

Meetings and Decisions – board policy

1. Scope

This policy sets out the board’s meeting and decision-making procedures.

2. Key principles

- a) **Obligations and good practice: the board acts in accordance with its obligations and with good governance practice (for details, see item 20 of this policy).**
- b) **Public interest:** the board ensures that the functions and objectives of the waste and resource recovery group (WRRG), as set out in the *Environment Protection Act 1970* (EP Act), are being properly fulfilled. Directors (board members) act in the public interest, collectively and individually.
- c) **Purpose of meetings:** board meetings are used to obtain information, consider issues, exchange views, and make decisions that are in the public interest.
- d) **Respect, courtesy, and balance:** directors treat one another with respect and courtesy. They participate in board discussions in an active and constructive manner. There is a balanced opportunity for each director to ask questions, express ideas, and offer opinions.
- e) **Collective accountability:** the board is collectively accountable to the Minister for its decisions. Each director participates actively in each decision.

PART A – Board meetings

3. Chair’s role at board meetings

The chairperson (chair) appointed by the minister presides at board meetings. If the chair is not present at a board meeting, the deputy chair appointed by the board presides at the meeting. If both are absent, the board elects a director who is present to preside at the meeting.¹

The role of the chair or presiding member at a board meeting includes ensuring that:

- the *Register of Interests*, the *Register of Gifts, Benefit and Hospitality* and all relevant policies (in particular, all board policies) are present at the meeting and readily accessible to directors;²
- conflicts of interest are declared and managed in accordance with the board’s *Conflict of Interest* policy;
- directors treat one another with respect and courtesy and participate actively and constructively in each decision;
- no decision is taken without the required quorum (see item 12); and
- board meetings run in an effective and timely manner.

¹ Presiding at meetings: see s 49K(4), s49K(5) and s49M of the *Environment Protection Act 1970* (EP Act).

² Consistent with the requirements of section 80 of the PAA.

Overall, the chair balances the need to ensure that all directors have a fair opportunity to express their views and ask questions with the need to progress the meeting in a timely manner, taking into account the nature, complexity, and importance of the issue being discussed and decided, and all other relevant circumstances.

Directors assist the chair in ensuring that board meetings and decisions occur in accordance with this policy.³

4. Agenda

The chair schedules the board's annual work program (i.e. annual tasks in relation to strategic planning, governance, risk management, stewardship, performance monitoring and reporting, etc. for the forthcoming year) in consultation with other directors and the executive officer (EO). He or she ensures that the board's meeting schedule and agendas:

- facilitate an even workflow throughout the year;
- enable sufficient time for each item on the annual work program to be dealt with effectively; and
- enable sufficient time for other issues that arise during the year to be dealt with appropriately.

The meeting follows the agenda unless good and fair reason exists to vary from it.

Agenda items include:

- **priority items**, which are items of strategic significance (e.g. strategic planning, emerging risks, EO recruitment) or key activities that the board must undertake to meet its legal obligations. These are scheduled before 'reports and operational matters' to ensure that directors are fresh and that there is sufficient time for discussion and decision-making;
- **reports and operational matters**, which are routine items, usually for noting. Reports are sent out with the agenda papers, not tabled at the meeting. The board may decide that these motions (e.g. 'the EO's report is noted') are carried automatically unless a director requests that a particular item be moved to the main agenda. It is therefore imperative that directors are vigilant in their assessment of these reports and ask any relevant questions.

A standard template for meeting agendas is set out in Appendix 1.

Circulating the agenda and supporting papers

The agenda, together with supporting papers flagged to the relevant agenda item, is circulated sufficiently in advance of the meeting (at least five business days prior) to provide directors with reasonable time to fulfil their obligation to:

- read all the materials;
- consider the issues; and
- fully prepare for the meeting.

5. Frequency of meetings

The usual frequency for board meetings is every second month with Extraordinary 'special' meetings of the board called in between and as required. The board will meet at least 6 times a year. Meetings are scheduled for the forthcoming year taking into account the annual work program.

