

## CODE OF PRACTICE FOR MEETING PROCEDURES

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## INTRODUCTION

The provision for the conduct of the Fleurieu Regional Aquatic Centre (FRAC) Authority and the decision-making processes at those meetings are prescribed by the Local Government Act 1999 Schedule 2, Section 21 and Clause 3.12 of the (FRAC) Authority Charter.

The Code of Practice to be adopted by the Authority pursuant to Clause 3.12.27 must be adopted within twelve (12) months of the establishment of the Authority.

## CODE OF PRACTICE FOR MEETING PROCEDURES

- The Board should, at least once in every two years, review the operation of a code of practice under this regulation.
- The Board may at any time, by resolution supported by at least two-thirds of the members of the board, alter a code of practice, or substitute or revoke a code of practice.
- A person is entitled to inspect (without charge) the code of practice of the Board at the principal office of the constituent Councils during ordinary office hours.
- A person is entitled, on payment of a fee fixed by the Board, to a copy of the code of practice.

## DEFINITION

**'the Authority'** means the Fleurieu Regional Aquatic Centre Authority;

**'the Board'** means the Board of Management of the Authority set out at Clause 3 of the Charter;

**'Board Member'** includes a Constituent Council Board Member, an Independent Board Member and a Deputy Board Member;

**'Chairperson'** means the member of the Board appointed pursuant to Clause 3.11 of the Charter

**Clear days** means (in relation to giving notice before a meeting):

The calculation of **clear days**—

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- (a) the day on which the notice is given, and the day on which the meeting occurs, will not be taken into account; and
- (b) Saturdays, Sundays and public holidays will be taken into account.

**Leave of the meeting** means with the consent of the majority of members present at the meeting by a show of hands;

**Member** means a Board member and includes a Constituent Council Board Member, an Independent Board Member and a Deputy Board Member;

**Presentation** means a person or group of persons who wish to appear personally before the Board to present information on a particular matter;

**Written notice** includes a notice given in a manner or form determined by the Board.

### Chairperson

The Chairperson is appointed by the Constituent Councils on the appointment of Independent Board Members.

The Chairperson must preside at all meetings of the Board and, in the event the Chairperson is absent from a meeting, the Deputy Chairperson shall preside and in the event of both the Chairperson and the Deputy Chairperson being absent from a meeting, the Board must appoint one of the Board Members present to preside at that meeting only.

Chairpersons and Deputy Chairpersons of Sub-Committees may be appointed by either the Board or the sub-committee.

### Board Meetings

Ordinary meetings of the Board will be held at such times and places as determined by the Board except that there must be at least one ordinary meeting of the Board every three months.

An ordinary meeting of the Board will constitute an ordinary meeting of the Authority. The Board shall administer the business of the Authority at the ordinary meeting.

For the purpose of Clause 3.12 of the Charter, the contemporary linking together by telephone, audio-visual or other instantaneous means ('telecommunications meeting') of the Board Members provided that at least a quorum is present, is deemed to constitute a meeting of the Board. Each of the Board Members taking part in the telecommunications meeting, must at all times during the telecommunications meeting be able to hear and be heard by each of the other Board Members present. At the commencement of the meeting, each Board Member must announce his/her presence to all other Board Members taking part in the meeting. A Board Member must not leave a telecommunications meeting by disconnecting his/her telephone, audio-visual or other communication equipment, unless that Board Member has previously notified the Chair of the meeting.

A proposed resolution in writing and given to all Board Members in accordance with procedures determined by the Board will be a valid decision of the Board and will constitute a valid decision of the Authority where a majority of Board Members vote in favour of the resolution by signing and returning the resolution to the Executive Officer or otherwise giving written notice of their consent and setting out the terms of the resolution to the Executive Officer. The resolution will be deemed a resolution of the Board and will be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

Meetings of the Board will be open to the public and Chapter 6 Part 3 of the Act extends to the Authority as if the Authority were a council and the Board Members were members of the council.

