

Legislative Council—No 75

As introduced and read a first time, 22 February 2023

South Australia

Statutes Amendment (Universities) Bill 2023

A BILL FOR

An Act to amend the *Flinders University Act 1966*, the *University of Adelaide Act 1971* and the *University of South Australia Act 1990*.

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The Parliament of South Australia enacts as follows:

Part 1—Preliminary

1—Short title

This Act may be cited as the *Statutes Amendment (Universities) Act 2023*.

2—Commencement

This Act comes into operation on a day to be fixed by proclamation.

Part 2—Amendment of *Flinders University Act 1966*

3—Amendment of section 2—Interpretation

5 Section 2—before the definition of *the Academic Senate* insert:

Aboriginal or Torres Strait Islander person means a person who—

- (a) is descended from an Aboriginal or Torres Strait Islander person; and
- (b) regards themselves as an Aboriginal or Torres Strait Islander person; and
- 10 (c) is accepted as an Aboriginal or Torres Strait Islander person by an Aboriginal or Torres Strait Islander community;

4—Amendment of section 5—Council

(1) Section 5(3)—delete the subsection and substitute:

- (3) The Council will consist of the following members:
 - 15 (a) the Chancellor who will be a member of the Council *ex officio*;
 - (b) the Vice-Chancellor who will be a member of the Council *ex officio*;
 - 20 (c) the Pro Vice-Chancellor (Indigenous) who will be a member of the Council *ex officio*;
 - (d) the presiding member of the Academic Senate who will be a member of the Council *ex officio* or, if the Vice-Chancellor is the presiding member of the Academic Senate, a member of the Academic Senate who is a member of the academic staff of the University elected by the Academic Senate (but that person cannot be a student of the University);
 - 25 (e) up to 4 persons appointed by the Council, on the recommendation of a selection committee (which consists of the Chancellor and 6 other persons appointed by the Chancellor in accordance with guidelines determined by the Council);
 - 30 (f) 2 members of the academic staff elected by the academic staff;
 - (g) 2 members of the general staff elected by the general staff;
 - 35 (h) 3 students of the University (not being persons in the full time employment of the University), 1 of whom must be a postgraduate student and 1 of whom must be an undergraduate student, elected by students in a manner determined by the Council;

- (i) 3 graduates of the University (not being current staff members nor students of the University), elected by graduates in a manner determined by the Council.

(2) Section 5(3a)—delete the subsection and substitute:

(3a) Where a person is appointed to the Council, the appointing authority must recognise that the Council is, as far as practicable—

(a) to be constituted of equal numbers of men and women who—

(i) have a commitment to education and, in particular, to higher education; and

(ii) have an understanding of, and commitment to, the principles of equal opportunity and social justice and, in particular, to access and equity in education; and

(iii) have qualifications and experience that, collectively, represent a reasonable balance across the public and private sectors; and

(b) to include at least 2 members from a culturally and linguistically diverse background; and

(c) to include at least 1 member who is an Aboriginal or Torres Strait Islander person.

(3) Section 5—after subsection (3d) insert:

(3e) A person is not eligible for appointment as the Pro Vice-Chancellor (Indigenous) unless the person is an Aboriginal or Torres Strait Islander person.

5—Amendment of section 16—Appointment of Chancellor, Vice-Chancellor etc

(1) Section 16(4)—delete "subsection (5)" and substitute:

this section

(2) Section 16—after subsection (4) insert:

(4a) Despite any other provision of this Act or any other Act or law, the salary of the Vice-Chancellor as determined by the Council must not exceed the salary payable to the Premier of South Australia (determined in accordance with the *Parliamentary Remuneration Act 1990*) at the time the Council makes the determination.

6—Insertion of sections 17 to 17D

After section 16 insert:

17—Meetings to be held in public except in special circumstances

(1) Subject to this section, a meeting of the Council must be conducted in a place open to the public.

