

LORD HOWE ISLAND BOARD POLICY

TITLE	Board Meeting Code of Practice Policy		
DATE ADOPTED	November 2015	AGENDA ITEM	11 (i) November 2015
CURRENT VERSION	December 2019	AGENDA ITEM	11 (iii) December 2019
REVIEW	3 years	RECORD NUMBER	ED17/1835[v2]
ASSOCIATED LEGISLATION	<i>Lord Howe Island Act 1953 (NSW)</i> <i>Lord Howe Island Regulation 2014 (NSW)</i>		
ASSOCIATED POLICIES	LHIB Code of Conduct for LHIB Members and Board Officials Procedures for the Administration of the Code of Conduct for the LHIB		

1 Circulation of Agenda

Agendas for formal Board meetings will be made available to the public five working days in advance of the meeting. Working papers will not be circulated to the public. Agenda items discussed in Closed Session are shown in the publicly available agenda, however the title should be carefully worded to avoid revealing sensitive information.

2 Venue

Open sessions of Board meetings will be held in the Community Hall.

3 Public Participation

Members of the public may be invited to address the meeting on any agenda item. A time limit of five minutes will be applied to such an address. No more than two presentations per item and no more than six per meeting will be permitted.

The Board will accept questions from members of the public with respect to any matter relating to the operations of the Board apart from those matters which would normally be kept confidential. These questions will be answered during the open session of the Board meeting. Questions must be submitted in writing no later than the due date for submission of matters for consideration at the meeting as advertised by the Board.

The Chair person may limit questions on any one item. Those questions not dealt with at any given meeting will be “rolled-over” to the next meeting.

4 Role of Chairperson

The Chairperson will conduct open meetings in accordance with generally accepted practice: that is, in accordance with the *Lord Howe Island Act 1953 (LHI Act 1953)* and *Lord Howe Island Regulation 2014*, lead discussion item by item, and closing discussion with an agreed course of action.

5 Criteria for Keeping Business Confidential

Discussions relating to the following matters will be kept confidential and not held in open session:

- a) Staff and industrial matters including salaries, appointments, negotiations, awards, performance management and personnel matters concerning particular individuals.
- b) Commercial matters including information that would, if disclosed, confer a commercial advantage on a person with whom the Board is conducting (or proposes to conduct) business including evaluation and acceptance of tenders, commercial information of a confidential nature that would, if disclosed prejudice the commercial position of the person who supplied it, or confer a commercial advantage on a competitor of the Board, or reveal a trade secret, privileged commercial information, tenders, etc.
- c) Personal affairs of private individuals including information relating to the personal or financial circumstances of any person or information which would, if disclosed, represent an invasion of the personal privacy of any person.
- d) Possible or pending litigation including advice concerning litigation, or advice that would otherwise be privileged from production in legal proceedings on the ground of legal professional privilege and information that would, if disclosed, prejudice the maintenance of law.

6 Mechanism for Keeping Discussion Confidential

The Chairperson should intervene as far as practicable whenever open public discussion strays into a confidential area. That discussion should be terminated, if necessary, by an exclusion resolution passed by a simple majority of Board members.

7 Informing Public of Outcome of Meeting

As soon as possible after each Board meeting, copies of the minutes of the meeting will be made available to interested members of the public. The minutes circulated to the public will contain all items with the exception of those matters held in closed session in accordance with the Board's adopted criteria. Records of consideration and decisions relating to these matters will be excluded from the publicly available minutes.

Working papers and reports on some matters may be made available to interested members of the Public after each Board meeting at the Board's discretion.

In addition to Board decisions, Board minutes may record a summary of major, relevant factors considered in reaching decisions where inclusion of such details enhances reasonable understanding of the rationale of a decision. Minutes will not incorporate views expressed by individual members except where a member or members disagree with the final course of action approved by the Board and where dissenting members request that their views be incorporated in the minutes.

On completion, the draft minutes will be circulated to all members for endorsement before being publicly released.

8 Code of Conduct

Board members must comply with the current '*Lord Howe Island Board Code of Conduct for Lord Howe Island Board Members and Board Officials*' and the '*Procedures for the Administration of the Code of Conduct for the Lord Howe Island Board*'.

9 Variation from these Procedures

The Board recognises that it may not always be possible to strictly adhere to these procedures and consideration of all appropriate matters at open Board or Committee meetings may be impractical or impossible for any number of reasons. Examples of such matters may include:

- Issues of an urgent and pressing nature where no formal meeting can be arranged within the timeframe required.
- Issues of a minor nature which, in the interests of customer service and/or administrative expediency, should not be delayed pending discussion at a formal meeting.

The Board has established procedures for dealing with such matters and will review these procedures to ensure that they are adequate and appropriate. Where it is necessary to determine issues out of session, the Board will ensure that the public is appropriately informed of decisions reached.

