
USP COUNCIL STANDING ORDERS

Approving Authority: Executive Committee of Council
Date Approved: 19 October 2021
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These Standing Orders are based on the existing Council structure and composition and do not pre-empt any changes to the structure or composition that may require the Standing Orders to be amended.

Definitions

Key Word	Definition
Circulating Resolution	The Council may make a decision by a Circulating Resolution, to all members of Council and approved by the signature of not less than half of the current members for an ordinary resolution and three quarters of the current members for a special resolution
Ordinary Meeting	A meeting of the Council that has been previously scheduled and agreed to by the Council members
Ordinary Resolutions	All resolutions of the Council, except for Special Resolutions
Special Meeting	A meeting of the Council that has not been previously been scheduled but is held to enable the Council to properly undertake its roles and responsibilities as set out in the Charter and Statutes
Special Resolutions	Any resolution of the Council to amend any provision of the Charter (including statutes). Such resolutions are passed at one meeting of the Council by a majority of not less than three quarters of those present and voting at a meeting of which members have at least 14 days' notice. It is confirmed by a resolution passed by the same majority of members at the next subsequent meeting held not less than one month after the first meeting.

Role of Standing Orders

Standing Orders make a positive contribution to governance as a result of improving the efficient & effective operation of the Council, assisting with the smooth conduct of meetings and providing confidence to stakeholders that the business is being conducted in a fair, transparent and open manner.

These Standing Orders apply to all Council meetings but are most likely to be used if the Chair, or the meeting, decide that one or more of the issues to be considered require Council to follow the formal rules of debate. In all other circumstances, the Chair will lead the meeting and ensure that it is conducted in a collegial, consultative and participatory manner, where the views of members can be expressed and considered

Meetings and Meeting Procedures

Council Meetings (Statute 33)

1. **ORDINARY MEETINGS**, The Council must hold at least two Ordinary meetings each calendar year and at such other times as the majority of the members decide. Where possible, one meeting each year shall be held in a member country of the University other than Fiji.
2. Ordinary Meetings will normally be meetings of members attending in person. A Council member may in circumstances which prevent their attendance in person, and with the approval of the Chair, request to attend an Ordinary Council meeting using electronic communication provided that the Council member provides seven days written notice of that request to the Council Secretary.
3. If a Council Member attends a Council meeting by electronic means, that Council member will have all the rights and obligations of a Council member as if they were attending the Council meeting in person and will form part of the meeting quorum.
4. Notice (including location & time) of any ordinary meeting of the Council must be sent to each member at least forty-five (45) calendar days before the meeting is to be held. That notice will invite members to forward any request an agenda item to the Secretary to Council. Any requests must be received by the Secretary to Council not less than twenty-one (21) days prior to the meeting.
5. The list of items for the agenda will be prepared by the Secretary of the Council, in consultation with the Chair and the Vice Chancellor and be approved by the Chair.
6. The agenda and papers for Ordinary meetings of the Council must be sent by email to the recorded email address not less than ten (10) working days before the meeting and, if requested by any Council member, the agenda and papers will be sent by priority courier to the recorded mailing address of that member.
7. No new papers relating to agenda items may be provided to members after the agenda has been distributed nor be distributed at the meeting, without the prior approval of the Chair. If any new papers are distributed at the meeting, members must be given adequate time to read those papers before the item is discussed.
8. The business to be transacted at an Ordinary meeting is the business specified in the

agenda and except with the leave of two thirds of the members present no new business may be introduced during the meeting.

