



## Standing Resolutions of Council

### 1. Definitions

**“Act”** means University of Melbourne Act 2009 (Vic).

**“business day”** means any day that is not a Saturday, Sunday, public holiday gazetted by the Government of Victoria; or any day deemed a holiday by the University of Melbourne.

**“Chancellor”** is a person appointed to the office under section 24 of the Act and, in accordance with section 25(4) of the Act, may include a Deputy Chancellor acting in the role.

**“Council committee”** is any committee established by Council resolution under Part 4 of these resolutions.

**“Deputy Chancellor”** is a Council member appointed under section 25 of the Act and, in accordance with section 7(2) Statute may include a member of Council acting in the role.

**“email registered with the University”** means either a University email address or the email recorded by the University Secretary as the preferred contact email.

**“offensive manner”** includes using offensive language.

**“Statute”** means University of Melbourne Statute.

**“University”** means the University of Melbourne.

**“Vice-Chancellor”** means the person appointed to the office of Vice-Chancellor and President under section 26 of the Act.

**“visitors”** includes:

- (a) University staff other than Council members and regular attendees referred to in sections 6(2) & 6(3);
- (b) enrolled University students and graduates who are not Council members;
- (c) other members of the University defined in Act or as designated by Council Resolution; or
- (d) invited guests of the University.

## Part 1 OPERATIONS OF COUNCIL

### 2. Special Council meetings

- (1) Requests for special meetings of Council made by eight members of Council under section 7(5) of the Council Regulation must be directed to the University Secretary and specify the business to be considered at the meeting.
- (2) The University Secretary must hold a meeting requested under (1) within fourteen days of the receipt of the request.

### 3. Notice of Council meeting dates

- (1) The University Secretary must publish Council meeting dates on the University website.
- (2) The University Secretary must provide members notice of the time and place of a Council meeting at least five business days prior to the date of the meeting, unless otherwise agreed.

### 4. Agenda and agenda items

- (1) Subject to direction by the Chancellor, the University Secretary must draft the agenda for Council meetings.
- (2) Agenda items and accompanying papers must be provided to the University Secretary or nominee at least seven business days prior to the meeting date.

## Standing Resolutions

- (3) The University Secretary or nominee must provide members with the the agenda items and accompanying papers at least one calendar week prior to the meeting date.
- (4) Subject to direction by the Chancellor, late agenda items and accompanying papers may be sent by the University Secretary up to three business days prior to the meeting date on the recommendation of the Vice-Chancellor.
- (5) The chairperson may allow papers for discussion or noting to be tabled at a meeting.

### 5. Availability of papers after a Council meeting

- (1) After the relevant meeting, the University Secretary may upon request provide to any person Council papers, except those marked “confidential”.
- (2) Nothing in this section prevents the University Secretary from permanently or temporarily withholding the release, in full or in part, of any Council paper.
- (3) The Chancellor may authorise the release, in full or in part, of a Council paper withheld under (2).

### 6. Admission of regular attendees to Council or Council committee meetings

- (1) The Chancellor may admit to Council meetings regular attendees who are senior officers of the University with responsibility for major portfolios.
- (2) Council may admit to Council committee meetings regular attendees who are external to the University and bring special knowledge or skills to the committee’s task.
- (3) Nothing in this section prevents, at any time, the list of regular attendees in (1) being amended by the Chancellor or the regular attendees in (2) being amended by Council.
- (4) The University Secretary must list regular attendees on the agenda paper and provide access to the relevant agenda and committee papers.
- (5) Regular attendees must leave a meeting if an item is to be discussed *in camera* or at the request of the chairperson.

