

**Rules of Procedure for Meetings of University Committees
(specified in the Lingnan University Statutes approved by the Council)**

1. General

These rules of procedure shall govern University Committee meetings at University/Programme/Departmental level including the Senate and its committees, the committees under the President and Central Administration, Faculty level or Departmental committees.

2. Formation of Committees

The Senate and its standing committees, the University President, committees under Central Administration, Management Boards/Faculty/Department Boards/Programme and Curriculum Committee may establish such committees or working parties as they think fit and delegate to those committees the authority deemed necessary to enable them to work under their terms of reference.

3. Terms of Reference of Committees

3.1 *Determination of Terms of Reference*

3.1.1 The terms of reference of a committee shall be determined solely by the authority responsible for its appointment. Any subsequent changes to the terms of reference shall be approved by the appointing authority.

3.1.2 The appointing authority shall inform each committee member of the terms of reference of the committee upon his/her appointment.

3.1.3 A newly appointed committee shall at its first meeting examine and consider its terms of reference and recommend appropriate amendments thereto if deemed necessary.

3.2 *Review of Terms of Reference*

A committee shall annually review its terms of reference to ensure that the committee is working within its terms of reference and to make necessary recommendations for amendment for consideration by the appointing authority.

4. Composition and Membership of Committees

4.1 *Appointment of Chairman*

4.1.1 The appointing authority of a committee shall designate a Chairman thereof and, if deemed necessary, a Deputy Chairman. The appointing authority may at its discretion authorise the committee to elect from among its members a person to act as Chairman.

- 4.1.2 During a period of absence of the Chairman or if a situation of conflict of interest arises for the Chairman, the Deputy/Acting Chairman shall preside at meeting(s) of a committee or handle a particular issue. In the absence of a Deputy Chairman, the Chairman may appoint a person, not necessarily a member of the committee, to act as Chairman, or failing this, the committee shall elect from among its members a person to act as Chairman.
- 4.1.3 A non ex-officio Chairman shall normally hold office for a term of two years, unless otherwise specified by the appointing body.
- 4.1.4 A non ex-officio Chairman shall normally be eligible for re-appointment or re-election.

4.2 *Appointment of Secretary*

- 4.2.1 The appointing authority of a committee shall designate a Secretary thereof. In the absence of such an appointment, the Chairman shall appoint a person to act as Secretary to the committee.
- 4.2.2 The Secretary shall not necessarily be a member of the committee.
- 4.2.3 A non ex-officio Secretary shall normally hold office for a term of two years, unless otherwise specified by the appointing body.
- 4.2.4 A non ex-officio Secretary shall normally be eligible for re-appointment.

4.3 *Appointment of Members*

- 4.3.1 The composition and membership of a committee shall be determined by its appointing authority. No changes may be made thereto without the approval of the appointing authority.
- 4.3.2 The composition of a committee should reflect its work and the membership should include representatives from the main units and staff who will be involved in or likely be affected by the work of the committee.
- 4.3.3 Advisers may be invited by the Chairman to attend special agenda items of a meeting to give their advice and opinions.
- 4.3.4 Observers may also be invited by the Chairman to attend part or whole of a meeting. Observers may speak at the meeting only when invited by the Chairman.
- 4.3.5 With the exception of Department Boards, membership should be confined to the minimum number required to perform the work of the committee efficiently.
- 4.3.6 The appointing authority shall issue each prospective committee member a

letter of appointment (or letter of reappointment where appropriate) in which, *inter alia*, the terms of reference of the committee and the term of membership of that member are specified. In the case of the appointment of committee Chairman or Secretary, the appointing authority should remind him/her that the membership of the committee will be staggered to ensure continuity.

- 4.3.7 The appointing authority shall have the absolute power to terminate the membership of any committee members.

4.4 ***Election of Members***

If it has been decided that the composition of a committee should include elected members, their election shall be conducted in accordance with the rules governing the holding and conduct of elections stipulated by the appointing authority.

4.5 ***Review of Composition***

The Chairman of a committee should make periodic examination of the composition of his/her committee to ensure that the committee is working efficiently. If thought necessary, he/she should make appropriate recommendations to the appointing authority.

4.6 ***Terms of Membership***

- 4.6.1 Unless otherwise stipulated a non ex-officio member shall normally hold membership for a term of two years from the date of appointment or from such other date as shall be specified in his/her letter of appointment.

