GOVERNANCE & NOMINATIONS COMMITTEE
MINUTES OF DECISION (BY CIRCULATION)

Effective date: Thursday, 28/07/2005

Result: In accordance with Senate Standing Order 3.9.5, an absolute majority of members of the committee voted in favour of the resolution below.

Members eligible to vote: Em. Prof. Geoffrey Bolton (Chair)  
Professor John Yovich  
Judge Kate O’Brien  
Alison Gaines  
Terry Budge  
Assoc. Prof. Nick Costa  
Barbara Whelan

Abstentions: Nil

Secretary: John Pease

Apologies: Not applicable

Official attendees: Not applicable

Observers: Not applicable

1. DECLARATIONS OF INTEREST (SENATE STANDING ORDERS CLAUSE 4.2)
   Not applicable.

2. CONFIRMATION OF MINUTES
   Not applicable.

3. SENATE STANDING ORDERS
   In consultation with Alison Gaines, Garry Hunt and the Director of Human Resources, the General Counsel & University Secretary has undertaken a review of the Senate’s standing orders to address two key issues that required attention, namely:
   ⇒ There should be a limited option to permit proxy voting where matters of significance are before the Senate, but for whatever reason, a number of Senators are unable to attend the meeting; and
   ⇒ In order to comply with the Higher Education Workplace Reform Requirements (HEWRRs) and be eligible for the percentage increases in Federal funding, the existing, specific invitation to attend and to request speaking rights granted in favour of the unions needs to be removed. Creating a neutral provision in favour of any person also addresses the position when the Guild President ceases to be an ex officio member of Senate (cf. resolution GNC/08/2005).

A draft of the proposed changes and additions (in mark up) is attached. It is proposed that 25% of the members of Senate being unable to attend be adopted as the condition precedent to the Chancellor’s discretion to permit proxy voting.

Resolved: To recommend to Senate that it amends the Standing Orders in the terms attached (changes in mark up), noting that the discretion to permit proxy voting does not arise unless at least 25% of the members of Senate are unable to attend.

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Standing Orders

1. Notice of meetings & agenda

1.1. Each Senator will be given at least 3 working days notice in writing of the date, time and place of a meeting or adjourned meeting. The notice of meeting will set out the business of the meeting.

1.2. The Chancellor, or if the Chancellor is not available, the Pro-Chancellor, may allow additional business to be circulated with less notice, or the Chair may allow it to be tabled at the meeting, but the Senate may resolve that any such additional or tabled business will not be considered at the meeting.

1.3. Any Senator may request that an item be placed on the agenda. The Chancellor may exercise discretion as to whether or not to include it in the agenda. Subject to paragraph 1.3.1, if any 3 Senators request that an item be placed on the agenda, it will be included.

1.3.1. The Chancellor may, in his absolute discretion, refer any request by 3 Senators to the appropriate committee of the Senate, prior to the matter being placed on the agenda.

1.4. Senators wanting to have items, motions or papers included with the Senate agenda will provide them to the General Counsel & University Secretary by no later than 12 calendar days before the meeting. At least one week before this deadline, the General Counsel & University Secretary will send an eMail to all Senators:

1.4.1. inviting any issues or questions they would like raised at the Senate meeting;

1.4.2. indicating items that are currently anticipated to appear on the coming agenda; and

1.4.3. inviting Senators to advise of any aspects they would like to see covered in the agenda papers.

1.5. The answers to questions submitted by Senators will, where feasible, be provided to the Senator in advance of the Senate meeting. If the Senator so desires, both the question and answer will be included in the Senate agenda papers or copied separately to all Senators. Discretion rests with the Chancellor to limit questions from a Senator if they become excessive in the time required to prepare responses.

1.6. Senators who want to communicate their views in writing to all other Senators between meetings of the Senate will do so via the General Counsel & University Secretary, preferably by eMail with a request that this be forwarded to all Senators.