Extraordinary ('special') meetings

The procedure for calling an extraordinary meeting of the board is the same process as with normal board meetings and agendas/supporting materials circulated prior to the meeting being held.

³ If a dispute arises between directors, the chair manages its resolution in accordance with the board's *Dispute Resolution* policy.

6. Attendance at meetings by directors

Directors are expected to attend all board meetings. A minimum attendance of 75% is required unless good reason exists otherwise. Each director will make a significant contribution to the WRRG.⁴

Remote attendance

Attendance in person at a board meeting is preferable. However the board may permit a director to attend remotely provided that he/she will be properly able to:

- participate in the collective discussions of the board; and
- read (or have read to him/her) and comprehend documents that are tabled at the meeting to inform the board's decision-making.

Depending on the board meeting, suitable means of remote attendance may include teleconference call, video link, or any other system of telecommunication.⁵ A series of separate telephone calls does not constitute a meeting as the board cannot participate in collective discussion.

A director who wishes to attend a board meeting remotely will contact the chair as soon as practicable to ascertain the chair's view on whether the meeting is likely to be suitable for remote attendance and, if so, whether appropriate arrangements can be made. The board's decision whether to allow a director to attend remotely is made at the start of the meeting.

Regardless of any decision by the board to allow a director to attend remotely, if a document is tabled to inform a proposed decision, then, unless the director can read (or be read) the document and properly comprehend it, he/she will abstain from that decision.

7. Attendance at meetings by non-directors

A non-director may only attend a board meeting if he/she is invited by the chair or by another director on behalf of the board. The board will determine the item(s) during which the invited guest may attend. A non-director who attends a board meeting:

- must not participate in any board discussions unless requested to do so by the chair; and
- never takes part in any board decision.

External guests

The chair will advise external guests (e.g. an expert consultant) that, as a condition of attending the meeting:

- he/she must refrain from discussing any matters raised at the meeting with non-directors; and
- if he/she is provided with any board papers, access will be limited to during the meeting, unless specific alternative arrangements are made for their use and return.

Executives and staff

The presence of executive or staff members of the WRRG (e.g. the EO) at a board meeting is by invitation. If the board requires an executive or staff member to attend a board meeting, the chair will advise the person of the item(s), or part thereof, for which he/she is to be present.

To assist the board to maintain its independence in decision-making, the chair will ensure that:

- no executive or staff member is present as 'a matter of course' during board meetings; and

⁴ These requirements are based on the [Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees](#) issued by the Department of Premier and Cabinet.

⁵ Remote attendance: see s 49M(5) of the EP Act.

- there is a suitable period of time during each board meeting when no executive or staff member is present (other than, if required, a 'non-executive' minute taker).

Nominees not permitted

A director cannot nominate another person to attend a board meeting on his/her behalf or exercise any of his/her decision-making powers or rights as a director.

8. Gifts, benefits and hospitality – standing agenda item

In accordance with the board's policy on *Gifts, Benefits and Hospitality*, at the start of each board meeting the chair will ask for all directors present to state whether their entries in the *Register of Gifts, Benefits and Hospitality* are complete and correct. If there are no changes, the minutes will note that 'all directors present confirmed that their entries in the *Register of Gifts, Benefits and Hospitality* are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

9. Conflict of interest – standing agenda items

In accordance with the board's policy on *Conflict of Interest*, at the start of each board meeting:

Conflicts of Interest

The chair will ask if any director present has an **interest** (i.e. a private interest or a duty to another organisation) in respect to any item on the agenda. An interest must be declared even if it is already recorded in the *Register of Interests*. Any conflicts will be dealt with by the board in accordance with its *Conflict of Interest* policy.

The standard procedure for conflicts of interest which are subject to s 49N of the EP Act and for other 'material' (serious) conflicts of interest is for the director with the conflict to 'remove' – i.e. leave the room for all discussion and decision-making on the issue.