- 4.6.2 An appointed or elected member shall normally be eligible for re-appointment or re-election for a second or subsequent term of membership.

- 4.6.3 Whenever possible the terms of the membership shall be staggered to maintain continuity, e.g. when a committee is first established, a number of members shall be appointed for a term of one year and some members for a term of two years.

4.7 ***Co-option of Members***

- 4.7.1 Unless otherwise specified, a committee Chairman shall have the power to co-opt such additional members as is deemed fit. However, the number of co-opted members should not normally exceed 20% (rounded to the nearest whole digit) of the total membership of the committee.

- 4.7.2 A co-opted member shall have the same rights of a full member on the committee. The term of membership of a co-opted member shall be specified in his/her letter of appointment and shall not normally be more than two years.

4.8 ***Student Members and Observers***

- 4.8.1 If it has been decided that the composition of a committee should include student members and/or student observers, their appointment and election shall be determined from time to time by the appointing authority.
- 4.8.2 Although student members and observers are chosen or nominated by fellow students as their representatives, they attend meetings in their own personal capacity. Besides participating in the process of making decisions on academic or other matters, they also serve as channels of communication between the University and the students. They may consult with their fellow students on non-confidential committee items but are only responsible for their own views at committee meetings.
- 4.8.3 Student members or observers are not required to present concerted views of the entire student body, faculty, programme or Department.
- 4.8.4 Student members have voting power, while student observers do not.
- 4.8.5 A student member is expected to keep close contact with students in the same undergraduate programme.
- 4.8.6 If a student member is unable to attend a meeting, he/she should send in a representative.
- 4.8.7 At the discretion of the Chairman, student members and observers will not receive papers of such items and will not attend discussion of such items which the Chairman considers as confidential.

5. Holding of Meetings

- 5.1 Meetings of a committee shall be scheduled in the academic calendar or held at such times and places as the Chairman may from time to time determine. Every standing committee shall meet at least once an academic year.
- 5.2 A member who wishes to propose any matters for discussion at a scheduled meeting shall inform the Secretary of the committee in writing at least seven working days before the scheduled date of the meeting.
- 5.3 The Chairman shall instruct the Secretary to circulate notice of meeting in order that each member may receive such notice not later than ten working days before the date of the meeting, except in case of emergencies when such notice shall be given as circumstances permit.
- 5.4 The notice of meeting shall indicate the date and time of the meeting and shall, whenever possible, be accompanied by an agenda setting out the order of the business of the meeting. The agenda should contain for each item thereof papers which are to be the subject of discussion or a brief summary of the subject matter if it is to be presented orally.
- 5.5 Accidental omission to supply such notice or agenda to any member of a

committee shall not affect the validity of a meeting.

- 5.6 Discussion papers for an agenda item shall reach the Secretary at least five working days before the meeting and the Secretary shall circulate agenda papers as early as practicable.
- 5.7 If after the agenda of a meeting has been circulated, a member wishes to raise any matter which is likely to necessitate a formal decision by the committee, he/she should, whenever possible, notify the Secretary of his/her intention at least 48 hours before the meeting. It shall be for decision by the Chairman whether or not the matter should be added to the agenda of that meeting or should be held over for discussion at the next meeting.
- 5.8 The Chairman shall, if requested by notice in writing signed by not less than 30% of the number of members of a committee but not in any case less than three unless otherwise stipulated, convene a meeting of the committee within ten working days of that notice.

6. Quorum and Absence of Members

- 6.1 The quorum of a committee shall be half the total number of voting members of the committee. A quorum shall be maintained throughout a meeting, without which the meeting shall not proceed.
- 6.2 It is the responsibility of ex-officio and non ex-officio members to attend committee meetings. Any member who is unable to attend a committee meeting shall for the information of the committee notify the Secretary as early as possible, giving where possible an indication of the probable duration of his/her absence.
- 6.3 If a non ex-officio member is unable to attend a meeting, a substitute is not required. If there is a good reason for substitution (e.g. unavoidable absence of elected member on University business or through illness and paper to be presented by that member on behalf of his/her constituents), a written request to permit a substitute to be present should be submitted to the Chair normally no less than two working days before the scheduled meeting date. Such a substitute should have no voting power.
- 6.4 During the period of absence of an ex-officio member, the person who is properly appointed to act for his/her post will attend committee meetings on his/her behalf with full voting power.
- 6.5 The validity of any proceeding of a committee meeting shall not be affected by any defect in the appointment or nomination of any member or by any vacancy among members of the committee.

