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1. Statement of Authority

The functions and powers of Council are specified in the University of Southern Queensland Act 1998 ("the 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 3.5], 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 a Committee if at least half its Members are present either in person or by electronic means.

3. Guidelines

3.1. Definitions

Unless the contrary intention appears:

1. **'Chair'** means the person presiding over a meeting of either Council or a Committee.
2. **'Chancellor'** means the person elected under the Act to be the Chancellor of the University.
3. **'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.
4. **'Member'** means a member of Council or a Committee as the context requires.
5. **'University Secretary'** means the person appointed to that position.
6. **'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 a Council Member.
- iii. Independently created by the Member without access to the University's confidential information.

3.2. Conduct of Meetings of the Council

3.2.1. 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 (2) 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 six 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 Chancellor 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 twenty (20) calendar days before the meeting.
5. Council may adjourn any meeting to a later date.
6. All proceedings of Council shall be minuted and submitted 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 Chair and Vice-Chancellor, will prepare an annual business schedule for items for the Council in order to assist with the timely progress of business.

3.2.2. Quorum

1. Council shall not transact business at a meeting unless there is a quorum present. 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 (5) minutes and if no quorum is present after those five (5) 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.

3.2.3. Order of Business

1. The order of business at each ordinary meeting of Council shall be as follows:
 - 1) Welcome – apologies, attendees on Zoom (see 3.2.6/2)
 - 2) Acknowledgement of Country
 - 3) Declaration of Conflict of Interest, Statement of Confidentiality and Related Party Disclosure
 - 4) Confirmation of Minutes
 - 5) Business Arising from the Minutes
 - 6) Items for Discussion:
 - Chancellor's Report
 - Vice-Chancellor's Report
 - Student Member Report
 - Academic Board Report
 - 7) Council Committee Reports
 - Finance and Facilities Committee Report
 - Audit and Risk Committee Report
 - Chancellor's Committee Report
 - 8) Strategic Issues papers/presentations
 - 9) Items for noting:
 - Use of the Common Seal
 - Posthumous Awards
 - 10) Other Business
 - 11) Items for Information
 - 12) Next Meeting
 - 13) In-Camera Session
 - 14) Close.
2. The Chair together with the Vice-Chancellor and University Secretary shall establish the agenda for each Council meeting at least fourteen (14) calendar days in advance of a meeting. A Member wishing to place an item of business on an agenda shall inform the Chair or the University Secretary at least twenty (20) calendar days prior to a Council meeting.

3. The Chair may in his/her discretion for any meeting of Council, have the agenda prepared with un-starred and starred items. All starred items will be open for discussion during the meeting. Un-starred items for approval will be approved without discussion unless a Member officially requests the item be “starred”. Un-starred items for information will not be discussed unless a Member requests the item be “starred”.

3.2.4. Rules of Debate

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 his/her 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. The Chair as far as practicable, 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 he/she thinks 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.

3.2.5. 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 ten (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.

3.2.6. Electronic Participation

1. A Member not able to physically attend a meeting may participate by electronic means with agreement of the Chair and provided such Member can hear and be heard by other Members present. Members participating electronically are counted for quorum purposes as if present in person. A member seeking to participate electronically shall give the University Secretary two (2) business days' notice of a request to be present by electronic means unless exceptional circumstances are present.
2. The Chair must acknowledge the presence of a Member participating electronically both at the beginning and end of a meeting.
3. Members not attending in person 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.

3.3. Flying Minutes

1. Where a decision of Council is required before a scheduled meeting the Chair may authorise a flying minute.
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.

3.4. Reimbursement of Expenses to Members

1. The University shall reimburse all reasonable travel, accommodation and sustenance expenses incurred by any Council or Committee Member in the performance of that Member's duties. If a question arises as to whether an expense incurred is reasonable or whether an expense incurred was incurred in the performance of a Member's duties, that question shall be determined by Council, and the decision of Council will be final.

3.5. 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 3.5(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.

3.6. 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 may determine a committee structure for the University which defines the number, constitution and powers and functions of Committees, and the reporting requirements and communication channels between and within Committees.
3. Council may from time to time appoint a member of a Committee to be Chair of that Committee. In the absence of such appointment or in the event of the absence of the appointed Chair of a Committee from a meeting of that Committee, the Committee shall elect one of its members to be Chair.
4. A Committee may, with the approval of Council, establish such subcommittees as it deems necessary or desirable for it to carry out its functions. However, a subcommittee 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.
5. 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 or Remuneration Sub-Committee.

3.7. Meetings of Committees

1. The guidelines for conduct of Council meetings may be adopted as required or appropriate by the Chair of a Committee for application to Committee meetings.
2. All proceedings of Council Committees shall be minuted and confirmed as correct at the next Committee meeting and signed by the Chair and the University Secretary. Minutes will be permanently recorded and are prima facie evidence of the proceedings of the meeting.
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.

3.8. Agenda Documentation

1. Agenda documentation for Council and its Committees is circulated electronically to Council and Committee Members. Members will receive an agenda and accompanying papers normally seven (7) calendar days prior to a meeting. The Chair will, in addition, be given a paper copy of the agenda and accompanying papers. Any loss

of Council or Committee papers, or hardware on which Council or Committee material is stored, must be reported as soon as practical to the University Secretary. In addition, any outside interference with hardware that might compromise the confidentiality of stored material must also be reported.

3.9. Communication

1. Members should regularly communicate the non-confidential deliberations and decisions of Council and Committees to those whom they are representing.
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.

3.10. Other Matters

1. Any matters not dealt with in these Guidelines shall be governed by the relevant provisions in Lang, AD, 2015, "Horsley's Meetings: Procedure, Law and Practice", Lexis Nexis Butterworths Australia, 7th edition.

Modification History

Date	Source	Details
3/7/2023	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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