

Committees of management

Meetings and decisions - an overview

Guidance note (1) for small voluntary committees of management

This guidance note is for use by small voluntary (category 3) committees of management of crown land reserves.¹

Introduction

Your committee performs a valuable community service by managing a crown land reserve for the public benefit (the benefit of the community as a whole). Its official role is to 'manage, improve, maintain and control the land for the purposes for which it is reserved'.

The purpose of committee meetings is to enable members to exchange information and views, consider issues and make decisions in the **public interest** (the best interests of managing the reserve for the benefit of the community).

The committee is collectively accountable to the Minister for Environment, Climate Change and Water.

Meetings and decisions policy

Your committee should have a *Meetings and Decisions* policy. To assist, DELWP offers a model policy which your committee can simply insert its name into and adopt.

The model policy is available from DELWP's governance website, On Board (www.delwp.vic.gov.au/committees).

Your committee's policy should be consistent with DELWP's model policy.

¹ A separate guidance note is available for major DELWP agencies, including category 1 and 2 committees – that is, committees which manage annual revenue of more than \$250,000 or have a cash balance of more than \$250,000 current for three consecutive years or manage crown land of regional or state-wide significance or manage coastal land or have otherwise been advised by DELWP that they are a category 1 or 2 committee (e.g. because they are managing a large development). See the [Induction and education](#) support model (www.delwp.vic.gov.au/onboard).

Chair's role at 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* (see next page) and committee policies are present at the meeting for use by members;
- conflicts of interest are managed in accordance with the committee's *Conflict of Interest* policy;
- members treat one another with respect and courtesy and participate actively and constructively in each decision;
- no decision is taken without the required quorum; and
- 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 with this process.

Meeting schedule and agendas

Your committee's *Meetings and Decisions* policy will set out how frequently it usually meets each year. Additional meetings can be arranged as needed. The chair sets the meeting schedule and agendas in consultation with the other members. Items of strategic significance are listed on the agenda before routine matters (e.g. regular reports), so that everyone is 'fresh' and there is sufficient time for discussion and decisions on priority items.

The model policy contains an agenda template.

The agenda, and any related papers, should be circulated at least five working days prior to the meeting, to provide reasonable time for members to fulfil their obligation to read all the materials, consider the issues, and fully prepare for the meeting.

Attendance at meetings

You are expected to attend all committee meetings. A minimum attendance of 75% is required unless good reason exists otherwise. DELWP usually recommends at least three to four meetings occur annually. If your committee is incorporated under the *Crown Land (Reserves) Act 1978*, you cease to be a member if you are absent without the committee's permission for four consecutive meetings.

Remote attendance

Attendance in person at a committee meeting is preferable. However the committee may permit you to attend 'remotely' (e.g. via conference call or internet link). If you wish to attend a meeting remotely, contact the chair beforehand to ascertain whether this is likely to be suitable. The committee's decision whether to allow you to attend remotely is made at the start of the meeting. Permission should not be withheld unreasonably but remote attendance should not be your standard way of attending (unless good reason exists and it does not impede the proper functioning of the committee).

Regardless of any decision to allow you to attend remotely, if a document is tabled at the meeting to inform a proposed decision then unless you can read (or be read) the document and properly comprehend it, *abstain from the vote*.

Attendance by non-members

A non-committee member may only attend a committee meeting if invited by the chair or other member on behalf of the committee. 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.

It is up to the committee to determine the item(s), or part thereof, which the invited guest may attend. A non-committee member must not participate in any committee discussions unless requested to do so by the chair and never takes part in any committee decision.²

External guests

The chair may advise external guests that, as a condition of attending the meeting, they must refrain from discussing any matters raised at the meeting with non-committee members.

Staff

If your committee employs staff then, to assist the committee to maintain its independence, the chair should ensure that no staff member is present as 'a matter of course' during committee meetings and that there is a period of time during each committee meeting when no staff member is present.