9. The agenda for all Ordinary meetings of Council (excluding the confidential section) will be placed on the USP website, and be publicly accessible, not less than 5 days before the meeting
10. Meeting dates and locations of Ordinary meetings of Council for any year will be decided by the Council, on the recommendation of the Chair in consultation with the Vice Chancellor, not later than the last Ordinary meeting of the preceding year. Meeting dates for ordinary meetings will not be changed without the agreement of the Chair, in consultation with the Vice Chancellor
11. **SPECIAL MEETINGS**, A **Special Meeting** of the Council will be convened on the written request to the Secretary to Council by the Chair or by any 10 members of Council. The reasons for a Special Meeting and the business to be discussed at the Special meeting must be clearly stated in all requests. A Special meeting must be held within 10 days of a written request being received by the Secretary to Council. Members of council must be notified of the date and time for the meeting within 48 hours of a request being received.
12. Special meetings will, except in exceptional circumstances, be conducted as a “virtual” meeting by electronic communication using video or by using other approved visual technology.
13. The agenda and papers for Special meetings of the Council must be sent to all Council members at their recorded email address not less than seven (7) working days before the meeting.
14. The only business to be transacted at a Special meeting is the business specified in the agenda and notice of meeting.
15. **CIRCULATING RESOLUTION**, The Council may make a decision by a **circulating resolution** (Statute 23). In such a case, the Chair or Deputy Chair must, in consultation with the Vice Chancellor, approve the wording of any resolution and the accompanying papers and instructions to be sent to members.
16. The Secretary to the Council is responsible for ensuring that the resolution and accompanying papers and voting instructions are sent by email to the recorded email address for each Council member within 24 hours of the Chair or Deputy Chair approving the wording of the resolution. All Council members or their approved nominee must acknowledge receipt of the resolution and accompanying papers. Members are required to return their vote within 48 hours to the Secretary to Council. The Executive Director of Finance will act as the scrutineer. On completion of the voting period, the Secretary will,

within 24 hours, communicate by email or other electronic form the result of the voting to all members of Council.

17. If 30 % or more of the Council members give notice to the Secretary to the Council that the resolution be considered at a meeting of the Council a special meeting of council will be called within 10 days.

Quorum

18. A quorum for both Ordinary meetings and Special meetings of the Council is half of the current members of Council, of whom not fewer than eight must be regional members of the Council.
19. Members are expected to notify the Secretary to the Council at least two days prior to the meeting if they are unable to attend a Council meeting and to indicate whether their “alternate” will attend, where such a provision exists.
20. If, after 30 minutes from the time specified for the meeting to start, a quorum is not present; the Chair must declare the meeting adjourned. The adjournment will be to a fixed date and location, or to an unspecified date and location. For an Ordinary meeting this adjournment will be a for maximum of 30 days and for a Special meeting a maximum of 7 days.
21. The Secretary to Council is responsible during the course of a meeting to inform the Chair if a quorum does not appear to be present and, if a quorum is not present, the Chair must declare the meeting adjourned.

Meeting Chair

22. The Pro Chancellor shall be Chair of the Council. In the absence of the Pro Chancellor, the Deputy Chair of Council must take the Chair and, in the absence of both, the members present must elect from among themselves a person to take the Chair at that meeting. The person so elected has all the powers of the Chair. The Secretary to the Council will take the chair for the purpose of conducting any election required by this clause.
23. The Chair is responsible for ensuring that:
 - the meeting is constituted in accordance with the Standing Orders,
 - the discussion is confined to the relevant agenda items,
 - the proper processes are followed for motions, amendments and voting and
 - that the meeting is conducted in a proper manner.
24. The Chair will adjourn or close the meeting.

Order of Business

25. The order of business at Ordinary Council meetings will normally include:
- (a) Confirmation of the agenda
 - (b) Amendment, confirmation and signing by the Chair of previously unconfirmed minutes
 - (c) Business arising out of the minutes
 - (d) Pro Chancellor Report
 - (e) Vice Chancellor report
 - (f) Progress with the USP Strategic and Annual Plans
 - (g) Financial reports
 - (h) Key strategic and business items requiring decisions including; staffing matters, academic matters and student matters
 - (i) Reports and recommendations from Council committees
 - (j) Other business
 - (k) Confidential Business and reports
26. However, the Chair, or any member, may request at the commencement of the meeting that the order of business be changed.
27. ***Council Discussion.*** The agenda for Ordinary meetings of the Council will include in the order of business a period of not less than 45 minutes to enable Councillors to raise any issues of concern and to ask any questions in relation to USP. During this discussion, the rules of debate will not apply and no motions will be considered.
28. ***Deputations to Council.*** Ordinary meetings of the Council will include in its order of business provision for the Council to receive one or more deputations, subject to the following requirements;
- (a) An application to address the Council, by way of a deputation, must be made in writing to the Secretary to Council setting out the issue to be addressed, not less than 14 days before an Ordinary Council meeting. The Chair, in consultation with the vice Chancellor, will determine whether the deputation will be heard, and the