### 7. Admission of visitors to Council or Council committee meetings

- (1) Council and Council committee meetings are not open to the public.
- (2) The Chancellor may admit visitors to a Council meeting.
- (3) The chairperson may admit visitors to a Council committee meeting.
- (4) Intending visitors not associated with a particular agenda item must advise the University Secretary by midday of the Friday prior to the relevant meeting.
- (5) The University Secretary may make copies of the agenda, without supporting papers, available to visitors.
- (6) Visitors must:
  - (a) abide by the standing orders of Council;
  - (b) not impede or interfere with the conduct of Council or Council committee;
  - (c) not speak except with the permission of the chairperson;
  - (d) not use cameras and mobile phones; and
  - (e) not bring sound recording devices into the meeting except with the permission of the chairperson.
- (7) Visitors must leave the meeting if an item is to be discussed *in camera* or at the request of the chairperson.

### 8. Admission of members of Council to Council committee meetings

- (1) Members of Council may attend meetings of any Council Committee.
- (2) The University Secretary must ensure members of Council may access papers for all Council committees.

### 9. Form in which committees report to Council

- (1) Council will be presented with reports of committee meetings which will contain:
  - (a) recommendations to be resolved by Council;
  - (b) reports or lists (as appropriate) of decisions taken under delegated authority; and
  - (c) other matters dealt with by the committee.
- (2) Upon request, the University Secretary must provide minutes of meetings supporting committee reports.

## Standing Resolutions

### 10. Induction of Council members

- (1) The Chancellor may hold an annual Council planning conference or equivalent for Council members including new members.
- (2) The University Secretary must give each new Council member an induction kit including information on:
  - (a) members of Council and senior officers of the University;
  - (b) the University regulatory framework including Council delegations;
  - (c) standing resolutions of Council;
  - (d) current planning and accountability publications including:
    - (i) financial statements for the three previous financial years and the most recent financial report to Council;
    - (ii) the strategic plan and/or current year business plan including the budget;
    - (iii) a copy of the organisation's strategic risk profile;
    - (iv) internal audit reports for the previous three years;
    - (v) external correspondence with relevant third parties - for example, management letters from the organisation's auditors; and
    - (vi) annual reports for the previous three years.
  - (e) charts of University structures, including Council committees, terms of reference, and minutes of recent Council and Council committee meetings; and
  - (f) details of member indemnity and insurance.
- (3) The Chancellor and University Secretary must give new members an opportunity to attend an induction session to provide:
  - (a) responses to member queries;
  - (b) briefings on Council's major items of current business and concern;
  - (c) identification of any specific areas in the operations of Council and the University of interest to the member; and
  - (d) information on the support available to attend an appropriate national conference, briefing on relevant legislative requirements or other development programs.

### 11. Council Self-Assessment

- (1) The Chancellor must meet annually with each member of Council to discuss:
  - (a) Council's performance as a group and the member's contribution to its work;
  - (b) particular topics determined by the Chancellor and the individual Council member; and
  - (c) assessment of Council's meeting processes and procedures, including the operations of its committees, and the quality of governance support provided by the University.
- (2) For continuing members the discussion in (1) must include:
  - (a) feedback on how the member believes Council as a whole has performed over the past year;
  - (b) areas in which Council should seek to enhance its performance in the coming year;
  - (c) each Council member's personal contribution to Council work in the past year; and
  - (d) any areas the member wishes to change or develop.
- (3) For members completing their term the discussion in (1) will take the form of an 'exit interview' where the main focus must include:
  - (a) Council's performance as a whole;
  - (b) how Council's performance might be enhanced; and
  - (c) any actions the University could have taken to improve the quality of the member's experience.
- (4) The Chancellor must report on the outcomes of these discussions at the annual planning conference of Council or its equivalent.

### 12. Consideration of resolutions without a meeting of Council

## Standing Resolutions

- (1) The Chancellor may permit consideration of resolutions without a meeting of Council.
- (2) Resolutions without a meeting of Council must be conducted in accordance with section 13 of Schedule 1 to the Act.
- (3) For the purposes of section 13 Schedule 1 to the Act members may validly sign a document by providing:
  - (a) printed copies of the resolution with original signature;
  - (b) scanned copies of the signed resolution using an email address registered with the University; or
  - (c) consent to the resolution by email using an email address registered with the University.