PART B - Decision-making

10. Collective accountability

The board is collectively accountable to the Minister for its decisions. Each director will participate actively in each decision, which will be made in the **public interest**.

11. Due consideration

As part of its duty to exercise due care, diligence and skill, prior to making a decision the board will:

- ascertain all relevant information;
- objectively consider all relevant facts and criteria (and avoid irrelevant considerations);
- consider all relevant options; and
- understand the full implications (strategic, financial, community, etc.) of its proposed decision.

There will be an appropriate opportunity for all directors to ask questions, express ideas, and offer opinions. Directors will treat one another with respect and courtesy during this process, and at all other times in their role as a director.⁶ Whilst the chair has a key role in ensuring that this occurs, all directors share this responsibility.

⁶ Consistent with the requirements of the public sector values in s 7 of the *Public Administration Act 2004* and related codes (e.g. Directors' Code of Conduct).

Each director will balance respect for the expertise of others with their own duty to speak up, ask questions, and ensure that the correct decision is made.

Information and advice

The board will ensure that it has the information and advice required to fulfil its role effectively. This includes information/advice in relation to the WRRG's operations and financial status via:

- regular and ad hoc reports from the WRRG (usually presented by a senior executive);
- regular and ad hoc reports from subcommittees of the board (usually presented by the subcommittee chair); and
- external reports from independent sources, as required.

The board will review, on at least an annual basis, whether the reports it receives are suitable to its information needs (e.g. the nature, content, and format of financial reports).

12. Quorum

The minimum number of directors (i.e. quorum) who must **attend** the board meeting, in person or remotely, and **participate** in a decision for it to be valid is the majority of the directors for the time being appointed.^{7 8}

If a director is unable to vote on a particular issue (e.g. they are absent from the room due to a conflict of interest), the chair will check that a quorum still exists before the board proceeds with making a decision.

Proxy or absentee decision-making is not permitted

Proxy or absentee voting is not permitted. Only directors who attend the meeting, in person or remotely, are part of the quorum.

13. Formal voting

Whilst it is vital for directors to consult together as a team, due diligence requires that each director decide individually whether to agree with, or dissent from, a proposed decision, and make their choice known. This is a key responsibility for each director, regardless of whether it results in a consensus vote.

Each decision will be made by **formal vote**.⁹ A decision is determined by the majority of votes of members who are present and voting on the question.¹⁰ In the event of a deadlock, the chair, or other member who is presiding at the meeting, has a casting (i.e. second) vote.¹¹

14. Ensuring decisions are valid

The board will ensure that each of its decisions is **valid**, including that it is consistent with:

- the purpose, functions, and powers of the WRRG;
- the quorum and voting requirements specified in the *Environment Protection Act*; and
- all applicable laws and related obligations.

In addition, certain decisions of the board may need to be:

- ratified by legal instrument;

⁷ For details of what constitutes 'attendance' at a board meeting see item 6 of this policy.

⁸ Quorum requirement: see s 49M(2) of the EP Act.

⁹ Rather than, for example, by the chair stating words such as 'I think we are all agreed on that'.

¹⁰ Voting requirement: see s 49M(3) of the EP Act.

¹¹ Casting vote: see s 49M(4) of the EP Act.

- affixed with the WRRG's seal; and/or
- approved by the Minister before taking effect (e.g. the annual business plan¹²).

15. Ensuring decisions are in the public interest

The board also will ensure that each of its decisions is in the **public interest**, including that it is:

- ethically sound and fair (e.g. consistent with the *Directors' Code of Conduct*); and
- consistent with government policy, the WRRG's strategic and business plans, and any directions, guidelines, and/or statements of obligation or expectation issued by the Minister.

16. Minutes

The secretary of the board will record the minutes of each board meeting (or arrange for someone else to do so). If a secretary has not been appointed, the chair will make arrangements for the recording of the minutes.

