

Committees of management

Meetings and decisions – model policy

Template (1) for small voluntary committees of management

This model policy is suitable for small voluntary (category 3) committees of management of crown land reserves. It is available from the Committees of Management support module on DELWP's governance website, On Board (www.delwp.vic.gov.au/committees)

Major agencies in the Department of Environment, Land, Water and Planning (DELWP) portfolio, including category 1 and 2 committees, have additional obligations and should use the standard model policy in the Meetings and Decisions support model on DELWP's governance website, On Board (www.delwp.vic.gov.au/onboard).

Your committee should use the standard model policy instead of this one if it manages annual revenue of more than \$250,000 *or* has a cash balance of more than \$250,000 current for three consecutive years *or* manages crown land of regional or state-wide significance *or* manages coastal land *or* has otherwise been advised by DELWP that it is a category 1 or 2 committee (e.g. because it is managing a large development).

.....
[insert name of committee]

Meetings and Decisions – committee policy

1. Scope

This policy sets out the committee's meeting and decision-making procedures.

MEETINGS

2. Frequency of meetings

The committee meets at least [insert] times a year. The usual frequency for meetings is [insert]. Additional meetings are arranged as needed. *[DELWP usually recommends that committees meet at least three to four times per year.]*

3. Meeting schedule and agendas

The chair sets the meeting schedule and agendas in consultation with the other committee members. Items of strategic significance (e.g. decisions on proposed works to be undertaken on the reserve; progress reports on works currently being undertaken) are listed on the agenda before routine matters (e.g. regular reports from the chair, treasurer and secretary), so as to ensure that members are fresh and that there is sufficient time for discussion and decisions on priority items.

The agenda, including any related papers, is circulated at least five working days before the meeting to give members reasonable time to fulfil their obligation to:

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

The meeting follows the agenda unless good and fair reason exists to vary from it. The addition of new items at the start of the meeting when the agenda is confirmed is acceptable, but a proposed new item may need to be deferred to the next meeting – e.g. if it is not urgent and the agenda is full or it is contentious and some members are absent, etc. Depending on its strategic importance, a new item is added as a priority item or included in ‘other business’ towards the end of the meeting.

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

4. Attendance at meetings by committee members

Committee members are expected to attend all committee meetings. A minimum attendance of 75% is required unless good reason exists otherwise. Each member is expected to make a significant contribution to the work of the committee. *[Insert for committees incorporated under the Crown Land (Reserves) Act 1978: ‘If a member is absent without the committee’s permission for four consecutive meetings he/she ceases to be a committee member.’¹]*

Remote attendance

Attendance in person at a committee meeting is preferable. However the committee may permit a member to attend ‘remotely’ (e.g. via conference call or internet link). A member who wishes to attend a meeting remotely contacts the chair beforehand to ascertain whether this is likely to be suitable. The committee’s decision whether to permit the member to attend remotely is made at the start of the meeting. The committee should not unreasonably refuse to permit a member to attend remotely. However, it should not become the standard way for a member to attend meetings, unless good reason exists and it does not impede the proper functioning of the committee.

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

Note that a series of separate telephone calls does not constitute a meeting as the committee cannot participate in collective discussion.

5. Attendance at meetings by non-committee members

A non-committee member may only attend a committee meeting if he/she is invited by the chair or another member on behalf of the committee.² The committee can choose whether its usual practise is to allow the public to attend meetings, with the right to close part or all of a meeting or to rescind this practise at any time, or whether its usual practice is that only committee members attend meetings unless guest(s) are specifically invited.

The committee determines the item(s), or part thereof, which an invited guest may attend. A non-committee member who attends a committee meeting:

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

¹ Section 14B(7) of the Crown Land (Reserves) Act

² Note: if a committee is publically elected, the election process occurs at a public meeting (which sometimes precedes or follows a committee meeting).

External guests

The chair may advise an external guest that, as a condition of attending the meeting:

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

[Insert if applicable] Staff

The presence of staff members at a committee meeting is by invitation. If the committee requires a staff member to attend a committee meeting, the chair advises the person of the item(s), or part thereof, for which he/she is to be present. To assist the committee to maintain its independence, the chair ensures that:

- no staff member is present as ‘a matter of course’ during committee meetings; and
- there is a suitable period of time during each committee meeting when no staff member is present.

Nominees not permitted

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

6. Conflict of interest – standing items

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

Register of Interests

The chair asks for all members to state whether their interests as recorded in the *Register of Interests* (register) are complete and correct. If there are no changes, the minutes note that ‘all committee members present confirmed that their entry in the *Register of Interests* remains complete and correct’. If any changes are declared, these are recorded in the minutes for entry into the register.

