

BOARD POLICY 1.08

Board Meetings & Decision Making



Falls Creek Alpine Resort Management Board ('the Board')

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 organisation (as set out in the establishing Act) are properly fulfilled. 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:** Board members 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 Board member to ask questions, express ideas, and offer opinions.
- e) **Collective accountability:** the Board is collectively accountable to the Minister for its decisions. Each Board member participates actively in each decision.

PART A – Board meetings

3. Chair's role at Board meetings

The Chairperson (Chair) appointed by The Minister for Energy, Environment and Climate Change - presides at Board meetings. If the Chair is absent, the deputy Chairperson appointed by the Board presides. If both are absent, the Board appoints a Board member who is present to preside at the meeting.

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 are present at the meeting and readily accessible to Board members, **as per Sec 80 of the PAA**;
- conflicts of interest are declared and managed in accordance with the Board's *Conflict of Interest* policy;
- Board members 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.

Overall, the Chair balances the need to ensure that all Board members 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.

Board members assist the Chair in ensuring that Board meetings and decisions occur in accordance with this policy.¹

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 Board members and the Chief Executive Officer (CEO). He or she ensures that the Board's meeting schedule and agendas:

¹ If a dispute arises between Board members, the Chair manages its resolution in accordance with the Board's Dispute Resolution policy (BP 1.20).

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- 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, CEO 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 Board members 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 CEO's report is noted') are carried automatically unless a Board member requests that a particular item be moved to the main agenda. It is therefore imperative that Board members are vigilant in their assessment of these reports and ask any relevant questions.

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 Board members 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 as per agreed by the Board and tabled in November of each year or pursuant to the *Alpine Resorts (Management) Act 1997* - part 4, Sec. 51. The Board will meet at least seven 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 pursuant to the *Alpine Resorts (Management) Act 1997* – Part 4. Sec. 51.

6. Attendance at meetings by Board members

Board members are expected to attend all Board meetings. A minimum attendance of 75% is required unless good reason exists otherwise. Each Board member will make a significant contribution to the organisation.²

Remote attendance

Attendance in person at a Board meeting is preferable, though for health and safety or other valid reasons (eg. Coronavirus pandemic, bushfire threats, emergency declarations) the Board may agree to schedule remote meetings for all Board members. The Board may permit a Board member 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: (e.g. MS Teams or equivalent meeting platforms, closed-circuit TV, video link, teleconference call, or other form of audio or audio-visual two way communication). A series of separate telephone calls does not constitute a meeting as the Board cannot participate in collective discussion.

² 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.

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A Board member 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 Board member to attend remotely is made at the start of the meeting.

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

7. Attendance at meetings by non-Board members

A non-Board member may only attend a Board meeting if he/she is invited by the Chair or by another Board member on behalf of the Board. The Board will determine the item(s) during which the invited guest may attend. A non-Board member 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-Board members; 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 organisation (e.g. the CEO) 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
- 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 Board member 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 Board member.

8. Gifts benefits and hospitality - standing agenda item

In accordance with the Board's policy on *Gifts, Benefits and Hospitality (BP 1.11)*, at the start of each Board meeting the Chair will ask for all Board members 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 Board members 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 (BP 1.19)*, at the start of each Board meeting:

Register of Interests

The Chair will ask for all Board members present to state whether their interests as recorded in the *Register of Interests* are complete and correct. If there are no changes, the minutes will note that 'all Board members present confirmed that their entries in the *Register of Interests* are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

Conflicts of Interest

The Chair will ask if any Board member present has an **interest** (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

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standard procedure for a 'material' (serious) conflict of interest is for the Board member 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 Board member 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 Board members to ask questions, express ideas and offer opinions. Board members will treat one another with respect and courtesy during this process, and at all other times in their role as a Board member.³ Whilst the Chair has a key role in ensuring that this occurs, all Board members share this responsibility.