The minutes will be an accurate record of the meeting, including:

Attendance and quorum

- Directors attending, apologies, and confirmation of a quorum.
- If a director leaves the room during the meeting (e.g. due to a conflict of interest), the time and agenda item(s), or part thereof, for which he or she is absent and confirmation that a quorum remains.
- Non-directors attending and the times and agenda item(s), or part thereof, for which they are present.

Agenda items

- The time each agenda item commences and finishes.
- Information on standing items (e.g. *Register of Gifts, Benefits and Hospitality*; *Register of Interests*; declarations and management of conflicts of interest).

Decisions

- Each board decision.
- The vote, including:
 - who votes in favour of the resolution;
 - who dissents;
 - who abstains and why (e.g. due to conflict of interest or to attending remotely and a lengthy document being tabled at the meeting to inform the proposed decision).
- A brief note of key factors material to the board's decision and, if requested, to a dissenting vote (avoiding details of 'who said what').
- Action items (if any) flowing from the decision, who is responsible for completing each action, and any relevant timelines.

An initial draft of the minutes will be sent to the chair for review, preferably by the next business day. As soon as practical after the draft minutes are approved by the chair they will be sent to the other directors for review.

The minutes will be endorsed by the board, with any necessary amendments, at the next board meeting.

¹² Approval of annual business plan by minister: see s 49SB(1) of the EP Act.

The chair will sign the endorsed minutes on behalf of the board.

The endorsed minutes will be retained as an enduring record of the board's decisions, consistent with the *Public Records Act 1973*. A complete set of board papers will also be retained, including copies of any documents tabled at the meeting.¹³

A standard template for minutes of the board meeting is set out in Appendix 2.

17. Resolutions without meetings

It is preferable that all decisions of the board are made at board meetings. However, where an urgent decision is required by the board and the chair deems it to be warranted, a decision of the board can be made by written resolution as follows:

If **every** director sees a document setting out a proposed resolution of the board (or an **identical** copy thereof) and the majority sign a statement at the bottom of that document (or identical copy) that they are in favour of the resolution, then the resolution is deemed to have been passed at a board meeting held on the day that the last director signs. Each director must be advised as soon as practicable whether the resolution has passed.

A resolution passed in this manner is equivalent to minutes of a board meeting and must be dealt with accordingly. This includes being endorsed at the next board meeting and retained as an enduring record of the board's decision.

PART C – Other

18. Major risks

Consistent with section 81(1)(b) of the *Public Administration Act 2004*, if the board determines there is a major risk (existing or emerging) to the effective operation of the WRRG, it will notify the Minister and the Secretary of the Department of Environment, Land, Water and Planning of the risk, and of the management systems that are in place to manage the risk.

19. Confidentiality and the proper use of information

Any information that a director receives in his/her role:

- will only be used for proper purposes. It will not be used to gain advantage for the director (or any other person) or to cause detriment to the WRRG.
- will be kept confidential, even after the director resigns or otherwise leaves the board.¹⁴

20. Obligations and good practice

The board will conduct its meetings and decision-making in accordance with its obligations and with good public sector governance practice, including:

- the establishing Act, being the *Environment Protection Act 1970* (EP Act);
- the public sector values in section 7 of the *Public Administration Act 2004* (PAA);¹⁵
- the 'duties of directors' in section 79 of the PAA;

¹³ As with other documents produced by the board (e.g. *Register of Interests*), board minutes are a public record. However, this does not mean they are automatically 'open to the public'. Unless the board agrees, a member of the public who wants to see the minutes would need to lodge an application under the *Freedom of Information Act 1982*. If this occurs, the board can contact the department, which can provide advice and assist the board to assess whether the minutes are exempt from disclosure.

¹⁴ These requirements are consistent with the Directors' Code of Conduct and with section 79 of the PAA.

¹⁵ The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights, and leadership.

- the requirement in section 81(1)(h) of the PAA that adequate procedures be in place for the conduct of board meetings and making of board decisions and for appropriate records to be kept of meetings;
- the [Directors' Code of Conduct](#) issued by the Victorian Public Sector Commission;
- government policy;
- any directions, guidelines and/or statements of obligation or expectation issued by the Minister; ¹⁶ and
- all other laws and obligations that bind the WRRG.

