

Board meetings and decisions

(1) Model policy - standard

Template for boards of major DELWP agencies

This model policy is for use by board members of the over 100 major public entities and other statutory boards, committees, councils, panels, etc. in the Department of Environment, Land, Water and Planning (DELWP) portfolio, including large (category 1 and 2) committees of management of crown land reserves

Separate model policies based on this standard template are available for small (category 3) committees of management and for waste and resource recovery groups.

All model policies and guidance notes can be downloaded from the [Meetings and decisions](#) support module on DELWP's governance website, On Board (www.delwp.vic.gov.au/onboard).

Prior to using this model policy, please read the guidance note *About the model policy*.

.....

[insert name of agency]

Board Meetings and Decisions – board policy

1. Scope

This policy sets out the board's meeting and decision-making procedures.

2. Key principles

- a) **Obligations and good practice:** the board acts in accordance with its obligations and with good governance practice (for details, see item 20 of this policy).
- b) **Public interest:** the board ensures that the functions and objectives of the organisation (as set out in the establishing Act) are properly fulfilled. Board members act in the public interest, collectively and individually.
- c) **Purpose of meetings:** board meetings are used to obtain information, consider issues, exchange views, and make decisions that are in the public interest.
- d) **Respect, courtesy, and balance:** board members treat one another with respect and courtesy. They participate in board discussions in an active and constructive manner. There is a balanced opportunity for each board member to ask questions, express ideas, and offer opinions.
- e) **Collective accountability:** the board is collectively accountable to the Minister for its decisions. Each board member participates actively in each decision.

PART A – Board meetings

3. Chair's role at board meetings

The chairperson (chair) appointed by [*insert* – e.g. the minister] presides at board meetings. If the chair is absent, the deputy chairperson appointed by the board presides. If both are absent, the board appoints a board member who is present to preside at the meeting.

[*If the board has not appointed a deputy chair, adapt the above paragraph accordingly.*]

The role of the chair or presiding member at a board meeting includes ensuring that:

- the *Register of Interests*, the *Register of Gifts, Benefit and Hospitality* and all relevant policies (in particular, all board policies) are present at the meeting and readily accessible to board members;¹
- conflicts of interest are declared and managed in accordance with the board's *Conflict of Interest* policy;
- board members treat one another with respect and courtesy and participate actively and constructively in each decision;
- no decision is taken without the required quorum (see item 12); and
- board meetings run in an effective and timely manner.

Overall, the chair balances the need to ensure that all board 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 all other relevant circumstances.

Board members assist the chair in ensuring that board meetings and decisions occur in accordance with this policy.²

4. Agenda

The chair schedules the board's annual work program (i.e. annual tasks in relation to strategic planning, governance, risk management, stewardship, performance monitoring and reporting, etc. for the forthcoming year) in consultation with other board members and the chief executive officer (CEO). He or she ensures that the board's meeting schedule and agendas:

- facilitate an even workflow throughout the year;
- enable sufficient time for each item on the annual work program to be dealt with effectively; and
- enable sufficient time for other issues that arise during the year to be dealt with appropriately.

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

Agenda items include:

- **priority items**, which are items of strategic significance (e.g. strategic planning, emerging risks, CEO recruitment) or key activities that the board must undertake to meet its legal obligations. These are scheduled before 'reports and operational matters' to ensure that board members are fresh and that there is sufficient time for discussion and decision-making;
- **reports and operational matters**, which are routine items, usually for noting. Reports are sent out with the agenda papers, not tabled at the meeting. The board may decide that these motions (e.g. 'the CEO's report is noted') are carried automatically unless a board member requests that a particular item be moved to the main

¹ Consistent with the requirements of section 80 of the PAA.

² If a dispute arises between board members, the chair manages its resolution in accordance with the board's Dispute Resolution policy.

agenda. It is therefore imperative that board members are vigilant in their assessment of these reports and ask any relevant questions.

A standard template for meeting agendas is set out in Appendix 1.

Circulating the agenda and supporting papers

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

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

5. Frequency of meetings

The usual frequency for board meetings is *[insert]*. The board will meet at least *[insert]* times a year. Meetings are scheduled for the forthcoming year taking into account the annual work program.

