



Australian  
National  
University

# Charter of the ANU Foundation Board

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# Contents

Purpose .....	4
Role of the ANU Foundation Board .....	4
Vision and values .....	4
Committees.....	4
Functions, responsibilities and roles .....	5
Meetings .....	9
Declaration of interests .....	10
Confidentiality.....	10
Access to management.....	10
Access to information .....	11
Insurance and indemnity .....	11
Remuneration and expenses .....	11
Induction.....	11
Review of Board performance and Charter.....	11
Appendix 1: ANU vision and values .....	13
Appendix 2: Standing orders of the ANU Foundation Board .....	14

## Context for the University

The University is an independent, self-governing institution of higher learning established by the *Australian National University Act 1991* (the 'ANU Act'). The Council, as the governing authority, is established by the *ANU Act*. The governance of the University, as a corporate Commonwealth entity, is further regulated by the *Public Governance, Performance & Accountability Act 2013* (the 'PGPA Act').

The ANU Foundation is established by the *Australian National University (ANU Foundation) Statute 2018* (the 'ANU Foundation Statute'), to provide a governance framework for gifts made to the University and to ensure that:

- the University maintains the highest standards in relation to its fundraising activities; and
- gifts made to the University are properly used and appropriately accounted for.

## Purpose

This Charter sets out the role, responsibilities and operation of the ANU Foundation Board.

## Role of the ANU Foundation Board

The ANU Foundation Board is the key oversight body of the ANU Foundation, established by the ANU Foundation Statute to advise Council and the Vice-Chancellor on the governance, management and performance of the University's fundraising activities and of all gift funds within the ANU Foundation.

The Board and its members must act in accordance with the following duties:

- Duty to exercise powers and duties with care and diligence.
- Duty to exercise powers and duties honestly, in good faith and for a proper purpose.
- Duty not to make improper use of position.
- Duty not to improperly use information.
- Duty to avoid conflicts of interests and to disclose any potential or actual conflicts.

In the performance of its duties, the Board and its members must act in accordance with all applicable ANU legislation, policy and procedure.

## Vision and values

The ANU Foundation Board performs its functions and responsibilities in alignment with and in support of the University's vision and values (**Appendix 1**).

## Committees

From time to time, the ANU Foundation Board may establish Committees to assist it with acquittal of specific responsibilities, reporting to the Board and making any necessary recommendations.

# Functions, responsibilities and roles

## Functions of the ANU Foundation Board

Per Item 10.1 of the ANU Foundation Statute, the ANU Foundation Board has the following functions:

- a. maintaining an effective oversight of, and advising the Council and the Vice-Chancellor on, the following fund governance and fundraising-related matters:
  - the ANU Foundation and the gift funds established within it, including the governance, management and performance of the ANU Foundation;
  - the assets of those funds, including their application, investment and proper use;
  - accounting for, and reporting on, the application, investment and proper use of the assets of those funds;
  - accountability to donors for gifts made to the University, including consultation with, and reporting to, donors about the application, investment and proper use of their gifts;
  - the oversight and management of risks associated with the ANU Foundation and the University's fundraising activities;
  - the strategic direction, coordination, management and performance of the University's fundraising activities;
- b. keeping the University's policies and procedures relating to fund governance and fundraising-related matters under review, and advising the Council and the Vice-Chancellor on any changes that should be made to them from time to time;
- c. assisting the Council and the Vice-Chancellor to ensure that the University maintains the highest standards in relation to fund governance and fundraising-related matters;
- d. participating in the University's fundraising activities in accordance with the University's policies relating to fund governance and fundraising-related matters;
- e. reporting to the Council and the Vice-Chancellor on the exercise of its functions, including at the times, and in the way, required by the Council or Vice-Chancellor;
- f. undertaking any other functions given to it by this instrument or that the Council or the Vice-Chancellor from time to time directs.

