 3.1.1 Communications

1. All communication with management and staff, as well as with any advisers, will be direct, open and complete.
2. It is important for the Committee Chair and members to develop, establish and maintain an effective working relationship with the Council and executive management.
3. Any concerns or differences should be resolved by way of open negotiation, with the final arbiter being the Council.

### **3.1.2 Induction**

New members will receive relevant information and briefings on their appointment to assist them to meet their Committee responsibilities.

### **3.1.3 Conflicts of Interest**

1. Committee members must disclose any interests that could constitute an actual, perceived or potential conflict of interest with respect to participation on the Committee:
  - (i) when they are first appointed to the Committee; and
  - (ii) at the commencement of each meeting.
2. Members must identify any actual, perceived or potential conflict of interest, including family or other personal relationship/s which may exist in respect of any of the items on the agenda.
3. When an interest has been declared, the Chair may resolve that the member:
  - (i) leaves the meeting while the item of business is discussed; or
  - (ii) participates in the discussion but withdraws from the meeting before the vote and/or decision; or
  - (iii) stays but does not participate in either the debate or vote/decision; or
  - (iv) stays with full debating and voting/decision rights.
4. All declarations of interest will be recorded in the minutes and in the Declarations of Interest Register. The minutes will also record any ensuing action to manage the conflict.

### **3.1.4 Confidentiality**

Committee members must not disclose information acquired during their term of office to third parties other than as authorised by the Chair or as permitted by or required by law. This restriction applies during and after expiry or termination of members' term of office.

### **3.1.5 Rights of Chair**

If a conflict exists between the Chair of the Committee and the University, the Chair may seek external advice from a third party such as the Office of the Ombudsman or seek external legal advice.

## **3.2 Council Committee Authority**

### **3.2.1 Delegation of authority**

1. The Council has delegated certain of its powers to the Committee in accordance with section 11(1)(b) of the Griffith University Act 1988 (Qld).
2. The Committee may exercise such powers as the Council may delegate to the Committee from time to time, as set out in the Committee's constitution and the University's register of delegations.
3. The Council authorises the Committee to perform its role as established within the scope of its constitution.

## **3.3 Business and Processes**

### **3.3.1 Chairing the meeting**

1. If the Chair of a Committee is not present at the start of a meeting after a reasonable time, the members present shall elect a member of the Committee to act as Chair for that meeting.

2. The Chair of a Committee will ensure the efficient and effective operation of the Committee, which will include:
  - understanding of the constitution and the position of the Committee within the University governance structure
  - setting the agenda to ensure items are consistent with the Committee's constitution, authority, and reporting lines
  - quality reporting and meeting documents that provide clear and relevant information
  - moderation and facilitation of clear, open, fair and focussed discussion
  - summarising discussion of an item and ensuring that the outcome is clear to members and the Secretary
  - confirming that membership of the Committee remains relevant to the work of the Committee and as much as possible is representative of a diversity of backgrounds.

### **3.3.2 Committee member duties**

Members contribute to the work of the Committee by:

- declaring any conflict of interest
- understanding the function, authority and reporting lines of the Committee as set out in its constitution
- preparing for meetings by reading agenda papers
- accepting from time-to-time individual tasks on behalf of the Committee
- providing feedback to their constituency or area on the work of the Committee as appropriate
- attending meetings and advising the Secretary of absences from meetings.

### **3.3.3 Attendance at meetings**

1. Members are normally expected to be in physical attendance at meetings.
2. Members are expected to attend as many meetings of the Committee as possible and must:
  - a. Submit an apology to the Chair via the Secretary if they are unable to attend a meeting
  - b. Seek leave of absence from the Committee via the Chair if they will be absent for more than three consecutive meetings.
3. The Committee Secretary must advise the Chair if a Member is absent for more than:
  - a. Three consecutive meetings without approval of the leave of absence; or
  - b. Fifty per cent of the meetings held in any year.
4. Invitees or observers shall be permitted to attend Committee meetings if expressly invited by the Chair or by resolution of the Committee. Invitees may be a regular ("standing") invitee or an invitee for a particular item or items, and may participate in discussions but are not eligible to vote. Observers may attend for items of business undertaken in the open session but may not participate in discussions or vote.