10 Process for Transaction of Business outside Meetings and by Telephone

From time to time it is necessary for the Board to convene out of session to consider matters. The LHI Act 1953 provides for this as follows:

Schedule 1A, LHI Act 1953:

15 Transaction of business outside meetings or by telephone

- (1) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the Board for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the Board.
- (2) The Board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting can be heard by the other members.
- (3) For the purposes of:
 - (a) the approval of a resolution under sub clause (1), or
 - (b) a meeting held in accordance with sub clause (2),the Chairperson and each member have the same voting rights as they have at an ordinary meeting of the Board.
- (4) A resolution approved under sub clause (1) is, subject to the regulations, to be recorded in the minutes of the meetings of the Board.
- (5) Papers may be circulated among the members for the purposes of sub clause (1) by facsimile or other transmission of the information in the papers concerned.

(End Act reference)

10.1 Out of Session Business Protocols

The following protocols will apply in the conducting out of session business.

10.1.1 Only the Following Matters will be dealt with Out of Session

- a) matters of an urgent nature where consequences will be significant if a Board position is not taken prior to the next scheduled meeting;
- b) matters as per a) and which, due to their controversial nature and/or there is lack of a clear Board position, cannot be dealt with under delegation;
- c) Any matter which may not comply with a) and/or b) but which the Chairperson wishes

considered out of session. In such cases, the Chairperson will brief the Board's Chief Executive Officer (CEO) on requirements, and the CEO will then initiate the relevant out of session process.

10.1.2 Prior to Initiating an Out of Session Process

- a) The person proposing the out of session process, other than the Chairperson, will discuss the matter with the Board CEO, detailing the issue, the need for an out of session process, and the proposed format of the process, e.g. issue of a paper, or phone conference; and
- b) The Board CEO will endorse, or not, the initiation of an out of session process.

10.1.3 Approved Out of Session Process

By Meeting:

- a) In the rare instances that an out of session face to face meeting is held, the meeting will be conducted in accordance with normal Board meeting procedure, and in compliance with the Act;
- b) Where an issue is of such consequence that a meeting of this nature is required, all Board members will make their best endeavour to be physically present at the meeting;
- c) Board Members not on the island at the time of the meeting may participate by phone, or other telecommunication device as specified by the Act, but must be able to hear, and be heard, during discussions;
- d) The Chairperson, or in his or her absence, the Deputy Chairperson, should be in attendance at all such meetings, whether in person or by phone;
- e) The Board CEO will be present at all such meetings, unless otherwise directed by the Chairperson.

By Telephone:

- a) In matters where significant discussion is required, but which do not warrant a face to face meeting, a telephone meeting will be held;
- b) Such a meeting will be convened in accordance with the requirements of the Act;
- c) Where possible Board members present on the island should conduct a telephone meeting in concert, e.g. by speaker phone in the Board offices.
- d) Board Members not on the island at the time of the meeting may participate by phone, or other telecommunication device as specified by the Act, but must be able to hear, and be heard, during discussions;
- e) The Chairperson, or in his or her absence, the Deputy Chairperson, should be in attendance at all such meetings, whether in person or by phone;
- f) The Board CEO will be present at all such meetings, unless otherwise directed by the Chairperson;
- g) Minutes of such a meeting will be taken and distributed as per normal meeting practice.

By Out of Session Paper:

- a) Where a matter can be considered with minimum discussion, and is of such a nature that adequate information for consideration can be provided in a Board paper of reasonable length, an out of session paper will be circulated;
- b) Where required, Board members may undertake informal discussion on a matter subject to an out of session paper. Such informal discussion will not constitute a Board meeting, unless

- it has been endorsed and held in accordance with the Act and this Code;
- c) Where a Board Member wishes to discuss an out of session paper with a staff member, this should be done in accordance with the “Lord Howe Island Board Code of Conduct for Lord Howe Island Board Members and Board Officials” and the “Procedures for the Administration of the Code of Conduct for the Lord Howe Island Board”;
 - d) Code of Practice for Board Member and Staff Interaction;
 - e) An out of session paper will not be considered unless it bears the name and signature of the person proposing the out of session process and the signed endorsement of the CEO;
 - f) Out of session papers will include a date for return. This date of return will be the date by which, at close of business, the paper must be returned to the CEO. Close of business on the date of return will be considered to be close of discussion on the matter, and any votes recorded at that point, as reflected on returned papers, will be considered a resolution of the Board;
 - g) Within five days of the date of return, the CEO will issue to all Board members, and relevant staff, the “Results of: Out of Session Paper” Notice, which will indicate the results of Board voting on the matter, including dissenting votes, and any comment requested by Board members. This Notice will be considered the minuting of a Board decision and will be filed accordingly;
 - h) The CEO will provide to each formal Board meeting a schedule of Out of Session papers and associated results;
 - i) Where appropriate, results of out of session papers will be made public;
 - j) Within three working days of the issue of an out of session paper, Board admin will contact all Board members to determine, and record whether a paper has been received. Where a paper has not been received, the Board will make every endeavour to deliver the paper to the affected Board member within 24 hours).

11 General

The Board is committed to the principles of equity, probity and best practice in corporate governance. Board administrative procedures will be reviewed on an on-going basis to ensure compliance with these principles.