7. Powers and Duties of Chairman

- 7.1 The Chairman of a committee shall preside at all meetings of the committee. During the period of absence of the Chairman, the Deputy Chairman or the Acting Chairman shall preside at its meeting(s) in accordance with paragraph 4.1.2.

- 7.2 The powers and duties of a Chairman shall be:
- (a) To determine that the meeting is properly constituted and that a quorum is present.
 - (b) To inform himself/herself as to the business and objects of the meeting.
 - (c) To preserve order in the conduct of those present.
 - (d) To confine discussion within the scope of the meeting and reasonable limits of time.
 - (e) To decide whether proposed motions and amendments are in order.
 - (f) To formulate for discussion and decision questions which have been moved for the consideration of the meeting.
 - (g) To decide points of order and other incidental matters which require decision at the time.
 - (h) To ascertain the sense of the meeting by:
 - (i) putting relevant questions to the meeting and where necessary taking a vote thereon;
 - (ii) causing a poll to be taken if duly demanded.
 - (i) To deal with the record or minutes of the proceedings.
 - (j) To adjourn the meeting where prevailing circumstances justify that course.
 - (k) To declare the meeting closed when its business has been completed.
 - (l) Any other powers and duties as delegated by the appointing authority.

8. Duties of Secretary

8.1 The Secretary of a committee shall be in attendance at all meetings of the committee. In the absence of the Secretary, the Chairman shall appoint a person to act as Secretary to the committee.

8.2 The duties of a Secretary shall be:

- (a) To ensure that the necessary papers and documents are properly prepared and issued to members entitled to receive the same before each meeting of the committee.
- (b) To prepare and issue to members an agenda stating the date, time and place of each meeting and the items for discussion.
- (c) To ensure that adequate facilities are made available for the meeting and to be ready to produce at the meeting all documents, correspondence, reports,

files, books of reference, etc. which may be required.

- (d) To invite such other persons as may be required to attend.
- (e) To brief the Chairman as necessary regarding the questions for decision, or the procedure of the meeting. The Secretary must be familiar with the rules and procedure of meetings and be able to advise the Chairman on these points if necessary.
- (f) To attend at meetings and to record in the form of minutes the decisions reached thereat and to circulate them in accordance with these Rules.
- (g) To notify the unit(s) or person(s) responsible for giving effect to each decision and, if necessary, to keep a record of decisions on which action is outstanding.
- (h) To conduct correspondence on behalf of the committee under instructions of the Chairman.
- (i) To indicate the extent to which papers are confidential or restricted in accordance with decisions made under paragraph 10.13.
- (j) To see that such security precautions are taken as are necessary in regard to the papers and meetings of the committee.

9. Order of Business

9.1 The order of business at every meeting of a committee shall be:

- (a) In the absence of the Chairman (or Deputy or Acting Chairman if any), to elect from among its members a person to act as Chairman.
- (b) To approve as a correct record the minutes of the preceding meeting of the committee pursuant to paragraph 11.4.
- (c) To consider matters arising from the minutes of the preceding meeting.
- (d) To note decisions taken by circulation since the preceding meeting pursuant to paragraph 12.5.
- (e) To dispose of business (if any) remaining from the preceding meeting.
- (f) To consider such other matters as have been formally placed on the agenda in the order so entered.
- (g) To consider any other business which may be raised by any member and which the committee agrees to discuss.
- (h) Where necessary to fix the time and place of the next meeting.

- 9.2 A committee may on grounds of urgency vary the order of business by agreement of the committee at the commencement of the meeting.