**Note:**

*Section 9 of the Electronic Transactions (Victoria) Act 2000 provides for electronic signatures*

- (4) A consideration of resolution in (1) does not count towards the number of Council meetings per year required under Statute 9(1).

## Part 2 STANDING ORDERS OF COUNCIL

### 13. General procedure at meetings

Subject to the Act, Statute, Council Regulation, these Standing Resolutions and Standing Orders, the rules, forms, and usages of the Legislative Assembly of the Parliament of the State of Victoria are to be followed in so far as they are applicable to Council meetings.

### 14. Starring of items

- (1) Subject to direction of the Chancellor, the University Secretary may designate by one "star" items on the agenda that require discussion.
- (2) Matters which are to be moved for adoption or received as a whole are "unstarred".
- (3) At the commencement of each meeting, members may be given an opportunity to star any or all of the items which are unstarred on the agenda.
- (4) The agenda is deemed to include all matters of which notice is given in accordance with section 4(2) of these Standing Resolutions.

### 15. Chairing of meetings

The chairperson of Council is in accordance with section 10 of Schedule 1 of the Act which states:

*"At every meeting of the Council the Chancellor, or in his or her absence, a deputy-chancellor elected by the meeting is to preside as chairperson; and in the absence of the Chancellor and a deputy-chancellor the members of the Council present must elect a chairperson."*

### 16. Minutes of Council meetings

- (1) The University Secretary must minute the proceedings of each Council meeting and any resolutions under section 12 of these Standing Resolutions.
- (2) A majority of members present at each Council meeting must confirm the minutes of the previous Council meeting as an accurate record of the meeting.
- (3) The confirmation in (2) is subject to any amendments agreed by a majority of members present.
- (4) Unless any member of Council raises any question as to the accuracy of the previous minutes, no discussion with respect to the previous minutes is permitted.

### 17. Usual order of business

Unless Council otherwise resolves, the business of every ordinary meeting must include:

- A. Formal Matters
- B. Reports of Senior Officers
- C. Reports of Council Committees and Other Governing Bodies
- D. Other Business.

## Standing Resolutions

### 18. General discussion item

- (1) Each meeting of Council must provide a session for members to raise issues of concern without the formal rules of debate applying.
- (2) Any motions arising in the session in (1) must not be considered until the next meeting.

### 19. Petitions

- (1) Council may consider a motion arising from a petition referred to it during a meeting under section 9 (2) of the Academic Board Regulation.
- (2) Subject to (1), Council must not permit a motion on any matters raised in a petition until the next ordinary meeting unless Council decides that in all the circumstances the matters should be dealt with urgently.

### 20. Motions and amendments

- (1) Any member wishing to move a substantive motion or amendment must state the nature of the proposed motion before addressing Council on it and must complete the address by formally moving the motion.
- (2) A motion must not proceed in the absence of the member who has given notice of the motion unless the member so consents in writing.
- (3) A motion or amendment moved by the chairperson does not require secondment by another member prior to being discussed or put to the vote of Council.
- (4) A motion or amendment moved by a member must not be discussed, nor put to the vote of Council, unless it has been seconded by another member.
- (5) A motion or amendment must not be withdrawn except by the leave of Council.

