



## Guidelines for the Conduct of Meetings of Council and Committees

<b>Trim location</b>	13/G/4
<b>Responsible officer</b>	University Secretary
<b>Approval Date</b>	22 June 2026
<b>Approval Authority</b>	Council

### 1 Statement of Authority

The functions and powers of Council are specified in the *University of Southern Queensland Act 1998* (UniSQ Act), along with the provisions governing membership of the Council. The provisions of the Act which bear on the way in which the Council meets are central to these Guidelines. Council, through section 29 of the Act, may otherwise regulate its proceedings as it considers appropriate, and the following guidelines are made pursuant to that section.

With the exception of the **Principles** [Section 2] and **Confidentiality of Proceedings** [Section 4.3], both sections of which are and will remain binding on all members, these Guidelines are for guidance only and do not create any duties or obligations in respect of persons attending a meeting. Where however a Chair expressly invokes any part of the Guidelines, then they will be binding on all members attending that meeting.

### 2. Principles

1. The Chancellor presides over meetings of the Council. In the absence of the Chancellor, the Deputy Chancellor will preside.
2. If the Chancellor and Deputy Chancellor are both absent from a meeting of the Council or the offices are vacant, the members present must elect a member to preside at the meeting.
3. A quorum exists at a meeting of Council or committee if at least half its members are present either in person or online.

### 3 Definitions

Unless the contrary intention appears:

“**Chair**” means the person presiding over a meeting of either Council or a Committee;

“**Chancellor**” means the person elected under the Act to be the Chancellor of the University, including a person acting in that position;

“**Confidential Information**” means information (in any form) relating to the affairs of the University:

- i) that is disclosed to a member in circumstances of confidentiality,
- ii) which it is reasonable to expect that its disclosure publicly might not be in the best interests of the University, or
- iii) is designated as confidential by Council, the Chancellor, the Vice-Chancellor, any Committee of Council, or the Chair of any such Committee.



Information is not confidential if it is:

- i) publicly available;
- ii) rightfully known by the member before disclosure to the member by the University or another member; or
- iii) independently created by the member without access to the University's confidential information.

“**Committee**” means a committee established by resolution of, and responsible to, Council but does not unless stated otherwise, include the Academic Board of the University;

“**Member**” means a member of Council or a Committee as the context requires; and

“**University Secretary**” means the person appointed to that position.

## 4 Conduct of Meetings of the Council

### 4.1.1 Meetings of the Council

1. The University Secretary must notify each Council member of the date, time and place for each Council meeting and whether it is an ordinary or a special meeting. Notice of ordinary meetings is given annually in advance. Where a special meeting is called notice will normally be at least two business days. However, failure to give such a notice shall not affect the validity of a meeting.
2. The Council shall meet as frequently as it determines but normally ordinary meetings are held at least five times in a calendar year. Dates are determined by Council on an annual basis in advance.
3. Any five members may, by notice in writing to the University Secretary, call a special meeting for the purpose specified in the notice. The Chair may call a special meeting of Council for the consideration of business which the Chair wishes to submit to Council for consideration.
4. Except with the permission of the Chair, or if the agenda for the meeting includes an item of general or other business, a member shall not at any ordinary meeting initiate any subject for discussion at that ordinary meeting except in pursuance of notice which has been given at the previous ordinary meeting of the Council or given in writing to the University Secretary 20 calendar days before the meeting.
5. Council may adjourn any meeting to a later date.
6. All proceedings of Council shall be minuted. The Chair will approve the unconfirmed minutes to be circulated to members, with these then considered for confirmation at the next ordinary meeting of Council. If approved by Council as correct, minutes shall be signed by the Chair and the University Secretary as confirmed. Such minutes once signed are prima facie evidence of the proceedings of a meeting. No motion or discussion shall be allowed upon minutes submitted for confirmation except as to their accuracy as a record of the business of Council.
7. The Chair may invite senior management and other members of the University community to attend particular Council meetings by invitation. Observers are not permitted except by permission of the Chair. Council may by resolution issue standing orders for attendance at meetings.
8. Council may determine that it will meet in-camera. All persons other than members and the University Secretary will leave the room. Members or the University Secretary affected by or concerned with the in-camera business may be asked by the Chair to leave the room. The University Secretary will minute in-camera sessions of Council, and these minutes will be declared confidential.
9. Members appointed or elected by a specific interest group (staff and students, for example) have an obligation when voting on a motion to put the interests of the University above those of any other person, group or organisation.

10. The University Secretary, in consultation with the Chancellor and Vice-Chancellor, will prepare an annual business schedule for items for the Council in order to assist with the timely progress of business.

#### **4.1.2 Agenda documentation**

1. Agenda documentation for Council and its committees is circulated electronically to Council and committee members via both the board management system and email. Members will receive an agenda and accompanying papers normally seven calendar days prior to a meeting.