Secretary to Council will notify the deputation of the time, place and length of their presentation

- (b) A deputation may consist of up to 3 persons, of whom only one may speak to the meeting or answer questions.
 - (c) Council members may ask questions about the deputation following the address to Council and the Secretary to Council will, within 10 days, inform the deputation spokesperson of the Councils response to their deputation and any proposed actions.
29. In order for the Council to conduct its business in a full and frank manner, the Council may move into “committee” to discuss confidential business and exclude from its discussion of any specific items any or all of the non-members of Council who are present at its meeting. The resolution to exclude non-members must state the grounds for the exclusion of non-members which are limited to;

Protect the privacy or safety of individuals who may be the subject of a discussion

- (a) Unreasonable impact on a commercial activity of USP
- (b) Ensure fair contract negotiations on commercial items can be undertaken
- (c) Ensure the maintenance of the law and to protect the right of an individual to a fair trial or hearing.

Motions, Speaking and Voting

Speaking at Meetings

30. The Chair will make every endeavour to ensure that the Council meetings proceed in a collegial and participatory manner. However, the Chair may, as required, invoke the following clauses relating to members speaking at a Council meeting.
31. When speaking every member must address the Chair.
- The Chair will determine the order in which members seeking to speak on a motion or amendment will be heard
32. A member may speak only once to the same motion, unless
- (a) The member has a right of reply
 - (b) The member wishes to explain any misunderstanding or misrepresentation in relation to the motion

- (c) The Chair gives permission to speak again
 - (d) There had been an interruption on a point of order.
33. The mover of a motion, but not the mover of an amendment, has a right of reply, after which the Chair must put the motion to the vote.
34. Except with the approval of the meeting, no member may speak on a motion in which he or she has a conflict of interest (as defined in Statute 22). The Chair may request a member with such an interest to leave the meeting during the discussion of that motion.

Motions and Amendments

35. Subject to the provisions of these Standing Orders, all business of the Council must be decided by consensus or by a resolution moved and seconded by a member of the Council.

The following motions or resolutions do not require to be seconded:

- (a) Motions of which due notice has been given;
 - (b) Resolutions to the Council of any committee of the Council;
 - (c) Motions moved from the Chair; and
 - (d) Motions relating to the order of business.
36. Any other motion, and any amendment which is not seconded, will not be discussed and will not be entered in the minutes unless the Council specifically so resolves.
37. Except with the leave of the Council, no motion or amendment may be proposed if it is the same in substance as any question which has already been resolved by the Council during the same meeting.
38. If an amendment to a motion under consideration is proposed and seconded, the debate must be addressed to the amendment and not the original motion.
39. After a motion or amendment has been moved and seconded it cannot be withdrawn without the leave of the Council.
40. No amendment may be proposed to an amendment motion, but a member may give notice of an intention to move a further amendment to the original motion at the conclusion of the debate on the first amendment.
41. The debate on any motion may be interrupted by the raising of a question of order or by a motion for the reading of any document relevant to the matter. Such procedural questions

or motions do not need to be seconded. If any question of order be raised it must be dealt with by the Chair before any further considerations of the motion before the Council.