Conflicts of Interest

The chair asks if any member present has an **interest** (a private interest or a duty to another organisation) in respect to any item on the agenda. Any such interest must be declared, even if it is already recorded in the register. Conflicts of interest are dealt with by the committee in accordance with its *Conflict of Interest* policy. The standard procedure for **material** (serious) conflicts of interest is for the member with the conflict to ‘remove’ – i.e. leave the room for all discussion and decision-making on the issue.

7. Chair’s role at committee meetings

The chair presides at committee meetings. If he/she is absent, the members present decide which of them will preside at the meeting. The chair (or presiding member) ensures that:

- the *Register of Interests* and all committee policies are brought to the meeting for use by members;³
- conflicts of interest are declared and managed in accordance with committee’s policy on *Conflict of Interest*;
- members treat one another with respect and courtesy and participate actively and constructively in each decision;

³ The chair should also ensure that each member is given a copy of all committee policies upon their appointment and that if a policy is updated all members have the new version.

- no decision is taken without the required quorum (see item 11); and
- committee meetings run in an effective and timely manner.

Overall, the chair balances the need to ensure that all 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. Committee members assist the chair in ensuring that meetings and decisions occur in accordance with this policy.

DECISION-MAKING

8. Committee's role and accountability

The committee's role is to 'manage, improve, maintain and control the land for the purposes for which it is reserved'.⁴ The committee is collectively accountable to the Minister for its decisions. Each member participates actively in each decision, which is made in the **public interest** (the best interests of the management of the reserve).

9. Due consideration

As part of each member's duty to exercise due care, diligence and skill, prior to making a decision the committee:

- ascertains all relevant information;
- objectively considers all relevant facts and criteria (and avoids irrelevant considerations);
- considers all relevant options; and
- understands the full implications (strategic, financial, community, etc.) of its proposed decision.

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

Courtesy and respect

Prior to a decision being made, there will be an appropriate opportunity for each member present to ask questions, express ideas, and offer opinions. Members are required to treat one another with courtesy and respect during this process (and at all other times in their role as a committee member).⁵ Whilst the chair has a key role in ensuring that this occurs, all members share this responsibility.

Advice and reports

The committee ensures that:

- it has the information/advice it needs to fulfil its role effectively; and
- the reports it receives are suitable to its needs and easy to understand – e.g. contain all the relevant information and no irrelevant information and, particularly for financial reports, are in an easy to understand format.

The committee reviews the style and format of its reports on a regular basis to ensure they meet its needs.

⁴ section 15(1) of the Crown Land (Reserves) Act

⁵ As required by the Directors' Code of Conduct, which is issued under the *Public Administration Act* (PAA) and is legally binding on all committee members. It is available from the local DELWP regional office or via DELWP's governance website 'On Board' (www.delwp.vic.gov.au/committees).

10. Ensuring each decision is valid and in the public interest

The committee ensures that each of its decisions is **valid** and in the **public interest**, including that it is consistent with:

- the committee's role and powers;
- quorum and voting requirements (see items 11 and 12, below);
- all applicable laws and procedures (e.g. a contract may need to be in writing [*insert for incorporated committees 'and the common seal affixed'*]);
- government policy; and
- the public sector values (e.g. made in good faith, with honesty and integrity, without bias, in a financially responsible manner, with a reasonable degree of care, diligence and skill, and otherwise ethically sound and fair).⁶

11. Quorum

The minimum number of committee members (i.e. quorum) who must **attend** the meeting, in person or remotely, and **participate** in a decision for it to be valid is 'a majority of the members for the time being in office'.⁷

If a member is unable to vote on a particular issue (e.g. due to a conflict of interest), the chair checks that a quorum still exists before the committee proceeds with making a decision.

Proxy or absentee decision-making is not permitted

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

12. Voting requirements

Each decision is made by **formal vote**. A decision is determined by the 'majority of votes' of members who are present and voting on the question'. In the event of a deadlock, the chair (or presiding member) has a casting (second) vote.⁸

Whilst it is vital for the committee to consult together as a team, each member must decide individually whether to agree with, or dissent from, a proposed decision and make their choice known.

13. Minutes

The Secretary of the committee records the minutes of each meeting (or arranges for someone else to do so).⁹ The minutes must be an accurate record of the meeting. They should include:

Attendance and quorum

- Committee members attending, apologies, and confirmation of a quorum.
- If a member leaves the room during the meeting (e.g. due to a conflict of interest), the agenda item(s), or part thereof, for which he/she is absent and confirmation that a quorum remains.
- Any non-committee members attending and the agenda item(s), or part thereof, for which they are present.