1.7. The deadline for all agenda papers is 12 calendar days before the Senate meeting.

1.8. Each Senate agenda item containing a significant recommendation will have a two-page cover sheet (in the form of annexure “A” to these standing orders), containing the following information:

1.8.1. purpose, background and summary (including any prior consideration by the Senate);

1.8.2. issues and alternatives considered;

1.8.3. linkage to the University’s Strategic Plan;

1.8.4. risk management;
1.8.5. who has been consulted, attachments, further information available (including the URL if on the web);

1.8.6. person to contact if a Senator wants to obtain further information or to discuss the matter before the meeting; and

1.8.7. the recommendation (in the form of a draft resolution(s)).

1.9. The Chair of any Senate committee will approve any report from that committee to the Senate before circulation with the Senate agenda papers.

1.10. The General Counsel & University Secretary has authority on behalf of the Senate to require agenda papers to be rewritten to meet the format requirements and information needs of the Senate.

2. Apologies

2.1. Any Senator unable to attend a meeting may record her or his apology by advising the General Counsel & University Secretary or chair prior to the meeting.

2.2. Where a Senator anticipates being absent for two or more consecutive meetings, he or she should apply to the Senate for leave of absence. Leave of absence may be granted only by resolution of the Senate. Grounds for leave of absence include:

2.2.1. travel commitments

2.2.2. illness

2.2.3. bereavement (or similar compassionate grounds); or

2.2.4. any other reason that the Senate considers appropriate.

2.3. The General Counsel & University Secretary will report independently to Senate where, without obtaining leave from the Senate, any Senator has been absent from:

2.3.1. all meetings of Senate for 6 consecutive months; or

2.3.2. more than one-half of the meetings of Senate during any period of 12 consecutive months.

3. Meetings

3.1. The Senate will decide the date of its regular meetings in advance in a schedule for the forthcoming year.

3.2. The Chancellor, if of the opinion that there is not sufficient business to justify a meeting of the Senate, may cancel that meeting.

3.3. A special meeting of the Senate will be held if:

3.3.1. convened by the Chancellor or, in the absence of the Chancellor, the Pro-Chancellor or, in the absence of the Pro-Chancellor, the Vice Chancellor; or

3.3.2. the General Counsel & University Secretary receives a written request from at least 5 Senators stating the proposed business of the meeting. A meeting requested by Senators will be held not more than 14 or less than 3 working days after the request is received.
3.4. At any meeting of the Senate, 8 Senators will constitute a quorum. If a quorum is not present 30 minutes after the scheduled meeting time, the meeting will lapse.

3.5. The Chancellor will chair all meetings of the Senate or, in the absence of the Chancellor or whenever there is a vacancy in the office of Chancellor, the Pro-Chancellor. In the absence of both the Chancellor and the Pro-Chancellor, the meeting will elect a Chair from among the Senators present.

3.6. Each Senator will have a deliberative vote. If there is an equality of votes, the Chair will also have a casting vote.

3.7. The Senate may adjourn any meeting or debate to a future meeting.

3.8. The minutes of the Senate will contain the names of the Senators present, the substance of debate and the precise terms of each resolution. Where the deliberations have been in committee, the Chancellor may determine that this be minuted as a confidential minute for the Senators only. The accuracy of the minutes of a meeting of the Senate will be confirmed at the next regular meeting.

3.9. Where the Chancellor decides that a meeting of the Senate is not feasible or is not warranted due to lack of sufficient business, or decides that a matter is urgent and requires determination before the next meeting, he or she may authorise a matter to be determined by circulation. Any decision made by this means has the full authority of a Senate decision. The following procedural requirements apply:

3.9.1. The item can be circulated by eMail, mail or fax.

3.9.2. The proposal must contain:
   3.9.2.1. adequate background information to explain the matter;
   3.9.2.2. an explicit recommendation on which all Senators are asked to vote;
   3.9.2.3. the name of the person or body making the recommendation; and
   3.9.2.4. a deadline for voting which is at least 3 working days.

3.9.3. Senators must be given the options of declaring an interest, voting yes or no, or suggesting an amendment or alternative, or requesting that the matter be considered at a meeting.

