

# Council Procedure 1 - Committee Operations

## Section 1 - Purpose

(1) Council is authorised to govern its proceedings as it considers appropriate under section 9 of the [Queensland University of Technology Act 1998](#) (QUT Act). The [University Committee Governance Policy](#) establishes and regulates the University's committee system. This procedure specifies the operation and proceedings of Council and the University's governance and management committees.

(2) Matters of committee operations not regulated by this procedure are determined by the Vice-President (Administration) and University Registrar.

## Section 2 - Application

(3) Council, governance committees and management committees must operate in accordance with the directions of the [University Committee Governance Policy](#) and this procedure, unless contrary to compliance obligations.

(4) The following bodies may choose to base their operations on this procedure:

- a. faculty or division based committees
- b. other advisory, steering or working groups within the University
- c. the boards and committees of any entities associated with the University, such as subsidiary companies, subject to their own constitutions and legislative requirements.

## Section 3 - Membership

### Appointments and terms of office

(5) The membership of Council is designated in the QUT Act. The membership of University committees is otherwise specified in the charter of each committee.

(6) Elected members of governance committees serve a term of office of up to three years. Elections to positions on Council are conducted according to [Council Procedure 7 - Conduct of Elections](#).

(7) Council members nominated by Council or the Chancellor hold office for the term of the current Council. Nominated University committee members serve a term according to the committee charter membership provisions.

(8) Apart from members formally acting in ex officio or nominated positions on committees, proxy or substitute members are not permitted unless specified in the charter of a committee.

### Vacation of office

(9) The position of an elected, nominated or additional member of Council may be vacated in accordance with the QUT Act (section 24).

(10) Where an elected, nominated or additional member of Council is absent without the Council's leave and without reasonable excuse from every meeting in a period of six months, then the position of that member becomes vacant (QUT Act, section 24).

(11) Where an elected or nominated member of a University committee has been absent from every meeting in a period of six months without tendering an apology, then the chair of the committee may deem the position to be vacant.

(12) Where an elected or nominated member of Council or a University committee has apologised or been absent from every meeting in a period of six months, then the chair is authorised to enquire of the member whether they are able to continue as a member.

## **Resignation of office**

(13) Council members should provide written notice of resignation to the Chancellor, and to the Minister if an appointed member, or to the Vice-Chancellor and President if an elected or additional member.

(14) An elected or nominated member of a University committee may resign by written notice to the chair, with effect from the date of receipt of the notice of resignation or a later date if specified in the notice of resignation.

## **Leave of absence**

(15) Where an elected staff member on a University committee is absent from QUT on recognised leave, and unable to attend meetings for a period of up to a year, then the position may be temporarily filled for the period of leave in accordance with the provisions for casual vacancies in this procedure. If the period of absence is greater than a year, then the chair may deem the position to be vacant enabling it to be properly filled by another member.

## **Casual and continuing vacancies in elected positions**

(16) A casual vacancy in an elected position on Council is dealt with in accordance with the QUT Act (section 20A).

(17) A casual vacancy in an elected position on a University committee is filled by the candidate who received the next highest number of votes, if that candidate is still willing and eligible. If there is no willing and eligible election candidate, then the position is filled in accordance with the provisions for continuing vacancies in this procedure.

(18) A continuing vacancy in an elected position on a University committee, where insufficient nominations are received in an electoral process, is filled as follows:

- a. where the position is elected from an organisational area, the head of the organisational area may nominate a member who meets the requirements; or
- b. where the position is not elected from an organisational area, the chair may nominate a member who meets the requirements.

## **Appointments to vacancies**

(19) Where an elected position on a University committee has been vacant for part of the term of office, then any new member is appointed for the remainder of the original term of office only.

(20) Where a nominated position on a University committee becomes vacant, a new member is appointed for a term up to two years.

## **One officer holding multiple positions**

(21) Where an officer is simultaneously appointed to more than one position on a University committee, that officer

has one vote for each position, and is counted towards quorum for each position. However, the appointment of an officer to multiple appointments on the same committee is discouraged.

## **Membership balance on committees**

(22) Where members of a University committee are appointed or elected, nominating officers and bodies and electorates must take account of the expertise of particular members, gender balance and the diversity of the membership of the committee. To encourage diversity in University committee membership, it is a priority of QUT to consider people from diverse groups, including Indigenous Australians, people from culturally and linguistically diverse backgrounds and people with disability. QUT also takes into consideration the Queensland Government target that fifty per cent of all new appointees to Council be women.

(23) Where items of significance to stakeholder groups are to be considered, the chair is responsible for ensuring appropriate representation, or speaking rights of such representatives.

## **Induction of members**

(24) On appointment, each University committee member must be provided with confirmation of their appointment and term of office, as well as:

- a. the charter of the committee;
- b. this procedure;
- c. a meeting schedule for the committee where this is available;
- d. any code of conduct relevant to members, including details of managing conflicts of interest;
- e. details of indemnity and insurance for committee members; and
- f. a formal induction session, at the discretion of the chair.

# **Section 4 - Membership Categories**

(25) A chair of a committee is defined in the [University Committee Governance Policy](#).

(26) A deputy chair of a committee is defined in the [University Committee Governance Policy](#).

(27) An ex officio member of a University committee is a QUT officer included as a member on the basis of their position at the University. An ex officio member remains as a member of a committee for as long as they hold their specified position.

(28) A coopted member of a University committee is a QUT officer with particular expertise who is requested by the committee to attend meetings on a regular basis. A coopted members does not have voting rights. Coopted members may be appointed for a period specified by the committee.

(29) An alternate member of a University committee is a full member who attends a meeting when the ordinary member is unable to attend. For University ethic committees, an alternate member may attend a meeting when a project from the ordinary member is scheduled to be considered.

(30) An external member of a University committee is a member who is not currently a QUT staff member (including a sessional staff member) or QUT student.

(31) An elected member of a University committee is elected in accordance with [Council Procedure 7 – Conduct of Elections](#). An elected member of Council is elected according to the membership category and serves a term of office up to three years, except for elected Council members where section 19 of the QUT Act applies.

(32) A nominated member of a University committee is appointed to a committee according to its charter, to suit the individual membership skills mix and allow for individual member terms.

(33) A secretary is defined in the [University Committee Governance Policy](#).

(34) A deputy secretary of Council is defined in the [University Committee Governance Policy](#).

(35) A committee executive sponsor is a member of the University's executive leadership team who is a regular or standing attendee as determined by the chair in consultation with the Vice-Chancellor and President and will participate in discussions when invited by the chair, but is not eligible to vote.

(36) An attendee means an individual entitled to attend committee meetings to report on, discuss or answer questions with respect to items on the agenda. An attendee is a regular or standing attendee as determined by the chair in consultation with the Vice-Chancellor and President. An attendee listens and contributes to discussion of agenda items, but is not eligible to vote.

(37) An invitee means an individual entitled to attend committee meetings to report on, discuss or answer questions with respect to a particular item or items on the agenda. An invitee is not eligible to vote.

(38) An observer means an individual entitled to attend committee meetings and to listen to discussion of agenda items.

## Section 5 - Ordinary Meetings

### Notice of meetings and agenda

(39) The date, time of day and place for ordinary meetings of University committees are published in the QUT Committee Meeting Schedule which is developed each year in consultation with relevant officers, and in accordance with a committee's charter and University business cycle.

(40) For ordinary meetings, the secretary despatches the agenda to members at least seven days prior to the meeting, giving members notice of the date, time, location and agenda for the meeting.

(41) Documentation for meetings should be provided to the secretary two working days before the scheduled despatch of the agenda for the meeting. A member may only initiate a subject for discussion at a meeting where the member has given written notice to the secretary at least ten days before the meeting. However, the Chancellor, Vice-Chancellor and President, chair, or the Council or University committee itself, may permit the introduction of any subject for discussion.

### Quorum

(42) Subject to the charter of Council or any University committee, a quorum is at least one-half of its current membership, or if one-half is not a whole number, the figure is rounded up to the next whole number. Vacant positions are not counted in calculating the quorum. Co-opted members are not counted towards quorum. Where a member holds office in more than one position on a committee, for the purposes of quorum the member should be counted according to the number of positions they hold.

(43) If there is not a quorum within 15 minutes after the appointed starting time of the meeting, then the committee is not able to convene and there is no meeting. The business which was to be transacted may be placed on the agenda of the next ordinary meeting, or it may be dealt with in accordance with the provisions for decisions between meetings in this procedure, or a special meeting may be convened in accordance with the provisions in this procedure.

(44) Once a meeting commences with a quorum, a quorum is deemed to continue for the remainder of the meeting,

unless the lack of a quorum comes to the attention of the chair. The meeting may then be adjourned for five minutes. If no quorum is present after five minutes, then the meeting is adjourned to a later date.

### **Determining resolutions before a committee**

(45) Resolutions before Council or University committees are decided by a majority of votes. Members may abstain from voting on any resolution. The chair has a vote and, in the case of an equality of votes, a second or casting vote.

(46) Voting in a meeting is by show of hands, or other method as determined by the committee. Proxy voting on behalf of members not present is not permitted.