[When completing this paragraph, have regard to any requirements in the establishing Act or terms of reference.]

Extraordinary ('special') meetings

The procedure for calling an extraordinary meeting of the board is:

[Insert, having regard to any requirements in the establishing Act – e.g. what notice is required; what pre-conditions must exist; who calls the meeting, etc.]

6. Attendance at meetings by board members

Board members are expected to attend all board meetings. A minimum attendance of 75% is required unless good reason exists otherwise. Each board member will make a significant contribution to the organisation.³

[If the establishing Act contains a provision that a person ceases to be a board member if he or she is absent from X number of board meetings (e.g. three consecutive meetings) without the approval of the board, insert this here, citing the relevant section.]

Remote attendance

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

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

Depending on the board meeting, suitable means of remote attendance may include: *[insert – e.g. 'closed-circuit TV, video link, teleconference call, or other form of audio or audio-visual two way communication']*. A series of separate telephone calls does not constitute a meeting as the board cannot participate in collective discussion.

A board member who wishes to attend a board meeting remotely will contact the chair as soon as practicable to ascertain the chair's view on whether the meeting is likely to be suitable for remote attendance and, if so, whether

³ These requirements are based on the [Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees](#) issued by the Department of Premier and Cabinet.

appropriate arrangements can be made. The board's decision whether to allow a board member to attend remotely is made at the start of the meeting.

Regardless of any decision by the board to allow a board member to attend remotely, if a document is tabled to inform a proposed decision, then, unless the board member can read (or be read) the document and properly comprehend it, he/she will abstain from that decision.

7. Attendance at meetings by non-board members

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

- must not participate in any board discussions unless requested to do so by the chair; and
- never takes part in any board decision.

External guests

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 non-board members; and
- if he/she is provided with any board papers, access will be limited to during the meeting, unless specific alternative arrangements are made for their use and return.

Executives and staff

The presence of executive or staff members of the organisation (e.g. the CEO) at a board meeting is by invitation. If the board requires an executive or staff member to attend a board meeting, the chair will advise the person of the item(s), or part thereof, for which he/she is to be present.

To assist the board to maintain its independence in decision-making, the chair will ensure that:

- no executive or staff member is present as 'a matter of course' during board meetings; and
- there is a suitable period of time during each board meeting when no executive or staff member is present (other than, if required, a 'non-executive' minute taker).

[For water corporations, insert at the end of the first dot point 'except the managing director'.]

Nominees not permitted

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

[Or, if nominees are specifically permitted under the establishing Act or terms of reference, or a legal instrument flowing from them (e.g. a land management agreement), set out the relevant section and the scope of this power.]

8. Gifts benefits and hospitality - standing agenda item

In accordance with the board's policy on *Gifts, Benefits and Hospitality*, at the start of each board meeting the chair will ask for all board members present to state whether their entries in the *Register of Gifts, Benefits and Hospitality* are complete and correct. If there are no changes, the minutes will note that 'all board members present confirmed that their entries in the *Register of Gifts, Benefits and Hospitality* are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

9. Conflict of interest – standing agenda items

In accordance with the board's policy on *Conflict of Interest*, at the start of each board meeting:

Register of Interests

The chair will ask for all board members present to state whether their interests as recorded in the *Register of Interests* are complete and correct. If there are no changes, the minutes will note that 'all board members present confirmed that their entries in the *Register of Interests* are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

Conflicts of Interest

The chair will ask if any board member present has an **interest** (a private interest or a duty to another organisation) in respect to any item on the agenda. An interest must be declared even if it is already recorded in the *Register of Interests*. Any conflicts will be dealt with by the board in accordance with its *Conflict of Interest* policy. The standard procedure for a 'material' (serious) conflict of interest is for the board member with the conflict to 'remove' – i.e. leave the room for all discussion and decision-making on the issue.

PART B - Decision-making

10. Collective accountability

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

11. Due consideration

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

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

There will be an appropriate opportunity for all board members to ask questions, express ideas, and offer opinions. Board members will treat one another with respect and courtesy during this process, and at all other times in their role as a board member.⁴ Whilst the chair has a key role in ensuring that this occurs, all board members share this responsibility.

Each board 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.