The Executive Officer must within one calendar month following a local government periodic election, call an ordinary meeting of the Board at which meeting the time, date and place of ordinary meetings of the Board will be determined.

## **Conduct of Meetings**

In general, meeting procedures are flexible however the Chairperson should ensure that:

- The business of the meeting is conducted in a proper and orderly manner.
- The views of the meeting on the business before it are determined (in accordance with the Board Charter and this document).
- All members who wish to contribute to the debate have an opportunity to do so.
- All motions are legal, clear and able to be implemented.
- The discussions are kept to the subject being discussed and irrelevant and repetitious discussions are prevented.

If a member needs to leave the room, he or she should indicate this to the Chairperson. This will provide the minute taker the opportunity to record who leaves the meeting including for the purpose of Declaration of Conflict of Interests.

## **Quorum**

A meeting of the Board must not commence until a quorum of Board Members is present and a meeting must not continue if there is not a quorum of Board Members present. A quorum of Board Members will comprise one half of the Board Members in office, ignoring any fraction, plus one.

## **Commencement of meetings**

- A meeting will commence as soon after the time specified in the notice of meeting as a quorum is present.
- If the number of apologies received by the Executive officer indicates that a quorum will not be present at a meeting, the Executive Officer may adjourn the meeting to a specified day and time.
- If at the expiration of 30 minutes from the time specified in the notice of meeting as the time of commencement a quorum is not present, the Chairperson will, adjourn the meeting, to a specified day and time.
- If a meeting is adjourned for want of a quorum, the executive officer will record in the minutes the reason for the adjournment, the names of any members present, and the date and time to which the meeting is adjourned.
- If a meeting is adjourned to another day, the executive officer must—
  - give notice of the adjourned meeting to each member setting out the date, time and place of the meeting; and
  - give notice of the adjourned meeting to the public by causing a notice setting out the date, time and place of the meeting to be placed on display at the principal office of the authority.

## **Apologies**

Apologies for a Board meeting should be provided to the Executive Officer prior to the Board meeting commencing and will be recorded in the Minutes.

## **Public Access to Board Meetings**

All meetings must be held in public except in special circumstances set out in Section 90 of the Local Government Act 1999 (the Act).

The Executive Officer may indicate on a document or report provided to Board Members under Clause 3.12.12 of the Charter any information or matter contained in or arising from a document or report that may, if the Board determines, be considered in confidence in accordance with Clause 3.12.5 of the Charter provided that the Executive Officer at the same time specifies the basis on which an order could be made pursuant to the provisions of Chapter 6 Part 3 of the Act.

## **Code of Practice for Meeting Procedures**

Clause 3.12.16 of the Charter does not apply to a document or report:

- that is subject to the operation of Clause 3.12.17; or
- that relates to a matter dealt with by the Board on a confidential basis in accordance with Clause 3.12.5 and Chapter 6 Part 3 of the Act.

### **Notice of Ordinary or Special Board Meetings**

Subject to Clause 3.12.11 of the Charter, notice of an ordinary meeting of the Board will be given by the Executive Officer to each Board Member not less than three (3) clear days prior to the holding of the meeting.

The Executive Officer must, in relation to a notice of meeting of the Board for the purpose of considering the making of a recommendation to the Constituent Councils to wind up the Authority, provide the notice to all Board Members at least four (4) months before the date of the meeting.

Notice of a meeting of the Board must:

- be in writing; and
- set out the date, time and place of the meeting; and
- be signed by the Executive Officer; and
- contain, or be accompanied by, the agenda for the meeting.

Any Constituent Council, the Chairperson or three (3) Board Members may by delivering a written request to the Executive Officer require a special meeting of the Board to be held and any such special meeting shall constitute a special meeting of the Authority. The written request must be accompanied by the agenda for the special meeting and if an agenda is not provided the request has no effect.

On receipt of a written request pursuant to Clause 3.12.10, the Executive Officer and Chairperson must determine the date and time of the special meeting and the Executive Officer must give notice to all Board Members at least four (4) hours prior to the commencement of the special meeting.

