



# Committees guide

Governance Support Unit

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Note: This guide contains information current at March 2018.

# UTS committees — purpose and structure

Committees are established to address policy or management issues through specific terms of reference and membership. A committee's terms of reference sets out its core functions and levels of authority and any referral and/or reporting obligations to a higher authority.

Committees consist of a number of members, with one appointed as the Chair. A committee officer is appointed to support the committee. Various people within UTS provide specific information (referred to as an agenda item) to committees as required.

This guide provides essential information about committees at UTS. It outlines the roles and responsibilities of those involved in the conduct of committee business and the governance framework within which key UTS committees operate.

# UTS governance framework

UTS Council is the governing body of the university and is constituted in accordance with the provisions of the [University of Technology Sydney Act 1989 \(NSW\)](#) (the Act). Council controls and manages the university's affairs and concerns and acts in all matters in a manner that best promotes UTS's objectives and interests.

A number of committees derive their authority from UTS Council, including Academic Board. These committees are formally constituted and operate in accordance with formal standing orders or terms of reference and conduct business through a scheduled meeting and minute-recording framework. Their relationship to one another is shown in the [UTS committee structure](#).

Council and Academic Board have adopted different operating procedures to meet their individual standing orders and business priorities. Authoritative information on Council and Academic Board, and the university's governance framework, is available from [governance at UTS](#).

# UTS Council and committees

Council committees are skills-based bodies with the expertise to deal with matters efficiently and effectively, and to promote discussion of relevant strategic issues at Council meetings. The following committees report to Council.

- [Academic Board](#)
- [Audit and Risk](#)
- [Commercial Activities](#)
- [Finance](#)
- [Governance](#)
- [Honorary Awards](#)
- [Joint Subcommittee of Audit and Risk, and Finance](#)
- [Nominations](#)
- [Physical Infrastructure](#)
- [Remuneration](#)
- [Social Justice](#)
- [Student/Council Liaison Group](#).

# Academic Board and committees

Academic Board, which is constituted under [Division 1](#), Rule G3 (Rules relating to Academic Board, Faculty Boards and Elections) of the UTS General Rules, is the principal advisory body to Council on academic matters. The board oversees the quality of teaching, learning, research, scholarship, policy development and other academic matters, and promotes academic leadership within UTS. It also discusses matters referred to it by Council.

Academic Board plays a key role in the UTS community by providing a forum for the discussion and debate of the university's academic direction, and ensuring the university's academic direction aligns with UTS's strategic direction.

Academic Board has specific [delegations](#) from Council for determining academic matters. Council works with the board to ensure appropriate quality mechanisms are in place to guarantee academic provision and standards.

Academic Board has its own standing committees and boards of studies that advise it on a variety of matters concerning the university's academic programs. These include:

- Appeals
  - [Appeals \(Non-Disclosure\)](#)
  - [Graduate Research Students' Appeals](#)
  - [Professional Experience Appeals](#)
- Boards of studies
  - [Connected Intelligence Centre](#)
  - [Graduate School of Health](#)
  - [Institute for Sustainable Futures](#)
- [Courses Accreditation](#)
- [Executive](#)
- [Graduate Research School Board](#)
- [Research](#)
- [Teaching and Learning](#).

# Faculty boards

All UTS faculties have a board. The faculty board constitutes the primary forum in the faculty for the discussion and resolution of academic issues and matters.

The structure of faculty boards is approved by Academic Board on the recommendation of the faculty and the Vice-Chancellor.

## Duties and powers

Subject to the Rules and the resolutions of Council and Academic Board, including the strategic direction and priorities set for the University, a faculty board has a responsibility to establish and maintain academic leadership by sustainably and effectively overseeing, assessing, monitoring, reviewing and improving the quality and outcome of the academic work of the faculty (including teaching, learning, scholarship, research training and research). ([Standing Order 2.1, Standing Orders for Faculty Boards](#)).

In addition to duties prescribed for faculty boards in the Rules, delegations and policies of the University, a faculty board is charged with advising Academic Board (including its committees, as appropriate), the Dean and other senior officers of that faculty on any aspect of:

- (i) the goals, strategies, objectives, outcomes, principles, directions, priorities, policies, practices, profile and risk management for academic matters of the faculty;
- (ii) the quality, standards and benchmarks appropriate to all aspects of the academic work of the faculty (including teaching, learning, scholarship, research and research training). ([Standing Order 2.2, Standing Orders for Faculty Boards](#)).

