

Rules of Procedure for Council and its Committees

Principles

1. The University of Waikato is committed to collegial problem-solving as the preferred mode of working across its committee framework. This commitment is underpinned by principles of
 - participation and engagement
 - transparency
 - accountability
 - integrity.
2. These principles are intended to inform the practical application of these Rules of Procedure.

Legislative framework

3. These Rules of Procedure take account of relevant provisions in the Education Act 1989 and the Local Government Official Information and Meetings Act 1987.

Application

4. These Rules of Procedure apply to Council, the Academic Board and all other committees in the committee framework underpinning Council.
5. For committees, groups or forums outside the University's formal committee framework underpinning Council, the University has adopted a simpler set of guidelines for conducting effective meetings.

Interpretation

6. *Academic staff* – means Assistant Lecturers, Associate Professors, Doctoral Assistants, Graduate Assistants, Lecturers, Postdoctoral Fellows, Professors, Research Fellows, Research Officers, Senior Lecturers, Senior Research Fellows, Senior Research Officers, Senior Tutors, Teaching Fellows, and Tutors currently employed by the University.

Calling of meetings

7. Ordinary meetings of the Committee are held at times and places according to a schedule determined by that committee annually in advance.
8. In the case of ordinary meetings, the secretary must circulate to all members a notice of the meeting and agenda, not later than five days before the date of the meeting.
9. The agenda sets out the order of the business for the meeting, and includes all accompanying papers that are available. Any late accompanying papers requiring consideration by the committee must be circulated by the secretary at least two days before the meeting. Only in exceptional circumstances, provided the chairperson agrees, may papers relating to matters on the agenda be tabled at the meeting.
10. Accidental omission to supply a notice or agenda to any member of the committee does not affect the validity of a meeting.
11. The chairperson may at any time, at his or her own discretion, call a special meeting of the committee.
12. The chairperson must call a special meeting if requested in writing by not fewer than three members in the case of Council, and not less than one third of the total membership in the case of any other committee.
13. Notice of any special meeting and the agenda must be circulated to each member at least three days before the date of the meeting, except in cases of emergency when the notice is to be given as circumstances permit.

Preparation of the agenda

14. Responsibility for the compilation of the agenda for a meeting, and for the collation of papers for consideration at the meeting, rests with the secretary in consultation with the chairperson.
15. Members or other people who wish to put forward items for inclusion on the agenda must notify the secretary at least ten days before the date of the meeting. The decision whether or not to include items on the agenda rests with the chairperson, who will be guided by the terms of reference of the committee, although an item excluded from the agenda may be raised under rule 16(h).
16. Decisions on whether items on the agenda are to be starred (which indicates that they are items of formal business, items for information only, or items that are not expected to lead to discussion), or not, rest with the chairperson in consultation with the secretary. The agenda makes provision for any member to unstar any starred item so that it can be discussed. In the event that an item remains starred, any recommendation or decision included under it is deemed to have been carried.

Order of business

17. Unless the committee varies the order of business in accordance with rule 19, the order of business at every meeting is to be as follows:
 - (a) in the absence of the chairperson and, if one has been designated in the constitution, the deputy chairperson, to choose a member to act as chairperson of the meeting
 - (b) to receive and consider requests for unstarred any starred items on the agenda
 - (c) to confirm the minutes of the preceding meeting
 - (d) to consider matters arising from the minutes of the preceding meeting
 - (e) to receive a report on decisions taken by circulation or by the chairperson since the preceding meeting
 - (f) to dispose of any business remaining from the preceding meeting
 - (g) to consider any other matters that have been formally listed on the agenda in the order listed
 - (h) to consider any general business which may be raised by any member and which the committee resolves to discuss
 - (i) to confirm the time and place of the next meeting
 - (j) to consider any items for which the public have been excluded.
18. If an agenda has already been published and circulated to members, members wishing to raise any particular matter that is likely to necessitate a formal resolution by the committee and that is not already on the published agenda may do so only if agreed by the chairperson and if notice has been circulated to all members at least five days before the meeting.
19. An item that is not on the agenda for a meeting (or that has not otherwise been notified to members at least five days in advance of the meeting) may be discussed at the meeting if it is a minor matter relating to the general business of the committee; but no resolution, decision or recommendation may be made in respect of that item except to refer it to a subsequent meeting for further discussion.
20. The order of business may be varied by agreement of the committee at the beginning of the meeting.

Exclusion of the public

21. In accordance with any arrangements that the committee may determine, and further to the provisions of the Local Government Official Information and Meetings Act 1987, the chairperson may move that the public be excluded from the whole or any part of the proceedings of any meeting if the public conduct of those proceedings would be likely to result in the disclosure of information for which good reason for withholding that information is judged to exist.
22. In accordance with the Local Government Official Information and Meetings Act 1987, the resolution excluding the public may also provide for one or more persons to remain after the public has been excluded if, in the opinion of the committee, those persons have knowledge that will assist the committee.