- 5
- (2) The Council may order that the public be excluded from attendance at a meeting to the extent (and only to the extent) that the Council considers it to be necessary and appropriate to act in a meeting closed to the public in order to receive, discuss or consider in confidence any information or matter listed in subsection (3) (after taking into account any relevant consideration under that subsection).
- (3) The following information and matters are listed for the purposes of subsection (2):
- 10
- (a) information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead);
- (b) information the disclosure of which—
- 15
- (i) could reasonably be expected to confer a commercial advantage on a person with whom the University is conducting, or proposing to conduct, business, or to prejudice the commercial position of the University; and
- (ii) would, on balance, be contrary to the public interest;
- 20
- (c) information the disclosure of which would reveal a trade secret;
- (d) commercial information of a confidential nature (not being a trade secret) the disclosure of which—
- 25
- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and
- (ii) would, on balance, be contrary to the public interest;
- 30
- (e) matters affecting the security of the University, members or employees of the University, or University property, or the safety of any person;
- (f) information the disclosure of which could reasonably be expected to prejudice the maintenance of law, including by affecting (or potentially affecting) the prevention, detection, or investigation of a criminal offence, or the right to a fair trial;
- 35
- (g) matters that must be considered in confidence to ensure that the University does not breach any law, order or direction of a court or tribunal constituted by law, any duty of confidence, or other legal obligation or duty;
- 40
- (h) legal advice;

- (i) information relating to actual litigation, or litigation that the Council believes on reasonable grounds will take place, involving the University or an employee of the University;
- (j) information the disclosure of which—
- 5 (i) would divulge information provided on a confidential basis by or to a Minister of the Crown, or another public authority or official (not being an employee of the University, or a person engaged by the University); and
- 10 (ii) would, on balance, be contrary to the public interest;
- (k) tenders for the supply of goods, the provision of services or the carrying out of works;
- (l) information relevant to the review of a determination of the University under the *Freedom of Information Act 1991*.
- 15 (4) In considering whether an order should be made under subsection (2), it is irrelevant that the discussion of a matter in public may—
- (a) cause embarrassment to the University; or
- 20 (b) cause a loss of confidence in the University; or
- (c) involve discussion of a matter that is controversial within the University area; or
- (d) make the University susceptible to adverse criticism.
- 25 (5) If an order is made under subsection (2), a note must be made in the minutes of the making of the order and specifying—
- (a) the grounds on which the order was made; and
- (b) the basis on which the information or matter to which the order relates falls within the ambit of each ground on which the order was made; and
- 30 (c) if relevant, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest.
- (6) A Council meeting will be taken to be conducted in a place open to the public for the purposes of this section even if 1 or more members of the Council participate in the meeting by telephone or other electronic means in accordance with any procedures determined by the Council (provided that members of the public can hear the discussion between all Council members).
- 35 (7) In this section—
- 40 ***personal affairs*** of a person includes—
- (a) the person's—
- (i) financial affairs;

- (ii) criminal records;
 - (iii) marital or other personal relationships;
 - (iv) personal qualities, attributes or health status;
- (b) the person's employment records, employment performance or suitability for a particular position, or other personnel matters relating to the person.

17A—Public notice of Council meetings

- (1) The Chancellor must give notice to the public of the times and places of meetings of the Council.
- (2) The Chancellor must publish the notice and agenda for the meeting in accordance with section 17C(1).
- (3) The notice required under subsection (1) must—
 - (a) be given at least 3 days before the date of the meeting; and
 - (b) continue to be published in accordance with section 17C(1) until the completion of the relevant meeting.
- (4) The Chancellor must ensure that a reasonable number of copies of any document or report supplied to members of the Council for consideration at a meeting of the Council are available for inspection by members of the public—
 - (a) in the case of a document or report supplied to members of the Council before the meeting—on a website determined by the Chancellor as soon as is practicable after the time when the document or report is supplied to members of the Council; or
 - (b) in the case of a document or report supplied to members of the Council at the meeting—at the meeting as soon as is practicable after the time when the document or report is supplied to members of the Council.
- (5) However, subsection (4) does not apply to a document or report that relates to a matter dealt with by the Council on a confidential basis under section 17.

17B—Minutes

- (1) The presiding member of the Council must ensure that accurate minutes are kept of the proceedings at every meeting of the Council.
- (2) Each member of the Council must, within 5 days after a meeting of the Council, be supplied with a copy of all minutes of the proceedings of the meeting kept under this section.
- (3) Section 17C(1) does not apply to a document or part of a document if—
 - (a) the document or part relates to a matter dealt with by the Council on a confidential basis under section 17; and

- (b) the Council orders that the document or part be kept confidential.
- (4) No action for defamation lies against the Council in respect of—
- (a) the accurate publication under this section of any information, statement or document (in whatever form); or
- (b) the accurate publication under this section of a transcript, recording or other record of a meeting of the Council.
- (5) A document purporting to be minutes of proceedings at a meeting of the Council, or a copy of or extract from such minutes, and to be signed by the Chancellor, will be accepted as proof, in the absence of proof to the contrary, of the matters contained in the document.