#### **4.1.3 Quorum**

1. Council shall not transact business at a meeting unless there is a quorum present. A quorum for Council is at least half of the members. If there is not a quorum present within half an hour after the appointed meeting time, the Chair, or a meeting of those members present, may adjourn the meeting and the business which could have been transacted had there been a quorum at the meeting may be placed on the agenda of the next ordinary meeting with precedence over other items on that agenda.
2. Once a meeting commences a quorum is deemed to continue for the remainder of the meeting unless lack of quorum comes to the Chair's attention. In such a case the Chair shall adjourn for five minutes and if no quorum is present after those five minutes the Chair in consultation with the Deputy Chancellor, Vice-Chancellor and the University Secretary will adjourn the meeting to a later date. Business which could have been transacted had there been a quorum at the meeting may be placed on the agenda of the next ordinary meeting with precedence over other items on that agenda.

#### **4.1.4 Order of Business**

1. The order of business at each ordinary meeting of Council shall be as follows:
  1. Procedural Matters
    - Welcome – apologies, attendees on videoconference
    - Acknowledgement of Country
    - Declaration of Conflict of Interest, Statement of Confidentiality and Related Party Disclosure
    - Confirmation of Minutes
    - Post Meeting Actions
  2. Standing Items
    - Chancellor's Update
    - Vice-Chancellor's Report to Council
    - Academic Board Report to Council
    - Finance and Facilities Committee Report to Council
    - Audit and Risk Committee Report to Council
    - Chancellor's Committee Report to Council
  3. Items for Approval and Endorsement
  2. Strategic Items
  3. Items for Noting:
    - Use of the Common Seal
    - Posthumous Awards
  4. Other Business
  5. Next Meeting
  6. Close
  7. In-camera Session
2. The Chair and the University Secretary in consultation with the Vice-Chancellor shall establish the agenda for each Council meeting at least 14 calendar days in advance of a meeting. A member wishing to place an item of business on an agenda shall inform the University

Secretary at least 20 calendar days prior to a Council meeting.

#### **4.1.5 Rules of Debate**

All discussions will be underpinned by cooperation, integrity, trust, and candour, with a constant focus on the best interests of the University. The views and opinions of all members are of equal importance, and therefore all members will have the right to equal participation in debate. This being the case, all members will be equally accountable for the decisions of Council. To foster positive group dynamics in meetings, the following rules of debate will apply:

1. The Chair may exercise right of precedence over other members in speaking during a meeting.
2. Any person wishing to speak at a meeting shall signify by raising their hand and when called upon, shall address the Chair. If two or more signify simultaneously, then the Chair shall call on the one first noticed.
3. A member proposing a motion or amendment shall have the right to speak to it first. Motions may be raised by any member with the approval of the Chair. Motions need not be seconded unless the Chair specifically requires otherwise.
4. As far as practicable the Chair shall call on speakers for and against a motion or amendment alternately.
5. Any member may raise a point of order, which shall take precedence over all other business, and shall be open to discussion. The point must be raised when the alleged irregularity occurs.
6. Any decision made by a validly constituted meeting shall not be void by reason only of departure from these guidelines not detected until after the decision was made.
7. Any member disagreeing with the Chair's ruling on a point of order may move dissent, and such motion shall be put forthwith without debate.
8. Questions may be put to the Chair, or through the Chair to any member or any employee of the University in attendance, but the Chair may disallow any question which they think should not be put.
9. All questions and answers shall be submitted as briefly and concisely as possible. In putting any question, no argument or expression of opinion shall be used or offered, nor any facts stated except as far as may be necessary to explain such question. Questions or motions without notice may be put under the agenda item Other Business for inclusion on the agenda for the next scheduled meeting of the Council.

#### **4.1.6 Resolutions and Voting**

1. Resolutions of Council are decided by a majority of votes signified by a show of hands at a meeting. The Chair may put a matter to a vote without the necessity for a mover and seconder. Members may abstain from voting and may ask the Chair for any special comments to be placed on the record. Proxy voting on behalf of members not present is not permitted except by prior authorisation of the Chair.
2. A resolution of Council shall not be revoked or altered unless notice of the intention to propose such revocation or alteration is given to each of the members 10 calendar days prior to the meeting at which the revocation or alteration is to be proposed; and, if the number of members present at that meeting is not greater than the number present when the resolution was adopted, the resolution shall not be revoked or altered unless the proposal for revocation or alteration is determined by an absolute majority of the entire number of members of the Council.
3. The Chair shall have a vote and, in the case of an equality of votes, a second or casting vote.

#### **4.1.7 Online participation**

1. A member not able to physically attend a meeting may participate online via videoconference with agreement of the Chair and provided such member can hear and be heard by other members present. Members participating via video conference are counted for quorum purposes as if present in person. A member seeking to participate via shall give the Governance

Secretary two business days' notice of a request to be present by electronic means unless exceptional circumstances are present.