Academic Board approves the structure and functions of faculty boards, except their authority to act on specific matters, which requires Council's delegated authority.

## Faculty and faculty board committees

Faculty committees comprise the following:

- faculty board
- dean's advisory committee
- industry advisory board (or equivalent bodies)
- faculty professional experience program (PEP) committee
- other faculty committees.

Faculty board committees comprise the following:

- student assessment review committee
- other committees as needed to assist the faculty board's work.

# Committee functions

## Planning

### Five-stage plan for shorter and more productive meetings<sup>1</sup>

1. Plan
  - be clear about precise objectives
  - be clear why you need the meeting
  - list subjects/items
2. Inform
  - subjects/items for discussion
  - why those subjects
  - aims of discussion
  - anticipate needs and information for people
  - make sure they are there
3. Prepare
  - read the agenda and papers before the meeting
  - list subjects/items in logical order
  - allocate time for discussion on basis of importance not urgency
4. Structure and control
  - evidence before interpretation
  - interpretation prior to action
  - stop members jumping ahead or going over old ground
5. Summarise and record
  - summarise all decisions
  - record immediately
  - identify person/s responsible for action

## Voting

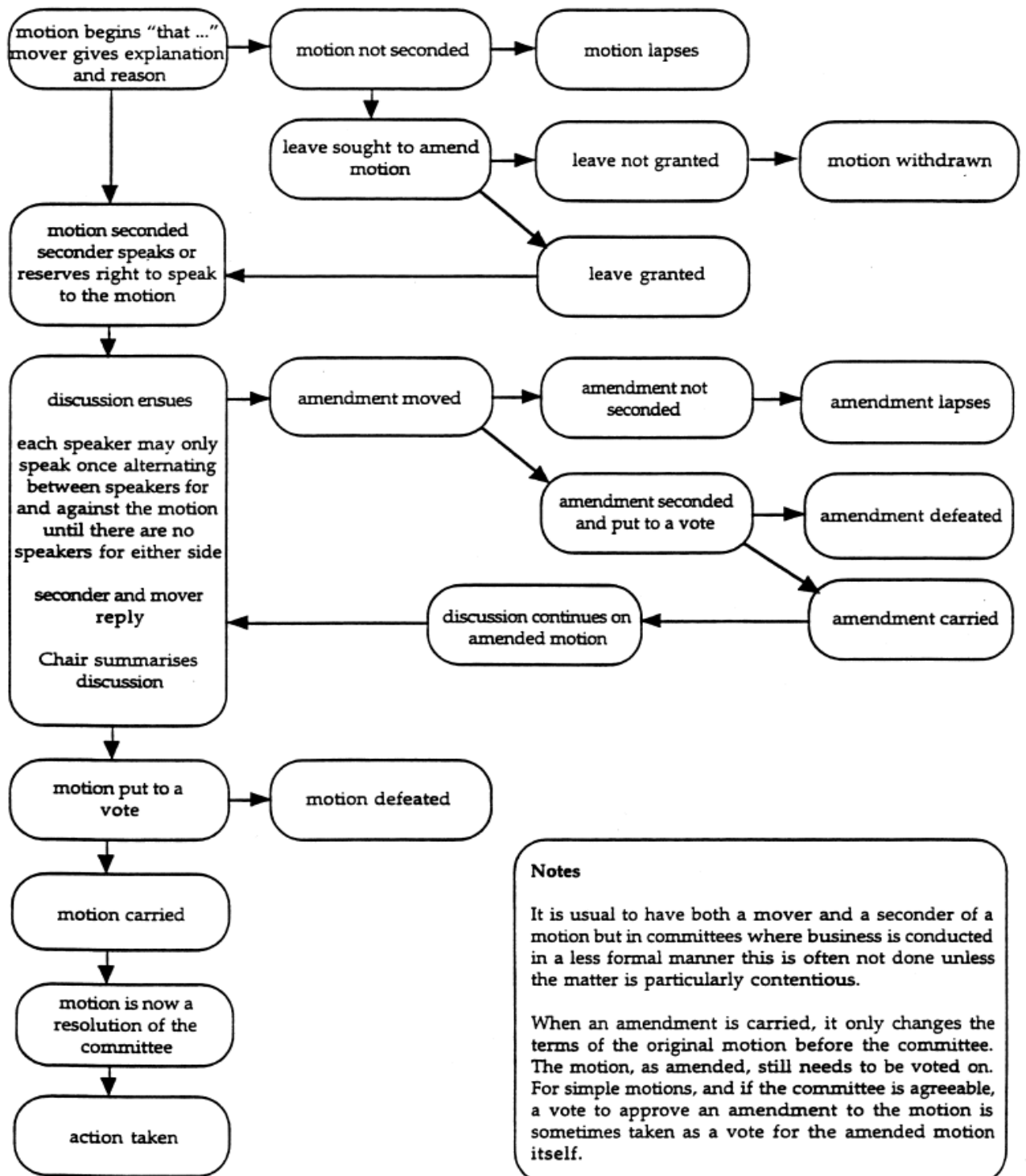
At committee meetings, voting is by show of hands, and any question is decided by a majority of the members present. The Chair has a deliberative vote and, in the event of an equal number of votes, a casting vote.