In exercising its functions, the Board may operate with the assistance of specialist or special-purpose committees.

For the purpose of exercising its functions, the Board may consult with committees and members of the Council, committees and working groups of the Board, other University committees, officers or staff of the University, or other University entities or their members.

The Chair of the Board must provide the Council or Vice-Chancellor with the reports relating to the operations of the Board that the Council or Vice-Chancellor requires.

## Responsibilities of the ANU Foundation Board

The ANU Foundation Board has the following governance and compliance responsibilities:

- a. Overseeing, reviewing and monitoring the governance arrangements and processes of the ANU Foundation, and ensuring their compliance with the:
  - *Australian National University Act 1991*
  - *Australian National University (ANU Foundation) Statute 2018*
  - *Australian Charities and Not-for-profits Commission Act 2012*
  - *ATO Taxation Ruling 2015/13*
- b. Monitoring the culture, reputation, ethical standards and legal compliance of the University's fundraising activities and governance of gift funds.
- c. Overseeing the key policies and processes governing the University's fundraising activities and governance of gift funds.
- d. Monitoring the impact of the University's investment-related policies on the ANU Foundation, in particular the extent to which they optimise the best outcomes for and meet the expectations of donors to ANU and affected University stakeholders.

The Board has the following finance and risk management responsibilities:

- a. Overseeing the financial position of the ANU Foundation.
- b. Ensuring that gift funds within the ANU Foundation are governed in line with donor expectations and to deliver the greatest possible impact.
- c. Approving and overseeing the risk management framework of the ANU Foundation.
- d. Reviewing the ANU Foundation's actual and emerging material business risks and monitoring the University's performance in implementing risk management interventions in respect of those risks.

## Commitment of ANU Foundation Board members

Members of the ANU Foundation Board:

- a. use all reasonable endeavours to attend every Board meeting;
- b. maintain a strong commitment to the purposes of the ANU Foundation;
- c. participate in all Board programs, including induction and other training as required;
- d. keep themselves informed on the activities and issues affecting the activities of the ANU Foundation;
- e. are well informed on all matters to be discussed by the Board and participate in discussions and express their views and ideas at Board meetings;
- f. adhere to all relevant legislation, policies and procedures of ANU, in particular the ANU Code of Conduct;
- g. take an active part in fundraising, opening networks and making referrals;
- h. promote and raising awareness of the ANU Foundation, including attendance, where possible, at ANU Advancement events and functions; and
- i. act in a manner which promotes the public reputation and integrity of ANU and the ANU Foundation.

Members of the ANU Foundation Board may rely on information, in good faith, when making decisions if the member makes an independent assessment of the information, and the information is given by:

- a. an employee that the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned; or
- b. a professional adviser or expert on matters the member believes on reasonable grounds to be within their competence; or
- c. another member of the Board or Committee in relation to matters within their authority or area of responsibility.

## Role of the Chair

The ANU Foundation Board Chair is appointed by the Council and is not to be a staff member or student of the University.

The Chair's principal responsibilities are to provide appropriate leadership to the ANU Foundation Board and to ensure the Board fulfils its obligations under this Charter.

The Chair also has specific responsibilities to:

- a. Preside at Board meetings and to facilitate discussion within each meeting.
- b. Direct the preparation of meeting agendas and the business of each meeting.
- c. Monitor the culture and ethical standards of the Board and evaluate Board and Board member performance.
- d. Represent the views of the Board to the University, donor and alumni communities.
- e. Maintain a regular dialogue with the Vice-President (Advancement) and Advancement senior management, serving as a primary link between the Board and management and providing continuity between Board meetings.
- f. Work with the Vice-President (Advancement) in relation to the Board's requirements for information to contribute effectively to Board decision-making processes and to monitor the effective implementation of Board decisions.
- g. Represent the ANU Foundation at key University, donor and alumni events.

## Role of the Deputy Chair

The Deputy Chair is appointed by the Council and is not a staff member or student of the University.