⁴ Consistent with the requirements of the public sector values in s 7 of the *Public Administration Act 2004* and related codes (e.g. Directors' Code of Conduct).

Information and advice

The board will ensure that it has the information and advice required to fulfil its role effectively. This includes information/advice in relation to the organisation's operations and financial status via:

- regular and ad hoc reports from the organisation (usually presented by a senior executive);
- regular and ad hoc reports from subcommittees of the board (usually presented by the subcommittee chair); and
- external reports from independent sources, as required.

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

[The guidance note that accompanies this model policy contains guidance on the recommended content and format of board reports and the effect of recent court decisions on the duty of boards to ensure that they are properly informed.]

12. Quorum

The minimum number of board members (i.e. quorum) who must **attend** the board meeting, in person or remotely, and **participate** in a decision for it to be valid is: *[insert from the establishing Act or terms of reference, citing relevant section – e.g. a commonly seen quorum is: 'the majority of the board members for the time being appointed']*.⁵

If a board member is unable to vote on a particular issue (e.g. they are absent from the room due to a conflict of interest), the chair will check that a quorum still exists before the board proceeds with making a decision.

Proxy or absentee decision-making is not permitted

Proxy or absentee voting is not permitted. Only board members who attend the meeting, in person or remotely, are part of the quorum. *[Or, if there is specific authorisation in the establishing Act or terms of reference for proxy and/or absentee votes, set this out.]*

13. Formal voting

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

Each decision will be made by **formal vote**.⁶ A decision is determined by:

[Insert process, citing relevant section(s) of the establishing Act or terms of reference, for example: "the majority of votes of members who are present and voting on the question. In the event of a deadlock, the chair, or other member who is presiding at the meeting, has a casting (i.e. second) vote - see section X of Y Act."]

[The accompanying guidance note contains information on the importance of formal voting.]

⁵ For details of what constitutes 'attendance' at a board meeting see item 6 of this policy.

⁶ Rather than, for example, by the chair stating words such as 'I think we are all agreed on that'.

14. Ensuring decisions are valid

The board will ensure that each of its decisions is **valid**, including that it is consistent with:

- the purpose, functions, and powers of the organisation;
- the quorum and decision-making process specified in the establishing Act; and
- all applicable laws and related obligations.

In addition, certain decisions of the board may need to be:

- ratified by legal instrument;
- affixed with the organisation's seal; and/or
- approved by the Minister before taking effect [*Insert if applicable: (e.g. strategic and business plans)*].

15. Ensuring decisions are in the public interest

The board will also ensure that each of its decisions is in the **public interest**, including that it is:

- ethically sound and fair (e.g. consistent with the *Directors' Code of Conduct*); and
- consistent with government policy; the organisation's strategic and business plans; and any directions, guidelines, and/or statements of obligation or expectation issued by the Minister.

16. Minutes

The secretary of the board will record the minutes of each board meeting or will arrange for someone else to do so. The minutes will be an accurate record of the meeting, including:

Attendance and quorum

- Board members attending, apologies, and confirmation of a quorum.
- If a board member leaves the room during the meeting (e.g. due to a conflict of interest), the time and agenda item(s), or part thereof, for which he or she is absent and confirmation that a quorum remains.
- Non-board members attending and the times and agenda item(s), or part thereof, for which they are present.

Agenda items

- The time each agenda item commences and finishes.
- Information on standing items (e.g. *Register of Gifts, Benefits and Hospitality*; *Register of Interests*; declarations and management of conflicts of interest).

Decisions

- Each board decision.
- The vote, including:
 - who votes in favour of the resolution;
 - who dissents;
 - who abstains and why (e.g. due to conflict of interest or to attending remotely and a lengthy document being tabled at the meeting to inform the proposed decision).

- A brief note of key factors material to the board’s decision and, if requested, to a dissenting vote (avoiding details of ‘who said what’).
- Action items (if any) flowing from the decision, who is responsible for completing each action, and any relevant timelines.

An initial draft of the minutes will be sent to the chair for review, preferably by the next business day. As soon as practical after the draft minutes are approved by the chair they will be sent to the other board members for review.

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

The chair will sign the endorsed minutes on behalf of the board.