Nominees not permitted

You cannot nominate another person to attend a committee meeting on your behalf or to exercise any of your decision-making powers or rights as a committee member.

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

Conflict of interest

DELWP offers a guidance note and a model policy on this topic.

Register of interests

Your committee maintains a *Register of Interests* in which the interests of members that **may give rise to a conflict of interest** are recorded. At the start of each meeting, the chair asks for members to confirm that their interests as recorded in the register are complete and correct.

If there are no changes, the minutes will note that 'all committee members present affirmed that their entry in the *Register of Interests* remains complete and correct'.

If you have new interests that may give rise to a conflict of interest but are not yet included in the register you must declare them. They will be recorded in the minutes for entry into the register.

Declarations of conflict of interest

In addition to checking that the register is up to date (see above), at the start of each committee meeting the chair will also ask you and the other members to declare any interest (private interest or duty to another organisation) in relation to any item on the meeting agenda.

You must declare any such interest, *even if it is already recorded in the register*. The committee will then decide how to manage the conflict of interest.

The standard process for managing a 'material' (serious) conflict 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.

Due consideration

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

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

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

Advice/reports

It is important for the committee to ensure that it has the information and advice necessary to fulfil its role effectively. Reports which the committee receives should be suitable to its needs.

When a new committee is appointed the members should discuss together how they want reports (in particular, financial reports) to be presented. Just because a report has been presented in a certain format to date, does not mean that it cannot be improved to make it easier for everyone to understand. For this reason, the format of reports should be reviewed periodically during the term of the committee.

Courtesy and respect

Prior to a decision being made, there should be an appropriate opportunity for all members 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).³ Whilst the chair has a key role in ensuring this occurs, all members share this responsibility.

³ As required by the *Directors' Code of Conduct* issued under the *Public Administration Act 2004*, which is legally binding on all committee members. Available from your local DELWP regional office or via On Board (www.delwp.vic.gov.au/committees).

Decisions must be valid and in the public interest

The committee must ensure 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 below/opposite);
- all applicable laws and procedures (e.g. a contract may need to be in writing and, if your committee is incorporated, 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 ethically sound and fair).⁴

Quorum

The minimum number of committee members (i.e. quorum) who must **attend** the committee 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'.

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 committee members who attend the meeting, in person or remotely, are part of the quorum.

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.

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

Minutes of the meeting

The Secretary of the committee records the minutes of each meeting (or arranges for someone else to do so).

The minutes must be an accurate record of the meeting. The model policy sets out what should be included in the minutes and has a minutes template.

The draft minutes are sent to the chair for review (preferably within a few days of the meeting) and then to the other members.

The minutes are endorsed by the committee, with any necessary amendments, at the next meeting. *Only members who were present at a meeting can endorse the minutes of that meeting.*

The chair signs the endorsed minutes on each page on behalf of the committee. The minutes and related papers (including copies of any documents tabled at the meeting) are retained as an enduring record of the committee's decisions.

As with other documents produced by the committee (e.g. *Register of Interests*), the minutes are a public record. However, this does not mean they are automatically 'open to the public'. Unless the committee 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 committee can contact DELWP, which can provide advice and assist the committee to assess whether the minutes are exempt from disclosure.

⁴ For details, see the *Directors' Code of Conduct*.

Other requirements and good practice

Confidentiality and proper use of information

Any information that a committee member receives in his/her role must only be used 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. It must also be kept confidential, *even after the member resigns or otherwise leaves the committee.*

Major risks

If the committee decides that there is a major risk to the effective management of the reserve, the local regional office of DELWP should be notified.

Traditional owner acknowledgement

Committees are encouraged to acknowledge the traditional owners of the land at the start of each meeting. Your local DELWP regional office can assist with appropriate wording.

Further information

Information on this topic (e.g. model policy and this guidance note) is available from DELWP's governance website, On Board (www.delwp.vic.gov.au/committees).

Support is also available from:

- your local DELWP regional office
- DELWP's Customer Service Centre (phone 136 186).

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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