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1. Former Australian Vice-Chancellors' Committee (Universities Australia) course for members of university senates, councils and boards of governors.



## Decision-making



### Notes

It is usual to have both a mover and a seconder of a motion but in committees where business is conducted in a less formal manner this is often not done unless the matter is particularly contentious.

When an amendment is carried, it only changes the terms of the original motion before the committee. The motion, as amended, still needs to be voted on. For simple motions, and if the committee is agreeable, a vote to approve an amendment to the motion is sometimes taken as a vote for the amended motion itself.

The steps outlined in the flowchart are illustrative of the formal approach to committee decision-making. UTS committees may take a different approach depending on the nature of the committee, however, the intent and outcome is the same as the more formal approach.

## Reporting

When decisions are made within a committee, these decisions or outcomes may need to be reported or referred to another body for further action (eg for noting or approval of Academic Board or Council).

A report of the committee is usually drafted by the committee officer who, after liaising with the Chair concerning the details of the report, forwards it to the committee officer of the other body.

# Roles and responsibilities

The following information sets out committee roles and responsibilities.

## Role of the Chair

The Chair of the committee:

- liaises with the committee officer to confirm the agenda for each meeting in accordance with the committee's terms of reference
- presides over meetings of the committee impartially, preserves order and ensures that proceedings are conducted in a proper manner
- conducts the meeting so that the business before it is dealt with efficiently and effectively by:
  - complying with the committee's terms of reference or standing orders
  - ensuring that a quorum is present at the meeting
  - calling on members in order who wish to speak and ensuring fair and proper conduct of debate
  - keeping debate focused on the topic under discussion
  - summing up, at appropriate stages, where the committee has reached a decision
  - ensuring that, as far as possible, all members present have an understanding of proposed course(s) of action
  - putting motions and amendments to a vote and determining the result
  - declaring the meeting closed when the business is concluded
- signs the minutes of the previous meeting when they are confirmed by the committee
- checks draft minutes before these are circulated to members as unconfirmed minutes
- undertakes subsequent action on behalf of the committee as appropriate
- reports to the next meeting on any (duly permitted) executive action or out of session business ('flying minute') taken on behalf of the committee since the previous meeting
- reports (and presents) to a governing body (such as Council, Academic Board or a faculty board) or other committee on matters considered by the committee
- provides advice and guidance to the committee officer in order to finalise committee business, such as confirming the agenda and preparations for a meeting, acceptance (or not) of late papers, checking the draft minutes and any reports from the committee to other bodies, and advising on outstanding action items.

## Role of committee member

A member of a committee:

- understands the committee's terms of reference
- reads all agenda papers before the meeting and clarifies any matters with either the Chair/convenor or the committee officer
- attends meetings and participates in discussion in an orderly manner, respecting the Chair/convenor's right to call on speakers and move discussion along
- speaks on issues being considered, gives opinions and/or advice, and moves or seconds motions
- votes on matters
- undertakes any work necessary to assist the committee (eg conducts research, writes a paper or undertakes an action item as agreed by the committee during the meeting)

- is aware why they are a member of the committee (eg expertise in a particular area or represents another body or constituency)
- consults and reports back to respective constituencies if representing a constituency; and maintains confidentiality where required
- is aware when to consider the interests of a particular group or constituency or of the organisation as a whole (actions taken for the good of the whole may not necessarily be to the benefit of some of the parts)
- informs the committee officer immediately if:
  - they are unable to attend a meeting (given sufficient prior notice, it may be possible to reschedule the meeting to allow for a quorum)
  - their contact details change
  - they wish to resign or take PEP leave.

## Role of authors of agenda items

Various people will be requested to provide information (agenda material, reports etc.) and may be required to act in accordance with actions decided upon by the committee.

