



Otway Coast Committee

Meetings and Decision-making

Committee of Management Policy

1. Scope

This policy sets out the Otway Coast Committee's meeting and decision-making procedures.

2. Key principles

- a) **Relevant obligations:** the Committee operates in accordance with all relevant obligations.
- b) **Purpose of meetings:** the Committee ensures that the functions and objectives of the agency (as set out in its establishing Act) are being properly fulfilled. Committee meetings are used to obtain information, consider issues, exchange views, and make decisions in the public interest.
- c) **Respect, courtesy, and balance:** Committee members treat one another with respect and courtesy. They participate in Committee discussions in an active and constructive manner. There is a balanced opportunity for each Committee member to ask questions, express ideas, and offer opinions.
- d) **Collective accountability:** the Committee is collectively accountable to the Minister for its decisions. Each Committee member participates actively in each decision.
- e) **Public interest:** the Committee acts in the public interest at all times, collectively and individually.
- f) **Decision-making:** the Committee's decisions are based on due consideration, valid, and in the public interest.
- g) **Major risks:** the Committee notifies the Minister and the Secretary of DEPI of any major risks (existing or emerging) to the effective operation of the agency.
- h) **Attendance:** Committee members are expected to attend all Committee meetings. A minimum attendance of 75% of meetings is required unless good reason exists otherwise.

3. Relevant obligations

The Committee will conduct its meetings and decision-making in accordance with all relevant obligations and with good public sector governance practice, including:

- the establishing Act, being Crown Lands (Reserves) Act 1978;

- the public sector values in section 7 of the Public Administration Act 2004 ('PAA')¹;
- the requirement in section 81(1)(h) of the PAA that adequate procedures be in place for the conduct of Committee meetings and the making of Committee decisions, and for appropriate records to be kept of meetings;
- Directors Code of Conduct² and similar requirements in section 79 of the PAA and in the common law (e.g. to act honestly and legally);
- any directions, guidelines and/or statements of obligation or expectation issued by the Minister;
- government policy; and
- all other laws and obligations that bind the agency.

Meeting Procedures

4. Agenda

The agenda, together with supporting papers flagged to the relevant agenda item, will be circulated sufficiently in advance of the meeting (ideally five business days prior) to provide Committee members with reasonable time to fulfil their obligation to:

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

The meeting will follow the agenda unless good and fair reason exists to vary from it.

4.1 Conflict of interest (standing item)

At the start of each meeting, the chair will ask for Committee members to declare any conflict of interest, including financial interest, in relation to any item on the agenda. Any conflict will be dealt with in accordance with the Committee's Conflict of Interest policy.³

5. Frequency of meetings

The usual frequency for Committee meetings is monthly. The Committee will meet at least 10 times a year. Meetings will be scheduled for the forthcoming year, taking into account the annual work program.

¹ The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights, and leadership.

² Issued by Victoria's Public Sector Standards Commissioner pursuant to section 63 of the PAA.

³ A Committee member is required to declare any conflict of interest that relates to an item on the agenda even if he or she has already declared it on his/her Declaration of Private Interests form.

5.1 Special Meetings

An extraordinary meeting of the Committee may be called by the Chair of the Committee or a majority of the Members of the Committee. At least seven working days notice is required for an extraordinary meeting, unless otherwise agreed by a majority of the Members of the Committee.

6. 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 Committee member will make a significant contribution to the agency.⁴

6.1 Remote attendance

Attendance in person at a Committee meeting is preferable. However the Committee may permit a Committee member to attend remotely provided that he/she will be properly able to:

- participate in the collective discussions of the Committee; and
- read or have read to him/her, and comprehend, documents that are tabled at the meeting to inform the Committee's decision-making.

Depending on the Committee meeting, suitable means of remote attendance may include: video link, teleconference call, or other form of audio or audio-visual two way communication.

A Committee member who wishes to attend a Committee meeting remotely will contact the chair as soon as practicable to ascertain the chair's view on whether the meeting is likely to be considered suitable for remote attendance and, if so, whether appropriate arrangements can be made. The Committee's decision will be made at the commencement of the meeting. If a Committee member is attending a Committee meeting remotely and a document is tabled to inform a proposed decision, then, unless the Committee member can read or be read the document and properly comprehend it, he/she will abstain from that decision.

[Note that a series of separate telephone calls does not constitute a meeting as the Committee cannot participate in collective discussion. For further information on this topic see the accompanying guidance note.]

7. Attendance at meetings by non-Committee members

A non-Committee member may only attend a Committee meeting if he or she is invited by the chair or by another Committee member on behalf of the Committee. The Committee will determine the item(s) during which the invited guest may attend.

⁴ These requirements are based on the Appointment and Remuneration Guidelines for Victorian Government Committees, Statutory Bodies and Advisory Committees.

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.

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 anyone outside of the meeting; and
- if he/she is provided with any Committee papers, access will be limited to during the meeting unless specific alternative arrangements are made for their use and return.
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7.1 Executives and staff (standing item)

The Committee requires the presence of the Executive Officer at all meetings. The Chair, or a Member of the Committee, may request that the Executive Officer leave the meeting while an item of business is discussed.

7.2 Nominees not permitted

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

8. Information and advice

The Committee will ensure that it receives the information and advice that it requires to fulfil its role effectively. This includes information and advice in relation to the agency's operations and financial status via:

- regular and ad hoc reports from the agency , usually presented by the Executive Officer;
- regular and ad hoc reports from subcommittees of the Committee (usually presented by the subcommittee chair); and
- external reports from independent sources, as required.

The Committee will review, on at least an annual basis, whether the reports that it receives are suitable to the Committee's information needs (e.g. the nature, content, and format of financial reports).