### **Notice of a meeting to Board Members**

Notice of a meeting to Board Members may be given:

- personally; or
- by email to an email address authorised by the Board Member in writing; or
- by delivering the notice (whether by post or otherwise) to the usual place of residence of the Board Member or to another place authorised in writing by the Board Member; or
- in the case of a Constituent Council Board Member by leaving the notice for the Board Member at an appropriate place at the principal office of the Constituent Council which appointed the Board Member; or
- by a means authorised in writing by the Board Member as being an available means of giving notice.

A notice that is not given in accordance with Clause 3.12.13 of the Charter is taken to have been validly given if the Executive Officer considers it impracticable to give the notice in accordance with that Clause and takes action the Executive Officer considers reasonably practicable in the circumstances to bring the notice to the attention of the Board Member.

The Executive Officer must sign all Authority 'Notices of Meetings' and approve the agenda (including reports) prior to distribution.

The Executive Officer must ensure that an official record of all 'notices of meetings' including the agenda and minutes are maintained.

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All Board Members must authorise in writing where the Executive Officer should deliver their notice of meeting and agenda.

### **Notice of a meeting to the public**

The Executive Officer must give notice to the public of the times and places of meetings of the Board at least three (3) clear days prior to the holding of the meeting by causing a copy of the notice and agenda for the meeting to be placed on public display at the principal office of the Constituent Councils and on the Fleurieu Aquatic Centre website.

### **Agenda**

Subject to Clause 3.12.18, the Executive Officer must also ensure that a reasonable number of copies of any document or report supplied to Board Members for consideration at a meeting of the Board are available for inspection by members of the public:

- at the principal offices of the Constituent Councils as soon as practicable after the time when the document or report is supplied to Board Members; or
- in the case of a document or report supplied to Board Members at the Board Meeting, at the meeting as soon as practicable after the time when the document or report is supplied to Board Members.

### **Procedures**

The Notice of meeting and the agenda which includes copies of any documents or reports that are to be considered at the meeting will be provided to Board Members in either hard copy or electronic/digital format and provided on the Fleurieu Aquatic Centre website as soon as practicable after providing to Board Members.

Note: it may be necessary to send supplementary agenda items to Members should urgent business items be required, this may be via Notice of Motion.

The Executive Officer must maintain a record of all notices of Board meetings given under Clause 3.12.9 of the Charter to Board Members.

### **Order of Business**

The order of business is as set out in the example Agenda template (Attachment 1).

The Chairperson at their discretion or at the request of a Member of Board may bring forward items for debate.

### **Majority Decision Making and Voting**

- (1) All matters for decision at a meeting of the Board will be decided by simple majority of the Board Members present and entitled to vote on the matter.
- (2) All Board Members including the Chairperson present and entitled to vote on a matter are required to vote.
- (3) Where the votes are equal the Chairperson or other Board Member presiding at the meeting does not have a second or casting vote.

### **Procedures**

A person who is not at the meeting may be permitted to vote either through a telecommunications meeting or by signing a written document containing the resolution and returning to the Executive Officer.

Tied votes – In the event that a vote is tied the matter may be adjourned for further consideration at a future meeting, or be referred to the parent body for deliberation i.e. the constituent Councils can consider the matter.

## **Confidentiality**

All Board Members must at all times keep confidential all documents and reports provided to them for their consideration prior to a meeting of the Board that is subject to the operation of Clause 3.12.17 of the Charter or that relates to a matter dealt with by the Board on a confidential basis in accordance with Clause 3.12.15 of the Charter and Chapter 6, Part 3 of the Act.

## **Duration of Board Meeting**

After 4 hours the Chairperson will take a vote on whether to continue with the meeting or adjourn the remaining business.

## **Minutes**

The Executive Officer must cause minutes to be kept of the proceedings at every meeting of the Board and ensure that the minutes are presented to the next ordinary meeting of the Board for confirmation. Where the Executive Officer is absent or excluded from attendance at a meeting of the Board pursuant to Clause 3.12.5 of the Charter, the person presiding at the meeting shall cause the minutes to be kept.