Authors of agenda items must:

- identify the relevant committee for the proposed matter
- liaise with the relevant committee officer to ascertain the appropriateness of the committee that is to consider the item and the required outcomes and appropriate recommendations
- seek advice from the committee officer if needed, particularly regarding the date for submission of material (where matters need to go to Council or Academic Board via their committees, the submission deadline for the relevant committee must be met)
- prepare the agenda item in accordance with the appropriate report format (note that Council, Academic Board, committees and faculty boards have their own report templates)
  - if the agenda item is being submitted on behalf of a committee member, ensure there is enough time for the material to be reviewed and approved by the committee member before it is submitted to the committee officer
- submit the authorised agenda item(s) to the committee officer within the appropriate timeframe, usually at least 10 days prior to a meeting. This is important if the paper is to be included in the main despatch of agenda papers, which usually takes place seven days prior to the meeting (the author may need to obtain special permission from the Chair via the committee officer if there are extenuating circumstances requiring that the paper will be received and despatched late)
- avoid tabling papers at a committee meeting. Special permission from the Chair via the committee officer is needed if there are extenuating circumstances requiring that a paper be tabled at the meeting
- keep the committee officer informed in the course of preparing the agenda item so that they may make any necessary arrangements, including listing it on the meeting's agenda (in some cases a draft of the proposed paper will be referred to the Chair for review and approval prior to the matter being considered by the committee).

## Role of the committee officer

The committee officer:

- understands the committee's terms of reference, composition and membership, and any standing orders, rules and timelines
- manages all logistical arrangements to ensure the committee is able to meet, including:
  - liaising with members concerning attendance (eg venue, parking, transport, or specific presentation, catering or other special needs)

- booking the venue and any catering requirements or presentation needs (media or other information technology)
- ensuring the venue is set up prior to the meeting and left tidy after the meeting
- provides the ‘notice of meeting’ in accordance with the standing orders or rules, and agreed timelines (while standing orders for Council and Academic Board specify at least one week’s notice, normal practice is to notify members two to four weeks prior to each meeting, and for submission of agenda items at least two weeks prior to a meeting)
- drafts the agenda in consultation with the Chair; the agenda should be planned well in advance and the committee officer should be aware of the standard business of the committee, including any items that recur annually, or regularly, and any items from a previous meeting that require further consideration (eg an action item)
- keeps the membership list for the committee up to date and takes action to fill any membership vacancies (vacancies may arise where a member’s term of office expires, where a member resigns, where a member takes leave such as PEP, during which their committee membership is suspended, or some other extended leave)
- informs members, especially new members, of all necessary information about the committee, such as its terms of reference, standing orders, the names of other members and terms of office, relevant policies and major business activities
- liaises with authors of agenda items to ensure the material meets the correct format and timeline for agenda papers
- completes a governance review of committee papers to ensure:
  - each paper provides sufficient information to enable resolutions to be made
  - each paper accurately reflects previous resolutions, addresses outstanding action items, aligns with content/messages of other papers, etc.
  - that the recommendations set out in each paper are accurate, fully reflect the intention of the business, align with governance requirements and the exercise of appropriate delegations
- arranges for the electronic and/or hardcopy circulation of the agenda item material, usually one week prior to the meeting (unless the committee has determined otherwise)
- briefs and advises the Chair as necessary prior to and during the meeting
- records the proceedings of the meeting without entering the discussion (there may be times where advice is given to the Chair in order to clarify a matter under discussion, such as a constitutional, procedural or governance-related issue)
- drafts the minutes so they are an accurate record of what was decided at the meeting (minutes may be brief or more detailed depending on the accepted style and practice of minute recording for a particular committee)
- refers the draft minutes to the Chair as soon as possible after the meeting
- disseminates decisions made by the committee; generally achieved by forwarding a sub-action advice, such as an email to the people who need to know about particular matters
  - other forms of sub-action advice include highlighting the action item within the minutes; promulgating via the official noticeboard, a broadcast email or staff notices; referring the action to another committee or body; or a combination of these
- maintains a registered minutes file for the signed minutes, and additional files for meeting papers (including tabled papers). An additional membership and correspondence/administration file may also be required
- maintains:
  - an annual forward plan for the committee showing a schedule of business items for consideration by the committee and at which meeting this discussion/action will occur (and updating the plan after the meeting, highlighting where a topic has been completed)
  - an action items register, if required, showing the officer(s) responsible for any action and the relevant status reports and dates of progress and completion
  - a hardcopy (unless fully electronic papers) and electronic copy of all tabled papers
  - any relevant online resources (eg committee website, guidelines etc.).

