

STANDING ORDERS OF BOARD

AUTHORITY

A Rule of YouX (historically the Adelaide University Union)
enacted Pursuant to Clause 20 of the AUU Constitution

RULE

1. Objectives

- 1.1. To ensure that meetings of the Board are conducted in an orderly and fair manner.

2. Definitions

- 2.1. The definitions in Clause 3 of the AUU Constitution apply to this policy unless specified otherwise below.

3. Interpretation

Interpretation of this policy is within the jurisdiction of the President, pursuant to the authority of Board.

4. Application

- 4.1. This Rule applies to all Board Meetings, unless suspended by Resolution of Board, following the procedure set out in clause 29 of this Rule.

5. Chair

- 5.1. The Chair shall ordinarily be the President, except where:
 - 5.1.1. There is a motion dissenting in the President's ruling;
 - 5.1.2. The President is conflicted on the matter before the Board; or
 - 5.1.3. The President is not in attendance.
- 5.2. Where the President is unable to Chair the meeting, the Vice President shall chair the Meeting. If the Vice President is unable to Chair the meeting, the Board shall agree to another Chair.
- 5.3. The Chair is the Chair of the Board, and is responsible for the proper conduct of the Meeting and adherences to these Standing Orders.
- 5.4. The Chair must be heard without interruption.
- 5.5. If a situation arises which is not covered by these Standing Orders, the Chair must act as they see fit provided that they act fairly and their actions do not bring the conduct of the Meeting into disrepute. In such circumstances, the Chair must use the most recent edition owned by the Adelaide University Union of Renton's "Guide for Meetings and Organisations" as a guide.

5.6. The President shall maintain a register of Directors.

6. Vice-President

6.1. The Vice President is the Deputy Chairperson of the Board. The duties of the Deputy Chairperson will include:

- 6.1.1. Helping with the drafting and collecting of motions;
- 6.1.2. Giving advice to the Chair on procedure;
- 6.1.3. With the concurrence of Board, chairing the meeting when the President is absent, or involved in the debate.

7. Board Secretary

There will be a Board Secretary, appointed by a resolution of Board. Responsibilities of the Board Secretary include recording all of the minutes and resolutions of Board. The Board Secretary must have signed a confidentiality agreement prior to commencing the role.

8. Expulsion

- 8.1. The Chair may expel any person from the Meeting, including Directors, for behaviour disruptive to the conduct of business.
- 8.2. A Director may only be expelled after at least one warning.
- 8.3. A person expelled from any Meeting of the Board may attend any subsequent Meeting of the Board. This clause does not exempt any person from being expelled under clauses 8.1 and 8.2 at a subsequent Meeting of the Board.

9. Dissent Motions

- 9.1. A Director may move dissent in any ruling of the Chair regarding the conduct of a Meeting. Such a motion of dissent will be in the form “That this Meeting dissents from the Chair’s ruling”.
- 9.2. While the Board is considering a motion moved pursuant to clause 9.1, the Chair must pass the Chair to the Vice President, or where the Vice President is not in attendance, to another Director.
- 9.3. Only the mover of the motion and the Chair may speak to a Dissent Motion.
- 9.4. Both the mover of the Dissent Motion and the Chair may speak for up to two minutes.

10. Points of Order

- 10.1. If a breach of these Standing Orders occurs, a Director may immediately raise a “Point of Order” with the Chair.
- 10.2. Where a Director raises a Point of Order, that request must be heard immediately.
- 10.3. An explanation or a contradiction is not a “Point of Order”.
- 10.4. The Chair may allow Directors to speak briefly on “Points of Order”
- 10.5. A Director speaking on a “Point of Order” must not raise new matters.

11. Starring and Classification

- 11.1. Items on the agenda for Ordinary Board Meetings shall be classified either as Starred Items, Unstarred Items, or Confidential Items, as determined by the President.
- 11.2. A copy of the agenda for each Ordinary Board Meeting must be tabled at the beginning of each Board meeting with the President's classifications of items clearly noted on it.
- 11.3. Any Director may ask at the commencement of a meeting for an item classified as unstarred by the President to be starred.
- 11.4. The Chair must put a motion "that all unstarred items are approved". If such a motion is carried, all recommendations of Board Standing Committees and all Motions on Notice, that were unstarred, will be deemed to have been considered, put to the vote as provided in clause 27 of this Rule, and passed by the Board. Recommendations contained in Reports, however, will not be adopted by Board unless a specific motion on the subject matter of the recommendation has been carried.