⁶ For details see the Directors' Code of Conduct issued under the *Public Administration Act*, which is binding on all committee members.

⁷ *Crown Land (Reserves) Act*

⁸ Rather than, for example, by the chair stating words such as 'I think we are all agreed on that'.

⁹ Like other documents produced by the committee (e.g. minutes of committee meetings), the register is a public record. However, this does not mean that it is automatically 'open to the public'. Unless the committee agrees, a member of the public who wants to see the register would need to lodge an application under the *Freedom of Information Act 1982*. If this occurs the committee will contact DELWP, which can provide advice and assist the committee to assess whether the register is exempt from disclosure under the Act.

Agenda items

- The time each agenda item starts and finishes.
- Details of standing items (e.g. *Register of Interests*, declaration and management of conflicts of interest).

Decisions

- Each committee decision, including the exact wording of the motion (and, optionally, who moved and seconded it).
- The vote:
 - who votes in favour
 - who dissents
 - who abstains and why (e.g. due to a conflict of interest).
- A brief note of key factors material to the committee's decision. Avoid details of 'who said what'. (See example in the template in Appendix 2).
- Action items (if any) flowing from the decision, who is responsible for completing each action, and any relevant timelines.

The draft minutes are sent to the chair for review (preferably within a few days of the meeting) and then to the other committee members. Each page of the minutes is numbered and include the date of the meeting.

The minutes are endorsed by the committee, with any necessary amendments, at the next committee meeting. The chair then signs the endorsed minutes at the bottom of each page on behalf of the committee.

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

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

OTHER

14. Major risks

If the committee determines that there is a major risk (existing or emerging) to the effective management of the reserve, the chair will notify the regional office of the Department of Environment, Land, Water and Planning.

15. Confidentiality and the proper use of information

Any information that a committee member receives in his/her role must be:

- used only for proper purposes. It must not be used to gain advantage for the member (or any other person) or to cause detriment to the management of the reserve.
- kept confidential, even after the member resigns or otherwise leaves the committee.

16. Review of this policy

The committee ensures that this policy is up to date with current laws, government policy, etc. The last review was completed on *[insert]*.

17. Further information

The Committees of Management support module on DELWP's governance website, On Board (www.delwp.vic.gov.au/committees) or the department's local regional office.

Appendix 1 – Template for meeting agenda

<i>[insert name of committee]</i>	
Agenda - committee meeting	
Date and time <i>[and, if applicable, also insert meeting no.]</i>	
Location	
No.	Item (for decision, noting, recording, endorsing, etc.)
1.	Opening Formalities
1.1	Opening and Welcome
1.2	Apologies
1.3	Confirmation of quorum
1.4	Confirmation of agenda (including any proposed additions)
2.	Register of interests
	Committee members confirm that their entries in the register are complete and correct (or update their details).
3.	Conflict of interest
3.1	Declarations - committee members declare any interest (i.e. private interest or duty to another organisation) in respect to any item on the agenda.
3.2	Management – the committee determines (i) whether the conflict of interest is ‘material’ and (ii) how it will be managed.
4.	Minutes of previous meeting
4.1	Confirm minutes: confirm minutes of previous meeting, noting any amendments
4.2	Actions arising: review the progress of actions arising from the previous minutes.
5.	Priority item A – <i>[insert title, e.g. Shelter shed]</i>
	Description: <i>[Insert– e.g. ‘Need for minor repairs to the shelter shed on the reserve, including repainting.’]</i>
6.	Priority item B – <i>[insert title]</i>
	<i>[As above]</i>
7.	Reports and operational matters
7.1	<i>[Insert – e.g. Chair’s report (dated XXX) - attached]</i>
7.2	<i>[Insert – e.g. Treasurer’s report - including financial report (dated XXX) - attached]</i>
7.3	<i>[Insert – e.g. Secretary’s report – including correspondence sent and received (dated XXX) - attached]</i>
8.	Other business
	<i>Items not on the agenda can be raised for discussion, subject to the chair’s permission.</i>
9.	Next meeting
	<i>Decide or confirm the date, time, and location of next meeting.</i>
10.	Meeting adjourns
	Meeting closes.