# Contacts

Council

[Council@uts.edu.au](mailto:Council@uts.edu.au)

tel: 02 9514 1240

Academic Board

[AcademicBoard@uts.edu.au](mailto:AcademicBoard@uts.edu.au)

tel: 02 9514 1464

Elections/Electoral Officer

[elections@uts.edu.au](mailto:elections@uts.edu.au) (preferred method of contact)

tel: 02 9514 1235

Policy

[policy@uts.edu.au](mailto:policy@uts.edu.au) (preferred method of contact)

tel: 02 9514 7810

# Common terms and definitions

## Action item(s)

Arise from discussions at meetings. The committee or the Chair requests an individual or a small group to take on the action item. Action items are clearly recorded in a meeting's minutes and a deadline for the completion of the item is also agreed (which is often for the next meeting).

An agenda item of all outstanding action items, including those that have been completed since the last meeting, are provided to the committee at the next meeting for information and (if required) for discussion.

## Agenda

Contains the items of business to be considered during the meeting, listed in the order in which they will be addressed.

## Agenda item

An agenda item may consist of a cover report, which places the matter in context, summarises key issues and draws members' attention to significant matters or to particular deadlines. The cover report also contains a recommendation or a set of recommendations.

In other instances, the cover report may act merely to identify the item and to present recommendations with the major subject matter being detailed in an attached report.

Agenda item material should be focused and brief with the cover report comprising no more than two pages (some material might be mentioned in a cover report as being available on request from the committee/executive officer or at the meeting, rather than circulated to the committee prior to the meeting). Each agenda item document is numbered sequentially from one through to the last page of the last attachment.

Specific cover report templates are used for Council and its committees, Academic Board and its committees, for course accreditation or planning submissions, and for policy submissions (including new or revised policies).

## Amendment

An alteration or proposed alteration to the terms of a motion designed to improve the motion without contradicting it. When an amendment is before the Chair, discussion is confined to that amendment, and no further amendment is proposed until the amendment before the Chair is dealt with. An amendment to an amendment is not usually permitted, but may occur via a foreshadowed further amendment.

## Chair

The person nominated, elected or otherwise agreed to convene the meeting. The constitution or terms of reference for a given committee or group should specify who will be the Chair. Some committees or groups may prefer to use the term 'convenor' rather than 'Chair'.

## Committee types

Types of committees include:

- **Decision-making:** They may have the power to make decisions and act on behalf of the main body. These powers are called 'delegated authority' and are outlined in a committee's terms of reference. For example Council has delegated authority on some matters to faculty boards, Academic Board and the Graduate Research School Board.
- **Advisory:** These committees provide advice to a higher body or to someone in a particular position. For example a dean's advisory committee in a faculty, one of the Vice-Chancellor's committees, or Academic Board's Teaching and Learning Committee.
- **Working group/party/taskforce/ad hoc/special:** These committees are established for a specific task or project for a short/medium-term function and are disestablished once the task has been

completed, which is usually marked by submission of a report/or an update to the establishing body. They may be re-convened at a later date if required.

- **Standing:** These committees are created by standing orders, rules, by-laws or regulations for regular and continuing functions (eg a finance committee, nominations committee, executive committee). They exist and function more or less on a permanent basis. These committees make recommendations to a higher body, such as Council and Academic Board. The majority of faculties have standing committees. A standing committee may also be an advisory committee.
- **Sub-committee:** A committee that reports to a 'higher' committee.

Note: Most committees or boards at UTS do not necessarily fit neatly into one of the above categories.

## Composition

The composition of a committee is influenced or determined by what the committee has been set up to do (ie its terms of reference), as this will indicate the skills or interests that are required to fulfil its objectives. The types of membership (see **membership**) of the different positions are detailed in the composition of a committee. For example the undergraduate student member of Council; two elected support staff; Director, Financial Services.

## Conflict of interest

Any instance in which a committee member has a potential conflict of interest in relation to a matter or matters for discussion by the committee with the implication being that, by influencing the decision of the committee, the member will receive some personal (including family-related) gain or benefit that is beyond their normal employment and legal entitlement (see also **declaration/disclosure of interest**).

## Constitution

Set of written rules designed to govern an organisation/committee/board. A committee's constitution consists of its terms of reference, composition/membership and, in some cases, standing orders (including functions and powers for Council and Academic Board).