17C—Access to documents

- (1) The Council must—
- (a) publish prescribed documents on a website determined by the Chancellor; and
- (b) on request, provide a person with a printed copy of a prescribed document (on payment of a fee (if any) fixed by the Council).
- (2) This section does not limit or affect the operation of the *Freedom of Information Act 1991* to University documents.
- (3) In this section—
- prescribed document*** means—
- (a) minutes of Council meetings; and
- (b) notices and agenda for meetings of the Council; and
- (c) schedules of dates, times and places set for meetings of the Council.

17D—Code of conduct

- (1) The Council must prepare and adopt a code of conduct to be observed by the members of the Council.
- (2) The Council may at any time alter its code of conduct, or substitute a new code of conduct.

7—Insertion of section 34

After section 33 insert—

34—Prohibition on assets and investments in fossil fuel companies

- (1) The University must not acquire assets or invest in companies involved in the extraction, processing or distribution of fossil fuels.

(2) As soon as is reasonably practicable after the commencement of this section, the University must divest itself of all assets and investments held in companies involved in the extraction, processing or distribution of fossil fuels.

5 (3) No liability attaches to the Crown in respect of any loss suffered by the University in complying with subsection (2).

Part 3—Amendment of *University of Adelaide Act 1971*

8—Amendment of section 3—Interpretation

Section 3—before the definition of *Academic Board* insert:

10 *Aboriginal or Torres Strait Islander person* means a person who—

- (a) is descended from an Aboriginal or Torres Strait Islander person; and
- (b) regards themselves as an Aboriginal or Torres Strait Islander person; and
- (c) is accepted as an Aboriginal or Torres Strait Islander person by an Aboriginal or Torres Strait Islander community;

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9—Amendment of section 8—Vice-Chancellor

(1) Section 8(3)—delete "subsection (4)" and substitute:

this section

(2) Section 8—after subsection (3) insert:

20 (3a) Despite any other provision of this Act or any other Act or law, the salary of the Vice-Chancellor as determined by the Council must not exceed the salary payable to the Premier of South Australia (determined in accordance with the *Parliamentary Remuneration Act 1990*) at the time the Council makes the determination.

10—Amendment of section 12— Constitution of Council

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(1) Section 12(1)—delete the subsection and substitute:

(1) Subject to this section, the Council consists of the following members:

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- (a) the Chancellor who will be a member of the Council *ex officio*;
- (b) the Vice-Chancellor who will be a member of the Council *ex officio*;
- (c) the Pro Vice-Chancellor (Indigenous Engagement) who will be a member of the Council *ex officio*;

- 5 (d) the presiding member of the Academic Board who will be a member of the Council *ex officio* or, if the Vice-Chancellor is the presiding member of the Academic Board, a member of the Academic Board who is a member of the academic staff of the University elected by the Academic Board (but that person cannot be a student of the University);
- 10 (e) up to 4 persons appointed by the Council, on the recommendation of a selection committee (which consists of the Chancellor and 6 other persons, 3 of whom are appointed by the Chancellor and 3 by the presiding member of the Graduate Association (but at least 3 members of the selection committee must be graduates of the University) in accordance with guidelines determined by the Council;
- 15 (f) 2 members of the academic staff elected by the academic staff;
- (g) 2 members of the general staff elected by the general staff;
- 20 (h) 3 students of the University (not being persons in the full time employment of the University), 1 of whom must be a postgraduate student and 2 of whom must be undergraduate students, elected by students in a manner determined by the Council;
- 25 (i) 3 graduates of the University (not being current staff members nor students of the University), elected by graduates in a manner determined by the Council in consultation with the presiding member of the Graduate Association.