### **Electronic participation in meetings**

(47) Any member not able to be physically present at a meeting may participate by electronic means with the agreement of the chair and providing that the member may hear, and be heard by, all other members in real time. Such members are counted for quorum purposes as if present.

(48) The chair must acknowledge the presence of any member participating by electronic means at the beginning and end of the meeting, and facilitate adequate opportunities for participation by such members during the meeting.

(49) University committees may conduct their ordinary business through the use of electronic technologies if this is agreed on by members and considered to be an appropriate method of conducting business for that particular committee. Electronic meetings are required to be conducted in accordance with this procedure.

### **Adjournment**

(50) A committee may adjourn any of its meetings to a later date.

## **Section 6 - Special Meetings**

### **Purpose**

(51) A special meeting may be called outside the usual schedule of meetings for consideration of a particular matter of business, providing that business is permitted by the committee's charter.

### **Notice of meetings and agenda**

(52) The Chancellor or Vice-Chancellor and President, or any six members of Council, may give notice in writing to the secretary calling a special meeting of Council for the purpose specified in the notice.

(53) The chair of a University committee, or at least a third of the number of members, may give notice in writing to the secretary calling a special meeting of the committee for the purpose specified in the notice.

(54) A special meeting must be held within fourteen days after the secretary receives the notice.

(55) Special meetings follow the provisions for ordinary meetings in this procedure, except that:

- a. the notice requiring the meeting is to be circulated with the agenda;
- b. the matter specified in the notice must be the first substantive item on the agenda; and
- c. where sound reasons exist as to why a decision is required in less than seven days, then less than seven days notice may be given.

# Section 7 - Decisions between Meetings

## Executive action

(56) The Vice-Chancellor and President may exercise the powers conferred on them by the QUT Act, another Act or Council. The Vice-Chancellor and President may give any reasonable directions for these purposes, but reports any executive action taken to the next meeting of Council for noting.

(57) Subject to the QUT Act, the chair of a University committee may exercise the powers of that committee where a matter is either of a routine nature or requires immediate action. The chair may give any reasonable directions for these purposes, but reports any executive action taken to the next meeting of the committee for noting.

## Out of session consideration

(58) Where a decision of Council or a University committee is required before the next scheduled meeting, and the appropriate officer does not wish to take executive action, the chair may authorise an out of session consideration.

(59) An out of session consideration takes the usual form of a submission to a University committee, with a recommendation which members can vote for or against or abstain from. Members are asked to confirm their vote on an out of session consideration, in writing, by email or online, to the secretary by a specified date.

(60) The recommendation of an out of session consideration is determined in accordance with the provisions in this procedure. The number of responses, whether voting for or against the recommendation or abstaining from the vote, must meet the quorum provisions in the procedure, with the exception that, for Council, the recommendation must receive unanimous approval from members. If an out of session consideration of Council is not approved unanimously, the recommendation must be referred to a full meeting for further consideration.

(61) A report on the outcome of an out of session consideration, indicating the number of votes for and against a recommendation, as well as the number of members who abstained or did not respond, is provided to the next meeting for noting. Where the recommendation is approved, the text of the decision is included in a resolution in the minutes of the meeting at which the report on the outcome is noted.

# Section 8 - Conduct of Committee Members

## Commitment

(62) University committee members must bring commitment, competence and skill to their role and to the pursuit and protection of QUT's interests. In support of this, members will be provided with the necessary resources, including timely and adequate information relevant to the conduct and content of the business of the committee.

(63) University committee members should understand QUT's values, strategies, priorities and decision-making processes in order to properly fulfil their responsibilities. Familiarity with issues and trends in tertiary education is also valuable.

(64) Individuals should not seek or agree to membership if there are any continuous constraints on their attendance at meetings, ability to contribute to the committee or willingness to engage with its business.

## Use of position and information

(65) Members will avoid any improper use of information or their position. Improper use of position includes taking actions which may result in an actual, potential, or perceived advantage for a member, or any other person or organisation, or which leads to detriment to the University.

(66) Members appointed or elected by a specific interest group (staff and students, for example), or those members who have other interests related to QUT must be particularly careful to avoid improper use of membership, or information obtained during membership. Council members have a legislative obligation to put the interests of the University above those of any other person, group or organisation (section 26A of QUT Act).

(67) Members will avoid disclosing confidential and commercially sensitive information. Committee documents are considered confidential prior to a meeting. Members must not pass on any committee documents to third parties prior to a meeting without the express permission of the chair. Documents marked confidential should not be discussed with, or distributed to, others at any time. Other confidential information may be obtained in the course of official committee duties and should not be disclosed.