## Convenor

The person who convenes the meeting. (Some committees or groups may use the term 'convenor' rather than 'Chair'.)

## Declaration/disclosure of interest

To avoid any potential or perceived conflict of interest, a committee member should declare or disclose their potential conflict of interest as soon as they are aware that such matters of conflict will be discussed by the committee.

Boards, committees and Council have this as one of the first agenda items at a meeting so that any declarations can be made before the main business starts. ([Standing Order 22](#), Standing Orders for Academic Board, for declaration of conflict of interest for Academic Board; and [Schedule 2A](#) of the UTS Act for disclosure of interests for Council.) (See also **conflict of interest**).

## Draft recommendations

A document prepared by the committee officer setting out all recommendations to be considered at a meeting. The draft recommendations list is useful for those committees that star items for discussion (see **starring**), as it allows members to quickly focus on the recommended outcome for particular agenda items. Council, Council committees and Academic Board use these; they are not required for Academic Board committees.

## Executive action

Where the Chair takes executive action on behalf of the committee. This action would normally be taken by the committee but is unable to be taken because a meeting does not reach a quorum, or may be taken between meetings because no meeting is scheduled in good time and the matter does not warrant a special meeting. All executive actions must be reported for confirmation at the next meeting of the committee.



## Foreshadowed motion

When, during debate of a motion or amendment, notice is given of a further motion dealing with the same subject matter but different in purpose to the motion before the Chair, such motion or amendment is said to be foreshadowed.

## Forward plan

A plan setting out priority projects and other matters to be undertaken by the committee during a calendar year. A forward plan must be submitted to the committee's governing body (such as Council or Academic Board) for noting.

## Lie on the table

If a matter has been moved, seconded and discussion commenced, but it is considered the matter will not be resolved at the meeting, it may be agreed to let the matter 'lie on the table', usually 'until the next meeting'. The meeting then moves on to the next item of business. This allows more time for additional information to be obtained or to resolve the issue in some other way.

## Meeting dates

Committee officers prepare a standard agenda item proposing meeting dates for the following year. These are usually considered at a meeting in the August–October period. Once adopted, the dates are recorded in the minutes of the meeting, circulated to members and published on the relevant committee website.

Pre-scheduling meeting dates, up to one year in advance, enables members to organise their diaries, ensures good planning and reduces the possibility of inquorate meetings.

## Membership

The names of members on a committee, and the positions they hold. (The term may also be used interchangeably with composition.) The following are the main types of membership.

- Elected member: Elected members are normally elected by a ballot vote.
- Appointed or nominated member: Someone may be appointed for their particular skills, or someone may be nominated by a work unit, group of people or faculty to represent their area. The nominee is recorded in the composition as a member and is not interchangeable with another nominee. For example one nominee of the Vice-Chancellor; three external persons, not members of the Council, appointed for their expertise; nominee of the University Librarian.
- Ex officio member: Someone who is on a committee because of the position they hold, for example the dean, the Vice-Chancellor, the President of the Students' Association. It is the position that is appointed as a member, not the person. When an ex officio member is absent, and another person is formally appointed to act in their position, the person acting is a full member while in the acting position.
- Co-opted member: Someone who is co-opted to assist a committee's work. This may be on a temporary basis, to participate in discussion for particular items, or to be a member of a working party established by the committee. Unless otherwise stated in the committee's terms of reference, a co-opted member has voting rights on the committee.
- Alternate members: An alternate member will stand in place of a member when the member is unable to attend. Normally an alternate member is required to have been appointed in advance and should not change from meeting to meeting. If someone attends in place of a member who is unable to attend, but is not the nominated alternate or there is no provision for alternate members, then that person is not counted as a member in the quorum, has no voting rights and may only attend and speak with the permission of the Chair. In recognition of their student obligations, student members of Academic Board are permitted to nominate an alternate member. ([Standing Order 44](#), Standing Orders for Academic Board.)
- Advisers: Someone who attends meetings and provides advice on specific matters, but is not included in the membership of the committee.
- Observers: People who are not members of a committee, but attend meetings (with the permission of the Chair). Some committees, such as Council, have particular procedures for dealing with observers, usually for reasons of accommodation: [Standing Order 28](#), Standing Orders for UTS Council.

## Minutes

Minutes are a formal summary of decisions made at meetings. They:

- provide an authoritative and permanent record of proceedings for future reference
- provide formal evidence of appointments made and of expenditure and actions authorised
- provide a record of policy decisions made
- provide a starting point for action to be taken in the future
- create an official record as evidence in legal proceedings
- inform members, and others, not present at the meetings
- assist the conduct of subsequent meetings
- in the case of rulings from the Chair, set out precedents for future occasions
- provide documentary evidence for audit purposes
- gather data useable by future historians.

