

Academic Board

Standing Orders

Approved by Academic Board on 7 March 2017

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 2.17 (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-laws, UNSW Rules and Council Resolutions.
- 1.3. Standing Orders may be changed by a two-thirds majority vote of Board members.
- 1.4. The "President" means the elected President of the Academic Board. The "Presiding Member" means the person chairing a Board meeting.
- 1.5. "Members" means voting members of the Board as set out in section 2.4 of the UNSW Rules.

2. Meetings

- 2.1. There will be a minimum of seven meetings of the Board per annum.
- 2.2. Meeting dates for the Board and other standing committees will be confirmed at the last meeting of the Board in the previous year, but may be subsequently varied.
- 2.3. At least seven days' notice of an Academic Board meeting will be given to members.
- 2.4. Meetings are scheduled for two hours between the hours of 10:00 am and 3:00 pm, but may be extended for up to one hour by the vote of members present.
- 2.5. The President may adjourn a meeting in appropriate circumstances (for example, lack of a quorum).
- 2.6. The President 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 President to adjourn a meeting.
- 2.7. 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.
- 2.8. As per UNSW Rule 2.16, 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 five members of the Board. Such an extraordinary meeting will normally be held within eight working days of such a request.

3. Quorum and Attendance

- 3.1. The quorum for a Board Meeting is 20 members, as set out at section 2.16(c) of the UNSW Rules.
- 3.2. If a quorum is not reached within 15 minutes of the scheduled start of a meeting, the President will adjourn the meeting.
- 3.3. 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.
- 3.4. Non-members may be excluded from all or part of the meeting when confidential agenda items are discussed.

- 3.5. Formal attendance and voting via video link or other remote connection approved by the Presiding Member is permitted and will be included in the determination of quorum.
- 3.6. Members unable to attend the Board will not be entitled to a proxy.

4. Absence from Meetings

- 4.1. Where the President is absent, a Deputy President will act as the Presiding Member at meetings of the Board.
- 4.2. Where the President and both Deputy Presidents are absent, the members of the Board will elect a Presiding Member from among their number.
- 4.3. 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.
- 4.4. The Academic 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 the Board granting leave, will be deemed to have vacated office, as set out in section 2.11 of the UNSW Rules.
- 4.5. Where an elected member has been granted a leave of absence for three or more consecutive meetings, then 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.

5. Agendas

- 5.1. The agenda for Board meetings will be set by the President in consultation with the Academic Board Advisory Committee and Governance.
- 5.2. The agenda for Board meetings and associated papers will normally be made available to members at least five days (three of which will be working days) prior to the meeting. The agenda, without associated papers, will be made available to members of the University.
- 5.3. All papers for inclusion on the agenda will normally be provided to Governance in time for the Academic Board Advisory Committee preceding the next Board meeting.
- 5.4. Matters or documents deemed confidential 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.
- 5.5. 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 be:
 - i. Apologies, leave of absence and confirmation of Minutes
 - ii. Matters arising from the Minutes
 - iii. Starring of Items
 - iv. Confidential Items
 - v. Reports from the President and from the Vice-Chancellor
 - vi. Discussion Topics
 - vii. Reports from Executive members on the Board, committees chairs and Faculties
 - viii. Academic Programs and Policies
 - ix. Academic Programs
 - x. Question Time
- 5.6. The agenda order may be varied by the Presiding Member or on the vote of the members present.

6. Meeting Procedures

- 6.1. All reasonable discretion may be exercised by the Presiding Member in conducting meetings.
- 6.2. The Presiding Member will call for starring of agenda items. 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 Presiding Member. Acceptance of all unstarred items will be voted upon as a block.
- 6.3. 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 Presiding Member, at which point debate on the matter will cease.
- 6.4. Routine items can be put to the vote by the Presiding Member 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 and confirmation of confidential items.
- 6.5. Motions appearing in the Board agenda papers will not require a proposer or seconder. Motions otherwise put forward will require a proposer and seconder.
- 6.6. 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 Presiding Member 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.
- 6.7. The Presiding Member may draw the attention of speakers to the relevance of their contribution to the matter in question.
- 6.8. The Presiding Member will determine whether non-members of the Board may speak to a motion.
- 6.9. If an amendment to a motion is proposed, seconded and accepted by the proposer of the original motion, then the amended motion will become the substantive motion. If not, then the amendment may be voted upon by the Board.
- 6.10. All amendments to motions must be dealt with before the final substantive motion is put to members.
- 6.11. The Presiding Member 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.
- 6.12. Questions without notice may be referred by the Presiding Member to the appropriate Executive member for a written response or deferred to a subsequent meeting.
- 6.13. Debate on a motion or an amendment will be immediately suspended if any of the following procedural motions are moved and passed:
 - i. “that the Board proceed to the next business 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 committee which submitted the proposal”
 - 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.
- 6.14. With the exception of the Presiding Member, those present at the Board will not interrupt when another member “has the floor”.
- 6.15. The Board may take a procedural vote “that the Board dissent from the ruling of the Presiding Member” which will effectively annul that ruling.

7. Voting

- 7.1. Unless otherwise specified in the Standing Orders or UNSW Rules, all motions will be decided by a simple majority of members present. As per UNSW Rule 2.16 (b), the President will have a vote and a casting vote in the case of an equality of votes.
- 7.2. At all meetings of the Board, voting will normally be on the voices.
- 7.3. At the discretion of the Presiding Member or on the request of any two members of the Board, voting will be by a show of hands and include a tally of those voting for, those voting against and those abstaining from the vote.
- 7.4. A ballot may be used only when it is required by an existing resolution of the Board, or at the discretion of the Presiding Member. When a ballot is taken, it will be conducted in such form as the Presiding Member 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.
- 7.5. 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 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.

8. Minutes

- 8.1. Governance will prepare minutes of Board meetings.
- 8.2. The minutes will contain the results of any vote taken by the Board.
- 8.3. The minutes will be reviewed by the Presiding Member and will be included for approval at the next meeting. If approved, a copy of the minutes is to be signed by the Presiding Member of that meeting.
- 8.4. 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.

9. Academic Board Appointments to University Committees and Council Committees

- 9.1. Non-*ex officio* membership of Board and University committees will be determined by the President, in consultation with the Academic Board Advisory Committee.
- 9.2. Nominations from the Board to University Committees and Council Committees will be made by the President in consultation with the Academic Board Advisory Committee.

10. Duties of Academic Board Members

- 10.1. 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 and the Conflict of Interest Policy.
- 10.2. 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.
- 10.3. Members must disclose a conflict of interest to the Presiding Member of a committee prior to consideration of the relevant matter or matters. The Presiding Member 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.
- 10.4. Members should notify Governance if they will be absent from a Board meeting.

Appendix 1. Framing of Motions

All items appearing on the Board agenda should be linked to formal motions. This gives focus to debates or discussions and clearly sets out the intended or required action by the Board. The form of the motion will generally be:

MOTION

That the Academic Board <action> <matter>.

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

Approve	Apart from the mechanics of Academic Board meetings, the capacity of the Academic Board to approve matters is generally limited to those stipulated in the UNSW Delegations. Examples are authority to approve new programs or changes to existing programs, and the determination of English language admission requirements.
Recommend	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. In other cases a recommendation may stem from a discussion topic or debate and would typically be made to a University Committee or member of the Executive Team of the University.
Request or Refer	These actions typically will relate to the Board seeking information, opinion or a specific action from a committee or an Executive member.
Endorse	This action generally relates to matters where support of the Board is sought, such as changes to policies or procedures of an operational matter, 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 Executive.
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. Other motions may, of course, be linked to noting of the report, paper, etc.