(2) Section 12(2)—delete the subsection and substitute:

- 30 (2) Where a person is appointed to the Council, the appointing authority must recognise that the Council is, as far as practicable—
- (a) to be constituted of equal numbers of men and women who—
- 35 (i) have a commitment to education and, in particular, to higher education; and
- (ii) have an understanding of, and commitment to, the principles of equal opportunity and social justice and, in particular, to access and equity in education; and
- 40 (iii) have qualifications and experience that, collectively, represent a reasonable balance across the public and private sectors; and
- (b) to include at least 2 members from a culturally and linguistically diverse background; and
- (c) to include at least 1 member who is an Aboriginal or Torres Strait Islander person.

(3) Section 12—after subsection (7) insert:

- (8) A person is not eligible for appointment as the Pro Vice-Chancellor (Indigenous Engagement) unless the person is an Aboriginal or Torres Strait Islander person.

5 **11—Insertion of sections 18A to 18E**

After section 18 insert:

18A—Meetings to be held in public except in special circumstances

- 10 (1) Subject to this section, a meeting of the Council must be conducted in a place open to the public.
- 15 (2) The Council may order that the public be excluded from attendance at a meeting to the extent (and only to the extent) that the Council considers it to be necessary and appropriate to act in a meeting closed to the public in order to receive, discuss or consider in confidence any information or matter listed in subsection (3) (after taking into account any relevant consideration under that subsection).
- 20 (3) The following information and matters are listed for the purposes of subsection (2):
- (a) information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead);
- (b) information the disclosure of which—
- (i) could reasonably be expected to confer a commercial advantage on a person with whom the University is conducting, or proposing to conduct, business, or to prejudice the commercial position of the University; and
- (ii) would, on balance, be contrary to the public interest;
- 30 (c) information the disclosure of which would reveal a trade secret;
- 35 (d) commercial information of a confidential nature (not being a trade secret) the disclosure of which—
- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and
- (ii) would, on balance, be contrary to the public interest;
- 40 (e) matters affecting the security of the University, members or employees of the University, or University property, or the safety of any person;

- 5
- (f) information the disclosure of which could reasonably be expected to prejudice the maintenance of law, including by affecting (or potentially affecting) the prevention, detection, or investigation of a criminal offence, or the right to a fair trial;
- (g) matters that must be considered in confidence to ensure that the University does not breach any law, order or direction of a court or tribunal constituted by law, any duty of confidence, or other legal obligation or duty;
- 10 (h) legal advice;
- (i) information relating to actual litigation, or litigation that the Council believes on reasonable grounds will take place, involving the University or an employee of the University;
- (j) information the disclosure of which—
- 15 (i) would divulge information provided on a confidential basis by or to a Minister of the Crown, or another public authority or official (not being an employee of the University, or a person engaged by the University); and
- 20 (ii) would, on balance, be contrary to the public interest;
- (k) tenders for the supply of goods, the provision of services or the carrying out of works;
- (l) information relevant to the review of a determination of the University under the *Freedom of Information Act 1991*.
- 25 (4) In considering whether an order should be made under subsection (2), it is irrelevant that the discussion of a matter in public may—
- (a) cause embarrassment to the University; or
- 30 (b) cause a loss of confidence in the University; or
- (c) involve discussion of a matter that is controversial within the University area; or
- (d) make the University susceptible to adverse criticism.
- (5) If an order is made under subsection (2), a note must be made in the minutes of the making of the order and specifying—
- 35 (a) the grounds on which the order was made; and
- (b) the basis on which the information or matter to which the order relates falls within the ambit of each ground on which the order was made; and
- 40 (c) if relevant, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest.

5 (6) A Council meeting will be taken to be conducted in a place open to the public for the purposes of this section even if 1 or more members of the Council participate in the meeting by telephone or other electronic means in accordance with any procedures determined by the Council (provided that members of the public can hear the discussion between all Council members).

(7) In this section—

personal affairs of a person includes—

(a) the person's—

10 (i) financial affairs;

(ii) criminal records;

(iii) marital or other personal relationships;

(iv) personal qualities, attributes or health status;

15 (b) the person's employment records, employment performance or suitability for a particular position, or other personnel matters relating to the person.

18B—Public notice of Council meetings

(1) The Chancellor must give notice to the public of the times and places of meetings of the Council.

20 (2) The Chancellor must publish the notice and agenda for the meeting in accordance with section 18D(1).