### 21. Debate or discussion

- (1) The chairperson at the meeting must:
  - (a) determine the order of the items to be considered by the members; and
  - (b) for each starred item, or all items, call upon the appropriate member, regular attendee or visitor to present the item.
- (2) If two or more persons seek to address the meeting at the same time the chairperson must decide the order in which they are to be heard.
- (3) A member engaged in the moving of a motion, amendment to a motion, debate or discussion must not be interrupted except by:
  - (c) the chairperson at any time; or
  - (d) any member raising a point of order seeking enforcement of a standing order.
- (4) All movement or amendments of motions, debate or discussion must
  - (a) be addressed to the chairperson; and
  - (b) not digress from the subject matter under consideration.
- (5) A member must not speak for more than seven minutes on one motion or item unless the chairperson otherwise permits.
- (6) A member must not speak a second time on the same question, unless:
  - (a) the member wishes to exercise a right of reply;
  - (b) the member wishes to explain any misrepresentation or misunderstanding apparently arising in connection with the motion;
  - (c) the chairperson gives leave; or
  - (d) the member's address has been interrupted on a point of order.
- (7) For the purposes of (6) the mover of a substantive motion has a right of reply, but the mover of an amendment does not.
- (8) For the purposes of (7), a member seconding the motion, without comment, is deemed not to have spoken on it.
- (9) If a debate on any motion is interrupted because the number of members present ceases to be a quorum, the debate may be resumed at the next meeting of Council from the commencement point of that debate.

## Standing Resolutions

- (6) A group of similar recommendations, not being recommendations for the appointment of professors or deans, may be considered and decided upon as a block.

### 22. Voting

- (1) Any member may move that a motion or amendment before the meeting be put to the vote.
- (2) The chairperson has the discretion to refuse the closure motion in (1).
- (3) If the closure motion in (1) is accepted and carried, the question must be put to the vote but only after a member entitled to reply has been given that right.
- (4) The formal voting procedure, where required, at Council meetings is as follows:
  - (a) Subject to (b), voting must be by show of hands and the result must be declared by the chairperson.
  - (b) Council may, with respect to any motion before it, resolve that voting is to be by secret ballot.
- (5) In accordance with Schedule 1 of the Act, a motion is carried if voted for by a majority of the members present or, if the agreement of a specified number of members is required by Statute, by the number of members so prescribed.

### 23. Rulings and orders of the chairperson

- (1) The chairperson must rule on points of order raised by a member and must:
  - (a) refer to the provision, rule, or practice the chairperson considers applicable to the case; and
  - (b) give reasons for the decision.
- (2) Except as provided in sections 22(4) and 22(8), the chairperson's decision on the point of order is final.
- (3) The chairperson may rule any motion or amendment out of order.
- (4) Upon a ruling in (3) the motion or amendment must be removed from the business of the meeting unless a further motion is passed by Council permitting further discussion and voting on the original motion or amendment.
- (5) The chairperson may call to order any member, regular attendee or visitor who behaves in a disorderly or offensive manner.
- (6) A member, regular attendee or visitor called to order must be seated and silent unless the chairperson asks them to explain their conduct.
- (7) The chairperson may request any member, regular attendee or visitor attending a meeting of Council who behaves in a disorderly or offensive manner to leave the meeting.
- (8) Any person who fails to leave the meeting when requested to do so under (7), may be:
  - (a) found by the chairperson to be guilty of misbehaviour unless Council dissents from the chairperson's ruling; and
  - (b) suspended for the remainder of that meeting by the chairperson or for any further period Council determines; and/or
  - (c) removed from the meeting.

### 24. Suspension of resolutions and standing orders

Any of these resolutions and standing orders may be suspended for a special purpose if:

- (a) either notice of motion to suspend a standing order is given on the agenda for the meeting or the majority of members present at a meeting have agreed that such a motion may be put;
- (b) members present have been given an opportunity to debate the question; and
- (c) the motion is carried by the majority of the members present.

### 25. Closure of meetings and unfinished business

- (1) The chairperson must close meetings of Council no later than three hours after commencement, unless the majority of members present at a meeting resolves otherwise.
- (2) Any unfinished business of a closed meeting must be added to the agenda for the next ordinary meeting of Council.

### 26. Removal of members from office

- (1) A notice of motion to remove a member from office pursuant to Section 3 of Schedule 1 of the Act must be submitted in writing, and is to be distributed by the University Secretary to members of Council only.

## Standing Resolutions

- (2) Written notice to a member of Council pursuant to section 3 of Schedule 1 of the Act must be given not later than 21 days prior to the meeting at which the motion for removal of that member will be considered.
- (3) Motions for removal will be considered *in camera*, with the University Secretary present, provided that the presiding officer may require the attendance of specified University officers to assist Council in dealing with the matter.