42. The debate on any motion may be superseded by a motion that-
 - (a) the meeting adjourns; or
 - (b) the question be put; or
 - (c) the Council proceeds to the next business; or
 - (d) the matter be “referred back” to the submitter
43. If the motion is not carried the previous debate is resumed.
44. The proposer of the original motion may reply to the debate before the motion is put to the vote.

Voting (Statute 33)

45. All Ordinary Resolutions are decided by a consensus or a simple majority (50%) of the members presenting and voting.
46. All Special Resolutions are decided by three quarters (75%) majority of the members present and voting.
47. The voting requirements for Ordinary Resolutions and Special Resolutions apply to Ordinary Meeting, Special Meetings and Circulating Resolutions
48. Voting at Ordinary and Special meetings will normally be by a show of hands. Where a consensus is evident, the Chair need not call for a vote, but any member may request a vote and the vote to be recorded in the Minutes.
49. Voting on Circulating Resolutions will normally be completed by email replies to the Secretary to Council. The Executive Director of Finance will act as scrutineer. These must be submitted from the recorded email address of a member, clearly state the preference of the member, be signed electronically by the member and be submitted in the stated timeframe and the prescribed manner.
50. The Secretary to Council must declare the result of the voting, after the Executive Director of Finance has acted as scrutineer, and the Secretary’s declaration of the result is final. If a member who has voted against a resolution or has abstained from voting requests that their vote be recorded in the minutes, it must be recorded.
51. If a secret ballot is requested by a member for votes at an Ordinary meeting or Special meeting, the Chair will put a motion to determine whether there is majority support. If there is majority support, a secret ballot must be conducted by the Secretary of Council who will check the vote with the Executive director of Finance acting as scrutineer, before declaring

the result of the ballot, but not the details of the voting.

52. The Chair has a deliberative vote and, in the case of an equality of votes, also has a casting vote.
53. No resolution of the Council can be rescinded or varied within 12 months of being passed except with the consent of two-thirds of the members who are present and voting.

Minutes of Meetings

54. The minutes of all Council meetings will be taken by the Secretary to Council and retained as a permanent record. The minutes will record
 - (a) The location, date and timing of the meeting,
 - (b) The names of Council members attending, the names of USP officials and staff attending and those attending by invitation. Where appropriate the reasons for persons attending by invitation should be recorded.
 - (c) A summary of the business conducted at the meeting with a brief record for each agenda item
 - (d) For each motion that is carried
 - (i) A brief statement of the reasons for the motion
 - (ii) The motion wording as carried
 - (iii) The voting indicating either it was by consensus, or where voting has occurred, a statement that it was carried without dissent, or the votes for and against the motion
 - (iv) A record of any requests by members that their vote be separately recorded.
55. The minutes for business transacted in the "committee" section of a meeting will be separately recorded.
56. Draft minutes will be provided to the Chair and the Vice Chancellor for clearance within 5 working days of the meeting and the cleared minutes will be circulated to Council members within seven (7) days of the meeting.
57. Minutes of all Council meetings will be presented "as read" to the next Ordinary meeting of Council for adoption as a true and correct record. Any amendments at that meeting will constitute a decision by that meeting and be recorded in the minutes of that meeting.
58. Confirmed Council minutes, excluding those relating to the confidential business of the

meeting, will be posted on the USP website within 5 days of their confirmation by the Council.

Maintenance of Good Order

59. No member of council shall at any meeting be disrespectful in speech of language to; the Council, any member of Council, any employee of USP. Nor will any member impute improper motives or make offensive remarks about the private affairs of any other member of Council or of the University.
60. The Chair may call to order any member or other person attending the Council meeting who behaves in a disorderly or offensive manner of uses offensive language. That member must be seated and remain silent until the Chair deems otherwise.
61. Any member or other person attending a council meeting who continues to behave in a disorderly or offensive manner may be requested by the Chair to leave the meeting.