2. Members attending via videoconference are to be supplied with the same material given to members who attend in person. If a member does not have the information, or if material is tabled at a meeting and cannot be simultaneously given to a member not attending in person, that member should refrain from voting on a motion concerning any motion relating to that material.

## **4.2 Flying Minutes**

1. Where a decision of Council is required before a scheduled meeting the Chair may authorise a flying minute to occur via email.
2. A flying minute request shall set out background information and contain recommendations on which members can vote for or against or abstain. Members shall confirm their vote by online methods, or any other method specified in the notice, by the date specified in the notice.
3. The number of responses either for, against or abstaining, must meet the quorum provisions in these guidelines.
4. A report on the outcome of a flying minute will be provided to the next Council meeting and shall be confirmed and signed in the same manner as for ordinary minutes of a Council meeting.

## **4.3 Confidentiality of Proceedings**

1. Disclosures of confidential information by a Council member are permitted:
  - (i) if made with the authority of the Council or the Chair; or
  - (ii) if made in good faith for the business and purposes of the University.
2. In the event that Council is satisfied that a disclosure of confidential information by a member has not been made in the best interests of the University, Council may:
  - (i) censure the discloser; and/or
  - (ii) direct the discloser that disclosures should not be made, which direction may relate to the manner of communication, subject matter, recipients and any other matter Council considers relevant relating to the disclosure.
3. A member shall not be in breach of any obligation created by these guidelines unless the member has:
  - (i) not acted in good faith; or
  - (ii) failed to comply with a direction of Council in clause 4.3(2)(ii).
4. A disclosure of confidential information contrary to an express resolution or direction of the Chair, Council, or one of its committees shall be deemed for the purposes of these guidelines not to have been made in good faith, unless Council is satisfied to the contrary.
5. In considering the extent to which confidential information may be disclosed the Council and the Chair may consider the following:
  - (i) whether the information should be made available to selected members of the University community only;
  - (ii) whether the information should be restricted to Council attendees and members only;
  - (iii) whether the information should only be made available to Council members;
  - (iv) whether the information should be further restricted at the Chancellor's discretion.
6. The Chancellor or the Chancellor's authorised delegate is the only person authorised to issue on Council's behalf any public statement concerning the business of the Council.

## 5. Establishment of Committees

1. Council may establish such committees as it deems necessary or desirable for the management and operation of the University.
2. Council will appoint a member of a committee to be Chair of that committee. In the event of the absence of the appointed Chair of a committee from a meeting of that committee, the Chancellor shall appoint one of its members to be Chair.
3. A committee may, with the approval of Council, establish such sub-committees as it deems necessary or desirable for it to carry out its functions. However, a sub-committee may be established without Council approval if it is for a particular purpose and for a limited duration. A Committee may establish working parties without the consent of Council.
4. Unless otherwise specified, the Chancellor and the Vice-Chancellor shall, by virtue of their offices, be members *ex officio* of each Committee appointed by Council. However, the Vice-Chancellor shall not be an *ex officio* member of Audit and Risk Committee.

### 5.1 Meetings of Committees

1. The guidelines for conduct of Council meetings will be applied to committee meetings.
2. All proceedings of Council committees shall be minuted. The Chair will approve the unconfirmed minutes to be circulated to members, with these then considered for confirmation at the next ordinary meeting of the Committee. If approved by the Committee as correct, minutes shall be signed by the Committee Chair and the University Secretary as confirmed. Such minutes once signed are prima facie evidence of the proceedings of a meeting. No motion or discussion shall be allowed upon minutes submitted for confirmation except as to their accuracy as a record of the business of the committee.
3. Every committee shall, after each of its meetings or as otherwise directed by the Council, transmit to the Council a report of its proceedings which involves recommendations to the Council or which concerns matters to which it desires the attention of the Council be drawn.
4. A recommendation or other decision of a committee which is endorsed for Council approval shall be of no force or effect unless and until it is approved by Council.
5. A quorum for a committee meeting is half the total number of members.

## 6. Communication

1. Members should regularly communicate the non-confidential deliberations and decisions of Council and Committees to stakeholders.
2. Members should progress the University's objectives, including promoting its agreed strategic directions and shaping its culture, through effective communication with the University community and other stakeholders.

## 7 Review

Council will review these Guidelines on a biennial basis.

## Modification History

Date	Source	Details
22/6/2026	Council	Changes to align with Expert Council on University Governance Principles.
24/7/2023	University Secretary	Minor editorial amendments/updates consistent with current practice and to clarify role terminology
10/10/2022	Council	Revised and approved by Council
12/12/2016	Council	Revised guidelines (removal of Correspondence and Safety from agenda requirements; amended In-Camera requirements)
16/09/2015	University Secretary	Minor editorial amendments/updates consistent with current practice
18/03/2013	Council	Approved new Guidelines for the Conduct of Meetings of Council and Committees; rescinded former Regulations for the Conduct of Meetings of Council and Council Committees
	Council	Previously USQ Calendar Management 3.4

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