(3) The notice required under subsection (1) must—

(a) be given at least 3 days before the date of the meeting; and

25 (b) continue to be published in accordance with section 18D(1) until the completion of the relevant meeting.

(4) The Chancellor must ensure that a reasonable number of copies of any document or report supplied to members of the Council for consideration at a meeting of the Council are available for inspection by members of the public—

30 (a) in the case of a document or report supplied to members of the Council before the meeting—on a website determined by the Chancellor as soon as is practicable after the time when the document or report is supplied to members of the Council; or

35 (b) in the case of a document or report supplied to members of the Council at the meeting—at the meeting as soon as is practicable after the time when the document or report is supplied to members of the Council.

40 (5) However, subsection (4) does not apply to a document or report that relates to a matter dealt with by the Council on a confidential basis under section 18A.

18C—Minutes

- 5
- (1) The presiding member of the Council must ensure that accurate minutes are kept of the proceedings at every meeting of the Council.
- (2) Each member of the Council must, within 5 days after a meeting of the Council, be supplied with a copy of all minutes of the proceedings of the meeting kept under this section.
- (3) Section 18D(1) does not apply to a document or part of a document if—
- 10
- (a) the document or part relates to a matter dealt with by the Council on a confidential basis under section 18A; and
- (b) the Council orders that the document or part be kept confidential.
- (4) No action for defamation lies against the Council in respect of—
- 15
- (a) the accurate publication under this section of any information, statement or document (in whatever form); or
- (b) the accurate publication under this section of a transcript, recording or other record of a meeting of the Council.
- (5) A document purporting to be minutes of proceedings at a meeting of the Council, or a copy of or extract from such minutes, and to be signed by the Chancellor, will be accepted as proof, in the absence of proof to the contrary, of the matters contained in the document.
- 20

18D—Access to documents

- 25
- (1) The Council must—
- (a) publish prescribed documents on a website determined by the Chancellor; and
- (b) on request, provide a person with a printed copy of a prescribed document (on payment of a fee (if any) fixed by the Council).
- (2) This section does not limit or affect the operation of the *Freedom of Information Act 1991* to University documents.
- 30
- (3) In this section—
- prescribed document* means—
- (a) minutes of Council meetings; and
- (b) notices and agenda for meetings of the Council; and
- 35
- (c) schedules of dates, times and places set for meetings of the Council.

18E—Code of conduct

- (1) The Council must prepare and adopt a code of conduct to be observed by the members of the Council.

- (2) The Council may at any time alter its code of conduct, or substitute a new code of conduct.

12—Insertion of section 34

After section 33 insert:

34—Prohibition on assets and investments in fossil fuel companies

- (1) The University must not acquire assets or invest in companies involved in the extraction, processing or distribution of fossil fuels.
- (2) As soon as is reasonably practicable after the commencement of this section, the University must divest itself of all assets and investments held in companies involved in the extraction, processing or distribution of fossil fuels.
- (3) No liability attaches to the Crown in respect of any loss suffered by the University in complying with subsection (2).

Part 4—Amendment of *University of South Australia Act 1990*

13—Amendment of section 3—Interpretation

Section 3—before the definition of *the Academic Board* insert:

Aboriginal or Torres Strait Islander person means a person who—

- (a) is descended from an Aboriginal or Torres Strait Islander person; and
- (b) regards themselves as an Aboriginal or Torres Strait Islander person; and
- (c) is accepted as an Aboriginal or Torres Strait Islander person by an Aboriginal or Torres Strait Islander community;

14—Amendment of section 10—Establishment of Council

- (1) Section 10(3)—delete the subsection and substitute:

- (3) The Council will consist of the following members:
- (a) the Chancellor who will be a member of the Council *ex officio*;
- (b) the Vice-Chancellor who will be a member of the Council *ex officio*;
- (c) the Pro Vice-Chancellor: Aboriginal Leadership and Strategy who will be a member of the Council *ex officio*;
- (d) the presiding member of the Academic Board who will be a member of the Council *ex officio* or, if the Vice-Chancellor is the presiding member of the Academic Board, a member of the Academic Board who is a member of the academic staff of the University elected by the Academic Board (but that person cannot be a student of the University);

- 5
- (e) up to 4 persons appointed by the Council, on the recommendation of a selection committee (which consists of the Chancellor and 6 other persons appointed by the Chancellor in accordance with guidelines determined by the Council);
- (f) 2 members of the academic staff elected by the academic staff;
- (g) 2 members of the general staff elected by the general staff;
- 10 (h) 3 students of the University (not being persons in the full time employment of the University), 1 of whom must be a postgraduate student and 1 of whom must be an undergraduate student, elected by students in a manner determined by the Council;
- 15 (i) 3 graduates of the University (not being current staff members nor students of the University), elected by graduates in a manner determined by the Council.