10. Procedure and Voting

- 10.1 The person who presides at a meeting shall be addressed to as “Mr. Chairman” or “Madam Chairman”.
- 10.2 All members shall speak through the Chair.
- 10.3 The Chairman shall, as he/she deems necessary, put proposals to the committee in the form of resolutions to be voted upon by members.
- 10.4 Any member may propose a resolution and if this is seconded by another member, it shall be put to the committee by the Chairman and voted upon.
- 10.5 Voting shall be by voice or show of hands of those who have voting power and are present at the meeting, or by secret ballot if so requested by one-third of the members present. The Secretary shall count the number of votes for, against or abstained from a motion, and shall so record. Every matter shall be decided by a plurality of votes cast, ignoring abstentions. Each member shall have no more than one vote. Proxy or absentee votes shall not be allowed.
- 10.6 Alternatively, if a matter is apparently non-controversial and no member seems to have an opposing view after discussion, the Chairman may ask whether there is any objection. If there is no objection, the matter is resolved.
- 10.7 Any member may propose an amendment to a resolution, and if another member seconds it, the amendment shall be put to, and voted on, by the committee. All such amendments shall be voted on separately before a vote is taken on the resolution. The original resolution shall thereafter be amended in accordance with the amendments agreed upon by the committee and put to and voted on by the committee.
- 10.8 The Chairman or the person presiding at the meeting shall not vote. In the case of an equality of votes, the Chairman may choose whether to cast a vote to break the tie. If the Chairman decides not to cast a vote, the motion is defeated.
- 10.9 If any member has a pecuniary interest, direct or indirect, in any contract or proposed contract or other matter, and is present at a meeting of the committee at which the contract or other matter is the subject for consideration, he/she shall, as soon as practicable after the commencement of the meeting, disclose to the committee the fact and the nature of his/her interest. The Chairman shall thereupon ask the committee to decide whether such member should withdraw from the committee or continue to participate before discussion of the matter takes place, and in any case shall not vote thereon.
- 10.10 The Chairman may excuse any member or observer from a meeting or any part thereof to enable other members to freely discuss an agenda item which may directly concern that member or observer, or when that member or observer has

an interest in any item or items of business at the meeting, or in the opinion of the Chairman that member or observer's presence may hinder the proper or smooth running of the meeting or, for any other reasons, may not be in the best interests of the University.

- 10.11 The Chairman is responsible for the observance of the rules of order in the committee and his/her decision upon any point of order shall stand unless opposed by a majority votes of the members present.
- 10.12 Whenever the Chairman wishes to intervene, members must refrain from speaking so that he/she may be heard without interruption.
- 10.13 The Chairman may designate a particular committee matter "Open", "Confidential" or "Strictly Confidential", and matters so designated shall be treated accordingly. In this connection, "Open" shall mean matters that may be discussed freely by members outside the meeting. "Confidential" shall mean matters that are confined to a certain circle within the University and can only be discussed with and disclosed to parties with a direct interest in the matter. "Strictly Confidential" shall mean matters that must not be discussed with nor disclosed to any person outside the membership of the committee. Papers of confidential and strictly confidential items must not be made known to reporters. No committee papers should be reproduced in any publication without the specific authorisation of the Chairman of the committee concerned. If in doubt, the Secretary of the committee concerned should be consulted.
- 10.14 The proceedings of a meeting or any part thereof shall not be audio-recorded or video-recorded without the Chairman's consent and the knowledge of all those present.

11. Minutes

- 11.1 The Secretary shall keep minutes of the proceedings of the committee and shall, within ten working days of each meeting, send a copy of the draft minutes thereof to each member.
- 11.2 The minutes shall record business in the order of discussion, and shall include the names of members attending or absent from the meeting, and persons in attendance.
- 11.3 The minutes shall record all decisions and may give a brief summary of the principal points discussed. The names of members participating in the discussion and decision making process shall not appear in the minutes unless deemed necessary.
- 11.4 The Chairman shall obtain confirmation from the committee that the minutes are a true record and shall sign them accordingly on behalf of the committee. Any minutes so signed shall be received in evidence without further proof.
- 11.5 No discussion shall take place during the confirmation of the minutes except upon their accuracy.

- 11.6 Until the contrary is proved, a meeting of a committee in respect of the proceedings whereof the minutes have been so signed shall be deemed to have been duly convened and held, and all the members present at the meeting shall be deemed to have been duly qualified and to have had power to deal with the matters referred to in the minutes.