3.9.4. Voting can be by eMail, letter or fax.

3.9.5. The majority needed for a decision is a majority of all Senators, i.e. an absolute majority.

3.9.6. Non-respondents are not counted; it is not permissable to treat silence as a vote for or against the proposal.

3.9.7. If an absolute majority vote in favour of the proposal prior to the deadline, then that can be taken as a decision and actioned then, rather than having to wait for the deadline.

3.9.8. If 5 Senators request that a meeting be held to decide the matter, then the item will be held over to the next meeting or a special meeting convened.

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1 Sub-section 12(6) of the Murdoch Act.
2 Sub-sections 10(4) and 11(3) of the Murdoch Act.
3 Sub-section 12(7) of the Murdoch Act.
3.10. Subject to paragraph 3.11 of these Standing Orders, the Chancellor may determine that proxy voting will be permitted in respect of a specific item or items for consideration by Senate.

3.11. A determination under paragraph 3.10 may be made only in the following circumstances and subject to the following conditions:

3.11.1. The Chancellor must form the reasonable opinion that a matter to be considered by the Senate is a matter of significance to the University and the vote of as many Senators as possible on the matter is desirable.

3.11.2. For whatever reason, more than [25]% of the members of Senate will not be in attendance at the meeting convened to consider the matter and that it is not feasible or practicable to delay dealing with the matter.

3.11.3. A Senator who is entitled to vote on a matter in respect of which a determination to permit proxy voting has been made, may by signed notice (“Proxy Notice”) appoint the chair of the relevant meeting to vote for that Senator.

3.11.4. The appointment of the proxy is valid only if the Proxy Notice:

3.11.4.1. is in writing signed by the relevant Senator and specifying the meeting in respect of which the proxy is appointed;

3.11.4.2. nominates the Chair of the relevant meeting as the proxy of the Senator;

3.11.4.3. is sent or delivered to the Chair of the meeting at which the proxy is to vote before any vote is taken at that meeting;

3.11.4.4. applies for one meeting only; and

3.11.4.5. specifies the way in which the Senator requires his or her proxy to cast the vote by proxy.

3.11.5. Where the Chair of a meeting of Senate is appointed as the proxy of Senator, he or she:

3.11.5.1. must exercise the proxy vote and must do so in accordance with its terms; and

3.11.5.2. cannot vote on behalf of the Senator if the Senator personally votes on the matter or matters concerned.

3.11.6. At any time prior to the exercise of a proxy vote by the Chair appointed as the proxy of a Senator, the Senator may revoke the appointment by giving written notice to the Chair.

3.12. In exceptional circumstances, and with the consent of the meeting, a Senator may participate in the meeting by teleconference, videoconference or other electronic means. Any such participation will be indicated in the minutes. Subject to the prior consent of two thirds of the Senators, a meeting may be held entirely by any of these means, provided all participating Senators are capable of communicating with each other instantaneously at all times during the proceedings.
3.13. A question will be decided on the voices or by a show of hands unless a ballot is requested by at least 5 Senators. Any Senator may require her or his vote or abstention to be recorded in the minutes.

4. Conduct of business

4.1. The business to be conducted and the order in which it is to be conducted at each regular meeting will be determined by the Senate from time to time.

4.2. The start of each agenda of the Senate will have a standing item “Declarations of interest”, at which point the Chair will ask if any Senator has a material personal interest to declare.

4.3. Senators must declare the nature, character and extent of any material personal interest. In case of doubt, a possible material personal interest must be declared.

4.4. If the Chancellor perceives there to be a material personal interest of which a Senator may be unaware, the Chancellor will raise it with the Senator concerned before the meeting. Chairs of committees will do likewise with meetings of their committees.

4.5. When amended, the Murdoch Act will contain detailed provisions dealing with material personal interests. Until then, the Code of Conduct provisions relating to material personal interests and conflicts of interest will apply. Section 17A and Schedule 1, Division 2 of the Murdoch Act detail the duties of Senators with regard to disclosure of interests.