(68) Where a member is elected, nominated or appointed to represent a specific community, it is expected that member will communicate the discussions and decisions of the committee to that community after each meeting, being mindful of restrictions around confidential and commercially sensitive information. A member should consult with the chair before undertaking any consultation with the specific community prior to a meeting. As detailed in clause (67) above, some committee documents may be restricted due to their confidential or commercially sensitive nature and may not be disclosed under any circumstances.

## **Conflicts of interest**

(69) Conflicts of interest on Council and University committees must be dealt with in accordance with the [Conflict of Interest Policy](#). When any conflict of interest is disclosed to a committee, the committee notes the conflict and:

- a. requires the member to absent themselves from any deliberations on the matter during meetings, and in some cases ensures that neither agenda papers nor minutes relating to the item are received; or
- b. with the unanimous consent of other committee members, allows the member to be present for deliberations on the matter, with either rights of audience, or rights of audience and debate, as determined by the committee, but without voting rights.

(70) The name of the member, the nature of the conflict and the manner of how it was dealt with must be recorded in the minutes.

(71) Members must make entries in the [QUT Disclosure of Interest \(DOI\) System](#) as a means of notifying a University committee in advance of known interests which may have potential conflict. All entries made by a member in the DOI System are provided to the relevant committees. An opportunity to update the DOI System is provided at the beginning of each year, with further updates made as necessary.

## **Separation of roles**

(72) Members should take care not to confuse the governance roles of University committees with the management role of the Vice-Chancellor and President and other QUT staff.

(73) A University committee's charter defines its responsibilities, authorities and accountabilities and members should be familiar with a committee's specific role in the University's governance framework.

## **Indemnity**

(74) QUT provides an indemnity to all officers of the University serving on its University committees, including to non-staff members and to the secretary, where they have diligently and conscientiously endeavoured to carry out their duties ([Indemnity and Insurance Policy](#)).

## Self-assessment and review

(75) Individual University committee members should participate in any review undertaken by the committee as part of the self-assessment activity undertaken every two years. Members should include a review of their personal contribution to the committee as part of this process.

## Section 9 - Reimbursement of Expenses and Remuneration to Members

(76) QUT reimburses all reasonable travel, accommodation and sustenance expenses incurred by any Council member or external University committee member in the performance of that member's duties.

(77) If a question arises as to the reasonableness of any expenses incurred by any Council member, or whether an expense was incurred in the performance of a member's duties, Governance, Nominations and Remuneration Committee determines the matter.

(78) Remuneration for external Council members and external members of Council committees is applied according to [Council Procedure 8 – Council and Council committee remuneration](#).

(79) Remuneration of University committee members may occur under certain circumstances, subject to the approval of the Vice-President (Administration) and University Registrar, consistent with State Government guidelines.

## Section 10 - Access to Committee Documents

(80) QUT's governing principle in determining access to University committee documents is that all Council and committee documents chronicle matters of public record concerning QUT functions and activities. However, issues that must be taken into consideration in this determination include confidentiality, privacy, and commercial or legal sensitivity.

(81) For the purposes of these procedures, a distinction is drawn between public or general access to the records, and access by staff or officers of QUT who have a demonstrated need for access in order to fulfil their functions or responsibilities. This procedure is largely concerned with general or public access to committee records, via the physical records held by QUT Governance, electronic records held in the University's electronic records management system, QRecords, or via the QUT Governance website.

(82) The following matters will be considered in establishing whether committee records are generally accessible or whether more restricted access arrangements are warranted:

- a. Do the records contain information which would unreasonably intrude on the personal privacy of individuals, including staff?
- b. Do the committee records relate to sensitive business affairs of the University?
- c. Has information in the committee records been obtained in confidence?

(83) The means of access provided are:

- a. unrestricted - access to documents of a committee is provided through Records Management;
- b. restricted - access to documents of a committee is provided through Records Management only after consultation with the relevant secretary as to the nature of information requested and the reasons for the request - if the secretary has concerns about the request, then it may be referred to the Director, QUT Governance, or in their absence, the Right to Information (RTI) Officer; or



- c. confidential - access to documents of a committee is provided through Records Management only after consultation with the Director, QUT Governance, or in their absence, the RTI Officer who may determine whether access is available directly or only through a formal RTI application.

(84) Where committees are designated as unrestricted access, all agendas and minutes, but not submissions, will be published on the QUT Governance website. It may be that individual documents of an open access committee will occasionally be designated as confidential or limited access, in which case they will not be published on the website.

## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	1st January 2024
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<b>Policy Owner</b>	Sonya Betros Director, QUT Governance
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## Glossary Terms and Definitions

**"QUT Act"** - QUT Act means the Queensland University of Technology Act 1998