University Council - Conduct of Council Business and Standing Orders Procedure

Section 1 - Summary

(1) This Procedure outlines the conduct requirements of Council and Council Committees not contained within the University Council Regulations 2021.

Section 2 - Scope

(2) This Procedure applies to Council and Council Committee Members.

Section 3 - Policy/Regulation

(3) See University Council Regulations 2021.

Section 4 - Procedures

Part A - Summary of Roles and Responsibilities

Roles	Responsibilities
Council and Council Committee Members	- To avoid actual, perceived or potential conflicts of interest.
Chair/Committee Members	- Comply with the Standing Orders as described in Part D of this Procedure. - Act as soon as they are aware of any instances which may constitute fraud and corruption under the provisions outlined in the Fraud and Corruption Control Policy. - Declare all reportable offers of gifts, benefits and hospitality according the the University Conflict of Interest - Gifts, Benefits and Hospitality Procedure.

Part B - Conduct of Council Business

Making a Submission to Council or Council Committees

(4) All submissions to Council or its Council Committees must be in the requisite format, accompanied by the Council Proforma Cover Sheet or Standing Committee Proforma Cover Sheet, and cleared with the signature of the relevant Senior Executive and the Vice-Chancellor. Further guidance is contained within the Council Proforma Cover Sheet and Standing Committee Proforma Cover Sheet.

(5) All papers submitted should:

a. not be unduly lengthy;

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b. should stand alone;
c. be concise, and
d. contain only the key information needed for members to make informed decisions.

(6) Any attachments should be kept to a minimum with the emphasis being on commentary in the main body of the paper.

Records of Business

(7) Decisions made by Council or its Council Committees must be informed by the maximum amount of relevant evidence and information.

(8) Members must be proactive in seeking existing information or requesting research and investigation to provide appropriate additional information. Requests for such research and investigation must be judged to advance the efficiency and effectiveness of the Council's or Council Committees' superintendence of University affairs.

(9) General access to and ownership of information by members of Council or its Council Committees can be defined by the following boundaries:

a. the right is conferred to enable members to discharge their fiduciary and statutory obligations;
b. the information obtained may be used only for the purposes of the University (that is, for direction and superintendence);
c. papers sent to a member and not recalled by the University may only be used for Council purposes; and
d. any papers distributed at meetings which are deemed confidential must be treated as such. Confidential documents may be required to be recalled at the close of the meeting.

Corrupt Conduct and Maladministration

(10) Members who suspect any instances of corruption, maladministration and serious and substantial wastes of public resources must act as soon as they are aware of any such instance under the provisions outlined in the Fraud and Corruption Control Policy.

(11) Council will receive and review any completed investigation reports that find evidence of fraud or corruption and strategic responses required outlined in the Fraud and Corruption Control Policy suite.

Acceptance of Gifts

(12) Declare all reportable offers of gifts, benefits and hospitality according to the University Conflict of Interest - Gifts, Benefits and Hospitality Procedure.

Part C - Conflict of interest

(13) Private, personal interests are not limited to financial or pecuniary interests, or those which in general directly benefit the member. A conflict of interest may involve otherwise legitimate private capacity activity, personal affiliations and associations and family interests, if these interests could reasonably be considered likely to improperly influence the official's performance of their duties.

Avoiding Conflicts of Interest

(14) Each member is responsible for taking reasonable steps to avoid all conflicts of interest unless they are declared.

(15) Each member must complete the following forms annually:

a. a Declaration of Private Interest form provided by the Secretary to Council. This form must be confidential and stored in a secure Declaration of Interest Register which is only accessible to the Council Secretary and the Chancellor;
b. a Threshold Standards Form for the Tertiary Education Quality Standards Agency (TEQSA) (for Council-appointed members only); and
c. any other form required for regulatory and legislative compliance.

(16) Should conflicts of interest arise subsequent to the completion of the annual forms, members of Council and Council Committees must inform the Council Secretary and Chancellor immediately in writing.

(17) Council may grant leave of absence from a meeting for a member for the times in which a significant conflict of interest may influence decisions to be made.

Perceived or Potential Conflicts of Interest

(18) In discharging the responsibility to avoid all conflicts of interest, a member must consider whether a reasonable person, who is in possession of all relevant facts, would be likely to perceive that the University's integrity is at risk from an unresolved conflict of interest. In that regard, the member must take into consideration the interests of and risk to the organisation, the public interest and the legitimate interest of members, as well as any other pertinent factors.

(19) Where a member is unsure about a perceived or potential conflict of interest, they may consult with the Chancellor or Chair - Council Committee, prior to a relevant meeting. The Chancellor or Chair may seek advice on the member's behalf from the University's senior legal officer in relation to such a perceived or potential conflict of interest and its possible impact.

(20) Notwithstanding any such consultation or advice, it remains the responsibility of each member to take reasonable steps to avoid all conflicts of interest rather than that of the Chancellor or the Chair. Even if the Chancellor or Chair — Council Committee perceives that an actual, perceived, or potential conflict of interest does not exist in the particular instance, such a perception does not relieve the member from their responsibilities. Any assistance or advice that the Chancellor or Chair might provide to the member is subject to the disclaimer that, as set out by the applicable law, responsibility remains with the member.

Making a Disclosure

(21) A member who has an interest in a matter being considered, or about to be considered, by the Council or Council Committee must as soon as practicable after the relevant facts have come to their knowledge, declare the nature of the interest at the meeting of the Council (or relevant Council Committee), or in writing addressed to the Chancellor (or Chair - Council Committee) prior to the meeting using the Conflict of Interest Disclosure Form.

(22) If the Chancellor (or Chair — Council Committee) receives a written declaration, it must be reported at the next meeting of the Council or Council Committee. Any written declaration received must be stored in the confidential Declaration of Interest Register.

(23) The Chancellor (or Chair — Council Committee) will request that a record of the declaration is made in the minutes of the relevant meeting citing the member, and the nature and extent of the declaration.

(24) After a declaration is made by a member:

a. unless the Council, Chancellor (or Chair — Standing Committee) otherwise directs, the member must not be present during any deliberation with respect to the matter;
b. the member is not entitled to vote on the matter; and

c. if the member does vote on the matter the vote must be disallowed.

Dealing with Conflicts of Interest

(25) The agenda for each meeting of Council and Council Committees shall include the item 'Declaration of Interest', which requires members to declare any conflicts.

Part D - Standing Orders for Meetings of Council and Council Committees

General

(26) Subject to the Act and Governance, Academic and Student Affairs Statute 2013 these Standing Orders shall be applicable to all meetings.

(27) The Chair shall maintain order. If a meeting has become unduly disorderly, the meeting may be adjourned for such period as the Chair thinks fit.

(28) The Chair shall, subject to appeal to the meeting, interpret these Standing Orders.

(29) These Standing Orders or any of them may be suspended by a resolution of the meeting. A motion to this effect shall be open to discussion.

(30) Any member may raise a point of order, which shall take precedence over all other business, and which shall be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction shall not constitute a point of order.

(31) Any member disagreeing with the Chair's ruling on a point of order may move dissent. The Chair shall then vacate the chair and such motion shall be put forthwith without discussion.

(32) Notwithstanding anything contained in these Standing Orders, any decision made by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not detected until after the decision had been made.

(33) Any matters not dealt with in these Standing Orders shall be governed by the principles set out in the latest edition of Horsley's Meetings: Procedure, Law and Practice.

(34) The Chair shall endeavour to encourage an atmosphere in which all parties can contribute to the meeting.

Speaking

(35) Any member desiring to speak at a meeting or in the Council Committee shall indicate that desire by raising their hand and when called upon by the Chair shall address the Chair. If two or more members indicate simultaneously, the Chair shall call upon the member who first caught the attention of the Chair.

(36) The Chair shall, as far as practicable, call on speakers for and against a motion or amendment alternatively, subject to the right of a seconder to speak immediately after the mover. If two consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or the amendment shall, subject, in the case of a motion, to the mover's right of reply, be put without further discussion. The Chair shall be sensitive to the opportunities of all parties to gain the attention of the chair.

(37) Unless otherwise resolved:

a. the proposer of a motion shall be allowed up to six minutes to introduce it and up to four minutes to reply to the discussion;
b. other speakers shall be allowed three minutes.

(38) Members shall respect the Chair and its authority at all times. When the Chair speaks any member speaking shall cease speaking. The meeting may by motion suspend any member named by the Chair for having been disorderly or for having shown disrespect to the Chair.

(39) Members shall use restrained and courteous language and non-verbal behaviour and shall speak relevantly to the matter under discussion. If the Chair rules any language or non-verbal behaviour objectionable, the speaker shall forthwith withdraw it and apologise.

(40) The Chair may, after due warning, require members to cease speaking if:

a. the remarks are irrelevant; or
b. the remarks are substantial repetitions of remarks made earlier in the discussion (whether the previous remarks were made by the member concerned or not).
c. The member concerned may at once move that they be further heard; however, this motion to be further heard must be put without amendment or discussion.

(41) No member shall reflect on the vote of a meeting, except on motion for the rescission of any resolution previously adopted. No member shall reflect on a provision of these Standing Orders except on a motion (of which due notice was given) to amend or repeal these Standing Orders.

(42) A member claiming to have been misrepresented shall be entitled to make a personal explanation. Such, explanation, which may be made at any time (but not while another member has the floor), must be confined to the alleged misrepresentation and must not introduce argument or new matter.

(43) Except by leave of the meeting or with the indulgence of the Chair, no discussion shall take place except on a motion or amendment duly proposed and seconded, on a point of order or on a personal explanation.

(44) No member other than the proposer of a motion or an amendment shall speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the minutes.

(45) Except at the discretion of the Chair, no member shall speak more than once to any question, except that the mover of a motion (but not of any amendment) shall have a right of reply, which reply shall close the discussion. An amendment shall constitute a separate question from the original motion and from any other amendment.

(46) A member moving a motion or amendment shall have the right to speak to it. A member seconding a motion or amendment without speaking to it may reserve the right to speak to it subsequently.

(47) When an amendment is before the Chair, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.

(48) A member who has not already participated in the discussion may at any time, whether another speaker has the floor or not, move, 'That the question be now put', which motion, if accepted by the Chair, shall be put without amendment or discussion. The Chair shall have absolute discretion to accept or refuse the motion. The Chair may also, without requiring a motion, put the question if the Chair feels that adequate discussion has taken place. In either case the mover of a motion shall retain the right of reply. If an amendment is before the Chair, the closure motion shall be deemed to close the discussion on the amendment only.

(49) A member may at any time move, 'That the speaker be no longer heard' or 'That the speaker be heard for a

[stipulated limited period only]'. Such motions shall be put without amendment or discussion. No other motion, except the closure motion or a motion dealing with the speaker's time, shall be moved while a speaker has the floor.

(50) A member may at any time move, 'That strict order of debate be followed'. This motion shall not be capable of amendment or discussion, and, if carried, shall restrict members to speaking once only to any question, subject to the right of reply of the mover of the original motion.

(51) A member may move: 'That the debate (or meeting) be now adjourned'. Discussion shall be in order, but only amendments as to time and/or place shall be permitted. The motion shall take precedence over the other business before the Chair except points of order and personal explanations.

(52) A meeting may at any time during the discussion of a motion or an amendment resolve itself into a Council Committee, keeping in mind issues of gender inclusivity.

Motions

(53) Only one substantive motion shall be before the meeting at any time.

(54) An amendment may be proposed to a motion which has been duly seconded.

(55) A direct negative to a motion shall not be a competent amendment.

(56) The proposer of any motion or amendment, other than a procedural motion, shall submit it in writing, except at the discretion of the Chair.