4.6. Where there is a material personal interest, future papers on this matter might not be made available to the Senator concerned. All declarations of interest will be minuted, along with any ensuing action.

4.7. The agenda of each regular meeting of the Senate will be organised in the following manner:

4.7.1. declarations of interest;
4.7.2. strategic matters;
4.7.3. other issues and recommendations for debate; and
4.7.4. all other items.

4.8. Except by permission of an absolute majority of Senators or as provided in sub-clause 1.2, no Senator will introduce for discussion at a meeting, a subject which has not been included on the notice paper for that meeting.

4.9. Papers can be tabled at a Senate meeting only with the approval of the Chair. When such approval is granted, adequate reading time will be provided to Senators, or, if the item is not urgent, the item may be postponed to another meeting.

4.10. If a meeting of the Senate has not completed its business after two hours, there will be a break of at least 5 minutes, after which the meeting will recommence.

4.11. The Senate will receive the following reports each year to enable it to exercise oversight of the strategic direction and performance of the University:

4.11.1. At its first meeting each year, the Senate will set its strategic goals for the coming year, and will receive from the Vice Chancellor an address on the state of the University and a report on any changes to the University’s external environment.
4.11.2. The Senate will receive an annual review of performance against the strategies in each of the Operational Plans in the University’s Strategic Plan. Only one such report will be presented to any one Senate meeting. These reports will include:

4.11.2.1. performance against key performance indicators;
4.11.2.2. comparative data for the university sector;
4.11.2.3. risk management; and
4.11.2.4. a discussion paper on key issues for the University in that area.

4.11.3. At its November meeting each year, the Senate will receive a presentation on the University’s budget for the following year and on financial issues facing the University.

4.11.4. The Senate will receive quarterly reports on the University’s finances. The Senate’s Resources Committee will first consider these reports.

4.11.5. The Senate will receive a biannual report (at its June and November meetings) on enrolment trends for international and domestic students.

4.12. At least once each year the Senate will conduct a review of its own performance.

Invitees and observers

4.13. All meetings of Senate are open to the public, except when matters are considered in committee, but will not, without permission of the Chancellor or Chair of any meeting, be filmed or otherwise electronically recorded.

4.13.1. Any person wanting to attend a meeting of Senate as an observer must given written notice of his or her intention to do so to the General Counsel & University Secretary. A person may given specific or standing notice of his or her intentions in this regard.

4.13.2. Where there is insufficient space to accommodate all persons wanting to observe any meeting of Senate, access will be granted in order of the timing of notice given to the General Counsel & University Secretary under paragraph 4.13.1.

4.14. A person who is not a Senator is not permitted to speak (unless invited to do so by the Chancellor), or to bring recording equipment or cameras into the meeting. Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

4.14. The Pro Vice-Chancellors, President of Academic Council, General Counsel, Director of Corporate and Public Relations and Equity Manager are invited to attend meetings of the Senate, and may be called upon by the Chancellor to assist the Senate in its deliberations. The Chancellor or the Senate may also invite other persons to attend, and to address the meeting.

4.14. The NTEU (Murdoch Branch), the CPSU, and the ALHWMU may each have one representative attend Senate meetings as an invited observer. They are entitled to ask the Chancellor in advance for permission to address the Senate or enter into the debate on specific agenda items. Such requests must be made at least two working days before the relevant Senate meeting, and may be granted at the absolute discretion of the Chancellor. They may also be invited by the Chancellor to speak during the course of Senate’s debate without prior notice, if the Chancellor believes that would assist the Senate.

4.15. Other Senators of the University are entitled to attend as non-participating observers, provided they advise the University Secretary in advance and space is available.
Observers are not allowed to speak (unless invited to do so by the Chancellor), or to bring recording equipment or cameras into the meeting. Observers can be excluded at any stage (either as a group, or individually) by decision of the Senate or of the Chancellor.