12. Transaction of Business by Chairman's Action/Circulation

- 12.1 Where a matter requires an urgent decision, Chairman's action could be taken on behalf of the Committee if deemed appropriate. Also, a committee may transact such business by the circulation of papers, and the Chairman may instruct the Secretary to transact the business in this way, i.e. by circular vote.
- 12.2 When business is transacted by circulation, the matter shall be clearly set out in a circular of the committee addressed separately to every member and shall be accompanied by a return slip in which it is possible for members clearly to express their approval, disapproval or abstention of the proposal and any comments and remarks thereon.
- 12.3 The form of circular to be sent to members shall be approved by the Chairman before dispatch and thereafter separate copies shall be sent simultaneously to all members, who shall be requested to clearly indicate their decision as appropriate.
- 12.4 A circular vote taken on a proposal assented to in writing under paragraphs 12.2 and 12.3 by a plurality of votes of not less than one half of the number of members for the time being, ignoring abstentions, shall be as valid as if it had been formally passed at a meeting of the committee.
- 12.5 The Chairman shall notify the committee at the meeting following any decisions taken by circulation as laid down in paragraph 9.1(d).

13. Appointment of Sub-committees

- 13.1 A committee may appoint sub-committees and members of such sub-committees.
- 13.2 A committee may refer to a sub-committee such matters as it thinks fit.
- 13.3 The Chairman of a sub-committee shall report to the appointing committee on its work at such intervals as the committee may decide.

14. Reports and Circulation of Information to Other Bodies

The Chairman shall ensure that, where appropriate, reports and information on the work of his/her committee are prepared on a regular basis and disseminated on a need-to-know basis.

15. Winding Up of Committees

- 15.1 Save for standing committees, the term of membership of every member of a particular committee shall be deemed to have lapsed once the Final Report of the committee or working party has been accepted by the appointing authority and the committee shall then accordingly cease to exist.
- 15.2 In any case the appointing authority shall cause a review to be undertaken every year of the continued need for a committee. Where it is deemed that there is no longer a continued need for a particular committee, the appointing authority shall have the right to dissolve it.

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Part II - Rules of Procedure for Meetings of University Committees

Explanatory Notes

Transaction of Business by Circulation

1. Where a matter requires an urgent decision and with the approval of the Chairman, the business may be transacted by circular vote.
2. When business is transacted by circulation, the matter shall be clearly set out in a circular with a reply slip for members to unambiguously express their decision (viz. approval, disapproval or abstention of the proposal) and any comments and remarks. If the circular is sent to members via email, subject to the decision of the Chairman, members may indicate their decision by completing and returning the reply slip or replying to the email by the indicated deadline.
3. The form of circular, as approved by the Chairman, shall be sent simultaneously to all members for their decision by a stipulated reply date. Usually, a reasonable timeframe should be arranged.
4. Prior to the stipulated reply date as mentioned in paragraph 3 above (e.g. say one week before if a two weeks' reply period is given, etc.) the Secretary shall send reminder(s) to member(s) who have yet to indicate their decision by any possible means, e.g. email and other electronic means, reminder calls, etc.
5. For any business transacted by circulation, in case less than one half of the number of members for the time being have indicated their decision by the stipulated reply date, the Secretary shall seek the Chairman's advice and take follow up action, as appropriate. When such case arises, the Chairman may instruct the Secretary to:
 - (a) extend the stipulated deadline for members' decision, or
 - (b) refer the matter concerned to the next meeting for decision, or
 - (c) take other actions as deemed appropriate.
6. For any business transacted by circulation, in case more than one half of the number of members for the time being have indicated their decision by the last stipulated reply date, the Secretary shall report to the Committee the decision taken by circulation, giving the following information:
 - (a) total number of members of the Committee for the time being,
 - (b) total number of members of the Committee who have indicated their decision,
 - (c) the number of non-reply, if any, should be separately listed for reference,
 - (d) total number of votes for, against and abstention, if any, and
 - (e) whether if the resolution is passed when it is approved by a plurality of votes (more votes For than Against, ignoring abstentions); OR the resolution is considered not passed if the approval of the plurality of votes is not achieved (less votes For than Against, ignoring abstentions).

7. For Committees under the Senate, Committees under Faculties, Departments, Programmes and units, please direct your enquiries to the Secretary to the Senate (registry@LN.edu.hk). For enquiries in relation to the Committees under the President and Central Administration, please contact the Office of Council/Court Business and General Administration (occbga@LN.edu.hk).

Prepared by Office of Council/Court Business and General Administration
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