

GOV-Gov-1.6 Board Meetings, Committees and Annual General Meeting Policy



Policy

The Board is committed to effective and efficient meetings and to reporting to its members on an annual basis.

Board meetings

1. The Chair, or in their absence, the Deputy Chair, is responsible for the agenda.
2. The agenda will reflect the Board's governing, strategic and compliance role.
3. Meetings will be:
 - a. Conducted as agreed by the Board.
 - b. Held with the expectation that Directors have prepared for them and will actively participate in a way that is consistent with the obligations of EV directors as set out in relevant governance framework documents.
4. The Board will consider strategic objectives for the organisation on a regular basis.
5. With the agreement of the CEO, staff may be invited to the meeting of the Board to present an issue or provide information or advice.
6. The Board has the right to go 'in camera' at any time it chooses but in doing so will:
 - a. Reserve the right to include or exclude any non-Board member it so chooses
 - b. Make all efforts to plan and inform Board Members of an 'in camera' session in the agenda or at the beginning of the meeting
 - c. Move any resolutions to part of the meeting proper.
 - d. Record any in camera decisions in the meeting minutes.

Committees of the Board

1. The Board recognises that there are times when a committee can act more effectively than the full Board.
2. The Board will establish committees as a way of effectively conducting its own work and to ensure they are structured so as to not interfere with the delegations made to the CEO.
3. Committees will have Terms of Reference clearly defining their role. These will be reviewed on an annual basis.
4. Whilst staff may be involved in a Board committee, their role is to advise and assist the committee to do its work.
5. Subject to Board approval, Committees may co-opt members from outside EV to bring additional skills, experience or network opportunities to the forum.
6. Committees cannot exercise authority over staff nor will they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
7. Committees cannot make binding Board decisions. Their function is to consider issues and make recommendations to the Board.

Board and Committee meetings

1. An initial schedule for all Board and Committee meetings for the year will be approved at the last Board meeting of the previous calendar year. This schedule may change through the year, depending on need.
2. The Chair will confirm the agenda before it is distributed.
3. The meeting papers will be prepared and distributed at least five business days before the meeting.
4. Any in-camera sessions will be minuted by the Chair.
5. The minutes will be provided to the Chair within seven business days of the meeting for approval to distribute. They will then be distributed to the board or committee members as appropriate.
6. All Board and Committee minutes will be signed by the Chair and then filed securely along with the agenda and meeting papers for an indefinite period of time which must at a minimum be the period prescribed by the Corporations Act.

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Annual General Meeting (AGM)

1. The Board must convene an annual general meeting to:
 - a. Report annually (financial, strategic and operational) to the EV membership
 - b. Elect and appoint appointed Board Directors and determine director remuneration
 - c. Appoint (or reappoint) auditors
 - d. Other matter in accordance the Constitution.
2. Audited financial statements and reports will be completed within required timeframes after the end of every financial year.
3. An AGM will be held within the period prescribed by the Constitution.
4. Members will be given notice of the AGM in an amount not less than the period specified in the Constitution. The notice must include all matters required by the Constitution and any applicable law and shall include the following:
 - a. Time and place
 - b. Nature of the meetings business
 - c. Any special resolutions
 - d. Details of how to appoint proxies
 - e. A copy of the annual report which includes audited financial reports and non-financial reports
 - f. Election and appointment of directors
 - g. Appointment of the auditor (if required)
5. The following motions must be moved:
 - a. To accept the minutes of the previous year's AGM
 - b. To approve the Chairperson's report (the Annual Report)
 - c. To approve the Finance report (the audited Financial Statement)
 - d. To appoint a financial auditor for the new financial year.
6. The minutes will be provided to the Chair within seven business days of the meeting for approval for distribution. Once the Chair has approved the minutes they are distributed to the members.

Definitions

Nil

Additional Information

EV Governance and Compliance Schedule

Relevant Legislation

Nil

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