Suspension to deal with confidential business

4.15. The regular order of business may be suspended at any meeting by permission of the Senators present.

4.16. The meeting may resolve to consider any matter in committee, during which attendance will be restricted to Senators of the Senate, the General Counsel & University Secretary and any person invited by the Chancellor to be present for that item of business. The agenda will identify items proposed to be considered in committee. However, any other business may be dealt with in committee if the meeting so resolves upon the ground that it is a confidential matter.

Special and adjourned meetings

4.17. At a special meeting, only the business specified in the notice of meeting will be considered.

4.18. At an adjourned meeting, only the outstanding or incomplete business of the meeting from which it is an adjournment, will be considered.

5. Rules of debate

5.1. The Chair, if desiring to participate in a debate, will vacate the chair and call upon another Senator to act as Chair.

5.2. Any Senator desiring to speak will address the Chair.

5.3. When two or more Senators indicate that they wish to speak, the Chair will call upon the Senator who, in the opinion of the Chair, first indicated an intention to speak.

5.4. A reply will be allowed to a Senator who has moved a substantive motion, but not to any Senator who has moved an amendment.

5.5. No Senator may speak to any question after it has been put by the Chair and the show of hands or ballot has been taken on that question.

5.6. Any Senator may move a motion of which notice has been given.

5.7. A motion may be amended or withdrawn by the mover, by permission of the Senators present.

5.8. Any motion or amendment not seconded will not be discussed or be recorded in the minutes. A motion or amendment moved by the Chair does not require a seconder.

5.9. When one or more amendments have been proposed and defeated or withdrawn, the question will be put as originally proposed.

5.10. A question may be superseded:

5.10.1. by a motion that “the Senate proceed to the next business”; or

5.10.2. by the motion that “the Senate do now adjourn”,

either of which, if seconded will be put immediately without debate.

5.11. The debate on a question may be closed by the motion that “the question be now put”. If the motion is seconded and carried, the question will be put immediately without amendment or debate.
5.12. The Chair will exercise her or his discretion about the manner in which a meeting is conducted. A strict order of debate will be followed only if the meeting so resolves or the Chair so rules.

5.13. A Senator may at any time move that the strict order of debate be followed and the motion will be put to the vote without debate. If such a motion is carried, or the Chair so rules:

5.13.1. no Senator, without the permission of the Chair, will speak twice during the debate on the original motion, except that the mover of the original motion may reply, or that on one amendment being defeated, a Senator may second a further amendment;

5.13.2. a Senator who may have been misrepresented or misunderstood will be allowed to explain immediately before the mover replies;

5.13.3. when an amendment becomes the question, it will be open to discussion as though it were an original motion.

5.14. Unless notice of the motion has been given, a motion to rescind any decision of the Senate must be carried by an absolute majority of the Senate.

6. General

6.1. Any of these standing orders concerning rules of debate may be suspended for the time being if a motion to that effect is carried by a majority of Senators present. Should questions which are not dealt with in these standing orders arise at any meeting, the decision of the Chair will be final.

6.2. A Senator can move dissent from a ruling of the Chair on whether or not to allow a motion, or from a ruling not covered by standing orders, but not on matters of procedure or points of order.

6.2.1. If such a motion of dissent is moved:

6.2.1.1. the Chair will vacate the chair while the motion is under consideration; and

6.2.1.2. the mover and the Chair will have the opportunity to speak, after which the motion will be put to the vote.
Annexure “A” – Standing Order 1.8 (form of cover page for agenda items)

<table>
<thead>
<tr>
<th>MURDOCH UNIVERSITY</th>
<th>Briefing paper in relation to &lt;&gt;</th>
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<tr>
<td>Date:</td>
<td>DD/MM/YYYY</td>
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**Purpose:**

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**Background and summary:**

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**Issues & alternatives considered:**

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**Linkage to the University’s Strategic Plan:**

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**Risk management:**

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**Who has been consulted:**

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**Attachments:**

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**Further information available:**

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**Contact person if any Senate member wants further information or to discuss the matter before the meeting:**

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**Recommendation/Proposal:**

Senate:
1. Notes the contents of this paper.
2. Resolves <>.
Signed: 

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Supported: 

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