### **3.3.4 Meetings**

1. The frequency of Committee meetings will typically be between four and six meetings per year.

2. Meeting dates will be set by the Secretary in consultation with the Chair and in accordance with the Council meeting cycle. Meeting dates will be finalised by November for the following year.
3. Meetings may be held in person, by teleconference or by videoconference.
4. The Secretary will notify each member of the Committee of the date, time, place, and provide agenda papers for the next Committee meeting, whether an ordinary or a special meeting, at least seven days before the day of the meeting (except in case of emergency).
5. Meetings may have open sessions, closed sessions and in-camera sessions.

### **3.3.5 Committee Work Plan**

An annual work plan for the Committee shall be developed by the Secretary in conjunction with the Chair.

### **3.3.6 Quorum**

A quorum of a majority of current members must be met in order to conduct a meeting. Proxies are not allowed. If a quorum is not met, then items requiring a vote will be circulated by flying minute as soon as practicable after the meeting.

### **3.3.7 Adjournment of meetings**

The Committee may adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Notice of any adjournment need not be given unless a meeting is adjourned for more than 30 days.

### **3.3.8 Voting at Meetings**

1. A decision supported by a majority of votes cast at a meeting of the Committee at which a quorum is present is a decision of the Committee.
2. Each Committee member present at a meeting has one vote and may vote in favour of, against or abstain from voting, in respect of a resolution.
3. If there is an equality of votes on any motion before the Committee, the resolution lapses.

### **3.3.9 Notice of Motion**

No member shall make any motion initiating a subject for discussion at any meeting of the Committee except in writing to the Secretary to the Committee at least 10 working days previously, except that at any meeting the Chairperson or other person presiding at the meeting, or the Committee by resolution may permit the introduction of any subject for discussion.

### **3.3.10 Special Meetings**

1. The Chair may call a special meeting of the Committee for the consideration of business that requires urgent or immediate attention.
2. A special meeting shall be convened by the Chair, or in the absence of the Chair, by the Secretary, upon the written request of four members of the Committee setting forth in general terms the objects for which the meeting is required to be convened. The special meeting shall be held within 14 days after the receipt of such a request.

### **3.3.11 Minutes**

1. Minutes of proceedings of every meeting of the Committee shall be recorded. The unratified minutes of each meeting are normally circulated to Committee members within two weeks of the meeting with the approval of the Chair. These minutes are ratified at the subsequent meeting of

the Committee, and if approved as correct, signed by the Chair. Any such minutes bearing the signature of the Chair shall be prima facie evidence of the proceedings of the meeting.

2. No motion or discussion shall be allowed upon the minutes submitted for confirmation except as to their accuracy as a record of the business of the Committee and any objection upon the ground of inaccuracy must be made by a motion or amendment prior to their confirmation.

3. Preparation of the minutes will be consistent with advice in [TEQSA Guidance Note on Corporate Governance - Version 2.4 \(26 August 2019\)](#) i.e. 'minutes should record not only the decisions taken, but also the basis on which the decision was made (key documents considered and key points that were taken into consideration by the governing body in making its decision) as well as actions arising.' The Secretary will rely on the [Governance Institute of Australia and the Australian Institute of Company Directors Joint statement on board minutes \(August 2019\)](#) for definitive guidance on minute preparation, as recommended by TEQSA in its Guidance Note.

#### **3.3.12 Flying Minutes**

1. The Chair may permit consideration of resolutions without a meeting if a decision needs to be reached before the next ordinary Committee meeting, and if it is not possible or necessary to call a special meeting of the Committee.
2. The Secretary will circulate the resolution in the form of a flying minute, which will contain relevant information together with a form of motion proposed. Committee members may signify their vote for or against the motion on the flying minute. If a simple majority of all members vote in favour of such draft motion, it shall have the effect of a resolution of the Committee forthwith. Any resolution reached by flying minute must be presented for confirmation at the next ordinary Committee meeting and may be designated as 'a meeting' for record keeping purposes provided that it is clear how the matter was conducted.
3. Resolutions without a meeting do not count towards the number of Committee meetings required to be held in any year and will not be included in the list of meetings held during the year as reported in the University's Annual Report but may be reported separately in that Report.