Each Board member 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 organisation's operations and financial status via:

- regular and ad hoc reports from the organisation (usually presented by a senior executive);
- regular and ad hoc reports from sub-committees of the Board (usually presented by the sub-committee 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, based on best practice, Government / departmental guidance notes, consistency across alpine resorts and other relevant factors (e.g. the nature, content and format of financial reports).

12. Quorum

The minimum number of Board members is pursuant to the *Alpine Resorts (Management) Act 1997* Part 4, Sec. 37, a quorum is defined by Sec. 51(3) – "a majority of members for the being constitutes a quorum of the Board", who must **attend** the Board meeting, in person or remotely, and **participate** in a decision for it to be valid.

If a Board member 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 Board members who attend the meeting, in person or remotely, are part of the quorum.

13. Formal voting

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

³ Consistent with the requirements of the public sector values in s 7 of the *Public Administration Act 2004* and related frameworks / codes (e.g. Integrity Framework, incorporating Directors' Code of Conduct).

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Each decision will be made by **formal vote**, as per the general proceedings as outlined in the *Alpine Resorts (Management) Act 1997*, Part 4, Sec. 51(4) which states that:

“A question arising at a meeting must be determined by a majority of votes of members present and voting on that question and, if the vote is equal, the person presiding has a casting vote as well as a deliberative vote”.

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 organisation;
- the quorum and decision-making process specified in the establishing Act; and
- all applicable laws and related obligations.

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

- ratified by legal instrument;
- affixed with the organisation’s seal; and/or
- approved by the Minister before taking effect (i.e. corporate plans, strategic management plans).

15. Ensuring decisions are in the public interest

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

- ethically sound and fair (e.g. consistent with BP 1.16 Board Integrity Framework, incorporating the Directors’ Code of Conduct); and
- consistent with government policy; the organisation’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 will arrange for someone else to do so. The minutes will be an accurate record of the meeting, including:

Attendance and quorum

- Board members attending, apologies, and confirmation of a quorum.
- If a Board member 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-Board members 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 or Resolutions

- Each Board decision.
- In the absence of a unanimous decision, the minutes will record each member’s decision 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 Board members for review.

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

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.

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** Board member is sent a document via email setting out a proposed resolution of the Board (or an **identical** copy thereof) and the majority return email their approval that they are in favour of the resolution, then there are 72 hours (3 days) for the remaining Board members to comment or reply with any objections before the resolution is deemed to have been passed at a Board meeting held on the day that the last majority Board member returns email approval. Each Board member 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 organisation, it will notify the Minister and the Secretary of the Department of Environment, Land, Water and Planning (DELWP) 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 Board member receives in his/her role:

- will only be used for proper purposes. It will not be used to gain advantage for the Board member (or any other person) or to cause detriment to the organisation.
- will be kept confidential, even after the Board member resigns or otherwise leaves the Board.⁴

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 *Alpine Resorts (Management) Act 1997*;
- the public sector values in section 7 of the *Public Administration Act 2004* (PAA);⁵
- the 'duties of directors' (Board members) in section 79 of the PAA;
- the requirement in section 81(1)(h) of the PAA that adequate procedures be in place for the conduct of Board meetings and the making of Board decisions and for appropriate records to be kept of meetings;
- BP 1.16 Board Integrity Framework, based on the DELWP Integrity Framework and incorporating 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; and
- all other laws and obligations that bind the organisation.

⁴ These requirements are consistent with the Directors' Code of Conduct and with section 79 of the PAA.

⁵ The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights and leadership.

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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

- Board sub-committee Charters
- BP 1.19 Board Conflict of Interest
- BP 1.20 Board Dispute Resolution
- BP 1.16 Board Integrity Framework
- BP 1.11 Gifts, Benefits and Hospitality
- BP 1.07 Governance Charter [which incorporates Governance Framework (prev. BP 1.1)]
- BP 1.25 Privacy
- BP 1.05 Risk Management Policy

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.

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