The first version of minutes prepared by the committee officer is referred to as the 'draft minutes'. Once the Chair approves these minutes, they are referred to as the 'unconfirmed minutes' and circulated to members. When they are confirmed by the committee, they become the 'confirmed minutes'. Only the confirmed minutes are part of the public record of the committee and earlier versions should remain confidential. The committee officer keeps a complete set of the confirmed minutes.

## Minutes – confirmation

One of the first items of business at a meeting, usually after apologies and declarations of interest, is the confirmation as a true record of the minutes of the previous meeting. Confirmation of the minutes only vouches for their accuracy as a record of proceedings and the only discussion that is permitted on the motion for confirmation is concerning their accuracy as a record.

Members may suggest changes/amendments to the minutes and they are then signed by the Chair. If someone wishes to report on an item of business, or ask a question concerning an item of business, recorded in the minutes of the previous meeting, this should be raised under the item 'business arising from the minutes'.

## Minutes – out of session business, flying minutes

Items of business considered between meetings. This is usually applied only for matters of particular urgency, and requires the approval of the Chair.

Determination of an outcome in such matters requires members to advise their approval or otherwise within seven days. The majority decision (according to the committee's **quorum**) will dictate the outcome. The matter is then recorded at the following meeting.

## Motion

A proposed resolution before it has been passed or rejected. Once a recommendation has been verbally 'put' to the meeting it is described as a motion. (A recommendation is a proposed written resolution: see **recommendation**.)

## Point of order

Taken when a person officially draws the attention of the Chair to an alleged irregularity in the proceedings.

## Procedural motion

Deals with the conduct of the meeting, rather than with the substance of a matter. For example 'I move that the motion be put', 'I move that the speaker no longer be heard'. Consideration of procedural motions takes precedence over substantive motions and amendments under consideration.

## Promulgate

To make known by open declaration, to publish.

## Quorum

The minimum number of members who must be present at a meeting to make the proceedings of the meeting valid and to (legally) conduct its business. The quorum is stated in the constitution or in the terms of reference. It may be either one-half the number of committee members or a majority of committee members (excluding vacant positions). A meeting cannot start unless there is a quorum. (The [standing orders](#) for Council, Academic Board and faculty boards provide more information on quorums.)

If people leave during a meeting, and it loses a quorum, and this is brought to the attention of the Chair by a member, then the meeting is adjourned for five minutes. If at the end of five minutes there still is no quorum, the Chair may adjourn the meeting or deal with remaining business. Members may agree to discuss the agenda despite the lack of a quorum.

However, inquorate meetings should be avoided to eliminate the risk of progressing matters without due authority. Where they proceed, members present need to decide whether a record of the meeting is necessary. Records of inquorate meetings are referred to as 'notes' or 'notes of a discussion of members' rather than 'minutes' and do not form part of the formal record of the committee. Such notes are sometimes used as a means of presenting informal decisions to the next formal meeting for ratification (approval) and incorporation into the formal record. This practice is also discouraged and it should be noted that such informal decisions have no authority until ratified by a quorate meeting.

## Recommendation

A clear and formal indication of the intended outcome of an agenda item. Each agenda item must have a clear recommendation or set of recommendations. The recommendation topic should be specified on the cover sheet of the agenda item and a corresponding paper provided to the committee members.

The committee may decide to amend a recommendation before it will make a decision. Where a committee makes a decision against a recommendation, the recommendation (be it amended or changed) is 'resolved as agreed' and becomes a resolution of the committee. See **resolution** for terminology to use in a recommendation. A summary of 'draft recommendations' to be considered should be made available to the committee on the day of the meeting (these are printed on blue paper).

## Rescission

Notice of a motion to rescind, delete or supersede a previous resolution should be given in advance. Such motions are sometimes moved to clarify a matter or to emphasise a new policy or a decision opposed to a previous position. In most cases a new resolution on any matter, even if it contradicts a previous one, is adequate because the most recent position is accepted as the valid one. If there is likely to be confusion, the new resolution should include reference to the resolution that it is superseding.

