



MEETING PROCEDURES POLICY

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Date of Audit Committee Endorsement (if applicable)	N/A
Date last reviewed by Eastern Health Authority Board of Management	20 February 2019
<i>Relevant Document Reference</i>	Eastern Health Authority Charter <i>Local Government (Procedures at Meetings) Regulations 2013</i>

1. Purpose

The Meeting Procedures Policy sets out the meeting procedures to be followed at Board Meetings.

Requirements relating to meetings of the Board of Management (Board) are set down in the Eastern Health Authority Charter (Charter).

The Charter provides that the Board may determine its own procedure for the conduct of its meetings provided that the procedures are not inconsistent with the *Local Government Act 1999* or the Charter. Where the Board has not determined a procedure to address a particular circumstance, the provisions of Part 2 of the *Local Government (Procedures at Meetings) Regulations 2013* will apply.

These meeting procedures are supplementary to the Charter. In the event of any inconsistency between the Charter and these procedures, the provisions of the Charter will prevail.

2. Scope

The Policy applies to all meetings of the Board.

3. Definitions

Nil

4. Principles

In adopting these meeting procedures, EHA has taken into account the following guiding principles contained within the *Local Government (Procedures at Meetings) Regulations 2013*:

- procedures should be fair and contribute to open, transparent and informed decision- making;
- procedures should encourage appropriate community participation in the affairs of EHA;
- procedures should reflect levels of formality appropriate to the nature and scope of responsibilities exercised at a meeting; and
- procedures should be sufficiently certain to give the community and decision-makers confidence in the deliberations undertaken at a meeting.

5. Policy

5.1. Notice and Times of Meetings

- 5.1.1. The Board is to meet for ordinary meetings at 6.30 pm unless otherwise determined.
- 5.1.2. Special meetings of the Board may be called in accordance with the provisions of the Charter (clause 3.2).
- 5.1.3. Notice of any meeting of the Board must be given to a Board Member in accordance with clause 3.4 of the Charter.
- 5.1.4. For all meetings of EHA, agendas shall be completed and forwarded to Members four clear days prior to the meeting at which the business is to be dealt with, unless the Chief Executive Officer considers it appropriate to waive this requirement.
- 5.1.5. Late matters may be added to the agenda only with the approval of the Chair.
- 5.1.6. Public notification of meetings will be given by posting meeting dates and times on EHA website.

5.2. Meeting procedures

- 5.2.1. All meetings of EHA shall be conducted in accordance with the Charter and this Policy.
- 5.2.2. All meetings of the Board shall be open to the public unless closed by resolution of the Board in accordance with clause 3.10 of the Charter.
- 5.2.3. Where the nature of a matter requires the matter to remain confidential, the matter will be marked 'Confidential' in agendas, reports and other papers (Meeting Papers) dealing with the matter will be marked 'Confidential' by the Chief Executive Officer prior to distribution to Board Members.
- 5.2.4. The Board will consider the nature of any matter marked 'Confidential' in accordance with clause 5.2.3 and will determine whether or not to pass a resolution that the matter be treated confidentially in accordance with clause 3.10 of the Charter.
- 5.2.5. The Administration will include a recommendation on all Agenda items.
- 5.2.6. The Presiding Member will read aloud the Order of Business.
- 5.2.7. Each item of business is to be voted on separately.
- 5.2.8. Meetings of EHA shall conclude at 8.30 pm unless a majority of Members then present vote for an extension of time. Such extension will be for at least 15 minutes in duration, provided that meetings will not continue beyond 9.00 pm.
- 5.2.9. Senior staff shall attend meetings of EHA as required by the CEO.
- 5.2.10. Relevant Staff and Committee Chairs shall be available from 6.00 pm prior to the Board meeting to discuss matters on the agenda with Board Members.
- 5.2.11. Wherever possible any queries should be referred to the Chief Executive Officer prior to the respective meeting for any explanation or clarification.

5.3. Standing Committees

- 5.3.1. The following Standing Committees exist:
 - Audit
 - Chief Executive Officer Performance Appraisal and Remuneration Review.
- 5.3.2. The Audit Committee comprises one Board member and two Independent Members and meets 3 times per annum (or as otherwise required). The committee will determine their own dates and times for meetings.

- 5.3.3. The Chief Executive Officer Performance Appraisal and Remuneration Review Committee comprises the Chair and at least two appointed Board Members and meets as required.
- 5.3.4. Business at EHA Committee meetings will be transacted in accordance with the procedures prescribed in the Terms of Reference adopted for the Committee and this Policy. Where the Terms of Reference or this Policy are silent regarding the procedures at a meeting of the Committee the Committee may determine its own procedure.
- 5.3.5. EHA Committee meetings will be held in confidence unless the Chief Executive Officer, in consultation with the Chair of the relevant Committee, determines otherwise.
- 5.3.6. Where a determination has been made under paragraph 5.3.4 that a Committee meeting (or part of it) will be open to the public, public notice of the Committee meeting (including the date on which and place where it will be held) and a copy of the agenda for the meeting will be posted on the EHA website at least 3 business days prior to the meeting.

