



BOARD OF TRUSTEES STANDING ORDERS BOARD AND BOARD COMMITTEE MEETINGS

1 INTRODUCTION

1.1 Application

- (a) These Standing Orders are made by the Board of Trustees pursuant to clause 29 of *Western Sydney University (Governance) Rule 2017* and apply to all meetings of the Board.
- (b) These Standing Orders also apply to all committees of the Board and their members, to the extent they are applicable and are not inconsistent with any directions of the Board.

1.2 Definitions

In this protocol, the following words have these meanings when they begin with a capital letter in the text:

Act	<i>Western Sydney University Act 1997 (NSW)</i>
Board	Board of Trustees of the University as established by the Act
By-Law	<i>Western Sydney University By-Law 2017 (NSW)</i>
Chair	The person authorised to preside at a meeting in accordance with the Act, the By-Law or any Rules
Rule	<i>Western Sydney University (Governance) Rule 2017</i>
Secretary	The person appointed as Secretary to the Board or a committee

2 CONVENING MEETINGS

2.1 Frequency of and convening meetings

[Extract from Rule - Part 6 - Board meetings]

27. Frequency of meetings

- (1) *The Board is to meet at least four times in each calendar year.*
- (2) *The Chancellor or the Vice-Chancellor and President may call a special meeting of the Board to consider any business that they consider urgent. Any such meeting may be conducted by means of a rotary resolution.*
- (3) *The Chancellor must convene a special meeting of the Board sitting in person within 14 days following receipt of a request from 5 or more members of the Board.*



- (4) *A request to convene a special meeting must:*
 - (a) *be in writing and delivered to the Chancellor, the Vice-Chancellor and President or the University Secretary; and*
 - (b) *state the purpose of that special meeting.*
- (5) *The only business that may be conducted at a special meeting is the matter for which that special meeting has been convened.*

2.2 Other meetings

The Board may convene other meetings for specific purposes, including strategic planning or induction for new members.

2.3 Resolution by rotary resolution

- (a) If the Chancellor forms the view that a matter requires the urgent consideration of the Board, and there is no meeting imminent, or if it is impracticable to convene a special meeting, that matter may be considered by the Board by means of a rotary resolution distributed electronically to all Board members.
- (b) A draft motion put before Board members in writing by means of a rotary resolution will be taken to have been carried if an absolute majority of Board members votes in favour of that motion. If carried, that resolution shall become a resolution of the Board effective on the date that the vote was cast that constitutes the requirement for the resolution to pass, and no later than the date specified in the notice for return of responses.
- (c) If a rotary resolution is not carried, then the matter is to be referred to the next meeting of the Board for discussion and any resolution.

2.4 Time(s) and place(s) of meetings

- (a) The Board's meeting dates for each calendar year will be decided by the Chancellor in consultation with the Board in advance, but may be varied at any time.
- (b) Meetings will generally be held at a campus of the University.
- (c) Ordinary meetings will generally be held on Tuesdays, Wednesdays or Thursdays (except public holidays gazetted in New South Wales), commencing at 9.00 am.

3 NOTICE OF MEETINGS

3.1 Giving notice

The Secretary is to give notice of a meeting by sending each Board member:

- (a) an agenda, that specifies the date, time and place of the meeting and a list of

business to be transacted at that meeting; and

- (b) papers dealing with the business to be transacted at that meeting.

3.2 Form of notice

Notice of a meeting may be in given in any one or more of the following forms:

- (a) delivery by hand or post;
- (b) electronic mail, including electronic calendar invitation; or
- (c) publication on the University's website.

3.3 Contact details of members

Board members must notify the Secretary of their contact details, including postal and electronic mail address and telephone number(s), including any change to either of them.

3.4 Accidental failure to send or receive notice of meeting

The accidental failure to send to a Board member, or the failure of a Board member to receive, a notice of a meeting does not invalidate that meeting or any resolution passed at that meeting.

4 AGENDAS AND MEETING PAPERS

4.1 Requirements

- (a) The Secretary is responsible for preparing and making available online Board agendas and any meeting papers to Board members.
- (b) Any business to be actioned at a meeting must be by way of recommendation included in the agenda for that meeting.
- (c) Board members may submit documents for inclusion in the Board papers for the information of Board members only with the consent of the Chair. Any such documents must be submitted to the Secretary no later than ten (10) days before the date on which the meeting is to be held.

4.2 Security and confidentiality

Board members:

- (a) must keep any login details (including passwords) for online access to Board papers secure and not disclose them to any person;
- (b) must keep secure their copies of those Board papers marked as confidential and



treat them as strictly confidential unless released in accordance with the Board's decisions or with the authority of the Chair;

- (c) must keep confidential Board discussions, dialogue and decisions that are not publicly known or that are inherently confidential, especially matters, transactions or advice (including legal advice) marked or otherwise treated by the Board as confidential; and
- (d) who are elected staff and student members of the Board or a Board committee may consult with their constituents and other relevant stakeholders about non-confidential matters being considered by the Board.