12. Start of Meeting

- 12.1. Quorum for a meeting is 50% +1 of Student Elected Directors.
- 12.2. Meetings shall, subject to the presence of a quorum, start at the time set out on the notice.
- 12.3. If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting lapses and the Chair must fix the time of the next meeting. All business on the agenda of the lapsed meeting must be included on the Agenda of the next meeting and must take precedence over any new business.
- 12.4. At the opening of the meeting, the Chair shall acknowledge the Traditional Owners of the Land where the Board is meeting.
- 12.5. Prior to any decision being made by the Board, the Chair shall ask if any Board Directors have a Conflict of Interest, which shall include potential Conflicts of Interests. They shall then read the following declaration:
"That all directors and officers in attendance declare that they have read and considered all papers within this agenda that require decision making and have no known conflict of interest or potential conflict of interest with respect to those matters."

13. Record of Attendance

- 13.1. A record of attendance shall be maintained for all meetings, including Committee meetings. The record shall detail the names of all Directors, and the names of others in attendance.
- 13.2. The record of attendance must clearly indicate whether a person was:
 - 13.2.1. Present;
 - 13.2.2. Present but arrived late;
 - 13.2.3. Present but left early;

- 13.2.4. Present, but arrived more than 30 minutes late and/or left more than 30 minutes prior to the close of the meeting;
- 13.2.5. Absent, with apology and/or leave of absence;
- 13.2.6. Absent, without apology and/or leave of absence;
- 13.3. If a director is absent or arrives to an Ordinary Meeting more than 30 minutes after the starting time set out on the notice, or leaves before the Board is able to consider any remaining items on the agenda, the President must, at least seven (7) days before the submission deadline of the immediate next Ordinary Meeting, inform them by email of their recorded absence and ask them to provide evidence of cause for a Leave of Absence as set out in Clause 14. A Director who arrives to an Ordinary Meeting more than 30 minutes after the starting time set out on the notice, or leaves before the Board is able to consider any remaining items on the agenda without the leave of Board shall be considered absent without Leave of Absence for the purposes of Clause 9 of the Constitution.

14. Leave of Absence

- 14.1. A leave of absence may ordinarily be granted for:
 - 14.1.1. Interstate or international travel;
 - 14.1.2. Conducting research (for either fieldwork or for postgraduate students);
 - 14.1.3. Personal reasons (for example: illness, bereavement, family reasons beyond your control);
 - 14.1.4. Exceptional circumstances (for example supplementary examinations or, assessment requirements).
- 14.2. A leave of absence should not be ordinarily granted for:
 - 14.2.1. Work commitments
 - 14.2.2. Study commitments (unless in the circumstances provided for in 14.1)

15. Quorum

- 15.1. It shall be the Chair's responsibility at all times to ensure that quorum is present.
- 15.2. If quorum is not achieved within 30 minutes the meeting lapses.
- 15.3. If quorum is originally achieved in a meeting but is lost before all items on the agenda, as provided to directors prior to the start of the meeting, are considered by the quorate board the functions and powers of Board are delegated automatically to the Executive until such time as a quorate meeting of Board is held as per Clause 8.5 of the Constitution.

16. Informal Meeting Without Quorum

- 16.1. In the absence of quorum at a duly constituted meeting, an "Informal Meeting" may be held and business may be dealt with as for a formal meeting.
- 16.2. Any resolutions of an "Informal Meeting" will have no effect unless ratified subsequently by a quorate meeting.

17. **Proof of Resolution**

A declaration by the Chair that a motion has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number of votes for or against the motion.

18. **Attendance**

All Students and Members of YouX have the right to attend, speak and move motions at all Board meetings which are not in an In Camera session.