The Deputy Chair's principal responsibilities are to assist the Chair in providing appropriate leadership to the ANU Foundation Board and ensuring the Board fulfils its obligations under this Charter.

The Deputy Chair also has specific responsibilities to:

- a. Preside at Board meetings, in the absence of the Chair.
- b. Assist the Chair with his or her other specific responsibilities as listed above.
- c. **At meetings**, lead the Board in its deliberations on the appointment or re-appointment of a Chair.

## Role of the Secretary

The **Senior Advisor, Advancement** is the Secretary to the ANU Foundation Board.

In the exercise of governance responsibilities as the Secretary to the Board, the **Senior Advisor** reports directly to the Board through the Chair on matters relating to the proper functioning of the Board. All Board members have access to the Secretary.

The Secretary's role includes:

- a. Advising the Board and its Committees on governance matters.
- b. Monitoring compliance with this Charter, and University legislation, policy and procedure.
- c. Coordinating all Board business including meetings, agendas, Board and Board Committee papers and minutes; and monitoring the completion of actions arising from Board meetings.
- d. Providing a point of reference for dealings between the Board and management.
- e. Organising and facilitating the induction and professional development of Board members.
- f. Coordinate Board and Board member evaluation processes.



# Meetings

## Standing orders

The ANU Foundation Board has implemented Standing Orders (**Appendix 2**) for the conduct of Board meetings and meetings of Board Committees.

**These Standing Orders only apply if the Chair of the meeting determine to enter into 'formal debate'. In all other circumstances the Chair will lead the meeting and ensure that it is conducted in a collegial and consultative manner, where all members' views can be expressed and considered.**

## Agenda planning

Under the direction of the Chair, the Secretary maintains a forward agenda plan for meetings of the ANU Foundation Board for at least the coming 12-month period. The forward agenda plan includes:

- Dates and times of meetings.
- Strategic discussion topics.
- Advancement education topics.
- Standing and cyclical business items.
- Business items requiring reporting back or further discussion at a later date.

At least annually, the Board considers the forward agenda plan for approval. Under the direction of the Chair, the Secretary may make adjustments to the forward agenda plan as necessary.

## Meeting arrangements and support

The preparation of all ANU Foundation Board agenda papers and minutes is managed by the Secretary, under the direction of the Chair.

The order of business on the Board agenda paper is structured under the following headings, unless otherwise varied by the Chair:

- Part 1 – Procedural items
- Part 2 – Executive reports
- **Part 3 – Governance of the ANU Foundation**
- **Part 4 – Performance reports**
- **Part 5 – Advancement strategy**
- Part 6 – Other Business

The agenda is informed by the forward agenda plan, and prepared by the Secretary. The agenda and meeting papers are reviewed by the Vice-President (Advancement) and approved by the Chair, prior to release.

The Secretary determines the agenda item submission deadline for each Board meeting. Agenda items which do not reach the Secretary by the specified agenda deadline may not be included on the agenda, unless otherwise approved by the Chair, on the grounds of urgency or strategic importance.

The agenda and meeting papers for Board meetings are distributed at least five working days prior to the meeting. All agenda papers and minutes for the Board and its Committees are ordinarily distributed electronically via email.

Board members are ordinarily expected to attend meetings in person. Where a member cannot participate in a meeting in person, they may participate in the meeting using teleconference or videoconference technology, subject to the availability of such technology at the meeting venue.

## Attendees

It is expected that all members of the Advancement Senior Management Team will attend meetings of the ANU Foundation Board. These attendees may participate in the meeting's discussions when invited to do so by the Chair.

## Resolution without a meeting

The ANU Foundation Board may adopt a resolution without a meeting, as provided by the *ANU Foundation Statute*.

## Declaration of interests

ANU Foundation Board members are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests. Each Board member must comply with the requirements of the *PGPA Act* with respect to disclosure of material personal interests.