(2) Section 10(4)—delete the subsection and substitute:

- 20 (4) Where a person is appointed to the Council, the appointing authority must recognise that the Council is, as far as practicable—
- (a) to be constituted of equal numbers of men and women who—
- (i) have a commitment to education and, in particular, to higher education; and
- 25 (ii) have an understanding of, and commitment to, the principles of equal opportunity and social justice and, in particular, to access and equity in education; and
- 30 (iii) have qualifications and experience that, collectively, represent a reasonable balance across the public and private sectors; and
- (b) to include at least 2 members from a culturally and linguistically diverse background; and
- (c) to include at least 1 member who is an Aboriginal or Torres Strait Islander person.

35 (3) Section 10—after subsection (7) insert:

- (8) A person is not eligible for appointment as the Pro Vice-Chancellor: Aboriginal Leadership and Strategy unless the person is an Aboriginal or Torres Strait Islander person.

15—Insertion of sections 12A to 12E

After section 12 insert:

12A—Meetings to be held in public except in special circumstances

- 5 (1) Subject to this section, a meeting of the Council must be conducted in a place open to the public.
- 10 (2) The Council may order that the public be excluded from attendance at a meeting to the extent (and only to the extent) that the Council considers it to be necessary and appropriate to act in a meeting closed to the public in order to receive, discuss or consider in confidence any information or matter listed in subsection (3) (after taking into account any relevant consideration under that subsection).
- 15 (3) The following information and matters are listed for the purposes of subsection (2):
- (a) information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead);
- (b) information the disclosure of which—
- 20 (i) could reasonably be expected to confer a commercial advantage on a person with whom the University is conducting, or proposing to conduct, business, or to prejudice the commercial position of the University; and
- (ii) would, on balance, be contrary to the public interest;
- 25 (c) information the disclosure of which would reveal a trade secret;
- (d) commercial information of a confidential nature (not being a trade secret) the disclosure of which—
- 30 (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and
- (ii) would, on balance, be contrary to the public interest;
- 35 (e) matters affecting the security of the University, members or employees of the University, or University property, or the safety of any person;
- 40 (f) information the disclosure of which could reasonably be expected to prejudice the maintenance of law, including by affecting (or potentially affecting) the prevention, detection, or investigation of a criminal offence, or the right to a fair trial;

- 5
- (g) matters that must be considered in confidence to ensure that the University does not breach any law, order or direction of a court or tribunal constituted by law, any duty of confidence, or other legal obligation or duty;
- (h) legal advice;
- (i) information relating to actual litigation, or litigation that the Council believes on reasonable grounds will take place, involving the University or an employee of the University;
- (j) information the disclosure of which—
- 10
- (i) would divulge information provided on a confidential basis by or to a Minister of the Crown, or another public authority or official (not being an employee of the University, or a person engaged by the University); and
- 15
- (ii) would, on balance, be contrary to the public interest;
- (k) tenders for the supply of goods, the provision of services or the carrying out of works;
- (l) information relevant to the review of a determination of the University under the *Freedom of Information Act 1991*.
- 20
- (4) In considering whether an order should be made under subsection (2), it is irrelevant that the discussion of a matter in public may—
- (a) cause embarrassment to the University; or
- 25
- (b) cause a loss of confidence in the University; or
- (c) involve discussion of a matter that is controversial within the University area; or
- (d) make the University susceptible to adverse criticism.
- (5) If an order is made under subsection (2), a note must be made in the minutes of the making of the order and specifying—
- 30
- (a) the grounds on which the order was made; and
- (b) the basis on which the information or matter to which the order relates falls within the ambit of each ground on which the order was made; and
- 35
- (c) if relevant, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest.
- (6) A Council meeting will be taken to be conducted in a place open to the public for the purposes of this section even if 1 or more members of the Council participate in the meeting by telephone or other electronic means in accordance with any procedures determined by the Council (provided that members of the public can hear the discussion between all Council members).
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(7) In this section—

personal affairs of a person includes—

(a) the person's—

(i) financial affairs;

(ii) criminal records;

(iii) marital or other personal relationships;

(iv) personal qualities, attributes or health status;

(b) the person's employment records, employment performance or suitability for a particular position, or other personnel matters relating to the person.