Conflicts of interest

23. At the time they are appointed, members of Council and the Audit and Risk Committee are required to complete and sign a 'Conflicts of Interest Declaration', disclosing all relevant interests in both their personal and professional capacities and also disclosing any relevant interests, to the extent that they have knowledge of them, of people with whom they have a close personal or professional relationship.
24. The Council Secretary must maintain a Conflicts of Interest Register for Council and the Audit and Risk Committee, which contains details of all potential conflicts that have been declared by members to date; every agenda must include a regular item under which the current Register is attached and members are requested to declare any specific interests in relation to the agenda for that meeting.
25. While formal Conflicts of Interest Registers are not required to be maintained for committees other than those indicated in rule 23, conflicts of interest in relation to membership of any committee should always be considered, within an ethical context of good faith, honesty and impartiality.
26. A conflict of interest arises when a member has an interest that conflicts, or might conflict, or might be perceived to conflict, with the interests of the University itself.
27. For the purposes of these rules, a member has an interest in a matter if the matter relates to himself or herself, or if it relates to another person with whom the member has a close personal or professional relationship.
28. A member of a committee who has an interest in a matter being considered, or about to be considered, by that committee 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.
29. The secretary to a committee must draw to the attention of the chairperson any information received from a third party about a potential conflict of interest in relation to a member.
30. At his or her discretion, the chairperson may raise at a meeting any matter drawn to his or her attention under rule 28, provided he or she discusses it first with the member concerned.
31. Any specific interest in relation to a particular agenda item must be recorded in the minutes of the meeting relating to that item, together with a record of the committee's decision as to whether a conflict of interest exists, whether it can be managed, and how it is to be managed. (Guidelines for the management of conflicts of interest are available from the secretary to Council.)
32. The committee has the sole right to determine what constitutes a conflict of interest and to require a member to withdraw from deliberations or to take no part in any decision with respect to that matter. A decision by the committee in such matters is final.
33. Council may, by resolution, dismiss any member of Council or one of its committees (except the Vice-Chancellor) as a member of the relevant committee if the member, without reasonable excuse, fails to comply with rule 27 above.

Conduct of business

34. The chairperson presides at all meetings at which he or she is present.
35. If the chairperson is not present, and if a deputy chairperson is designated in the constitution, the deputy chairperson presides.
36. If neither the chairperson nor a deputy chairperson is present at a meeting, the members who are present must appoint one of their number to preside.

37. All members must speak to the chairperson, and must give way whenever the chairperson wishes to intervene.
38. The chairperson may put to the meeting any proposals that he or she considers necessary in the form of motions to be voted on by members.
39. Any member may propose a motion, which, if seconded by another member, must then be put to the meeting by the chairperson.
40. Unless the chairperson allows otherwise, a member may speak once only on any substantive matter in any debate.
41. Every matter is decided by a simple majority of votes of the members present. Each member has one vote only. Voting is on the voices unless there is a request for a ballot, in which case it is on a show of hands or, if the meeting agrees, by written ballot. When a vote is taken, details of the voting are not recorded in the minutes. A resolution by the committee is binding on members as a whole, including those not present at the meeting and those who abstained or voted against the decision.
42. Any member may propose an amendment to a motion. If another member seconds it, the amendment may then be discussed. All such amendments must be voted on separately before a vote is taken on the motion, which must first be amended in accordance with any amendments passed.
43. The chairperson has a deliberative vote and, in the case of an equality of votes, also a casting vote.
44. The chairperson is responsible for the observance of the Rules of Procedure, and his or her decision on any point of order is not open to appeal and/or review except by way of a formal resolution that is made after due notice.
45. No act or proceeding of the committee is invalidated as a consequence of a vacancy or vacancies in the membership of the committee at the time of that act or proceeding, or the subsequent discovery that there was some defect in the election, appointment or co-option of any person as a member of the committee, or that he or she was incapable of being or had ceased to be a member, or a defect in the convening of a meeting.
46. While committees are encouraged, in the interests of administrative efficiency and environmental sustainability, to be as 'paperless' as practicable, the use of tablets, cell phones and other electronic devices during meetings for unrelated purposes is disrespectful to chairpersons and fellow committee members and is strongly discouraged.