19. **Visitors**

Visitors to Board meetings may be afforded speaking rights by the Chair or by resolution of the Board.

20. **In-Camera Session**

- 20.1. The Board may resolve to move into an In Camera Session for which only Directors, and those invited by the President are permitted to attend.
- 20.2. Items classified as In Camera by the President pursuant to clause 11 must be considered by Board in an In Camera session.
- 20.3. At the beginning of an In Camera session the Chair shall read a declaration, regarding confidentiality, which reads:
“That all directors and officers in attendance declare that they will keep all matters discussed in the meeting confidential.”
By staying in the meeting, all directors and officers present shall be deemed to have agreed with the declaration.

21. **Committee**

- 21.1. Board may resolve to move into Committee.
- 21.2. During “In Committee” sessions of the Board, only informal discussion of the issue before the Board will be allowed.
- 21.3. No motions or amendments may be put during “In Committee” sessions of the Board except the motion “that the Board move out of Committee”.

22. **Reports**

- 22.1. Upon the presentation of reports the Chair shall invite each Director to direct questions of the report to the appropriate person.
- 22.2. Each director shall be afforded one opportunity of a maximum duration of two minutes in which to ask the appropriate person any questions of the report.
- 22.3. Upon receiving a response the Director may be allowed one minute further to seek clarification of a response or to make supplementary questions.

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- 22.4. Where deemed appropriate by the Chair and time permits, a Director who has exhausted their opportunity to make questions of the report may seek leave of the Chair to ask a further question.

23. Motions/Amendments

- 23.1. All substantive motions and amendments must be in writing, and be forwarded to the Minutes Secretary to be placed before the Chair.
- 23.2. Motions must be moved and seconded to be considered. The mover of a substantive motion may, however, speak for one minute before a seconder is required.
- 23.3. The Chair must rule out of order any motion or amendment which is trivial, frivolous, ambiguous, internally contradictory, or which has no effect on the status quo. Such a motion may be reworded by the mover and resubmitted to the Chair.
- 23.4. Where a substantive motion raised during a meeting is considered by the Chair to potentially result in significant damage to the reputation of YouX the Chair may rule that such a motion be considered in an In Camera session of the same meeting it was raised.

24. Amendments

- 24.1. Amendments must relate to the motion before the Board.
- 24.2. An amendment which is a direct negative of the motion before the Chair is out of order.
- 24.3. Amendments must be considered in the order which they are received by the Chair.
- 24.4. Where an amendment is before the Board, only discussion relevant to that particular amendment will be allowed.
- 24.5. Amendments must be dealt with by the Board when moved. An amendment to a motion, however, shall not be considered by Board until the mover of that motion has exercised their right to introduce it.
- 24.6. A motion may be amended either by resolution of Board, or by the mover with the consent of the seconder.
- 24.7. An amended motion will be treated as the original motion.

25. Foreshadowed Motions

- 25.1. Where a motion is moved that is contradictory in meaning or intent to the motion before the Board, it must be dealt with as a “foreshadowed motion”.
- 25.2. For the purposes of this clause the original motion before the Board shall be called the substantive motion.
- 25.3. The substantive motion and the foreshadowed motion must be discussed and/or debated together.
- 25.4. The substantive motion and the foreshadowed motion must be put to the vote at the conclusion of the discussion and/or debate.

- 25.5. The movers of foreshadowed motions may exercise their right of reply in the order in which the foreshadowed motions were moved.
- 25.6. The mover/s of foreshadowed motion/s may exercise their right of reply only after the mover of the substantive motion has exercised their right of reply.
- 25.7. The Chair must only put foreshadowed motions to the vote if the substantive motion is lost.
- 25.8. The Chair must put foreshadowed motions to the vote in the order in which they were moved.

26. Procedural Motions

- 26.1. Procedural motions are motions dealing with the conduct of the meeting itself.
- 26.2. A Procedural Motion must contain no elements of a Substantive Motion.
- 26.3. A Board Director may move a Procedural Motion at any time.
- 26.4. A Procedural Motion requires no Secunder.
- 26.5. No person may speak to a Procedural Motion.
- 26.6. The Chair must put a Procedural Motion immediately to a vote once it has been moved.
- 26.7. A Procedural Motion shall pass, if it is supported by a simple majority of members present, with the Chair exercising a casting vote.