The endorsed minutes will be retained as an enduring record of the board’s decisions, consistent with the *Public Records Act 1973*. A complete set of board papers will also be retained, including copies of any documents tabled at the meeting.⁷

A standard template for minutes of the board meeting is set out in Appendix 2.

[The accompanying guidance note contains information on how the High Court views the status of board minutes and information on the effect of freedom of information laws.]

17. Resolutions without meetings

It is preferable that all decisions of the board are made at board meetings. However, where an urgent decision is required by the board and the chair deems it to be warranted, a decision of the board can be made by written resolution as follows:

If **every** board member sees a document setting out a proposed resolution of the board (or an **identical** copy thereof) and the majority sign a statement at the bottom of that document (or identical copy) that they are in favour of the resolution, then the resolution is deemed to have been passed at a board meeting held on the day that the last board member signs. Each board member must be advised as soon as practicable whether the resolution has passed.

A resolution passed in this manner is equivalent to minutes of a board meeting and must be dealt with accordingly. This includes being endorsed at the next board meeting and retained as an enduring record of the board’s decision.

[If the establishing Act or terms of reference set out a process for resolutions, adapt the above process accordingly.]

PART C – Other

18. Major risks

Consistent with section 81(1)(b) of the *Public Administration Act 2004*, if the board determines there is a major risk (existing or emerging) to the effective operation of the organisation, it will notify the Minister and the Secretary of the Department of Environment, Land, Water and Planning of the risk, and of the management systems that are in place to manage the risk.

⁷ As with other documents produced by the board (e.g. *Register of Interests*), board minutes are a public record. However, this does not mean they are automatically ‘open to the public’. Unless the board agrees, a member of the public who wants to see the minutes would need to lodge an application under the *Freedom of Information Act 1982*. If this occurs, the board can contact the department, which can provide advice and assist the board to assess whether the minutes are exempt from disclosure.

19. Confidentiality and the proper use of information

Any information that a board member receives in his/her role:

- will only be used for proper purposes. It will not be used to gain advantage for the board member (or any other person) or to cause detriment to the organisation.
- will be kept confidential, even after the board member resigns or otherwise leaves the board.⁸

[Insert if applicable: 'For details, see the board's policy on *Confidentiality and Proper Use of Information*'.]

20. Obligations and good practice

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

- the establishing Act, being [insert];
- the public sector values in section 7 of the *Public Administration Act 2004 (PAA)*;⁹
- the 'duties of directors' (board members) in section 79 of the PAA;
- the requirement in section 81(1)(h) of the PAA that adequate procedures be in place for the conduct of board meetings and the making of board decisions and for appropriate records to be kept of meetings;
- the [Directors' Code of Conduct](#) issued by the Victorian Public Sector Commission;
- government policy;
- any directions, guidelines and/or statements of obligation or expectation issued by the Minister; and
- all other laws and obligations that bind the organisation.

21. Regular review of this policy

The board 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** [insert].

22. Related policies

- Conflict of Interest
- Dispute Resolution
- [insert if applicable] Confidentiality and Proper Use of Information
- [insert if applicable] Subcommittees
- [insert if applicable] Delegations.

23. Further information

On Board (www.delwp.vic.gov.au/onboard), in particular, the [Meetings and decisions](#) support module, which has a range of resources, including guidance notes, direct links to this topic on the VPSC website, etc.

⁸ These requirements are consistent with the Directors' Code of Conduct and with section 79 of the PAA.

⁹ The public sector values are: integrity, impartiality, accountability, respect, responsiveness, human rights, and leadership.