Confidentiality

47. Any business dealt with by the committee at a meeting or at a part of any meeting from which the public has been excluded under the provisions of rule 20 is confidential unless and until the committee resolves that the matter is to become public. Matters designated as confidential may be discussed only between those members and University staff to whom the relevant documents have been made available.
48. The secretary is responsible for indicating the status of particular documents and papers, and for changing their status as a consequence of a decision of the committee that a matter is to become public.

Minutes

49. The minutes must include a record of the business transacted at the meeting, and the names of those members present and other people in attendance. They must include a brief summary of the principal points discussed, and a record of all decisions. Members taking part in any discussion are not normally identified by name.

50. At the next meeting of the committee the chairperson must seek confirmation that the minutes are a true record. Any minutes so confirmed are prima facie evidence of the proceedings. Any discussion regarding the confirmation of the minutes must be restricted to the question of their accuracy.

Transaction of business between meetings

51. A committee may transact urgent business between meetings by the circulation of communications and/or papers, and the chairperson may instruct the secretary to transact business in this way.
52. When business is transacted by the circulation of communications and/or papers, the matter is to be clearly set out and addressed separately to every member, with a request that members convey their approval of the matter or otherwise to the secretary by the date stipulated. If any member dissents, then no further action is to be taken until the matter can be discussed at a meeting of the committee.
53. At the next meeting of the committee, the secretary must report on all business transacted by circulation of communications and/or papers.
54. As an alternative to rules 50-52, but only in exceptional cases, the chairperson may take executive action on behalf of the committee, in which case such action must be reported to the next meeting of the committee.

Appointment of standing or special committees

55. Council may appoint standing or special committees, to which it may refer any matters it considers appropriate. It may delegate to any such committee any of its powers and duties, except those that it cannot delegate under the Education Act 1989.
56. Committees of Council must report the minutes of their meetings once they have been confirmed to the next meeting of Council.
57. Subject to the prior approval of Council, the Academic Board may appoint standing committees and may delegate to any such committee any of its powers and duties.
58. In making appointments to committees, due regard should be paid to achieving an ethnic and gender balance, as far as is reasonably practicable.

Absence of members

59. Any member who is unable to attend a meeting of the committee must notify the secretary as soon as practicable before that meeting.
60. Council may, by resolution, dismiss any member of the Council (other than the Vice-Chancellor) as a member if he or she fails to attend three consecutive meetings without having given prior notice of his or her inability to attend. Committees other than Council may determine their own rules in this regard.
61. When an ex officio member is absent, a person who has been formally appointed to act in that capacity during the absence may attend (as a voting member) any meetings that the absent member would normally attend ex officio. Otherwise, substitutes are not permitted to attend meetings unless approved in advance by the chairperson.

Quorum

62. Council is quorate when a majority (i.e. more than half) of the members then holding office is present.
63. No business may be transacted by Council at a meeting unless a majority of the members then holding office is present.

64. Subject to the prior approval of Council, a committee of Council may adopt and apply a different definition of a quorum than that applied to Council

Informal elections for committees of Council

65. Where the constitution of a committee of Council (including a committee of the Academic Board) includes one or more members elected by the members of another committee, the election is by a simple majority of votes of the members present. Each member has one vote only. Voting is on the voices unless there is a request for a ballot, in which case it is on a show of hands or, if the meeting agrees, by written ballot.
66. The time and place of the election must be formally notified in the agenda of the relevant committee meeting.
67. Where a member or members are unavoidably prevented from attending the meeting, the chairperson may undertake to receive proxy votes in writing prior to the meeting. In such cases, the chairperson is responsible for the process by which account of the proxy votes is taken.

Public and staff access to committee schedules and papers

68. The annual schedule of meetings of Council and Academic Board must be publicly notified.
69. For Council and the Academic Board, a copy of each agenda (except any parts to be conducted with the public excluded) must be made accessible by the public not later than five days before the meeting; once confirmed, the minutes (except any parts conducted with the public excluded) must also be made accessible by the public, replacing the agenda.
70. For committees of Council and the Academic Board, meeting schedules and a copy of each agenda (except any parts conducted with the public excluded) must be made accessible by all staff; once confirmed, the minutes (except any parts conducted with the public excluded) must also be made accessible by all staff, replacing the agenda.
71. The Council Secretary has authority to determine the manner in which Council schedules, agenda and minutes are to be made accessible to staff and to the public. Authority in such matters relating to the Academic Board rests with the Secretary to the Academic Board.
72. Any requests under the Official Information Act 1989 or the Privacy Act 1993 by staff or by members of the public for information relating to committee business with the public excluded must be referred to the University's Official Information Officer (Vice-Chancellor's Office).

Other committee procedures

73. Unless determined otherwise under these Rules of Procedure, a committee may determine its own procedures.

Approved by

Council, 16 July 2014

Revised, Council, 1 October 2019