### Part 3 Governance of the University

#### 27. Purpose of this part

The purpose of this part is to describe in general terms:

- (a) the principal aspects of the governance of the University;
- (b) the proceedings for the appointment and respective roles of the Chancellor and Deputy Chancellors;
- (c) the responsibilities of Council members; and
- (d) the structure and roles of Council and its committees.

#### 28. Governance structure

- (1) In accordance with the Act, University decisions are made within a triparted model in which duties, functions and powers reside in three areas:
  - (a) Council which, as the sole governing body of the University is primarily responsible for corporate governance of the University and its controlled entities;
  - (b) Academic Board is primarily responsible for academic quality assurance; and
  - (c) Vice-Chancellor who is the President and chief executive officer responsible for leadership, management and administration of the University.
- (2) Council is made up of:
  - (a) mainly external members, who bring independent experience and skills; and
  - (b) elected students and staff, President of the Academic Board and the Vice-Chancellor.

#### 29. Relationship between Council and management

- (1) Council receives advice from:
  - (a) the Vice-Chancellor on the affairs, concerns, finances, projects and property of the University; and
  - (b) Academic Board on academic policy.
- (2) Members of Council may, when the occasion warrants, provide informal advice and guidance to the Vice-Chancellor, the President of the Academic Board and senior executives in the University.
- (3) Members of Council or Council committees may give directions to University executives or employees:
  - (a) if the Vice-Chancellor expressly or impliedly consents; or
  - (b) through the formal processes of Council or Council Committees or the boards of controlled entities which include Council members.
- (4) Apart from (3), communication between Council members and University staff appointed by the Vice-Chancellor is not permitted except through the University Secretary.
- (5) The protocols in (3)(a) and (b) do not constrain the right of members of Council to obtain advice directly from the University Secretary or the Vice-Chancellor.

#### 30. The Chancellor

- (1) Subject to the Act and Statute, Council sets the process for, and appoints, the Chancellor.
- (2) Nothing in (1) prevents Council using a selection panel or an external agency to support the appointment.
- (3) The Chancellor is the senior office holder of the University who:
  - (a) may, in accordance with section 9(1) Schedule 1 of the Act, make interim appointments of a person to a vacancy in the office of a Government-appointed Council member;
  - (b) must, in accordance with section 10 Schedule 1 of the Act, chair meetings of Council;

## Standing Resolutions

- (c) must, in accordance with section 11(2) Schedule 1 of the Act report, or cause to be reported, an interest declared by a member under section 11(1);
  - (d) may, in accordance with section 13 Schedule 1 of the Act, circulate a document for voting on resolutions without a meeting of Council;
  - (e) may, in accordance with section 14 Schedule 1 of the Act, approve a method or methods of communication, for a meeting for agreement by two-thirds of Council;
  - (f) is, in accordance with section 6(5) of the Statute, a member of all University bodies;
  - (g) may, in accordance with section 7(5) of the Council Regulation, call for a special meeting of Council;
  - (h) may, in accordance with section 8(4) of the Council Regulation, direct the affixing of the common seal on the University;
  - (i) oversees the development of Council meeting agendas;
  - (j) ensures Council functions properly as an inquiring and informed body;
  - (k) promotes the aims and ethos of the University;
  - (l) represents and exercises the authority of Council at graduation ceremonies and on other formal occasions;
  - (m) in consultation with the Vice-Chancellor, represents:
    - (i) the University at meetings, functions and ceremonies in Australia and overseas; and
    - (ii) less formally, represents the interests of the University in the political, cultural and business life of the wider community; and
  - (n) takes the lead on behalf of Council in appointing, supporting and advising the Vice-Chancellor, and evaluating the performance of the Vice-Chancellor.
- (4) The Chancellor has no executive function in the management or administration of the University.

