COUNCIL

THE UNIVERSITY of ADELAIDE

PROTOCOL FOR COUNCIL MEMBERS

The following Protocol for Council Members was approved by Council at its meeting on 20 March 2000, and revised on 18 February 2002, 7 June 2004 and 5 December 2005. Reviewed by Minter Ellison on 4 July 2012 and noted by Council on 23 July 2012.

Dealing with the community

1. In their dealings with both the University community and the public at large, Council members should not conduct themselves in any manner likely to cause harm or damage to the reputation of the University, or to subvert the approved management processes of the University.

Dealing with the media

2. (1) In the interests of a consistent approach to media relations, communication with the media about University-related matters is the sole province of the Chancellor, the Vice-Chancellor and President and their respective delegates for that purpose.

   (2) Council members should not-

   (a) take part in any discussion with a media representative about University business or affairs; or

   (b) provide any information, or cause or allow any information to be provided to a media representative about University business or affairs;

   except with the express prior approval of the Chancellor or Vice-Chancellor and President.

   (3) In respect of Council members who are staff of the University, the University's media policy for staff (http://www.adelaide.edu.au/policies/120) applies to them when they are acting in their capacity as staff of the University.

Observing the requirement of confidentiality

3. (1) This paragraph applies to information identified, either on the agenda, by a ruling of the Chancellor or by resolution of the Council, as being confidential to Council.

   (2) Subject to sub-paragraph (3), Council members are required to –

   (a) keep this information confidential;

   (b) take reasonable precautions against its unauthorised disclosure or use; and

   (c) report known or suspected instances of unauthorised use or disclosure to the Council Secretary.

   (3) These obligations will bind each Council member until either –

   (a) the relevant information enters the public domain otherwise than as a result of a breach of this protocol; or

   (b) the confidential status of the information is revoked by a ruling of the Chancellor or a resolution of the Council.

(4) The above restrictions do not apply to information that a Council member is obliged by law to disclose.

(5) Council members are referred to the provisions in the Standing Orders of Council relating to confidentiality of Council business.

Supporting Council decisions

4. When a decision is reached and resolved by majority vote, Council members may, pursuant to Standing Orders, ask that their dissent be recorded. Thereafter, all Council members shall not actively oppose or impede the implementation of the decision, or use the fact of their dissent directly or indirectly to that end.

Disclosure and resolution of conflicts of interest

5. (1) In any situation in which their personal interests (direct or indirect, pecuniary or non-pecuniary) may conflict with the interests of the University, Council members are bound to act in the best interests of the University (section 15(b) of the *University of Adelaide Act 1971* (**University Act**) imposes a statutory duty on Council members to act in the best interests of the University).

(2) In particular, but without limiting sub-paragraph (1), elected Council members faced with the possibility of conflict between the interests of the group which elected them and the interests of the University are bound to act in the best interest of the University.

(3) The obligations described in sub-paragraphs (1) and (2) above derive both from the statutory duties of Council members with regard to conflict of interest (section 17 of the University Act), and their broader common law and statutory duties to act in good faith in the best interests of the University.

(4) Section 17 of the University Act imposes a statutory duty on Council members to disclose any 'direct or indirect personal or pecuniary interest in a matter decided or under consideration by the Council'. It also requires the disclosure of any interest that may in future give rise to a conflict of interest for a Council member. Where an actual conflict has been identified, the affected Council members must do all of the following:

(a) as soon as is reasonably practicable, disclose in writing to the Council full and accurate details of the interest;

(b) not take part in any discussion by the Council relating to the matter affected by the conflict;

(b) not vote in relation to that matter; and

(c) be absent from the meeting room when any such discussion or voting is taking place.

(5) The subject of conflict of interest affecting Council members is dealt with in more detail in the Council Policy on Conflicts of Interest. Council members must be familiar with this Policy and comply with it at all times.

Council members' duties in general

6. (1) This protocol and the attached guidelines are intended to reflect aspects of the duties of honesty and good faith imposed on Council members by sections 15, 16 and 17 of the University Act, and by the common law.

(2) For a more detailed discussion of Council members' statutory and common law duties (including those relating to care and diligence as well as those relating to good faith and honesty, see the Council paper 'Duties and Liabilities of Council Members'.

(3) As well as duties that apply to Council members as individuals, Council as a whole has a duty in all matters to advance the interests of the University; (section 9(2) of the University Act).

(4) Council members will make a fit and proper person requirements declaration in the form prescribed by the Tertiary Education Quality and Standards Agency.

Non-compliance

7. (1) Section 17A of the University Act provides that a Council member's non-compliance with a duty imposed by section 15 (Duty of Council members to exercise care and diligence), section 16 (Duty of Council members to act honestly) or section 17 (Duty of Council members with respect to conflict of interest) of the University Act will be taken to be serious misconduct and grounds for removal of the member from office.

(2) Section 13(1)(d) of the Act deals with the removal of an appointed or elected member of the Council who has been guilty of 'serious misconduct'. Section 13(1)(d) is subject to the operation of section 13(2a), which provides that an appointed or elected member of the Council may only be removed by resolution passed by at least a two thirds majority of the members of the Council.

(3) Depending upon the circumstances in each case, Council members should be aware that a breach of this protocol may give cause for removal from office.

COUNCIL

THE UNIVERSITY of ADELAIDE

GUIDELINES TO PROTOCOL FOR COUNCIL MEMBERS

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1. Consensus
Council has agreed that it will strive to make decisions by consensus on major issues and principles, while acknowledging the requirements of the University of Adelaide Act. It is essential for the good of the University that Council members are seen to be working in unison with a shared commitment to the advancement of the University's goals.

2 Confidentiality
Council has agreed that Council members are to respect and preserve the confidentiality of Council papers, recognising that a Council member who believes an item should not be confidential may move for it to be listed on the non-confidential agenda at the Council meeting.

3. Collective Responsibility
Council has agreed that Council members are to recognise their collective responsibility on major issues and principles, and, where they do dissent from Council decisions, that this not be publicly commented on.

4. Individual responsibility
Council has agreed that all Council members must act individually according to their own conscience and beliefs, and not as representatives of representative groups as they sit at the table.

In accepting the statements above, Council acknowledges that the Chancellor or, in his or her absence, whoever is presiding over a Council meeting, will have Council's authority to enforce these philosophies and understandings, and Council's respect when the Chancellor does so.

5. Social exchanges
Council has also agreed that more social exchanges between Council members should be encouraged, to foster trust and a collegial attitude amongst Council members.

Approved by Council on 12 June 2001