21. Regular review of this policy

The board will review this policy on an annual basis or more frequently, if required, to keep up-to-date with changes to laws, government policy, etc.

22. Related policies

- Conflict of Interest
- Dispute Resolution
- Gifts, Benefits and Hospitality

23. Further information

On Board (www.delwp.vic.gov.au/onboard), in particular, the [Meetings and decisions](#) support module, which has a range of resources, including guidance notes, direct links to this topic on the VPSC website, etc.

¹⁶ For example, any written directions issued by the minister pursuant to s 49S or the EP Act.

Appendix 1: Template for standard meeting agenda



Agenda - Board meeting

Date and time

Location

Scheduled time	No.	Item	Action [note, record, endorse, decide, etc.]	Who
	1.	Opening formalities		
	1.1	Opening and Welcome		Chair
	1.2	Apologies		Chair
	1.3	Confirmation of Quorum	Confirm	Chair
	1.4	Confirmation of Agenda (including any proposed additions)	Confirm	Chair
	2.	Register of Gifts, benefits and hospitality		
		Directors confirm that their entries in the <i>Register of Gifts, benefits and Hospitality</i> are complete and correct (or update their details).	Record	Chair
	3.	Register of interests		
		Directors confirm that their entries in the <i>Register of Interests</i> are complete and correct (or update their details).	Record	Chair
	4.	Conflict of interest		
	4.1	Declarations - directors declare any interest (i.e. private interest or duty to another organisation) in respect to any item on the agenda.	Record	Chair
	4.2	Management – the board determines: (i) whether a conflict of interest is ‘material’ (serious); and (ii) how the conflict will be managed in the public interest.	Decide	Chair
	5.	Minutes of previous meeting		
	5.1	Endorse minutes of previous meeting, noting any amendments Attachment: 5.1 – Minutes of meeting [<i>insert date and/or no. of meeting</i>]	Confirm	Chair
	5.2	Actions arising: review progress of actions arising from previous minutes.	Note	Chair
	6.	Priority item A – [<i>insert title, e.g. Mitigation of XXX risk</i>]		
		Description [<i>Insert– e.g. ‘Action to mitigate XXX risk’.</i>]	Decide	Chair
		Attachments [<i>Insert – e.g. ‘6.1 to 6.2’</i>]		

Scheduled time	No.	Item	Action [note, record, endorse, decide, etc.]	Who
		Recommendation [Insert – e.g. ‘That the board decide on the preferred option (A or B) for mitigating XXX risk.’]		
	7.	Priority item B – [insert title]		
		[As above]	Decide	Chair
	8.	Priority item C – [insert title]		
		[As above]	Decide	Chair
	9.	Reports and operational matters* <small>*Routine items, usually for noting. Reports are sent out with agenda, <i>not tabled at the meeting</i>. Even if the board has decided that motions will be carried automatically unless a director requests an item be moved to the main agenda, relevant questions and discussion still occur.</small>		
	9.1	Title - [insert – e.g. EO report] Attachment - [Insert – e.g. 9.1] Recommendation - [Insert – e.g. ‘That the board note the EO’s report’]	Note	Report author
	9.2	[As above]	Note	Report author
	9.3	[As above]	Note	Report author
	10.	Other business		
		<i>Items not on the agenda can be raised for discussion, subject to the chair’s permission.</i>	Note, endorse, decide, etc.	Chair
	11.	Next meeting		
		[Insert date, time, and location of next scheduled meeting.]	Note	Chair
	12.	Meeting adjourns		
		Meeting closes.		Chair

Appendix 2: Template for minutes of board meeting



Minutes - Board meeting

Date and time

Location

Chair (or presiding member)

Attendees (directors)

Attendees (invited guests)