4.3 Management of and access to Board papers

- (a) The University maintains copies of all Board and Board committee papers and resolutions within its records management system.
- (b) Board and Board committee members may inspect copies of any paper considered at a Board or Board committee meeting at which they were or are a member.
- (c) Board and Board committee members may retain and annotate their own copies of Board or Board committee papers, but are responsible for keeping them secure and confidential in accordance with clause 4.2. The Secretary will arrange, upon request of a Board or Board committee member, for secure destruction of copies of that member's papers, but will not retain copies.

5 MEETING PROCEDURES

5.1 Attendance

- (a) Board members are expected to attend all Board meetings in person. However, at the sole discretion of the Chancellor and with prior approval, the Chancellor may approve attendance by teleconference, videoconference or other technological means if there are exceptional circumstances that prevent them from attending that meeting in person. Otherwise the Board member will be an apology for the meeting.
- (b) If a Board member is unable to attend a meeting, then he or she must notify the Secretary as soon as possible.

Note: Clause 2 of Schedule 1 of the Act provides for the office of a Board member to become vacant where that Board member is absent from 3 consecutive meetings of the Board of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Board for their absence.

5.2 Who presides at meetings

[Extract from Act, Schedule 1, clause 7]



Presiding member

- (1) *The Chancellor is to preside at all meetings of the Board at which the Chancellor is present.*
- (2) *At any meeting of the Board at which the Chancellor is not present, the relevant Deputy Chancellor is to preside, and in the absence of both the Chancellor and the relevant Deputy Chancellor, a member elected by and from the members present is to preside.*
- (2A) *At a meeting of a committee constituted by the Board, the following committee member is to preside –*
 - (a) *a member of the Board appointed by the Board, or*
 - (b) *if no member is appointed or in the absence of the appointed member – a Board member elected by and from the committee members present.*
- (2B) *However, the Chancellor is entitled (but is not required) to preside at any meeting of a committee constituted by the Board at which the Chancellor is present.*
- (3) *The relevant Deputy Chancellor is the Deputy Chancellor appointed by the Board for the time being to exercise the functions of Chancellor under section 14 [of the Act].*

5.3 Quorum

[Extract from Act, Schedule 1, clause 8]

At any meeting of the Board, a quorum is one-half (or if one-half is not a whole number, the whole number next higher than one-half) of the total number of members for the time being of the Board.

5.4 Inquorate meetings

If a quorum is not present within 30 minutes of the stated commencement time, the meeting shall automatically lapse and the business on the agenda shall be included in the agenda for the next meeting.

5.5 Disclosure of material interests

- (a) Members of the Board are required to disclose any material interests in accordance with the requirements of the Act [see extract below].
- (b) Non-Board members of Board committees are also required to disclose any material interests.
- (c) The Secretary maintains Declarations Registers for the Board, Audit and Risk Committee, Finance and Investment Committee, People and Culture Committee and Cyber and Information Technology Committee.

[EXTRACT FROM ACT, SCHEDULE 2A, CLAUSE 5]

- (1) *If:*
 - (a) *a member of the Board has a material interest in a matter being considered or*



about to be considered at a meeting of the Board, and

- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,*

the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board.

- (2) A disclosure by a member of the Board at a meeting of the Board that the member:*

- (a) is a member, or is in the employment, of a specified company or other body, or*

- (b) is a partner, or is in the employment, of a specified person, or*

- (c) has some other specified interest relating to a specified company or other body or to a specified person,*

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).

- (3) Particulars of any disclosure made under this clause must be recorded by the Board in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Board.*

- (4) After a member of the Board has disclosed the nature of an interest in any matter, the member must not, unless the Board otherwise determines:*

- (a) be present during any deliberation of the Board with respect to the matter, or*

- (b) take part in any decision of the Board with respect to the matter.*

- (5) For the purpose of the making of a determination by the Board under subclause (4), a member of the Board who has a material interest in a matter to which the disclosure relates must not:*

- (a) be present during any deliberation of the Board for the purpose of making the determination, or*

- (b) take part in the making by the Board of the determination.*

- (6) A contravention of this clause does not invalidate any decision of the Board.*

- (7) This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Board pursuant to section 32G or the person's remuneration pursuant to clause 11 of Schedule 1.*

- (8) This clause applies to a member of a committee of the Board and the committee in the same way as it applies to a member of the Board and the Board.*

- (9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Board in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.*

- (10) In this clause: "associate" of a member means any of the following:*



- (a) *the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,*
- (b) *the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,*
- (c) *any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.*

Note: 'de facto partner' is defined in section 21C of the Interpretation Act 1987 (NSW).

5.6 Starring of Items

- (a) To improve the efficiency of Board meetings, a starring system is used to separate non-controversial agenda items from matters that require discussion. These are designated with an asterisk (*) in the agenda.
- (b) Board members may indicate at commencement of a meeting, which items they wish to be starred for discussion.
- (c) Agenda items that are not starred shall be taken as having been considered and resolved as approved by the Board in accordance with the draft resolution appearing in the relevant Board paper, if any.