The Executive Officer must, within five (5) days after a meeting of the Board provide to each Board Member a copy of the minutes of the meeting of the Board.

Subject to Clause 3.12.26, a copy of the minutes of a meeting of the Board must be placed on public display at the principal offices of the Constituent Councils and the Authority on the Fleurieu Aquatic Centre website within five (5) days after the meeting and kept on public display for a period of one (1) month.

Clause 3.12.25 does not apply to the minutes of a meeting of the Board that relates to a matter dealt with by the Board on a confidential basis in accordance with Clause 3.12.5 and Chapter 6 Part 3 of the Act.

## **Procedures**

- (1) On the confirmation of the minutes, the presiding member will—
  - (a) initial each page of the minutes, which pages are to be consecutively numbered; and
  - (b) place his or her signature and the date of confirmation at the foot of the last page of the minutes.
- (2) The minutes of the proceedings of a meeting must include—
  - (a) the names of the members present at the meeting and any apologies; and
  - (b) in relation to each member present—
    - (i) the time at which the person entered or left the meeting; and
    - (ii) unless the person is present for the whole meeting, the point in the proceedings at which the person entered or left the meeting; and
  - (c) each motion/resolution; and
  - (e) whether a motion is carried or lost; and
  - (f) any disclosure of interest made by a member; and
  - (h) details of the making of an order under Section 90 of the Act; and
  - (i) a note of the making of an order under subsection (7) of section 91 of the Act.
  - (j) details of any adjournment of business; and
  - (k) a record of any request for documents to be tabled at the meeting; and
  - (l) a record of any documents tabled at the meeting; and

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- (m) a brief description of any oral briefing given to the meeting on a matter of Board business; and
- (n) any other matter required to be included in the minutes by or under the Act or the Charter.

The Minutes will also be available on the Authority website as soon as practicable after the minutes are given to members of the Board

### Presentations

Presentations may be made as an opportunity for an organisation, Council officer(s) or member of the public to provide the Board with information relevant to a matter currently under consideration or relevant to the Board purpose (refer Charter). The duration is up to 10 minutes and generally is limited to one presentation per meeting.

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*If notes or other documents are to be distributed for the presentation copies are to be provided to the Minute Secretary prior to the commencement of the meeting for distribution.*

- A person or persons wishing to make a presentation at a meeting must deliver the request in writing to the Executive Officer.
- The Executive Officer will consult with the Chairperson prior to placing on the agenda.
- The Chairperson with the consent of the majority of Board Members may refuse to allow a presentation.

### Motions without notice

A member may also bring forward any business by way of a resolution without notice.

The Chairperson may refuse to accept a motion without notice if, he or she considers that the motion should be dealt with by way of a written notice of motion.

### Examples:

*To maintain an open and transparent approach to governance these motions should be restricted to matters closely related to agenda items, house-keeping issues or matters of urgency.*

*When in the opinion of the Chairperson, the motion will require action involving the expenditure of unbudgeted resources a Motion on Notice may be requested.*

### Matters of urgency

A member may raise a matter of urgency.

The standard agenda item provides for Members to raise 'matters of urgency'.

It is recommended that the Executive Officer and other Board Members are notified prior to the meeting via email of matters that are intended to be raised through this item.

### Tabling of information

- A member may require the Executive officer to table any documents of the Board relating to a resolution that is before a meeting (and the Executive officer must then table the documents within a reasonable time, or at a time determined by the Chairperson after taking into account the wishes of the meeting, and if the member who has required the tabling indicates that he or she is unwilling to vote on the resolution until the documents are tabled, then the matter must not be put to the vote until the documents are tabled).
- The Executive officer may, in tabling a document, indicate that in his or her opinion consideration should be given to dealing with the document on a confidential basis under section 90 or 91 of the Act.