Apologies

Start time	No.	Item	Actions arising (if any) who responsible; due date
	1.	Opening formalities	
	1.1	The meeting was opened by the chair.	
	1.2	Apologies as listed above.	
	1.3	Confirmation of quorum: [<i>Insert – e.g. ‘There being X directors present the required quorum of Y is satisfied.’</i>]	
	1.4	The board confirmed the agenda [<i>Insert if applicable: ‘with the following changes...’</i>]	
	2.	Register of gifts, benefits and hospitality	
		All directors present confirmed that their entries in the <i>Register of Gifts, Benefits and Hospitality</i> are complete and correct [<i>Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes</i>]	
	3.	Register of interests	
		All directors present confirmed that their entries in the <i>Register of Interests</i> are complete and correct [<i>Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes</i>]	
	4.	Conflicts of interest	
		<p>‘The board noted that there were no conflicts of interest (real, potential or perceived) in relation to any item on the agenda.’</p> <p>OR, if a conflict of interest is declared, record:</p> <ul style="list-style-type: none"> • who declared the conflict; • a description of the interest and conflict (\$ value need not be recorded); • the board’s decision on whether the conflict is ‘material’ (serious); and • the board’s decision on what action will be taken to manage the conflict. 	
	5.	Minutes of previous meeting	

Start time	No.	Item	Actions arising (if any) who responsible; due date
	5.1	The board endorsed the minutes of the previous meeting <i>[insert meeting no. and/or date]</i> as complete and accurate. <i>[Insert if applicable: 'subject to the following amendments ...']</i>	
	5.2	<i>[Insert – e.g. 'The board noted the current status of actions arising from the previous meeting'.]</i>	
	6.	Priority item A – <i>[insert title, e.g. Mitigation of flood risk]</i>	
		<p>Description <i>[Insert – e.g. 'Action to be taken to mitigate the flood risk to Wombaton.']</i></p> <p>Key factors <i>[Briefly note key factors material to the board's decision. Avoid details of 'who said what'.]</i></p> <p>Decision/outcome <i>[Insert – e.g. 'The board voted seven in favour, nil in dissent, for Option B - XYZ' OR 'The board voted five in favour, two in dissent, for Option B - XYZ.'</i></p> <p>- Voting in favour: <i>[Insert names of directors voting in favour OR insert 'All']</i></p> <p>- Voting in dissent: <i>[Insert names of directors voting in dissent. If requested, briefly note key factors material to their decision here or above in 'key factors') OR insert 'Nil']</i></p> <p>- Abstained from vote: <i>[Insert if applicable – e.g. 'As a result of a conflict of interest, X was absent for all discussion and decision-making on this item' OR 'X abstained from the vote on the basis that he was attending remotely and was unable to satisfactorily read or be read Y document, which was tabled at the meeting and was relevant to the decision'.]</i></p>	
	7.	Priority item B – <i>[insert title]</i>	
		<i>[As above.]</i>	
	8.	Priority item C – <i>[insert title]</i>	
		<i>[As above.]</i>	
	9.	Reports and operational matters	
	9.1	<p><i>[Insert title, e.g. EO report]</i></p> <p>Key factors - <i>[Insert as above - e.g. 'No changes to the report as written.]</i></p> <p>Decision/outcome - <i>[Insert – e.g. 'The board noted the EO's report.']</i></p>	
	9.2	<i>[As above.]</i>	
	9.3	<i>[As above.]</i>	
	10.	Other business	
	10.1	<p><i>[Insert title and description]</i></p> <p>Key factors - <i>[Insert as above]</i></p> <p>Decision/outcome - <i>[Insert according to whether item for was for noting, decision, etc.]</i></p>	
	10.2	<i>[As above]</i>	
	10.3	<i>[As above]</i>	
	11.	Next meeting	
		Meeting no. <i>[insert]</i> is scheduled for <i>[insert date, time, and location.]</i>	
	12.	Meeting adjourns	

Start time	No.	Item	Actions arising (if any) who responsible; due date
		The meeting was closed by the chair.	