Any Board member who has a material personal interest in a matter relating to the affairs of the University or the ANU Foundation must disclose that interest orally, or in writing, at the relevant Board or Board Committee meeting as soon as practicable after becoming aware of the interest. The disclosure must include details of the nature and extent of the interest and how the interest relates to the affairs of the University or the ANU Foundation. If the nature or extent of a material personal interest subsequently changes, this must also be declared if it continues to be of relevance to a matter relating to the affairs of the University or the ANU Foundation. Any such disclosure is recorded in the minutes of the meeting. Unless the Board members determine otherwise, the member must not take part while the matter is being considered at the meeting nor participate in decision-making on the matter.

For the purpose of making a determination whether a material personal interest exists, any member to which the disclosure relates must not take part in making the determination.

The Secretary maintains a register of all material personal interests that are declared by members.

On an annual basis, the Secretary invites members to make a declaration of any further material personal interests or to amend existing declarations. These are recorded in the register.

## Confidentiality

ANU Foundation Board members will exercise discretion in the use and communication of Board business and members of Board should refer to the Chair or the Secretary when in doubt. If a particular member is alleged to have breached confidentiality that person may be the subject of action by the Board for breach of one or more of their duties under section 17 of the *ANU Foundation Statute*.

## Access to management

ANU Foundation Board members have access to Advancement and relevant University senior management through the Chair, the Vice-President (Advancement) or the Secretary. In addition to regular presentations by Advancement senior management to Board meetings, members may seek briefings from senior management on specific matters.

## Access to information

Within the scope of their role and responsibilities, ANU Foundation Board members may obtain any information they need relating to fund governance or fundraising activities from any employee of the University and/or external party associated with the University, subject to legal protections and obligations with respect to information. Requests for information should, in the first instance, be made through the Chair, the Vice-President (Advancement) or the Secretary.

## Insurance and indemnity

The University maintains a Directors and Officers Liability Insurance Policy that covers all members of the ANU Foundation Board. This policy currently provides insurance for liability up to \$20,000,000.

The University Legal Office and Insurance Office are to be notified as soon as practicable of any matter that may give rise to a claim. Failure to comply with this requirement may prejudice any potential insurance cover.

For each member of the Board, in their capacity as a Board member, the University executes a deed of indemnity and access. The deed:

- Indemnifies a Board Member, on a full indemnity basis and to the full extent permitted by law, against all liabilities incurred by the Board member as a Board member of the University in relation to legal proceedings.
- Provides a right for a Board member, for a specified period, to have access to and inspect University Records, subject to certain qualifications and exclusions.

## Remuneration and expenses

ANU Foundation Board members do not receive remuneration. However, the University meets the cost of travel, accommodation and incidental costs associated with attendance at meetings.

The University also covers the reasonable costs associated with the Chair and Deputy Chair representing the ANU Foundation at key University, donor or alumni events, or otherwise performing work on behalf of, or for, the ANU Foundation.

## Induction

All new ANU Foundation Board members undertake an induction program, which includes meetings with the Chair, Vice-President (Advancement) and Advancement senior managers, as considered appropriate. Each induction program is tailored to suit the skills and experience of the inductee and any specific knowledge they require.

## Review of Board performance and Charter

The ANU Foundation Board evaluates its own performance on a regular basis. The evaluation occurs through one-on-one consultations between the Chair and individual Board members annually, with an online survey conducted every second year.

These assessments and consultations cover such matters as:

- adequacy of Board engagement on strategic and other issues;
- structure, composition and tenure of Board members;
- quality of performance of self, other Board members and the Chair;
- cohesiveness and collegiality of the Board;
- opportunities for induction and development of Board members;
- conduct of Board meetings, including adequacy of papers, staff presentations and reporting;
- adequacy of visibility and engagement with University and donor community; and
- adequacy of this Charter

Subsequent to these assessments and consultations, a report will be tabled for Board discussion. This report will outline opportunities for Board performance improvement.