12B—Public notice of Council meetings

(1) The Chancellor must give notice to the public of the times and places of meetings of the Council.

(2) The Chancellor must publish the notice and agenda for the meeting in accordance with section 12D(1).

(3) The notice required under subsection (1) must—

(a) be given at least 3 days before the date of the meeting; and

(b) continue to be published in accordance with section 12D(1) until the completion of the relevant meeting.

(4) The Chancellor must ensure that a reasonable number of copies of any document or report supplied to members of the Council for consideration at a meeting of the Council are available for inspection by members of the public—

(a) in the case of a document or report supplied to members of the Council before the meeting—on a website determined by the Chancellor as soon as is practicable after the time when the document or report is supplied to members of the Council; or

(b) in the case of a document or report supplied to members of the Council at the meeting—at the meeting as soon as is practicable after the time when the document or report is supplied to members of the Council.

(5) However, subsection (4) does not apply to a document or report that relates to a matter dealt with by the Council on a confidential basis under section 12A.

12C—Minutes

(1) The presiding member of the Council must ensure that accurate minutes are kept of the proceedings at every meeting of the Council.

(2) Each member of the Council must, within 5 days after a meeting of the Council, be supplied with a copy of all minutes of the proceedings of the meeting kept under this section.

- (3) Section 12D(1) does not apply to a document or part of a document if—
- (a) the document or part relates to a matter dealt with by the Council on a confidential basis under section 12A; and
 - (b) the Council orders that the document or part be kept confidential.
- (4) No action for defamation lies against the Council in respect of—
- (a) the accurate publication under this section of any information, statement or document (in whatever form); or
 - (b) the accurate publication under this section of a transcript, recording or other record of a meeting of the Council.
- (5) A document purporting to be minutes of proceedings at a meeting of the Council, or a copy of or extract from such minutes, and to be signed by the Chancellor, will be accepted as proof, in the absence of proof to the contrary, of the matters contained in the document.

12D—Access to documents

- (1) The Council must—
- (a) publish prescribed documents on a website determined by the Chancellor; and
 - (b) on request, provide a person with a printed copy of a prescribed document (on payment of a fee (if any) fixed by the Council).
- (2) This section does not limit or affect the operation of the *Freedom of Information Act 1991* to University documents.
- (3) In this section—
- prescribed document*** means—
- (a) minutes of Council meetings; and
 - (b) notices and agenda for meetings of the Council; and
 - (c) schedules of dates, times and places set for meetings of the Council.

12E—Code of conduct

- (1) The Council must prepare and adopt a code of conduct to be observed by the members of the Council.
- (2) The Council may at any time alter its code of conduct, or substitute a new code of conduct.

16—Amendment of section 16—Vice-Chancellor

Section 16(5)—delete subsection (5) and substitute:

- (3) The Council must, from time to time as occasion requires, appoint a person to be Vice-Chancellor.

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- (4) Subject to this section, the Vice-Chancellor holds office for such term and on such conditions as may be fixed by the Council.
 - (5) Despite any other provision of this Act or any other Act or law, the salary of the Vice-Chancellor as determined by the Council must not exceed the salary payable to the Premier of South Australia (determined in accordance with the *Parliamentary Remuneration Act 1990*) at the time the Council makes the determination.

17—Insertion of section 28

After section 27 insert:

10 **28—Prohibition on assets and investments in fossil fuel companies**

- 15
- (1) The University must not acquire assets or invest in companies involved in the extraction, processing or distribution of fossil fuels.
 - (2) As soon as is reasonably practicable after the commencement of this section, the University must divest itself of all assets and investments held in companies involved in the extraction, processing or distribution of fossil fuels.
 - (3) No liability attaches to the Crown in respect of any loss suffered by the University in complying with subsection (2).