5.7 Closed and in-camera sessions

- (a) The Board encourages openness and transparency in its meetings, and the University Secretary notifies all staff and students of Board meetings, if they wish to attend. However, there are some circumstances where it may be appropriate or necessary for the Board to discuss matters in confidence, and with ('closed') or without ('in-camera') the participation of senior staff members of the University.
- (b) Topics typically dealt with in closed or in-camera sessions include, without limitation:
 - discussion of personal information about individuals, such as management, performance and remuneration of University employees;
 - discussion of potential donations, scholarships, sponsorships and the like, particularly where the proposed benefactor has requested anonymity;
 - discussion of matters or negotiations (such as a commercial project) where open discussion could prejudice the University's position or future negotiations of a similar nature;
 - conflicts of interest involving individuals, including Board members;
 - litigation and other legal matters affecting the University, including where legal advice is being considered;



- actual or potential emergencies or security risks.
- (c) The Chancellor, in consultation with the other Board members, shall decide which items of business are to be discussed in open, closed or in-camera session of the Board, the arrangement of business for that meeting, and arrangements concerning the participation of observers, including University senior staff. This discussion is treated as a closed session item.
- (d) Only Board members may attend closed or in-camera sessions. Any other attendees require the prior approval of the Chancellor. Typically, University senior executives only attend closed sessions (with the prior approval of the Chancellor).
- (e) Any matters discussed or documents considered in closed session remain strictly confidential, subject to any legal requirements for disclosure.

5.8 Observers

- (a) Any person may attend open sessions of Board meetings as observers only and may not participate in any discussions about matters before the Board, except in accordance with subclause (b).
- (b) Observers may address the Board only with the prior approval of the Chancellor, which may only be given if the Chancellor considers:
 - the matter is of such significant importance and urgency that it should be considered at that Board meeting, taking into account the Board's role of governance of the University;
 - there is enough available time at the Board meeting; and
 - the matter is not one that can be more appropriately dealt with through other protocols or processes of the University.
- (c) Addresses are limited to five minutes only, unless the Chancellor decides that a longer period of time is justified in the circumstances.

5.9 Resolving matters

- (a) All matters placed before the Board are decided by consensus. If the Board cannot resolve a matter by consensus, then that matter is to be resolved by way of poll conducted in accordance with clause 6.5.
- (b) The Board or a Board committee may endorse or approve a recommendation before it, with or without amendment.

5.10 Polls

- (a) A poll will be taken when and in the manner that the Chair directs.



- (b) The result of the poll will be the resolution of the meeting at which the poll was taken.
- (c) The Chair may determine any dispute about the admission or rejection of a vote on a poll.
- (d) The Chair's decision, if made in good faith, is final and conclusive.
- (e) A poll about the adjournment of a meeting or any business to be transacted at that meeting must be taken immediately. After that poll is taken, the meeting may continue for the transaction of any remaining business.

5.11 Voting

[Extract from Act, Schedule 1, clause 9]

Voting

A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board.

[Extract from Rule – Part 6 – Board meetings]

Voting at meetings

- (1) *Each Board member present at a meeting has one vote and may vote in favour of, against or abstain from voting, in respect of a motion.*
- (2) *If there is an equality of votes on any motion before the Board, the motion lapses.*
- (3) *The Chancellor does not have a casting vote if there is an equality of votes.*

5.12 Proxies

Proxies are not permitted at any meeting.

6 MINUTES AND ACTIONING OF BOARD DECISIONS

6.1 Minutes

The Secretary must prepare minutes of all meetings of the Board, which are to include:

- (a) the names of all Board members present and not present (regardless of whether apologies have been given) at any meetings, and including a record of the arrival and departure of members during the course of a meeting;
- (b) the names of any people in attendance, including as observers;
- (c) a summary of all business, including motions transacted;
- (d) all resolutions passed at any meetings;
- (e) the outcome of all elections conducted or appointments made at any meetings;
- (f) all declarations of interests made under clause 5.5.



- (g) Minutes must be confirmed (including any amendments) at the next following Board meeting and signed by the Chair as confirmed.
- (h) All Board minutes are to be published following confirmation.

6.2 Actioning of Board decisions

The Secretary is to notify relevant University staff of Board decisions that those staff are required to action.

7 PUBLIC COMMENTARY

7.1 Board deliberations or decisions

- (a) The Chancellor is the official spokesperson for the University and is the only member of the Board authorised to make public statements or issue media releases on behalf of the Board about any matters deliberated or decided by the Board.
- (b) The Chancellor may authorise the Vice-Chancellor, a Senior Deputy Vice-Chancellor, a Senior Vice-President, a Deputy Vice-Chancellor or a Vice-President to make public statements or issue media releases on behalf of the Board about any matters deliberated or decided by the Board.