Appendix 2 – Template for minutes of committee meeting

Start time	No.	Item	Actions arising (if any) who is responsible; due date
<i>[insert name of committee]</i>			
Minutes - committee meeting			
Date and time <i>[and if applicable, also insert the meeting no.]</i>			
Location			
Chair (or presiding member)			
Committee members present <i>[List committee members in attendance. If a member is absent for any item(s), or part thereof, record this beside their name. If they attend remotely, note this also (e.g. teleconference)]</i>			
Invited guests present (if any) <i>[List any invited guests in attendance. Record the item(s), or part thereof, they are present for. If they attend remotely, note this (e.g. teleconference).]</i>			
Apologies <i>[List names and any relevant titles – e.g. chair.]</i>			
<i>[Insert]</i>	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 committee members present the required quorum of Y is satisfied.’]</i>	
	1.4	The committee confirmed the agenda <i>[Insert if applicable: ‘with the following changes ...’]</i>	
<i>[Insert]</i>	2.	Register of interests	
		All committee members present affirmed that their entries in the Register of Interests are complete and correct <i>[Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes]</i>	
<i>[Insert]</i>	3.	Conflicts of interest	
		‘The committee noted that there were no conflicts of interest (real, potential or perceived) in relation to any item on the agenda.’ <i>OR, if a conflict of interest is declared, record:</i> <ul style="list-style-type: none"> • <i>who declared the conflict;</i> • <i>a description of the interest and conflict (\$ value does not need to be recorded);</i> • <i>the committee’s decision on whether the conflict is ‘material’ (serious); and</i> • <i>the committee’s decision on what action will be taken to manage the conflict.</i> 	
<i>[Insert]</i>	4.	Minutes of previous meeting	
	4.1	The committee endorsed the minutes of the previous meeting <i>[insert meeting date and/or number]</i> as complete and accurate. <i>[Insert if applicable: ‘subject to the following amendments ...’]</i>	
	4.2	<i>[Insert – e.g. ‘The committee noted the current status of the actions arising from the previous meeting’.]</i>	

Committees of management: (1) Meetings and decisions – model policy

Start time	No.	Item	Actions arising (if any) who is responsible; due date
[Insert]	5.	Priority item A – [insert title, e.g. Shelter shed]	
		<p>Description [Insert – e.g. ‘Need for minor repairs to shelter shed on the reserve, including repainting.’]</p> <p>Key factors [Briefly note key factors in the committee’s decision. Avoid details of ‘who said what’. – e.g. ‘The condition of the shelter shed is deteriorating. It also looks unsightly. Boards are starting to fall off and it needs repainting. Unless minor repairs occur soon, the shed is likely to require more extensive repairs within a few months and may become hazardous. It would also be preferable to fix it before winter.’]</p> <p>Decision/outcome The committee voted that [Insert - e.g. ‘A working bee will be held on 1 March. It will be organised by X and Y in consultation with other committee members. Z will seek donations of paint from the local hardware store and elsewhere.’]</p> <p>- Voting in favour: [Insert names of members voting in favour OR insert ‘All’]</p> <p>- Voting in dissent: [Insert names of members voting in dissent (and, if requested, briefly note key factors material to their decision here or above in ‘key factors’) OR insert ‘Nil’]</p> <p>- Abstained from vote: [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’.]</p> <p>[The member moving/seconding the motion can also be recorded if the committee so chooses.]</p>	
[Insert]	6.	Priority item B – [insert title]	
		[As above.]	
[Insert]	7.	Reports and operational matters	
	7.1	[Insert – e.g. Chair’s report (dated X)] Key factors: [Briefly note, avoiding details of ‘who said what’ - e.g. ‘No changes to the report as written’.] Decision/outcome: [Insert – e.g. ‘The committee noted the Chair’s report.’]	
	7.2	[Insert – e.g. Treasurer’s report - including financial report (dated X)] [‘Key factors’ and ‘Decision/outcome’ as above.]	
	7.3	[Insert – e.g. Secretary’s report – including correspondence sent and received (dated X)] [‘Key factors’ and ‘Decision/outcome’ as above, including decisions in relation to correspondence. List correspondence in and out.]	
[Insert]	8.	Other business	
	8.1	[Insert title and brief description] Key factors: [Briefly note, depending on whether for decision, noting, etc. Avoid details of ‘who said what’.] Decision/outcome: [Insert, depending on whether for decision, noting, etc.]	
	8.2	[As above]	
[Insert]	9.	Next meeting	
		The next meeting is as follows: [insert date, time, and location.]	
[Insert]	10.	Meeting Adjourns	
		The meeting was closed by the chair.	

This document is available from the internet at www.delwp.vic.gov.au/committees

For more information contact the DELWP Customer Service Centre 136 186

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