#### **3.3.13 Secretariat services**

1. The overarching role of the Committee Secretary is to assist the Chair in ensuring that the Committee functions effectively and efficiently.
2. The Chief Operating Officer (as University Secretary) is responsible for appointing the Committee Secretary, for Council committees other than Academic Committee. The Registrar, Student Life is responsible for appointing the Academic Committee Secretary. For all Council committees, the respective Secretary has rights of audience.
3. The Secretary will be familiar with the Committee constitution and its place in the governance structure.
4. The Secretary will prepare the agenda and as required, prepare discussion papers and background documents.
5. The Secretary will circulate the agenda and supporting papers for each meeting, after approval by the Chair, at least one week before each meeting.

The Secretary will prepare meeting minutes as per section 3.3.11 of this procedure.

### **3.4 Committee Membership, Appointments and Vacancies**

#### **3.4.1 Committee membership**

1. There are four categories of membership of Committees

- a. ex officio, that is, the person is a member by virtue of his or her office being written into the membership of the Committee
  - b. elected by a constituency
  - c. appointed by Council, a Committee or an officer
  - d. co-opted by the Chair or Committee to assist the Committee.
2. When appointing or co-opting members, consideration will be given to:
- a. the Council and Committees skills matrix and ensuring a balance of the necessary skills, qualities and experience
  - b. appreciation of the University's values and functions and external community needs
  - c. ensuring diversity of perspectives and lived experience including representation of women, Aboriginal and Torres Strait Islander people and people from diverse groups
  - d. length of service of current members
  - e. relevant guidelines, requirements, and legislation.

#### **3.4.2 Committee vacancies**

1. When a member of a Committee resigns from a Committee office, it shall become vacant at the date specified in the notice of resignation or, if the date is not specified, on the day of the receipt of the notice by the Secretary of the Committee. The existence of a vacancy or vacancies upon a Committee shall not affect the validity of any of the acts or proceedings of any meeting of the Committee provided a quorum is present at the meeting.
2. A member of a Committee, other than one who holds office ex officio shall be deemed to have vacated that office in the event of that member -
  - dying;
  - being absent, without leave being granted by the Committee, for three consecutive meetings;
  - resigning office by notice in writing signed and delivered to the Secretary of the Committee;
  - becoming an ex officio member;
  - ceasing to hold the office or qualification essential to their appointment or election as a member.

#### **3.4.3 Temporary appointment**

A Committee may resolve to offer a temporary appointment to another person to serve on the Committee for the period of the absence of a member to whom leave has been granted. Any such temporary appointment shall normally be made in accordance with the duly prescribed provisions for filling the office concerned.

#### **3.4.4 Casual vacancy**

1. In the event of an elected member vacancy the casual vacancy will be filled in accordance with the Elections Policy for the balance of the term of the casual vacancy. If the balance of the term is less than six months, the Committee may leave the position vacant until the next scheduled election round.



2. In the case of an appointed member of a Committee, the appointing body shall appoint another person from the same category of membership to fill the vacancy. If the balance of the term is less than six months, the office may be left vacant for the remainder of the term.

### 3.5 Committee Reporting

#### 3.5.1 Minutes of proceedings

The minutes from meetings for Council Committees shall be provided to the next meeting of the Council.

#### 3.5.2 Annual report

The Chair, with the assistance of the Committee Secretary, will provide an annual report to Council setting out whether the Committee has discharged its responsibilities under its constitution.

#### 3.5.3 Committee performance review report

As per section 3.5.1 the Chair, with the assistance of the Committee Secretary, will provide a report to Council on the outcome of the Committee's review of performance, which could be included as part of the annual report (see 3.3.2).