The ANU Foundation Board Charter is to be reviewed by the Board as required.

# Appendix 1: ANU vision and values

## ANU vision

- Contemporary ANU will sit among the great universities of the world, and be defined by a culture of excellence in everything that we do.
- We will be renowned for the excellence of our research, which will be international in scope and quality, always measured against the best in the world. Our research investment will be strategic, taking a long-term view and focus on high-quality activities, high-impact infrastructure and areas of high national importance.
- We will be renowned for the excellence of our undergraduate and graduate education: excellence in student cohort, excellence in teaching, excellence in student experience, and excellence in outcomes.
- We will be renowned for the quality of the contribution our research and education make to societal transformation. We will identify emerging areas of need for the nation and provide research and education that will equip Australia to cope with challenges not yet imagined.
- ANU research, education and contributions to public policy-making will change Australia and change the world. It will have impact.

## ANU values

- We bring a distinctive excellence to our work and have the confidence to pursue original ideas.
- We are inclusive, open and respectful, reflecting the diversity of our nation.
- We are committed to integrity and ethical behaviour.
- We value, enable, reward and celebrate collegiality.
- We embrace informed risk-taking in pursuit of our objectives.
- We are committed to better outcomes for our community, the environment, our nation and the world.
- We are committed to the service of our nation, through original thinking and through courage in advancing our ideas.

## Appendix 2: Standing orders of the ANU Foundation Board

### General procedure at meetings

1. These Standing Orders are made by the ANU Foundation Board pursuant to the power conferred on it in that behalf by *The Australian National University (ANU Foundation) Statute* (the Statute), section 25.
2. These Standing Orders only apply if the Chair of the meeting determine to enter into 'formal debate'. In all other circumstances the Chair will lead the meeting and ensure that it is conducted in a collegial and consultative manner, where all members' views can be expressed and considered.

### Notice paper

3. Subject to the directions of the Chair, the Board Secretary must prepare an agenda of the business of each meeting.
4. Matters deemed by the Secretary to require discussion are designated by one 'star' on the agenda. Matters which are to be moved for adoption or received as a whole are 'unstarred'. At the commencement of each meeting, members will be given an opportunity to star any or all of the items which are unstarred on the agenda.
5. The agenda is deemed to include all matters of which notice is given in preliminary or supplementary agendas provided to members prior to the meeting.

### Chairing of meetings

6. For meetings of the ANU Foundation Board, section 21 of the Statute states:
  - (1) The Chair presides at all ANU Foundation Board meetings at which the Chair is present.
  - (2) If the Chair is absent, the Deputy Chair presides.
  - (3) If the Chair and Deputy Chair are both absent, the member chosen by the members present presides.
7. For meetings of Committees of the Board, the Chair and Deputy Chair will be the person prescribed by the relevant Committee Membership & Operating Procedures. If neither the Chair nor the Deputy Chair, if any, is present at a meeting of a Committee, the members present must elect one of their number to preside at the meeting.

### Quorum

8. Business may be carried out at an ANU Foundation Board meeting only if a majority of the persons for the time being holding office as members are present.

### Confirmation of minutes of previous meeting

9. On completion of all procedural items, announcements and apologies, disclosure of material personal interest and ordering of the agenda, the first business at every meeting is the consideration of a motion for the confirmation of the minutes of the previous meeting ("Minutes").

10. Unless any member of the Board/Committee raises any question as to the accuracy of the previous minutes, and, after insertion of any amendments agreed by a majority of members of Board/Committee present, the minutes of the previous meeting are confirmed and must then be signed by the Chair.

