Alpine Resorts Victoria

BOARD MEETING AND DECISION-MAKING

ARV Corporate Policy

1. Statement

The purpose of Board meetings is to enable Board members to exchange information and views, consider issues, and make decisions that are in the public interest (the best interests of the agency). The Board is collectively accountable to the Minister for the Environment for its actions and decisions.

2. Scope

This policy identifies meeting and decision-making procedures that apply to the Board and any of its designated Subcommittees.

3. Requirements

3.1. Key Principles

- Obligations and good practice: the Board acts in accordance with its obligations and with good governance practice.
- Public interest: the Board ensures that the functions and objectives of the organisation (as set out in the establishing Act being the Alpine Resorts (Management) Act 1997 (the ARM Act)) are properly fulfilled. Board members act in the public interest, collectively and individually.
- Purpose of meetings: Board meetings are used to obtain information, consider issues, exchange views, and make decisions that are in the public interest.
- 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.
- Collective accountability: the Board is collectively accountable to the Minister for its decisions. Each Board member participates actively in each decision.

3.2. Chair's role at Board meetings

The chairperson (chair) appointed by the Minister for Environment presides at Board meetings. If the chair is absent, the deputy chairperson, who is also appointed by the Minister, presides. If both are absent, the Board appoints a Board member who is present to preside at the meeting.

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

- the *Register of Interests* and the *Register of Gifts, Benefit and Hospitality* are reviewed;
- 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; 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.

3.3. 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). The chair 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 following agenda unless good and fair reason exists to vary from it.

- **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.

3.4. 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 seven 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.

3.5. Frequency of meetings

The Board will meet at least 6 times per year. Meetings are scheduled by November for the forthcoming year and take into account the annual work program.

3.6. Extraordinary ('special') meetings

The chair can call an extraordinary meeting when required. The procedure for calling an extraordinary meeting of the Board is pursuant to section 32 of the ARM Act. An extraordinary meeting of the Board will only be called on an 'as needs' basis within the context of the urgency/time sensitive nature of the matter to be discussed or resolved.

3.7. Attendance at meetings by Board meetings

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.

3.8. Remote attendance

Attendance in person at a Board meeting is preferable. However, the Chair may permit a Board member to attend remotely provided that the member will be properly able to:

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

Attending via video link is considered a suitable means of remote attendance. 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 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, they will abstain from that decision.

3.9. Attendance at meetings by non-Board members

A non-Board member may only attend a Board meeting if they are 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.

3.10. External guests

The chair will advise external guests (e.g. an expert consultant) that, as a condition of attending the meeting, they:

- must refrain from discussing any matters raised at the meeting with non-Board members; and
- must return or destroy all Board papers provided (if any) immediately after the meeting, unless specific alternative arrangements are made for their use and return.

3.11. 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 they are 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).

3.12. Nominees not permitted

A Board member cannot nominate another person to attend a Board meeting on their behalf or exercise any of their decision-making powers or rights as a Board member.

3.13. 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.

3.14. 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 ARV's 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.

3.15. 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.**

3.16. 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.[1] 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.

3.17. 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).

3.18. 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 the majority of the Board members.

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.

[1] 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).

3.19. Proxy or absentee voting

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

3.20. 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 should be made by **formal vote** as per the general proceedings outlined in section 32(5) of the ARM Act which states that:

"A question arising at a meeting must be determined by a majority of votes of directors present and voting on that question and, if the voting is equal, the person presiding has a casting vote as well as a deliberative vote."

Out-of session (circular resolutions) decisions also require a majority of votes of directors voting on that question and, if the voting is equal, the person presiding has a casting vote as well as a deliberative vote.

3.21. 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 ARV;
- the quorum and decision-making process specified in the ARM 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.

3.22. 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 Board Integrity Framework (Code of Conduct) Policy); and
- consistent with government policy; ARV's strategic and business plans; and any directions, guidelines, and/or statements of obligation or expectation issued by the Minister.

3.23. Minutes

The CEO and Board Executive Assistant 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 the member 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**
    - Pertinent discussion points under each agenda item.
    - Information on standing items (e.g. Register of Gifts, Benefits and Hospitality; Register of Interests; declarations and management of conflicts of interest).

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- **Decisions**
  - Each Board decision.
  - The vote, including:
    - A mover and a seconder, who will be noted by name;
    - How many people voted in favour of the resolution;
    - Identifying anyone who dissents;
    - Identifying anyone 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 should be sent to the chair for review. The minutes should then be endorsed by the Board at the next Board meeting.

The chair should sign the endorsed minutes, or endorse their digital signature being added to the minutes, on behalf of the Board following that meeting.

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

3.24. Circular Resolutions

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 via circular resolution.

Circular resolutions via email are an available mechanism that allows for a resolution to be passed without a meeting of the Board. Circular resolutions are used when timing for a decision is required prior to the next scheduled Board meeting. It should not be used for matters which require extensive presentations by management or discussion amongst Board members.

The circular resolution should be reported to the next scheduled Board meeting and recorded in the Circular Resolution Register (for Board decisions) or minutes (for subcommittees decisions) of that meeting.

3.25. Major risks

Consistent with section 81(1)(b) of *the Public Administration Act 2004* (the PAA), 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 Energy, Environment and Climate Action (DEECA) of the risk, and of the management systems that are in place to manage the risk.

3.26. Confidentiality and the proper use of information

Any information that a Board member receives in their 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.[2]

3.27. 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:

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

- the ARM Act.
- the public sector values in section 7 of the PAA;[3]
- 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 Board Integrity Framework (Code of Conduct) which suffices 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.

4. Responsibilities

Position	Responsibility
Chairperson	To manage meetings and oversee decision making in alignment with this policy To apply a casting vote in any formal vote, where required
Board Directors	To act in way that is consistent with this policy and to assist the chair with its implementation
CEO	To develop and direct the development of papers to be considered by the Board to enable informed decision making
Executive Assistant	To support the Board in coordinating meetings, agendas, papers and minutes in alignment with the requirements of this policy.

5. Legislation

- Alpine Resorts (Management) Act 1997
- Public Administration Act 2004
- Public Records Act 1973

6. Related documents

- Board Charter
- Board Integrity Framework (Code of Conduct)
- Conflict of Interest and Duty Policy
- Dispute Resolution Policy
- Delegations and Common Seal Policy
- Gifts, Benefits and Hospitality Policy
- Fraud and Corruption Policy

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

7. Definitions

Term	Definition
Board	The Board of Directors of ARV appointed by the Minister for Environment in alignment with the ARM Act.
Chairperson	The director responsible for the leadership of the Board as appointed by the Minister for Environment.
Subcommittees	ARV Board subcommittees including the Finance, Risk & Audit Committee, the People, Culture & Remuneration Committee and the Assets, Land & Environment Committee.

8. Approval and implementation

Policy Custodian	Policy contact details	Approval Date	Approver
CEO	info@alpineresorts.vic.gov.au	September 2026	Board

9. Version Control

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