Appendix 1 – Template for standard meeting agenda

<i>[insert name of agency]</i>				
Agenda - Board meeting				
Date and time <i>[and if applicable, also insert the meeting no.]</i>				
Location				
Scheduled time	No.	Item	Action [note, record, endorse, decide, etc.]	Who
<i>[insert]</i>	1.	Opening formalities		
	1.1	Opening and Welcome		Chair
	1.2	Apologies		Chair
	1.3	Confirmation of Quorum	Confirm	Chair
	1.4	Confirmation of Agenda (including any proposed additions)	Confirm	Chair
<i>[Insert]</i>	2.	Register of Gifts, benefits and hospitality		
		Board members confirm that their entries in the <i>Register of Gifts, benefits and Hospitality</i> are complete and correct (or update their details).	Record	Chair
<i>[Insert]</i>	3.	Register of interests		
		Board members confirm that their entries in the <i>Register of Interests</i> are complete and correct (or update their details).	Record	Chair
<i>[Insert]</i>	4.	Conflict of interest		
	4.1	Declarations - board members declare any interest (i.e. private interest or duty to another organisation) in respect to any item on the agenda.	Record	Chair
	4.2	Management – the board determines: (i) whether a conflict of interest is ‘material’ (serious); and (ii) how the conflict will be managed in the public interest.	Decide	Chair
<i>[Insert]</i>	5.	Minutes of previous meeting		
	5.1	Endorse minutes of previous meeting, noting any amendments Attachment: 5.1 – Minutes of meeting <i>[insert date and/or no. of meeting]</i>	Confirm	Chair
	5.2	Actions arising: review progress of actions arising from previous minutes.	Note	Chair
<i>[insert]</i>	6.	Priority item A – <i>[insert title, e.g. Mitigation of flood risk]</i>		
		Description <i>[Insert– e.g. ‘Action to mitigate the flood risk to Wombaton ‘.]</i>	Decide	Chair

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Scheduled time	No.	Item	Action [note, record, endorse, decide, etc.]	Who
		Attachments <i>[Insert – e.g. ‘6.1 to 6.2’]</i> Recommendation <i>[Insert – e.g. ‘That the board decide on the preferred option (A or B) for mitigating the flood risk to Wombaton.’]</i>		
<i>[Insert]</i>	7.	Priority item B – <i>[insert title]</i>		
		<i>[As above]</i>	Decide	Chair
<i>[Insert]</i>	8.	Priority item C – <i>[insert title]</i>		
		<i>[As above]</i>	Decide	Chair
<i>[Insert]</i>	9.	Reports and operational matters* <small>*Routine items, usually for noting. Reports are sent out with agenda, <i>not tabled at the meeting</i>. Even if the board has decided that motions will be carried automatically unless a board member requests an item be moved to the main agenda, relevant questions and discussion still occur.</small>		
	9.1	Title - <i>[insert – e.g. CEO report]</i> Attachment - <i>[Insert – e.g. 9.1]</i> Recommendation - <i>[Insert – e.g. ‘That the board note the CEO’s report’]</i>	Note	Report author
	9.2	<i>[As above]</i>	Note	Report author
	9.3	<i>[As above]</i>	Note	Report author
<i>[Insert]</i>	10.	Other business		
		Items not on the agenda can be raised for discussion, subject to the chair’s permission.	Note, endorse, decide, etc.	Chair
<i>[Insert]</i>	11.	Next meeting		
		<i>[Insert date, time, and location of next scheduled meeting.]</i>	Note	Chair
<i>[Insert]</i>	12.	Meeting adjourns		
		Meeting closes.		Chair

[‘Roundtable evaluation’ - some boards choose to have a standing item immediately prior to the end of the meeting, whereby a board member, on a rotating basis, provides feedback on the meeting using standard criteria that the board has developed.]