27. Debate

- 27.1. Except by procedural resolution to the contrary, speakers must not speak for more than three minutes.
- 27.2. The mover of a motion or an amendment will introduce their motion or amendment.
- 27.3. A person wishing to speak will indicate that they wish to speak by raising their hand.
- 27.4. The Chair must take an exhaustive list of speakers after a motion or amendment has been introduced. The exhaustive list must be strictly adhered to.
- 27.5. No person may speak more than twice to any particular motion or amendment unless allowed by the Chair.
- 27.6. The mover has a right of reply.
- 27.7. Where two consecutive speakers have spoken either in favour or against a motion the Chair will invite the mover to exercise their right of reply, after which the Chair may put that motion or amendment to the vote. Where, in the opinion of the Chair, a motion is one of censure or no confidence the Chair must allow the person(s) against whom the motion is moved to speak after the mover's right of reply and before the vote is taken.
- 27.8. After the mover of a motion has exercised their right of reply the Chair may put the motion to the vote.

28. Withdrawal of Motions

The mover of a motion or amendment may withdraw his or her motion or amendment at any time before it is put to a vote. In this occurrence, the seconder of that motion or amendment will then have the first option of taking up moving of that motion or amendment.

29. Voting

- 29.1. The Chair may accept motions to which there is no dissent as carried without putting them to a vote. If a Director expresses dissent, the motion must then be put to a vote.
- 29.2. The Chair must read the motion or amendment aloud before it is put to the vote.
- 29.3. Where there is a foreshadowed motion the Chair must also read the foreshadowed motion aloud before putting the substantive motion to the vote.
- 29.4. The Chair must separately call for:
 - 29.4.1. Those Directors in favour of the motion;
 - 29.4.2. Those Directors against the motion; and
 - 29.4.3. Those Directors abstaining from the voteTo raise their hands and clearly indicate their vote. The Chair must then declare the result of the vote.
- 29.5. A Board Member may request a recount upon the vote being declared. Board Members are not required to vote as they did on the previous count.
- 29.6. A Board Member may call for a count upon the vote being declared. If so, the Minutes Secretary must record in the Minutes the number of Board Members voting for, or voting against, or who abstained, on the motion or amendment.
- 29.7. The Chair or any three Board members may call for a Poll before the vote on that motion or amendment is taken. If so, the Minutes Secretary must record in the minutes the names of those Board members voting for or voting against or who abstained on the motion or amendment.
- 29.8. A Board Member may request that the nature of his or her vote on the motion or amendment be recorded in the Minutes immediately upon the declaration of the result.

30. Matters Already Dealt With

Motions relating to matters already dealt with at that Board meeting or reversing a previous resolution of that Board meeting or substantially restating a motion defeated at that Board meeting must not be considered.

31. Duration of Meetings

No Board meeting may be longer than four hours in duration. The Chair must close a meeting of the Board when four hours have elapsed from the start of that particular meeting. If all the business on the agenda for consideration at that meeting has not been considered after four hours have elapsed and the meeting is closed, the

President must convene a Special Board Meeting to be held on another day within a fortnight of the original meeting, to consider the remaining business and any other business that may have arisen in the intervening period.

32. Suspension of Standing Orders

- 32.1. The effect of any of these Rules concerning the Standing Orders of Board may be suspended by a Resolution supported by at least two-thirds of those Board Members present and voting.
- 32.2. A Suspension of Standing Orders shall not affect the rights or duties of the Chair, the manner in which votes are determined or the right of any Board Member to move dissent in the ruling of the Chair as Chair of the Meeting.

Version Control Table

Version	Author	Date	Changes
V1.0	Executive Officer		Enacted
V2.0	Executive Officer	04/2015	Amended
V3.0	Executive Officer	20/11/2017	Amend title, amend Clauses 13.3, 25.3, 25.4, 25.5, 25.6, 27.5, 27.7, 27.8, create Clauses 15.3, 23.4, amend Section 29