Attendance at Council Meetings

Disclosure of Interest (Statute 20)

62. A member of the Council who has an interest in a matter being considered, or about to be considered by the Council, shall, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest to the Chair.
63. A disclosure shall be recorded in the minutes of the meeting of the Council, and the member shall not, unless the Council decides otherwise:
 - (i) be present at any deliberation with respect to that matter; or
 - (ii) take part in any decision with respect to that matter.
64. The member is deemed to have an interest in a matter if the matter relates to that person, or if a close family member or a business associate of that person has a financial interest (including any employment relationship) in relation to the matter or would otherwise be directly affected by the outcome of a decision in that matter.

Attendance by Non-Members of Council (statute 13(2))

65. (a) The following persons are either considered to be an Official of the Council or are invited to attend the Council meeting because of the nature of the business and to provide specialist advice to the Council. Unless requested by the Chair or the meeting, they will not, (other than the Secretary to Council) be entitled to remain during the conduct of confidential "in committee" business.
 - (i) Secretary to Council
 - (ii) USP Advisors to Council
 1. Executive Director Finance
 2. Deputy Vice Chancellors and Vice Presidents

- (b) Other persons (from USP or external organizations) may be invited by the Chair or the VCP to attend the Council meeting or to address the Council or to answer questions on a specific item being considered by the meeting.
- (c) Observers are able to attend the Council meetings, with the exception of the confidential business sections, and subject to the following provisions:
 - The number of observers attending will be limited by the provision of reasonable space.
 - Observers are under the direction of the Chair,
 - Observers may not speak, nor communicate with members of the Council, they may not take photographs nor electronic recordings of the meeting proceedings, except with the prior approval of the Chair.
 - Observers must not distract or interfere with the conduct of the meeting.

Other Matters

Confidentiality of Proceedings

- 66. Members of Council must not, without the approval of the Chair, discuss or disclose, directly or indirectly, with any person who is not a member of Council, information received by virtue of being a member of Council that relates to
 - (a) Any matter listed as confidential on the papers of or minutes of the Council
 - (b) Any personal matter affecting an individual, including the appointment or promotion of a member of staff, the appointment of a person to a university committee, board or controlled entity, their award of a special university honor or title.
 - (c) Any business or other negotiation which may benefit any person
- 67. No member of Council shall, without the approval of the Chair, in consultation with the Vice Chancellor, issue on behalf of the Council, any public statement relating to the business of the Council, including matters discussed in the open or confidential sections of its meetings.

Amendments to and Suspension of Standing Orders

- 68. Any Council member may move the suspension of these Standing Orders. A Special resolution supported by at least a three quarters majority of those members attending will be required.
- 69. Amendments to these Standing Orders may only be made by the resolution of the Council, at an ordinary or special meeting. Notice of the resolution to amend the Standing Orders must be given in accordance with provisions for resolutions for such meetings.

Committees of Council

70. The Council may, from time to time, establish such standing, joint or special committees or other taskforces that are deemed necessary for the conduct of its business. They may include persons who are not members of the Council provided that at least half the members of any committee are members of the Council.
71. The Council may delegate any of its powers, duties and functions to any committee apart from those which the Charter or Statutes require the Council itself to perform. Any committee may, without confirmation by the Council, exercise those powers or perform those duties or function as the Council could itself have exercised or performed them. The exercise of Council decision making delegations will be reported to the Council.
72. All committees, which have met since the last ordinary meeting of the Council, must provide minutes to and report to each ordinary meeting of the Council on the exercise of any powers and the performance of any duty or function which the Council has delegated to it. Reports from committees must clearly identify those items which will require discussion of the item at the Council meeting and if needed to consider passing a resolution. All other items will be received as "information only" and only be discussed at the request of a member of Council.
73. The quorum for any Committee of Council must be at least half the current members of that committee.
74. The list of all committees, including the Executive Committee, and their delegated powers must be placed before the Council once every two years. At the same time as the list of committees and their delegated powers are placed before the Council, the Council will consider recommendations for changes to its committees and their terms of reference together with reviewing the operation of its committees.
75. All Council committees will adopt a set of Standing Orders which are consistent with these Council Standing Orders.