### **Adjourned business**

A Member may resolve to adjourn an item of business, with leave of the meeting, to a later hour of the same day, to another day, or to another place;

### **Late Correspondence**

Correspondence received after the preparation of the agenda will not be considered at the meeting to which the agenda refers, unless the Executive Officer in consultation with the Chairperson considers that the correspondence is sufficiently urgent to warrant consideration. Urgent matters will be pursued through 'Matters of Urgency' on the agenda.

### **Procedures**

When a regular meeting date and time has been established by the Board dates for the year should be publicised on the FRAC website.

### **Attendance at Board Meetings**

The Chief Executive Officers of each Constituent Council may attend any meeting of any Board or nominate a Senior Officer of the Councils to act in his/her place for any particular occasion or purpose. The Chief Executive Officer or his/her nominee shall not have voting rights.

Deputy Board members are encouraged to attend all meetings, however, will not be counted as part of the quorum or vote unless their Council's Member is absent.

### **Recording of Meetings**

Filming, photography and audio recording may take place at a Board meeting when the public and media are not lawfully excluded under Section 90 of the Local Government Act 1999 (confidentiality provisions).

No person is permitted to record confidential items of Board meetings.

### **Procedures**

While no prior approval is required to film, photograph or audio record Authority meetings, the Authority requests that any persons (members of the public, elected members, board members and the media) make their intention to record the meeting known to Executive Officer or the Chairperson.

Those members of the public recording the meeting will be required to do so from a dedicated area within the public gallery.

The Board respectfully requests that those recording a meeting not film, record or photograph the public gallery.

While the Board will make every effort to protect members of the public who actively object to being filmed, photographed or recorded, it cannot guarantee the actions of those filming.

The Board will implement precautionary measures including directing children or vulnerable adults present at a Board meeting to sit in the rows behind the people filming or photographing. Other members of the public who don't wish to be filmed or photographed will also be encouraged to sit in the back rows of the gallery.

Additionally, recording should not be conducted in a manner that could intimidate a board member from expressing their views and/or performing their functions as members of the Board.

### **Appropriate use of recordings**

The Board expects that those people recording Board meetings will not edit the recordings, film or photographs in a way that could lead to the misinterpretation of the proceedings. This includes refraining from editing an image,

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or views expressed by those participating in the meeting, in a way that may ridicule, or show lack of respect towards those being photographed, filmed or recorded.

Members of the media will be required to conduct themselves in accordance with the Media, Entertainment and Arts Alliance – Journalists’ Code of Ethics ([www.alliance.org.au/code-of-ethics.html](http://www.alliance.org.au/code-of-ethics.html)).

### ***Interruption or interference of meetings***

It is an offence under the legislative provisions for any person including the media to interrupt a meeting or to obstruct or interfere with a person seeking to attend the meeting or any of the proceedings at the meeting.

An interference includes, but is not restricted to, the following:

- Obstructing the public gallery area.
- Interfering with a person attending the meeting or any of the proceedings of the meeting including the Chairperson in the organisation or conduct of the meeting.
- Causing a nuisance, as to disrupt the concentration and/or contribution of persons participating and presenting at the meeting i.e.
  - Excessive noise including in recording or setting up equipment during the meeting;
  - Taking up unreasonable space in the gallery area;
  - Intrusive lighting or use of flash photography;
  - Asking people to repeat statements for the purpose of recording;
  - Providing an oral commentary during the meeting;
  - Behaving in a disorderly, indecent, offensive, threatening or insulting manner;
  - Refusing a reasonable direction of the Chairperson

The Chairperson of a meeting will use all options available to them to ensure proper meeting conduct. Those who interfere with the good order of the meeting can be excluded from the meeting if they do not desist.

### ***Facilities***

Third parties will not have access to the Authority’s recording equipment or facilities.

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### Document History

VERSION	DOCUMENT	ACTION	DATE
1.0	Approved version	FRAC Authority endorsement	29 April 2016
2.0	Revised version	FRAC Authority endorsement at meeting 18 May 2018	