(57) If any proposed motion or amendment appears to be ungrammatical or ambiguous, or otherwise not in correct form, the Chair may decline to accept it until the mover rewords it accordingly.

(58) The Chair may rule out any motion:

a. disrespectfully worded;
b. substantially restating a resolution previously adopted;
c. inconsistent with the Act, the Statutes, equity and social justice principles or the standing orders;
d. otherwise out of order.

(59) The Chair may rule out any amendment:

a. disrespectfully worded;
b. substantially restating an amendment previously dealt with;
c. contradicting the motion;
d. irrelevant to the motion;
e. otherwise out of order.

(60) The Chair shall, when reasonably requested to do so by any member, read or cause to be read the motion, amendment and/or foreshadowed amendments before the Chair. Such request shall not be made while any speaker has the floor.

(61) A motion or amendment before the Chair shall not be withdrawn except by its mover and by leave of the meeting. No motion shall be withdrawn while any amendment is under discussion or after any amendment has been adopted.

(62) On the motion to confirm the minutes, no questions except as to their accuracy shall be raised.

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(63) Motions arising out of any discussion may be foreshadowed at any time. Foreshadowed motions shall be considered, unless the meeting resolves otherwise, in the order in which they were foreshadowed. During the discussion on the substantive motion or any amendment thereto, foreshadowed motions may be referred to briefly but shall not be discussed in detail.

Voting

(64) Before putting any question, the Chair shall read it or cause it to be read to the meeting.

(65) When the Chair is putting a question, no member shall enter or leave the room.

(66) When the Chair puts a question, they may be interrupted by and shall give way to any member who has not previously spoken and who desires to speak or to propose an amendment, except when the mover has spoken in reply, when the closure has been carried, or when the previous question has been defeated. Such interruptions must be made before the affirmative votes have been counted.

(67) Voting shall be decided by a show of hands unless the Chair or at least three members request a poll before or on the declaration of the result and a poll shall be taken in such a manner as the Chair thinks fit.

(68) Members who were present at a vote conducted by a show of hands may have the fact that they voted for or against the question or abstained from voting (as the case may be) recorded in the minutes. A request for this to be done must be made by the members concerned as soon as the result of the vote has been declared.

(69) A declaration by the Chair that a question has been carried or lost and an entry to the effect in the minutes shall be conclusive evidence of that fact, without proof of the number of votes recorded for or against the question.

Section 5 - HESF/ASQA/ESOS Alignment

(70) HESF: Standards 6.1.1 and 6.1.2 Corporate Governance.

(71) Outcome Standards for NVR Registered Training Organisations 2025: Standard 4.3 Risk Management.

Section 6 - Definitions

(72) Chair - The person presiding at a meeting of the Council under Schedule 1 of the Victoria University Act 2010 (Vic) (the Act) or at meetings of Committees of Council.

(73) Council Committee - A Committee constituted by a resolution of the Council in line with Section 15 of the the Act.

(74) Conflict of interest (as this relates to Council) - According to the OECD, in the public sector a conflict of interest arises 'when a public official has private-capacity interest which could improperly influence the performance of their official duties and responsibilities'. A conflict of interest may be actual, perceived or potential.

a. An ‘actual’ conflict involves a direct conflict between current business being considered and attendant responsibilities and person/private interests.
b. A 'perceived' conflict of interest can be seen to exist where it appears that a public official's private interest could improperly influence the performance of their duties, but this is not in fact the case. A perceived conflict of interest may be serious because of the potential for doubt to arise about the official's integrity.
c. A 'potential' conflict of interest may arise where a public official has private interests, which are such that a conflict of interest would arise if they were to become involved in conflicting official responsibilities in the future.

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(75) Disclosure - This involves reporting a conflict of interest where an actual, perceived or potential conflict of interest arises. See Schedule 1 of the Act for guidance on how disclosures should be reported and documented.

(76) Meeting - A meeting of the Council or a Committee of Council established under Section 15 of Schedule 1 of the Act.

(77) Standing Orders - means the provisions in Part D of these Procedures.

Status and Details

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