Academic Board – Standing Orders

(Approved by Academic Board on 11 May 2021)

1. Standing Orders

1.1 The Academic Board ('the Board') may approve procedures consistent with the UNSW Rules to govern the conduct of its meetings, as set out in Section 2.18 (a) of the UNSW Rules.
1.2 The Board will conduct its meetings in accordance with these Standing Orders, subject to the UNSW Act, By-law, UNSW Rules and Council Resolutions.
1.3 Standing Orders may be changed by a two-thirds majority vote of Board members present and voting.

2. Definitions

2.1 The "President" means the elected President of the Board.
2.2 The "Chair" means the person chairing the Board meetings.
2.3 "Members" means voting members of the Board as set out in section 2.4 of the UNSW Rules.

3. Chairing of Meetings

3.1 The President will normally chair Board meetings.
3.2 When the President is absent, a Deputy President will act as the Chair at meetings of the Board.
3.3 When the President and both Deputy Presidents are absent, the members of the Board will elect a Chair from among their number.

4. Scheduling, Timing and Adjournment of Meetings

4.1 There will be a minimum of six meetings of the Board per annum.
4.2 Meeting dates for the Board and other standing committees will normally be confirmed at the last meeting of the Board in the previous year, but may subsequently be varied.
4.3 At least five working days' notice of a Board meeting will be given to members.
4.4 Meetings are normally scheduled for two and a half hours between the hours of 10am and 3pm.
4.5 Meetings may be extended for up to 30 minutes by agreement of the members.
4.6 Meetings can be held in person or online.
4.7 The Chair may adjourn a meeting in appropriate circumstances (for example, lack of a quorum).

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4.8 The Chair cannot adjourn a meeting to prevent a motion or amendment being put without the approval of two thirds of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

4.9 If a meeting of the Board is adjourned, the President will re-convene the meeting at least five but no more than 10 working days following the adjourned meeting.

4.10 As per UNSW Rule 2.17 (a), an extraordinary meeting of the Board may be called by (i) the President, (ii) the Chancellor, (iii) the Vice-Chancellor or (iv) on the written request of at least 10 members of the Board. Such an extraordinary meeting will normally be held within eight working days of such a request.

5. Quorum and Attendance

5.1 The quorum for a Board Meeting is 20 members, as set out in section 2.17 (c) of the UNSW Rules.

5.2 If a quorum is not reached within 15 minutes of the scheduled start of a meeting, the Chair will adjourn the meeting.

5.3 The President may invite or accept requests by non-members to attend all or part of meetings of the Board, including the issuing (and withdrawal) of standing invitations.

5.4 Non-members may be excluded from all or part of the meeting when confidential agenda items are discussed.

5.5 Formal attendance and voting via video link, or other remote connection approved by the Chair, are permitted and will be included in the determination of quorum.

5.6 Members unable to attend the Board will not be entitled to a proxy.

6. Absence from Meetings

6.1 It is incumbent on members to attend meetings of the Board unless absent from the University or otherwise prevented from attending. Governance should be notified of intended absences ahead of the meeting. Governance will record absences and apologies lodged by members who are unable to attend a meeting.

6.2 The Board, at its discretion, may grant leave of absence to elected members for one or more meetings. Elected members of the Board who absent themselves from three consecutive meetings without leave of the Board will be deemed to have vacated office, as set out in section 2.11 of the UNSW Rules.

6.3 Where an elected member has been granted leave of absence for three or more consecutive meetings, the President will consult with the Dean of the relevant Faculty (in the case of academic members) or relevant student bodies (in the case of student members) to appoint an alternate member for the period of leave in accordance with section 2.15 of the UNSW Rules.

7. Agendas

7.1 The agenda for Board meetings will be set by the President in consultation with the Academic Board Advisory Committee and Governance.

7.2 The agenda for Board meetings and associated papers will normally be made available to members at leave five days (three of which will be working days) prior to the meeting. The agenda, with associated papers, will be made available to members of the University.

7.3 All papers for inclusion on the agenda will normally be provided to Governance in time for the Academic Board Advisory Committee preceding a Board meeting.

7.4 Matters or documents deemed confidential (to members of the University or specifically to the Board) by the President, Academic Board Advisory Committee or the proposer of an agenda item must be clearly marked on the agenda and on all associated documents.

7.5 Whereas the agenda may vary from meeting to meeting, there are normally a number of standing items. The normal order of standing agenda items will include:

i. Apologies and leave of absence
ii. Confirmation of Minutes of previous meeting
iii. Matters arising from the Minutes
iv. Starring of Items
v. Confirmation of Confidential Items
vi. Reports from the President of the Board and from the Vice-Chancellor
vii. Questions on Notice
viii. Discussion topics or presentations
ix. Reports from the Executive members on the Board, Committee Chairs and Faculties
x. Academic Policies and Procedures
xi. Academic Programs
xii. Minutes of Boards and Committees
xiii. Any other business

7.6 The agenda order may be varied by the Chair or on the vote of the members present.

8. Meeting Procedures

8.1 All reasonable discretion should be exercised by the Chair in conducting meetings.

8.2 The Chair will call for starring of agenda items. Items are starred for discussion. Agenda items may be starred by any member of the Board, prior to or at the start of the meeting when called on by the Chair. Acceptance of all unstarred items will be voted upon as a block.

8.3 At any time prior to, or during, a Board meeting, a motion or agenda item may be withdrawn by (i) the proposer, or (ii) the Chair, at which point debate on the matter will cease.

8.4 Routine items can be put to the vote by the Chair without requiring a seconder. This includes, but is not limited to:

i. Apologies or requests for leave
ii. Approval of minutes of previous meetings
iii. Starring of items

8.5 Motions appearing in the Board agenda papers will not require a proposer and seconder. Motions otherwise put forward will require a proposer and seconder.

8.6 The proposer of a motion or chair of the relevant committee will have the right to speak first on a motion followed by one or two supporters of the motion. The Board Chair will normally then call upon one or two members who may wish to speak against the motion or propose amendments, before opening up the matter for general debate.

8.7 The Chair may draw the attention of the speakers to the relevance of their contribution to the matter in question.

8.8 The Chair will determine whether non-members of the Board may speak to a motion.

8.9 If an amendment to a motion is proposed, seconded and accepted by the proposer of the original motion, the amended motion will become the substantive motion. If not, the amendment may be voted upon by the Board.

8.10 All amendments to motions must be dealt with before the final substantive motion is put to members.

8.11 The Chair has absolute discretion in permitting tabling of documents at the meeting and motions without notice (apart from motions related to procedural issues or amendments to motions). A document may be "tabled" with debate or discussion deferred until a subsequent meeting.

8.12 Questions without notice may be referred by the Chair to the appropriate member of the University for a written response or deferred to a subsequent meeting.

8.13 Debate on a motion or an amendment will be suspended immediately if any of the following procedural motions are moved and passed:

i. "that the Board proceed to the next agenda item"
ii. "that the Board now adjourn"
iii. "that the question now be put"
iv. "that the speaker no longer continue"
v. "that the matter be referred back to the [named] committee"
vi. "that the matter be deferred to another meeting of the Board"

Such motions do not need a seconder, but may not be moved by a person who has already spoken to the motion or to an amendment.

8.14 With the exception of the Chair, those present at the Board will not interrupt when another member "has the floor".

8.15 The Board may take a procedural vote "that the Board dissent from the ruling of the Chair", which will effectively annul that ruling.

9. Voting

9.1 Unless otherwise specified in the Standing Orders or UNSW Rules, all motions will be decided by a simple majority of members present and voting. As per UNSW Rule 2.17(b), the Chair will have a vote and a casting vote in the case of an equality of votes.

9.2 The voting mechanism to be adopted for online meetings will be determined at the discretion of the Chair.

9.3 At the discretion of the Chair or on request of any two members of the Board, voting will be by a show of hands (or equivalent in online meetings). Any member may request a tally of those voting for, those voting against and those abstaining from a vote.