9. Chair's role at Committee meetings

The chair will ensure that:

- all relevant policies are readily accessible to Committee members and are available

for reference at Committee meetings;⁵

- he or she has a copy of the current *Declaration of Private Interests* form for each Committee member (or a summary of the interests declared on these forms - e.g. *Register of Interests*) at the Committee meeting, for reference if required;
- at the start of each Committee meeting, he/she asks Committee members to declare any conflicts of interest in relation to any item on the agenda, and that any conflicts are resolved in accordance with Committee policy;
- Committee members treat one another with respect and courtesy and participate actively and constructively in each decision; and
- Committee meetings run in an effective and timely manner.

Overall, the chair will balance the need to ensure that all Committee 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 other relevant circumstances.

If a dispute arises between Committee members, the chair will actively manage its resolution in accordance with the Committee's *Dispute Resolution* policy.

Committee members will assist the chair in ensuring that Committee meetings and decisions occur in accordance with this policy.

10. Minutes

The minutes of each Committee meeting will be recorded, and will be an accurate record of the meeting, including:

- **Attendance:**
 - the Committee members who are present at the meeting;
 - the non-Committee members who are present and the agenda item(s) and time(s) for which they are present;
 - if a Committee member leaves the meeting at any time (e.g. due to a conflict of interest), the agenda item(s) and time(s) for which they are absent;
 - apologies.
- **Agenda items:**
 - the main discussion points.
- **Decisions:**
 - each Committee decision;
 - the names of any Committee members who dissent or abstain from a major decision, noting their key reasons;
 - the action items (if any) flowing from a decision, including who is responsible for completing each action and any relevant timelines.

⁵ Consistent with the requirements of section 80 of the PAA.

An initial draft of the minutes will be sent to the chair for review, ideally within five working days of the meeting. As soon as practical after the draft minutes are approved by the chair they will be sent to the other Committee members for review.

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

The chair will sign the endorsed each page of the minutes on behalf of the Committee.

The endorsed minutes will be retained as an enduring record of the Committee's decisions, consistent with the Public Records Act 1973. A complete set of Committee papers will also be retained by the Executive Officer on behalf of the Committee, including copies of all documents tabled.

10.1 Minutes template

The Committee will retain the current (2014) format of the minutes. The format will be reviewed annually.

Decision-making Procedures

11. Collective accountability

The Committee is collectively accountable to the Minister for its decisions. Each Committee member will participate actively in each decision, which will be made in the **public interest**.

12. Due consideration and consultation

As part of its duty to exercise due care, diligence and skill, prior to making a decision the Committee will:

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

There will be an appropriate opportunity for all Committee members to ask questions, express ideas, and offer opinions. Committee members will treat one another with respect and courtesy during this process. While the chair has a key role in ensuring that this occurs, all Committee members share this responsibility. Each Committee 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.

13. Ensuring decisions are valid

The Committee will ensure that any proposed decision will be valid under the establishing Act and other applicable laws, in particular, that it is consistent with:

- the **purpose and functions** of the agency;
- the **powers** of the agency;
- the **quorum** for a valid decision; and
- the required **legal procedures** (if any).

13.1 Quorum

The minimum number of Committee members (i.e. quorum) who must **attend** the Committee meeting and **participate** in a decision for it to be valid is half the number of the Committee members for the time being appointed].⁶

Proxy or absentee decision-making is not permitted. Only Committee members who attend the meeting in person or remotely are part of the quorum.

13.2 Decision-making process

While it is vital for Committee members to consult together as a team, due diligence requires that each Committee 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 Committee member, regardless of whether it results in a consensus vote.

A decision of the Committee is determined by the agreement of the members who are present. In the event an agreement is not achieved, the decision will be determined by **formal vote**. In the event of a deadlock, the chair (or other member who is presiding at the meeting) has a casting vote.

13.3 Additional legal procedures for certain decisions

Certain decisions of the Committee may need to be:

- ratified by legal instrument;
- affixed with the agency's seal; and/or
- approved by the Minister before taking effect (e.g. strategic and business plans).

14. Ensuring decisions are in the public interest

The Committee will make all of its decisions in the **public interest**. Decisions will be:

- **ethically sound and fair** (including consistent with the Directors' Code of Conduct);

⁶ For details of what constitutes 'attendance' at a Committee meeting see item 6 of this policy.

- in the best interests of fulfilling the agency's **functions**; and
- **consistent** with government policy; any directions, guidelines and/or statements of obligation or expectation issued by the Minister; and the agency's strategic and business plans.

15. Major risks

Consistent with section 81(1)(b) of the PAA, if the Committee determines that there is a major risk (existing or emerging) to the effective operation of the agency, it will notify the Minister and the Secretary of DEPI of the risk and of the management systems that are in place to manage the risk.

Related Procedures

16. Confidentiality and the proper use of information

Information that a Committee member gains in his/her role:

- will only be used for proper purposes (e.g. will not be used to gain an advantage for the Committee member or another person or to cause detriment to the agency); and
- will be kept confidential, even after the Committee member resigns or otherwise leaves the Committee.⁷

17. Regular review of this policy

The Committee 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. This policy was **last reviewed on May 2014**.

18. Related policies

- Conflict of Interest
- Dispute Resolution
- Confidentiality and Proper Use of Information (pending)

19. Further Information

On Committee (www.dse.vic.gov.au/onCommittee), in particular, the *Meetings and Decision-making* support module, which has a range of resources, such as direct links to the topic on the SSA website (www.ssa.vic.gov.au).

⁷ These requirements are consistent with the Directors' Code of Conduct and with section 79 of the PAA.