Appendix 2 – Template for minutes of board meeting

Start time	No.	Item	Actions arising (if any) who responsible; due date
<i>[insert name of agency]</i>			
Minutes - Board meeting			
Date and time <i>[and if applicable, also insert the meeting no.]</i>			
Location			
Chair (or presiding member)			
Attendees (board members) <i>[List board members in attendance and any relevant titles (e.g. Deputy Chair). If a board member is absent for any item(s), or part thereof, record this beside their name. If they attend remotely, note this beside their name, including method of attendance (e.g. video link).]</i>			
Attendees (invited guests) <i>[List invited guests in attendance and any relevant titles (e.g. CEO). Record the item(s), or part thereof, that the guest is present for during the meeting. If the guest attends remotely, note this beside their name, including the method of attendance (e.g. video link).]</i>			
Apologies <i>[List names and any relevant titles.]</i>			
<i>[Insert]</i>	1.	Opening formalities	
	1.1	The meeting was opened by the chair.	
	1.2	Apologies as listed above.	
	1.3	Confirmation of quorum: <i>[Insert – e.g. ‘There being X board members present the required quorum of Y is satisfied.’]</i>	
	1.4	The board confirmed the agenda <i>[Insert if applicable: ‘with the following changes...’]</i>	
<i>[Insert]</i>	2.	Register of gifts, benefits and hospitality	
		All board members present confirmed that their entries in the <i>Register of Gifts, Benefits and Hospitality</i> are complete and correct <i>[Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes]</i>	
<i>[Insert]</i>	3.	Register of interests	
		All board members present confirmed that their entries in the <i>Register of Interests</i> are complete and correct <i>[Insert if applicable: ‘subject to the following additions/changes:’ then set out or attach any additions/changes]</i>	
<i>[Insert]</i>	4.	Conflicts of interest	
		‘The board noted that there were no conflicts of interest (real, potential or perceived) in relation to any item on the agenda.’ <i>OR, if a conflict of interest is declared, record:</i> <ul style="list-style-type: none"> • <i>who declared the conflict;</i> • <i>a description of the interest and conflict (\$ value need not be recorded);</i> • <i>the board’s decision on whether the conflict is ‘material’ (serious); and</i> • <i>the board’s decision on what action will be taken to manage the conflict.</i> 	

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Start time	No.	Item	Actions arising (if any) who responsible; due date
[Insert]	5.	Minutes of previous meeting	
	5.1	The board endorsed the minutes of the previous meeting <i>[insert meeting no. and/or date]</i> as complete and accurate. <i>[Insert if applicable: 'subject to the following amendments ...']</i>	
	5.2	<i>[Insert – e.g. 'The board noted the current status of actions arising from the previous meeting'.]</i>	
[Insert]	6.	Priority item A – <i>[insert title, e.g. Mitigation of flood risk]</i>	
		<p>Description <i>[Insert – e.g. 'Action to be taken to mitigate the flood risk to Wombaton.']</i></p> <p>Key factors <i>[Briefly note key factors material to the board's decision. Avoid details of 'who said what'.]</i></p> <p>Decision/outcome <i>[Insert - e.g. 'The board voted seven in favour, nil in dissent, for Option B - Levee banks' OR 'The board voted five in favour, two in dissent, for Option B - Levee banks.'</i></p> <p>- Voting in favour: <i>[Insert names of board members voting in favour OR insert 'All']</i></p> <p>- Voting in dissent: <i>[Insert names of board members voting in dissent. If requested, briefly note key factors material to their decision here or above in 'key factors') OR insert 'Nil']</i></p> <p>- Abstained from vote: <i>[Insert if applicable – e.g. 'As a result of a conflict of interest, X was absent for all discussion and decision-making on this item' OR 'X abstained from the vote on the basis that he was attending remotely and was unable to satisfactorily read or be read Y document, which was tabled at the meeting and was relevant to the decision'.]</i></p>	
[Insert]	7.	Priority item B – <i>[insert title]</i>	
		<i>[As above.]</i>	
[Insert]	8.	Priority item C – <i>[insert title]</i>	
		<i>[As above.]</i>	
[Insert]	9.	Reports and operational matters	
	9.1	<p><i>[Insert title, e.g. CEO report]</i></p> <p>Key factors - <i>[Insert as above - e.g. 'No changes to the report as written.]</i></p> <p>Decision/outcome - <i>[Insert – e.g. 'The board noted the CEO's report.']</i></p>	
	9.2	<i>[As above.]</i>	
	9.3	<i>[As above.]</i>	
[Insert]	10.	Other business	
	10.1	<p><i>[Insert title and description]</i></p> <p>Key factors - <i>[Insert as above]</i></p> <p>Decision/outcome - <i>[Insert according to whether item for was for noting, decision, etc.]</i></p>	
	10.2	<i>[As above]</i>	
	10.3	<i>[As above]</i>	

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Start time	No.	Item	Actions arising (if any) who responsible; due date
[Insert]	11.	Next meeting	
		Meeting no. [insert] is scheduled for [insert date, time, and location.]	
[Insert]	12.	Meeting adjourns	
		The meeting was closed by the chair.	

[If a 'Roundtable evaluation' occurred – i.e. at the end of the meeting an assigned board member provided feedback on the meeting using standard criteria that the board has developed – this can be noted in the minutes.]

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