

Victorian Marine and Coastal Council

Council Meetings and Decisions Policy

POLICY STATUS	Current
VERSION	1
DATE	06/09/21
DUE FOR REVIEW	09/2022

1. Scope

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

2. Key principles

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

PART A – Council meetings

3. Chair's role at Council meetings

The chairperson (chair) appointed by the minister presides at Council meetings. If the chair is absent, the deputy chairperson appointed by the Minister. If both are absent, a member elected by the members present at the meeting preside at the meeting.

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

- the *Register of Interests*, the *Register of Gifts, Benefit and Hospitality* and all relevant policies (in particular, all Council policies) are present at the meeting and readily accessible to Council members;¹

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

- conflicts of interest are declared and managed in accordance with the Council's *Conflict of Interest* policy;
- Council 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
- Council meetings run in an effective and timely manner.

Overall, the chair balances the need to ensure that all Council 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.

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

4. Agenda

The chair schedules the Council'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 Council members and the executive officer (EO). He or she ensures that the Council'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) or key activities that the Council must undertake to meet its legal obligations. These are scheduled before 'reports and operational matters' to ensure that Council 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 Council may decide that these motions (e.g. 'the CEO's report is noted') are carried automatically unless a Council member requests that a particular item be moved to the main agenda. It is therefore imperative that Council 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 Council members with reasonable time to fulfil their obligation to:

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

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

5. Frequency of meetings

The usual frequency for Council meetings is every four to eight weeks, as required by the work program. The Council will meet at least seven times a year. Meetings are scheduled for the forthcoming year taking into account the annual work program.

6. Attendance at meetings by Council members

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

7. Attendance at meetings by non-Council members

Staff are normally expected to be present at Council meetings to support its work. Staff can take part in discussion but may not vote. The Chair may ask staff to leave a meeting in certain circumstances. A non-Council member who attends a Council meeting:

- must not participate in any Council discussions unless requested to do so by the chair; and
- never takes part in any Council 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-Council members; and
- if he/she is provided with any Council 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 Secretariat staff members of the Council (e.g. the EO) at a Council meeting is by invitation. If the Council requires an executive or staff member to attend a Council 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 Council to maintain its independence in decision-making, the chair will ensure that:

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.

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

Nominees not permitted

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

8. Gifts benefits and hospitality - standing agenda item

In accordance with the Council's policy on *Gifts, Benefits and Hospitality*, at the start of each Council meeting the chair will ask for all Council 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 Council 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 Council's policy on *Conflict of Interest*, at the start of each Council meeting:

Register of Interests

The chair will ask for all Council 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 Council 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 Council 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 Council in accordance with its *Conflict of Interest* policy. The standard procedure for a 'material' (serious) conflict of interest is for the Council 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 Council is collectively accountable to the Minister for its decisions. Each Council 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 Council 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 Council members to ask questions, express ideas, and offer opinions. Council members will treat one another with respect and courtesy during this process, and at all other times in their role as a Council member.⁴ Whilst the chair has a key role in ensuring that this occurs, all Council members share this responsibility.

Each Council 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.

Information and advice

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

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

The Council 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).

12. Quorum

The minimum number of Council members (i.e. quorum) who must **attend** the Council meeting, in person or remotely, and **participate** in a decision for it to be valid is: the majority

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).

of the Council members for the time being appointed (*Marine and Coastal Act 2018* clause 21(3)).⁵

If a Council 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 Council proceeds with making a decision.

Proxy or absentee decision-making is not permitted

Proxy or absentee voting is not permitted. Only Council members who attend the meeting, in person or remotely, are part of the quorum.

13. Formal voting

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

Each decision will be made by **formal vote**.⁶ A decision is determined by: a majority of votes of members present and voting on that question (*Marine and Coastal Act* clause 21(4)).

- The chair, or other member who is presiding at the meeting, has a deliberative vote (clause 21(2)(a)).
- In the event of an equality of votes on any question, the chair, or other member who is presiding at the meeting, has a second or casting vote (*Marine and Coastal Act* clause 21(2)(b)).

14. Ensuring decisions are valid

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

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

In addition, certain decisions of the Council 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)*].

⁵ For details of what constitutes 'attendance' at a Council 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'.

15. Ensuring decisions are in the public interest

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

Attendance and quorum

- Council members attending, apologies, and confirmation of a quorum.
- If a Council 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-Council members attending and the times and agenda item(s), or part thereof, for which they are present.
- The time members and guests arrive, leave and return to the meeting, and the time of meeting breaks, will be recorded in the minutes.

Agenda items

- Information on standing items (e.g. *Register of Gifts, Benefits and Hospitality; Register of Interests*; declarations and management of conflicts of interest).

Decisions

- Each Council decision.
- The vote, including:
 - the number of Council members voting in favour of and against the resolution, with the option for those voting in favour or against to choose to be named in the minutes;
 - 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 Council's decision (including arguments for and against) 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 Council members for review.

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

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

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

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

17. Resolutions without meetings

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

If **every** Council member sees a document setting out a proposed resolution of the Council (or an **identical** copy thereof) and the majority sign a statement at the bottom of that document (or identical copy), or indicate their agreement by email, that they are in favour of the resolution, then the resolution is deemed to have been passed at a Council meeting held on the day that the last Council member signs (or emails agreement). Each Council 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 Council meeting and must be dealt with accordingly. This includes being endorsed at the next Council meeting and retained as an enduring record of the Council's decision.

PART C – Other

18. Major risks

Consistent with section 81(1)(b) of the *Public Administration Act 2004*, if the Council determines there is a major risk (existing or emerging) to the effective operation of the Council, 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.

19. Confidentiality and the proper use of information

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

- will only be used for proper purposes. It will not be used to gain advantage for the Council member (or any other person) or to cause detriment to the Council.

⁷ As with other documents produced by the Council (e.g. *Register of Interests*), Council minutes are a public record. However, this does not mean they are automatically 'open to the public'. Unless the Council 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 Council can contact the department, which can provide advice and assist the Council to assess whether the minutes are exempt from disclosure.

- will be kept confidential, even after the Council member resigns or otherwise leaves the Council.⁸

20. Obligations and good practice

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

- the establishing Act, being the Marine and Coastal Act;
- the public sector values in section 7 of the *Public Administration Act 2004 (PAA)*;⁹
- the 'duties of directors' (Council 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 Council meetings and the making of Council 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 Council.

21. Regular review of this policy

The Council 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 6 September 2021**.

22. Related policies

- Conflict of Interest
- Dispute Resolution

23. Further information

On Council (www.deeca.vic.gov.au/onCouncil), 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

Victorian Marine and Coastal Council Agenda - Council Meeting No. ###
Date and time
Location
Attendees

[w – written, otherwise verbal]

Time	Duration	Item	Action	Who
		Arrival		
		1. Member ‘in camera’ matters, as required. 2. Procedural matters <ol style="list-style-type: none"> 1. Chair’s welcome and opening remarks 2. Process Matters <ol style="list-style-type: none"> a) Acknowledgement of traditional owners of the land b) Apologies, confirmation of a quorum and agenda c) Register of gifts, benefits and hospitality d) Register of interests and conflicts of interests e) Correspondence f) Minutes from previous meeting g) Matters pending 		
		3. Priority item A		
		4. Priority item B		
		5. Priority item C		
		6. Reports and operational matters (Routine items, usually for noting) <ol style="list-style-type: none"> 1. Item 1 2. Item 2 		
		7. Other business		
		8. Future Meetings and Forward Agenda		
		9. Meeting reflection <ol style="list-style-type: none"> 1. Confirmation of length of meeting for sitting fees 		
		Meeting close		

Appendix 2 – Template for minutes of Council meeting

Victorian Marine and Coastal Council Minutes - Council Meeting No. ###
Date and time
Location
Chair (or presiding member)
Attendees (Council members) <i>[List Council members in attendance and any relevant titles (e.g. Deputy Chair). If a Council 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. 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>

Time	Item	Actions
	1. Procedural Matters	
	1.1 Chair’s welcome and opening remarks 1.2 Process matters a) Acknowledgement of traditional owners of the land b) Apologies, confirmation of a quorum and agenda There being X Council members present the required quorum of Y was satisfied. The Council confirmed the agenda <i>[Insert if applicable: ‘with the following changes...’]</i> c) Register of gifts, benefits and hospitality All Council 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> d) Register of interests and conflicts of interests All Council 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> ‘The Council 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"> • who declared the conflict; • a description of the interest and conflict (\$ value need not be recorded); • the Council’s decision on whether the conflict is ‘material’ (serious); and <i>the Council’s decision on what action will be taken to manage the conflict.</i> e) Correspondence f) Minutes from previous meeting	

	<p>The Council 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>]</p> <p>g) Matters pending 'The Council noted the current status of actions arising from the previous meeting'</p>	
	Priority items	
	<p>2. Priority item A</p> <p>Summaries the item, key factors, the decision/outcome, the number voting in favour or in dissent and the Council members abstaining (and reason)</p>	
	<p>3. Priority item B</p> <p>Summaries the item, key factors, the decision/outcome, the number voting in favour or in dissent and the Council members abstaining (and reason)</p>	
	<p>4. Priority item C</p> <p>Summaries the item, key factors, the decision/outcome, the number voting in favour or in dissent and the Council members abstaining (and reason)</p>	
	Other issues	
	<p>5. Reports and operational matters (Routine items, usually for noting)</p> <p>1. Item 1 Title, key factors, decision/outcome</p> <p>2. Item 2 Title, key factors, decision/outcome</p>	
	<p>Other business</p> <p>Title, Key factors, Decision/outcome</p>	
	Future Meetings and forward agenda	
	Meeting reflection	
	Meeting Close	