## Usual order of business

11. Unless the Board resolves otherwise, the order of business of every ordinary meeting of the Board (after the signing of the minutes of the previous meeting) must be as set out in the agenda for the meeting as follows:
  - Part 1 – Procedural Items
  - Part 2 – Executive Reports
  - Part 3 – Performance Reports
  - Part 4 – Advancement Strategy
  - Part 5 – Governance of the ANU Foundation
  - Part 6 – Other Business
12. The order of business of every ordinary meeting of a Committee (after the signing of the minutes of the previous meeting) will be set out in the agenda determined at the discretion of the Committee Chair, subject to any previous resolutions of the Committee on the order of business.

## Voting

13. The voting procedure at Board meetings is as follows:
  - a. Subject to paragraph b. below, voting must be by show of hands and the result must be declared by the Chair.
  - b. The Board/Committee may, in relation to any motion before it, resolve that voting is to be by secret ballot.
  - c. A motion is carried if voted for by a majority of the members present.
  - d. The Chair has a deliberative, but not a casting vote. In the event that there is an equality of votes in relation to any motion, the motion is lost.

## Petitions

14. After any petition or application of a similar kind has been presented at a meeting, no motion is permitted on any of the matters raised within it until the next ordinary meeting unless the Board/Committee decides that in all the circumstances the matters should be dealt with urgently.

## Nature of motion to be stated

15. Any member wishing to move a substantive motion or amendment must state the nature of the proposed motion before addressing the Board/Committee and must complete their address by formally moving the motion.

## Motion to be seconded

16. A motion or amendment moved by a member must not be discussed, nor put to the vote of the Board/Committee, unless it has been seconded by another member.

## Motions to be in writing

17. At every meeting of the Board/Committee, every motion other than a procedural motion, whether a substantive motion or an amendment, except:
  - a. a motion by a member presenting a report from a Committee of the Board; or
  - b. a motion by the Vice-Chancellor presenting the Vice-Chancellor's report; or
  - c. when leave is granted by the Chair;must be made in writing, signed by the mover, and delivered to the Chair immediately it has been moved and seconded.

## Absence of members giving notice

18. A motion must not be proceeded with in the absence of the member who has given notice of the same unless the member so consents in writing.

## Order of debate

19. The order of debate is to be conducted on the following basis:
  - a. Each starred item must be placed before the meeting by the Chair who must then call upon the appropriate member, or members, of the Board/Committee to present the item.
  - b. If two or more members seek to address the meeting at the same time the Chair must decide the order in which they are to be heard.
  - c. Any member wishing to move a motion or amendment or wishing to take part in any discussion must address the Chair and must not be interrupted except by the Chair or upon a point of order being made. When a ruling has been made on the point of order, the member may, unless prohibited by the ruling, proceed with his or her address.

## Members not to digress

20. A member must not digress from the subject matter of the question under discussion.

## Enforcement of Standing Orders

21. A member may, at any time, seek the enforcement of any Standing Order by raising a point of order.



## Withdrawal of motion

22. A motion or amendment must not be withdrawn except by leave of the Board/Committee.

## Chair addressing the Board/Committee

23. The Chair must not leave the chair when addressing the Board/Committee or discussing any question.

## Time for speeches

24. The mover of a motion may not speak for more than five minutes, and all other members must not speak to a motion for more than three minutes without the leave of the Board/Committee. Any extension of time granted by the Board will not normally exceed three minutes.

## Members not to speak twice

25. A member must not speak a second time on the same question, unless:
- a. the member has a right of reply; or
  - b. the member wishes to explain any misrepresentation or misunderstanding apparently arising in connection with the motion; or
  - c. the Chair gives leave; or
  - d. the member's address has been interrupted on a point of order.

For the purposes of this Standing Order, a member who has moved a substantive motion is deemed to have spoken on it, but a member seconding the motion is deemed not to have spoken on it.

## Mover's right of reply

26. The mover of a substantive motion, but not a person moving an amendment to a motion, has a right of reply, after the exercise of which the motion must be put to the vote by the Chair.