5.4. Appointment of Presiding Member in Absence of Chair and Deputy Chair

- 5.4.1. In circumstances where the Chair and Deputy Chair are both absent from a Board meeting (or part thereof), the Board will appoint one of its Members to preside over the meeting during their absence.
- 5.4.2. The appointment of a presiding member under paragraph 5.4.1. will occur as follows:
 - 5.4.2.1. the Chief Executive Officer will take the chair and will initially preside over the meeting until the Board resolves to appoint a presiding member;
 - 5.4.2.2. a Board Member may nominate himself or herself for appointment as the presiding member. If more than one nomination is made, the names of the Board Members who have nominated will be placed in a container and the Chief Executive Officer will randomly select a name from the container. The name of the Board Member selected is the Board Member who will be appointed by resolution of the Board as the presiding member.
 - 5.4.2.3. If no nominations are received the names of all Board Members present will be placed in a container and the Chief Executive Officer will randomly select a name from the container. The name of the Board Member selected is the Board Member who will be appointed by resolution of the Board as the presiding member.

5.5. Circular Resolutions

- 5.5.1. Clause 3.9 of the Charter enables the Board to make decisions by way of a circular resolution. This requires written notice of a proposed resolution to be given to all Board Members in accordance with the Charter and the procedures determined by the Board.
- 5.5.2. The Board has determined that the following procedure applies for circular resolutions:
 - 5.5.2.1. Only the Chief Executive Officer may determine to give notice of a proposed resolution for the purposes of obtaining a decision of the Board by a circular resolution.
 - 5.5.2.2. Written notice of the proposed resolution will be provided to every Board Member in the manner determined by the Chief Executive Officer.
 - 5.5.2.3. The notice must:
 - a. be in the form comprised in **Attachment A**; and
 - b. be accompanied by a report outlining the reasons for the proposal and including any relevant supporting documents.
 - 5.5.2.4. Upon receipt of a notice under paragraph 5.5.2.2, a Board Member who wishes to vote in favour of the resolution must, on or before the date specified in the notice (“the **Prescribed Date**”), either:
 - a. sign and date the notice where provided and return the signed notice to the Chief Executive Officer via email or as otherwise may be directed by the Chief Executive Officer; or
 - b. give written notice to the Chief Executive Officer via email that sets out the terms of the proposed resolution and confirms that the Board Member consents to it.
 - 5.5.2.5. A decision by circular resolution is taken to have been made as and from the date (which must be on or before the Prescribed Date) that the Chief Executive Officer has received a sufficient number of responses to a notice of proposed resolution to indicate that the majority of Board Members have voted in favour of it. Where this occurs, the decision is as valid and effectual as if it has been passed at a meeting of the Board.

- 5.5.2.6. For the avoidance of doubt a proposed resolution lapses if, on or before the Prescribed Date, no responses are received by the Chief Executive Officer in respect of a notice of proposed resolution or, less than a majority of Board Members have voted in favour of it.
- 5.5.2.7. Where a notice of proposed resolution has been circulated to Board Members, the Chief Executive Officer must:
 - c. notify all Board Members within 7 days of the Prescribed Date of the outcome of the decision (if any) including the number of votes returned and by whom; and
 - d. prepare a written record of the outcome of the proposal (“the **Minute**”) that:
 - i. sets out the terms of the proposed resolution;
 - ii. indicates whether it was carried or lost and, where carried, the date this occurred; and
 - iii. is dated and signed by the Chief Executive Officer.
- 5.5.2.8. Where the Board makes a decision by way of circular resolution a copy of the Minute prepared under paragraph 5.5.2.7(d) must be tabled at the next meeting of the Board held after the Prescribed Date and the outcome of the proposal must be recorded in the minutes of that meeting.

6. Review of the Meeting Procedures Policy

It is the responsibility of the Chief Executive Officer to monitor the adequacy of the policy and recommend appropriate changes. The Policy will be formally reviewed every 24 months or as needed.

7. Statement of Adoption

The Policy was adopted by the Board of the Eastern Health Authority on 1 February 2012.

ATTACHMENT A

EASTERN HEALTH AUTHORITY

NOTICE OF PROPOSED RESOLUTION

Pursuant to clause 3.9 of the Charter of the Eastern Health Authority

To _____

For the purposes of obtaining a decision by way of a circular resolution of the Board of the Eastern Health Authority (“the **Board**”), I, Michael Livori, hereby give notice in accordance with clause 3.9 of the Charter and the procedure determined by the Board, of a proposed resolution in the following terms:

A report relating to the proposal is **enclosed** for your consideration.

Sign: _____ Date: _____

If you wish to vote in favour of the proposed resolution then sign and date this form where indicated below and return a copy to me via email **on or before 5pm [INSERT DATE]**.

Alternatively, you may provide written notice to me via email that sets out the terms of the proposed resolution and confirms that you consent to it.

To be completed by Board Member

I hereby vote in favour of the proposed resolution set out above.

Board Member Name:

Board Member sign:

Date: