

DEAKIN UNIVERSITY

OPERATING PROVISIONS FOR COMMITTEES OF COUNCIL

1. COUNCIL'S COMMITTEE SYSTEM

- 1.1 Committees of Council play an integral role in the good governance of the University. They are responsible for advising and making recommendations to Council on their specific areas of expertise and, where appropriate, making decisions under authority delegated by Council.
- 1.2 Council conducts reviews of its effectiveness and operations at least every two years, including the roles of effectiveness of committees.
- 1.3 These Operating Provisions for Committees of Council provide a framework for committee operations and are consistent with the Council Operating Provisions.

2. TERMS OF REFERENCE AND RULES OF COMPOSITION

- 2.1 Council approves the terms of reference and rules of composition for all committees of Council.
- 2.2 These details are published on Council's website along with contact details for committees.

3. APPOINTMENTS TO COMMITTEES

- 3.1 Appointments to committees of Council must be in accordance with the rules of composition approved by Council.
- 3.2 Recommendations on appointments are made to Council by the Chancellor's Advisory Committee.
- 3.3 Committees may recommend to Council the appointment of additional members who may or may not be members of Council.
- 3.4 Members of Council interested in serving on a committee may express interest at any time to the Chancellor or Council Secretary.
- 3.5 Council sets the terms of appointments for all committee positions, which will generally be two years per term, unless otherwise resolved by Council or prescribed by University legislation. Members are eligible for further terms as provided at section 5.

4. INDUCTION OF NEW MEMBERS

- 4.1 An induction program will be conducted for each new committee member, which will normally take place prior to the new member's first meeting and will include, but may not be limited to, a meeting with the Chair and Committee Secretary.

5. ELIGIBILITY FOR REAPPOINTMENT

- 5.1 Members will be eligible for reappointment to a committee provided that they continue to meet the criteria of the relevant composition category.
- 5.2 There is no limitation on the number of terms a member may serve on a committee. In considering appointments Council takes into account the optimum balance between experience and renewal on a committee and the benefits of broadening members' experience on different committees.

6. CHAIRS AND DEPUTY CHAIRS

- 6.1 The Chancellor chairs the Chancellor's Advisory Committee, People and Culture Committee and Honorary Degrees Committee. In the absence of the Chancellor a Deputy Chancellor will chair these committees.
- 6.2 Chairs and Deputy Chairs of other committees will be appointed by Council and will be non-staff and non-student members of Council or appropriately qualified external experts.
- 6.3 The Chancellor's Advisory Committee recommends the appointment of Chairs and Deputy Chairs to Council.

7. COUNCIL MEMBERS ACCESS TO COMMITTEE PAPERS AND MEETINGS

- 7.1 Council members will be provided with access to Council Committee papers whether or not they are members of the Committee unless the Council Secretary on the authority of the Chancellor withholds a paper or series of papers for reasons of:
- conflict of interest
 - protection of private information, such as personal details, remuneration data or declarations of personal interest
 - other factor approved by the Chancellor.
- 7.2 A member of Council may attend a meeting of a committee of which he or she is not a member by notifying the Chair directly or through the Committee secretary at least one week before the meeting. The member will be welcome to attend unless the Chair determines there are exceptional circumstances preventing it. The member will receive papers for the meeting from the Committee Secretary and their presence at the meeting will be recorded in the minutes but they will not have voting rights at the meeting.
- 7.3 All members of Council will be issued invitations to attend the annual meeting of the Audit and Risk Committee when the University's annual financial statements are reviewed for recommendation to Council.

8. ATTENDANCE AT MEETINGS BY NON-MEMBERS

- 8.1 Non-members, who are not members of Council, may attend meetings in one of the capacities set out at 8.2 – 8.4 below.
- 8.2 *Committee Attendees:*
Committee Attendees are members of the University Executive or Senior Management whom the Committee's Composition rules formally lists as 'In Attendance'. They are expected to attend all meetings of the Committee. They have rights of audience and debate and may engage in discussion throughout the meeting but have no voting rights.
- 8.3 *Committee Visitors:*
Committee Visitors are University staff members or external advisors such as auditors or investment experts who attend a meeting or series of meetings with the approval of the Chair as part of their expert advisory role or to contribute their knowledge or expertise on specific item(s), e.g., to speak to a paper or report they authored, but have no voting rights.

8.4 *Observers:*

Observers are only permitted at a meeting by resolution of the Committee and in accordance with the rules for Observers set out in s 6.3.5 of the Council Operating Provisions. Circumstances when Committees may permit Observers include where the Committee wishes to provide an incoming Committee member, a staff member, a student or a visitor to the University with the opportunity to learn about the operations of the Committee. Observers will be excluded from Committee-in-confidence matters.

9. MEETINGS OR SESSIONS WITHOUT NON-MEMBERS

9.1 A committee has the right to meet on its own as a committee if desired, either for a full meeting or a specific session, called a private or in camera session. Should any significant issue of concern arise out of such a meeting it should, in the normal course, be reported first to the Vice-Chancellor and then, if not resolved to the committee's satisfaction, to the Chancellor.

10. CONFLICT OF INTERESTS AND CONFIDENTIALITY

10.1 Members of committees of Council, whether or not they are members of Council, must comply with relevant provisions contained in the *Deakin University Act 2009* (Vic) and the Council Operating Provisions regarding conflict of interests.

10.2 Members must keep confidential all confidential matters considered by committees, including confidential recommendations to Council. Once Council has made a decision on a matter the Council Secretary is responsible for advising that decision to the University community as appropriate.

10.3 Non-members attending Committee meetings are under the same obligation of confidentiality as Members under provision 10.2.

11. REMUNERATION AND REIMBURSEMENTS

11.1 Members of Council eligible for remuneration receive an allowance for their committee work as set by Council with regard to the Victorian Government's *Appointment and Remuneration Guidelines*.

11.2 Expert members appointed to committees who are neither Council members nor University staff members receive remuneration as set by Council and reflected in their appointment agreements.

11.3 Committee members, whether or not remunerated, are entitled to reimbursement of reasonable costs they incur in attending meetings consistent with the Business Expenses Policy. Staff members should claim reimbursement using the University's finance system. Non-staff members should use the Expenses Claim Form available from the Council Secretariat.

12. QUORUM

12.1 A quorum of any committee of Council will be one-half of members or three members, whichever is the greater, unless otherwise specified.

13. ATTENDANCE VIA TECHNOLOGY

13.1 Arrangements for meetings will balance the benefits of in-person discussion with the advantages of accommodating online attendance and avoiding unnecessary travel. The Committee Secretary will arrange for the attendance via technology as required.

- 13.2 The preferred technology for attendance is videoconference.
- 13.3 Members and attendees attending committee meetings by technology must ensure that the confidentiality of the meeting is maintained, i.e. that other persons do not listen in.
- 13.4 Committee meetings using videoconferencing must not be recorded unless there are exceptional circumstances requiring the recording and all participants agree.

14. CIRCULAR RESOLUTIONS

- 14.1 Matters may be resolved by circular resolution without a meeting if a majority of members approve the resolution circulated by or on behalf of the Chair.
- 14.2 Members may provide a valid response to a circular resolution by:
- use of an online platform
 - email reply using an email address recognisable as coming from the member.
- 14.3 Resolutions reached by circulation must be minuted and presented for confirmation at the next meeting of the Committee. They may be designated as 'meetings' for record keeping purposes provided that it is clear that the matter was conducted by circulation.

15. REPORTING TO COUNCIL

- 15.1 The minutes of Committee meetings will be provided to the next Council meeting.
- 15.2 Committee Chairs will elaborate on Committee minutes where those reports are starred on the Council agenda.
- 15.3 Recommendations to Council from Committee meetings will generally be made to the next Council meeting. Recommendations will be set out in specific items on the Council agenda (in addition to the Committee's minutes of its meeting).

16. BUSINESS SCHEDULES

- 16.1 Each committee of Council will establish before the end of each year a meeting schedule for the following year, incorporating where appropriate the anticipated items of business to be considered at each meeting.
- 16.2 Business schedules should be set in accordance with the powers and responsibilities set out in the Committee's terms of reference.
- 16.3 Committees will address emerging and unanticipated items by augmenting or adjusting their business schedules to address matters arising.

17. AGENDAS AND MINUTES

- 17.1 Unless otherwise agreed by the Chair, agendas for meetings of committees of Council will be circulated to all members seven days prior to the meeting. Minutes will be available to all members within 14 days following the meeting.

18. DELEGATIONS HELD BY COMMITTEES

- 18.1 Delegations held by committees are recorded in the Register of Council Delegations, and where appropriate in committee terms of reference.
- 18.2 Committees report on decisions or actions taken under delegation to the next meeting of Council.
- 18.3 Council annually reviews:
- the Register of Council Delegations to ensure that all delegations are current and appropriate
 - a list of all decisions and actions taken during the year under Council delegations.

19. REVIEW OF EFFECTIVENESS AND OPERATIONS

- 19.1 As noted at 1.2 above, Council conducts reviews of its effectiveness and operations at least every two years, including the roles of effectiveness of committees.
- 19.2 Such reviews assist Council to achieve the correct balance between:
- the benefits of using committees to give consideration to matters in greater detail than is possible for Council as a whole
 - the risk that an over-reliance on committees might cause the Council to not engage fully with all of its responsibilities.
- 19.3 Questionnaires for reviews are constructed with reference to codes of good governance practice and external benchmarks and invite responses on:
- the overall effectiveness of Council's committee system, including coordination between different committees
 - the performance of each committees, areas of strengths and opportunities for improvement.
- 19.4 The two-yearly review schedule will not prevent any committee of Council from reviewing its performance at any time, where such a review is considered necessary, nor will it prevent the Chancellor's Advisory Committee requesting such a review at any time.

Approved by Council on 10 November 2023.