## Points of order

27. When ruling upon points of order the Chair must refer to the provision, rule, or practice which he or she considers to be applicable to the case and must give reasons for the decision. With the exceptions provided in Standing Orders 28 and 38 the Chair's decision on the point of order is, in each case, final.

## Out of order

28. If the Chair rules any motion or amendment out of order it must be removed from the business of the meeting unless a further motion is passed by the Board permitting further discussion and voting on the original motion or amendment.

## Amendments

29. In respect of amendments:

- a. If any amendment is rejected by the Board/Committee, a second amendment may be moved to the question to which the first mentioned amendment was moved, but only one amendment is to be submitted to the Board/Committee for discussion at a time.
- b. No second or subsequent amendment of a substantive motion is to be debated until the previous amendment has been dealt with and concluded. The Chair must rule an amendment of an amendment out of order.

### Effect of rejection of words in original motion

30. If any words in an original motion are deleted, any words proposed in their substitution must form the next motion, after which any further amendment to substitute yet other words may be moved.

### Rescission of resolution

31. No resolution of the Board/Committee may be rescinded within three months of the date on which it has been passed unless the Board resolves that special or changed circumstances make it necessary to do so.

### Loss of Quorum

32. If a debate on any motion is interrupted because the number of members present ceases to be a quorum the debate may be resumed at the next meeting of the Board/Committee from the commencement point of that debate.

### Motion that question now be put to the vote

33. Any member may move that a motion or amendment before the meeting be put to the vote. The Chair has the discretion to refuse the closure motion. If the closure motion is accepted and carried, the question must be put to the vote but only after a member entitled to reply has been given that right.

### Attendance by non-members

34. A person who is not a member of the Board/Committee may only attend a meeting as an observer at the discretion of the Chair, after requesting to attend through the Secretary. A non-member may only speak on a matter with the leave of the meeting.

### Disorderly conduct

35. The Chair may call to order any person who behaves in a disorderly or offensive manner or uses offensive language.

### Members called to order

36. A member who is called to order must be seated and silent unless permitted by the Chair to explain his or her conduct.

## Misconduct

37. Any member or other person attending a meeting of the Board/Committee who behaves in a disorderly or offensive manner may be requested by the Chair to leave the meeting.
38. Any member or other person who engages in any disorderly or offensive conduct at a Board/Committee meeting, or who fails to leave the meeting when requested to do so, may be found by the Chair to be guilty of misbehaviour unless the Board/Committee dissents from the Chair's ruling.
39. Any member found guilty of misbehaviour who, when called upon to do so, fails to explain the misbehaviour or to offer an apology, in either case to the satisfaction of the Chair, may be suspended for the remainder of that meeting by the Chair or for any further period the Board/Committee may determine.

## Removal of disorderly persons

40. Any disorderly person who fails to leave a meeting when so requested by the Chair may be removed from the meeting.

## Time of closure of meetings and unfinished business

41. Meetings of the Board/Committee must conclude not later than two-and-a-half hours after their commencement, unless the majority of members present at a meeting resolves otherwise. Any unfinished business must be added to the agenda for the next ordinary meeting of the Board/Committee.

## Block passage of grouped recommendations

42. Where a report to the Board/Committee groups a sequence of similar recommendations, they may be considered and dealt with as a block, unless the Board/Committee resolves otherwise.

## Removal of Members from Office

43. A notice of motion to remove a member from office pursuant to section 18 of the Statute must be submitted in writing, and is to be distributed by the Board Secretary to members of the Board only.
44. Written notice to a member of the Board pursuant to section 18 of the Rules must be given not later than 21 days' prior to the meeting at which the motion for removal of that member will be considered.
45. Motions for removal will be considered in camera, with only members of the Board and the Board Secretary present, provided that the Chair may require the attendance of specified University officers to assist the Board in dealing with the matter.

## Amendments to Standing Orders

46. Amendments to these Standing Orders may only be made by a resolution of the Board of which notice of at least 7 days has been given.