9.4 A ballot may be used only when it is required by an existing resolution of the Board, or at the discretion of the Chair. When a ballot is taken, it will be conducted in such form as the Chair may direct, provided its secrecy is preserved, and will include a tally of those voting for, those voting against and those abstaining from the vote.

9.5 In exceptional circumstances, items may be considered and voted upon via electronic circulation, at the discretion of the President. Approval of motions via electronic circulation will require a minimum of 50% of all Board members voting in favour of the motion and no members voting against the motion. At least three working days must elapse between circulation of the item and the close of voting.

9.6 A ballot may be used only when it is required by an existing resolution of the Board, or at the discretion of the Chair. When a ballot is taken, it will be conducted in such form as the Chair may direct, provided its secrecy is preserved, and will include a tally of those voting for, those voting against and those abstaining from the vote.

10. Minutes

10.1 Governance will prepare minutes of Board meetings.
10.2 The minutes will contain the results of any vote taken by the Board and key points raised in discussions or debate.
10.3 The minutes will be reviewed by the Chair and will be included for approval at the next meeting. If approved, a copy of the minutes is to be signed by the Chair of that meeting.
10.4 Once approved, minutes will be made available to members of the University. This excludes confidential items or matters deemed necessary by the President to restrict to Board members on the advice of the Executive and Academic Board Advisory Committee.

11. Academic Board Appointments to Board and University Committees

11.1 Expressions of interest from Board members for appointments to Board and University committees will be sought as positions become vacant.
11.2 Nominations from the Board to University, Academic Board and other committees will be made by the President in consultation with the Academic Board Advisory Committee and otherwise as required by the UNSW Rules.
11.3 Working groups of the Academic Board may be appointed by the President in consultation with the Academic Board Advisory Committee.

12. Duties of Academic Board Members

12.1 The professional and personal conduct of Board members must conform to the relevant UNSW codes and policies, including the UNSW Code of Conduct, the UNSW Student Code of Conduct and the Conflict of Interest Policy.
12.2 Members should actively ensure that confidential information is not disclosed as there may be financial and legal penalties, not only for the University but also for the Board member, if the information is released.
12.3 Members must disclose any conflicts of interest to the Chair of a Board or committee prior to consideration of the relevant matter or matters. The Chair has discretion to determine whether the member may participate in the deliberations, participate in the deliberations but not take part in any decision on the matter, or be excluded from the deliberations.
12.4 Faculty-elected members of the Board and/or the Deans should report on Board matters at Faculty Board meetings. Student members should report to the relevant student representative bodies.

Appendix 1: AB Motions and Resolutions

Items appearing on the Board agenda should be linked to formal motions/recommendations. This gives focus to debates or discussions and clearly sets out the intended or required action by the Board. The form of the recommendation and subsequent resolution will generally be:

Recommendation: That the Academic Board *<action> <matter>.*

Outside procedural motions at Board meetings, the actions that a Board motion will typically include are:

Approve (or not approve)	Apart from the procedural motions at Board meetings, the capacity of the Board to approve matters is generally limited to those stipulated in the UNSW Delegations of Authority. Examples are authority to approve new academic offerings or changes to existing academic offerings.
Endorse (or not endorse)	This action typically arises where the Board is part of an approval process and would commonly indicate the person or committee to whom the recommendation is made. A typical example is the Board recommending approval of academic policies or procedures by the Vice-Chancellor. Some delegations require Board recommendation of matters.
Request or Refer	These actions typically will relate to the Board seeking advice, information, opinion or a specific action from a committee or an Executive member.
Recommend (or not recommend)	This action generally relates to matters where support of the Board is sought but where the Board is not part of the formal approval process. Endorsement generally follows debate on specific proposals or papers presented to it by committees or members of the University.
Discuss	This action generally applies to specific discussion papers or reports brought to the Board where the view of the Board is sought, though in some instances may result in a motion to refer the matter to committees or elsewhere.
Note	Some matters are brought to the Board simply for information. Noting just implies the matter was presented to the Board (with or without discussion or debate) and does not require further action such as the Board forming an opinion on the matter. Examples include reports from Board members or documents tabled.