## Resolution

A formal determination by a properly constituted meeting. A resolution:

- usually commences with a specific action such as to 'receive and note', 'recommend to', 'adopt' or 'approve'. Where a committee is receiving and noting a report, this does not mean that it has adopted the recommendations contained in the report. Resolutions should stand alone and include the recommendations of a report in the wording of the resolution. For example:
  1. receive and note the report entitled '...', as detailed in document X.X
  2. approve proposed amendment to ... as detailed in **Attachment 1** of document X.X
  3. approve proposed amendment to ... as detailed in **Attachment 2** of document X.X, and
  4. recommend that Council approve the proposed amendment to ... as detailed in **Attachment 3** of document X.X ...etc.
- may recommend action to a higher authority (eg to a faculty board, to Academic Board). Where a committee has supported a matter, and is resolving to refer the matter to another or higher body, it should indicate in-principle support in the resolution by stating its support for the matter and refer it to the other/higher authority for adoption/approval (depending on the other/higher body's level of authority)

- must be specific and convey a clear meaning even when read out of context of the minutes. A resolution such as 'adopt the above policy' is not specific; it should specify the full name of the policy and indicate the document in the agenda where the policy is
- must be unambiguous
- in general, will not contain more than one sentence
- may be in parts, eg 1, 2, 3 (these may each be broken into further parts (a), (b), (c) etc., and these into further parts (i), (ii), (iii) etc.)
- may include an explanation by way of preamble: this usually refers to receiving a specific document to be discussed
- may be in the negative.

Committees have limitations to what they can consider and approve, as determined by their terms of reference and their place in UTS's governance framework. The standard committee resolutions ('receive and note', 'support and recommend', 'adopt' and 'approve') should be used in accordance with the committee's level of authority.

## Special meetings

May be convened from time to time to discuss an extraordinary or special matter. The agenda usually consists of only 'apologies' and the special item(s). It does not normally include the 'minutes of the previous meeting' or 'other business'. Additional information is contained in the [standing orders](#) for Council, Academic Board and faculty boards.

## Standing orders

Rules of procedure. Standing orders may cover all aspects of the way a board/committee operates and include:

- the timing of the despatch of notice of meetings to members
- quorum requirements
- declaration of conflict of interest and starrng of items
- the requirement that minutes be taken and be confirmed
- conduct of meetings
- elections
- alternate members
- appointment of deputy Chair
- co-option of members
- dissemination of decisions of the committee
- extended leave or absence of a member.

UTS committees do not have their own formal standing orders; they draw upon [Council](#) or [Academic Board](#) standing orders as a precedent.

## Starring

To place an asterisk against an agenda item. Agenda items that require discussion or comment are 'starred' to denote that discussion of these items is to occur. All remaining recommendations for the 'unstarred' items may then be adopted as a whole without discussion.

Starring is used at Academic Board and Council meetings. For it to be used there must be clear recommendations relating to individual agenda items.

## Substantive motion

A motion ordering something to be done, authorising action, expressing the meeting's opinion on a subject or otherwise, and dealing with general activities. Only one substantive motion can be before the Chair at any one time.

**Tabled paper**

A paper that is handed out ('tabled') at a meeting. The majority of meeting papers are distributed in advance along with the agenda but at times a late paper may be 'tabled'.

Tabled papers are generally not welcomed as members need adequate time to consider matters for discussion or decision. The Chair may decide in advance whether a paper may be tabled, and should consult with the committee at the meeting as to whether it is willing to receive a tabled paper.

**Term of office**

Period of time for which a member is appointed to a committee.

**Terms of reference**

Describe what a committee has been set up to do and indicates the committee's reporting responsibilities, where required, to a higher authority, such as Council, Academic Board or the Vice-Chancellor.

# References

- The [UTS Calendar](#) contains the UTS Act, By-law, UTS Rules and standing orders. It also provides information on the UTS Council, Academic Board, committees, governance and principal dates.
- [About governance at UTS](#) includes the university's legislation, rules, delegations, policies and committee information.
- [UTS Elections](#) provides information on elections for UTS boards and committees, including staff or student positions on Council, Academic Board, and faculty boards and committees associated with these bodies.
- Recommended books on committee procedures:
  - Joske, PE (2006) *The Law and Procedure at Meetings in Australia and New Zealand*, The Law Book Company Limited, Sydney
  - Lang, AD John (2010) *Horsley's Meeting Procedure*, Law and Practice, Lexis Nexis
  - Renton, NE (2005) *Guide for Meetings*, The Law Book Company Limited, Sydney
  - Valentine, N (1996) *Chairing and Running Meetings: All you need to know to hold successful meetings*, Penguin Pocket Series, Victoria, Australia.