### 31. The Deputy Chancellor

- (1) The University Secretary must conduct an election for the appointment of a Deputy Chancellor.
- (2) In every election for a Deputy Chancellor the University Secretary must:
  - (a) set a date for the election;
  - (b) call for nominations from Council members not less than 20 calendar days before the date of the election by written notice posted or delivered to each member of Council;
  - (c) accept nominations not later than 14 calendar days before the date of the election;
  - (d) if there is only one nomination, declare the candidate so nominated to be duly elected; and
  - (e) if there is more than one nomination, issue to every member of Council not later than 10 calendar days before the date of the election:
    - (i) a voting paper containing the names of the candidates nominated, in alphabetical order;
    - (ii) an envelope distinctively marked for enclosure of the voting paper; and
    - (iii) an envelope, bearing the postal address of the University Secretary, for the return of the voting paper envelope.
- (3) Votes must be received by the University Secretary on or before 5.00 p.m. on the date of the election.
- (4) The University Secretary must inform Council of the result of the election at the next scheduled meeting of Council following the date of the election.
- (5) The election of a Deputy Chancellor is to be on the basis of the standard preferential system, i.e. with preferences listed in sequential numbers against each candidate's name, the candidate or candidates with the lowest number(s) being elected.
- (6) The Deputy Chancellor plays a major role in the governance of the University by chairing some Council committees and:
  - (a) in accordance with section 25 of the Act, acting as Chancellor including chairing Council in the Chancellor's absence; and
  - (b) ex-officio participation in its Governance and Nominations Committee.



## Standing Resolutions

- (7) The Deputy Chancellor shares in the Chancellor's role of representing the University at external functions and of presiding at conferring of awards and other formal occasions within the University.

### 32. Charter of Responsibilities for Council members

- (1) Act always in the best interests of the University as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her. Whilst members of Council are elected as representatives for particular bodies they do not serve on Council as delegates of those bodies.
- (2) Act in good faith, honestly and for a proper purpose.
- (3) Exercise appropriate care and diligence in decision making.
- (4) Not improperly use their position to gain an advantage for themselves or someone else
- (5) Disclose and avoid conflicts of interest (with appropriate procedures for that purpose similar to those for public companies).
- (6) Spend as much time as is required to perform their duties (this will normally mean devoting more time over and above that required for attending Council meetings).
- (7) Attend and contribute to Council meetings, briefing sessions, planning conference and meetings of Council committees on which they may be nominated to serve.
- (8) Critically read all agenda documents before each meeting.
- (9) Ensure critical review of all proposals to Council.
- (10) Maintain confidentiality.
- (11) Act in a financially responsible manner.
- (12) Ensure compliance with all matters prescribed by law.

## Part 4 COUNCIL COMMITTEES

### 33. Audit and Risk Committee

In accordance with section 18(b) of the Act, Council establishes the Audit and Risk Committee with the powers and functions listed in its [terms of reference](#).

### 34. Finance Committee

In accordance with section 18(b) of the Act, Council establishes the Finance Committee with the powers and functions listed in its [terms of reference](#).

### 35. Investment Management Committee

In accordance with section 18(b) of the Act, Council establishes the Investment Management Committee, as a sub-committee of the Finance Committee, with the powers and functions listed in its [terms of reference](#).

### 36. Governance and Nominations Committee

In accordance with section 18(b) of the Act, Council establishes the Governance and Nominations Committee with the powers and functions listed in its [terms of reference](#).

### 37. Human Resources and Remuneration Committee

In accordance with section 18(b) of the Act, Council establishes the Human Resources and Remuneration Committee with the powers and functions listed in its [terms of reference](#).

### 38. University of Melbourne Foundation and Trusts Committee

In accordance with section 18(b) of the Act, Council establishes the University of Melbourne Foundation and Trusts Committee with the powers and functions listed in its [terms of reference](#).

## Standing Resolutions

### VERSION HISTORY

Version	Council Approval	Commencement	Note / amendment
1	13 Dec 2017	2 January 2018	Revised resolutions