### 3.6 Review of Committee Performance

#### 3.6.1 Evaluation of performance

1. Committees will review their performance at least once every two years. Some Committees will require a review on an annual basis, which will be indicated in their constitution. This review may be conducted as a self-assessment and will be coordinated by the Chair of the Committee, with the assistance of the Committee Secretary. The self-assessment may seek input from those persons with rights of audience and debate. A more in-depth review may be undertaken if deemed necessary by the Committee or Council.
2. The Chair of the Committee, with the assistance of the Committee Secretary, will report to Council on the outcome of each review of the Committee's performance regardless of whether the review was undertaken as a self-assessment or a more in-depth review.

#### 3.6.2 Training and professional development

Training needs of Committee members will be monitored by the Chair and professional development considered as appropriate.

### 3.7 Review of Constitution

#### 3.7.1 Annual review of constitution

The Committee constitution will be reviewed annually by the Committee. Any changes to the constitution will be recommended by the Committee to the Council for consideration and approval.

## 4.0 Definitions

For the purposes of this procedure and related policy documents, the following definitions apply:

**Alternates** refers to the approved attendance at a Committee meeting of someone in place of a formally recognised Committee member, as may be determined at the discretion of the Committee Chair upon request submitted by the Committee member in advance of the meeting (or where such person is formally acting in the role of an *ex officio* Committee member). The provision for alternates does not apply to Council

Committees (*defined below*) with the exception of Academic Committee. Alternates may apply to the functioning of meetings for any other active committee at Griffith University or similarly constituted forum (e.g. Board, Group, etc). For the duration of a Committee meeting at which an alternate is present, that alternate assumes the rights and obligations of the recognised Committee member whom is absent with apology. An alternate counts towards quorum for the Committee meeting at which they are in attendance.

**Closed session** refers to the part of a meeting that may be attended by all Members, the Secretary, and only invitees if permitted by the Chair and no observers. Minutes of discussion in a closed session will be considered confidential and kept separately.

**Council Committees** refers to those committees that are established by Council and that Council has delegated certain of its powers in accordance with section 11(1)(b) of the *Griffith University Act 1988* (Qld) and includes the Academic Committee, Audit and Risk Committee, Finance and Infrastructure Committee and People, Nominations and Remuneration Committee.

**Flying minute** refers to the method of passing resolutions via email for the purpose of decision making outside of ordinary meetings and where special meetings are deemed not possible or necessary.

**In-camera session** refers to the part of a meeting that is private Member-only session held at the beginning or end of a meeting without staff present, except for the Secretary or staff the Chair expressly invites to remain. Minutes of discussion in an in-camera session will be considered confidential and kept separately and only shared with those present.

**Open session** refers to the part of a meeting that may be attended by all Members, the Secretary, invitees and observers.

**Ordinary meeting** refers to a meeting that has been scheduled as part of the annual work plan for the Committee in undertaking its scheduled business.

**Special meeting** refers to a meeting that is convened between ordinary meetings to consider business that requires immediate or urgent attention.



## 5.0 Information

Title	Council Committees Procedure (Standing Orders)
Document number	2024/0001011
Purpose	This procedure sets out meeting protocols for Council Committees in order to ensure consistent and good governance practices and fulfilment of Committee functions in accordance with legislative and other obligations.
Audience	Public
Category	Governance
Subcategory	Governance
UN Sustainable Development Goals (SDGs)	This document aligns with Sustainable Development Goal/s: 4: Quality Education
Approval date	26 February 2024
Effective date	26 February 2024
Review date	2027
Policy advisor	Head, Corporate Governance
Approving authority	University Council

## 6.0 Related Policy Documents and Supporting Documents

Legislation	<i>Griffith University Act 1998</i> <i>Higher Education Standards Framework (Thresholds Standards) 2021</i>
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Policy	<a href="#">Code of Conduct</a> <a href="#">Council and Committees Remuneration Policy</a> <a href="#">Delegations Policy</a> <a href="#">Elections Policy</a>
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Procedures	<a href="#">Council and Committees Remuneration Procedure</a> <a href="#">Delegations Procedure</a>
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Local Protocol	N/A
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Forms	N/A
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