

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 portfolio minister 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 Board Meetings

The usual frequency for Board meetings is as per agreed by the Board and tabled in November of each year or pursuant to section 32 of the ARM Act. The Board should meet at least six times a year.

The Board Chairperson and CEO agree on Board meeting agenda. 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 materials, consider the issues and prepare for the meeting.

The Chairperson should be satisfied 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.
- 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.

The Board's focus at these meetings is on the achievement of the objects of the ARM Act, together with those set out in other planning and policy documents of its shareholder, the Victorian Government and in adopted and approved plans of ARV.

3.2 Extraordinary meetings

The Chairperson should 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.

3.3 Circular resolutions

Circular resolutions are an available mechanism that allows for a resolution to be passed without a meeting of Board Members. 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) of that meeting.

3.4 Attendance at Meetings

Board members are expected to attend all Board meetings. A minimum attendance of 75% is required unless good reason exists otherwise. Board members are expected to:

- Attend, be prepared and participate in a constructive manner at Board meetings.
- Maintain the confidentiality of information obtained in the course of one's duties.
- Have read and understood the good practice guidelines set down for members of public sector boards; and
- Observe the requirements of the Code of Conduct and any operational protocols adopted for conduct of Board members and meetings.

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.

3.5 Remote Attendance

The Chairperson of the Board may permit a Board member to attend remotely if they should be properly able to participate in the collective discussions of the Board.

A Board member who wishes to attend a Board meeting remotely will contact the Chairperson as soon as practicable to ascertain the Chairperson'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.

A series of separate telephone calls does not constitute a meeting as the board cannot participate in collective discussion.

3.6 Attendance by Non-members

A non-board member may only attend a board meeting if invited by the chair or another member on behalf of the board. It is up to the board to determine the item(s), or part thereof, which the invited guest may attend. A non-board member must not participate in any board discussions unless requested to do so by the chair and never takes part in any board decision.

a. *External Participants*

The chair will advise external guests that, as a condition of attending the meeting, they must refrain from discussing any matters raised at the meeting with non-board members. If the external guest is provided with any board papers, access is limited to during the meeting, unless specific alternative arrangements are made for their use and return.

b. *Executive and Staff*

The presence of executive or staff members of the agency at a board meeting is by invitation. 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, there should be opportunity during each board meeting when no executive or staff member is present.

3.7 Role of the Chair

The Board Chairperson is appointed by the Minister for Environment (Minister) and presides at Board meetings. If the Chairperson is absent, the deputy Chairperson 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 Chairperson or presiding member at a Board meeting includes ensuring that:

- Conflicts of interest are declared and managed in accordance with the Board's *Conflict of Interest and Duty Policy*
- Board members have an interest (a private interest or a duty to another organisation) in respect to any item on the agenda, even if it is already recorded in the Register of Interests
- Any new additions to the Register of Gifts, Benefits and Hospitality Policy are declared
- 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 Chairperson 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.

All board members have a duty to:

- actively support the chair in his/her role; and
- assist in ensuring that board meetings and decisions occur in accordance with board policy.

In the event of a dispute between Board members, Board Dispute Resolution should be applied

3.8 Decision Making Principles

The following key principles underpin ARV's decision-making:

- a. Obligations and good practice: the Board acts in accordance with its obligations and with good governance practice.
- b. Public interest: the Board ensures that the functions and objectives of the organisation (as set out in the ARM 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 member is present (other than, if required, a 'non-executive' minute taker).

3.9 Collective accountability

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

3.10 Due consideration

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

- 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 should be an appropriate opportunity for all Board members to ask questions, express ideas, and offer opinions.

Board members should treat one another with respect and courtesy during this process, and at all other times in their role as a Board member. Whilst the Chairperson has a key role in ensuring that this occurs, all Board members share this responsibility.

Each Board member should balance respect for the expertise of others with their own duty to speak up, ask questions, and ensure that they are satisfied that the correct decision is made.

3.11 Information and advice

The Board should 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 Chairperson); and
- External reports from independent sources, as required.

The Board should 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).

3.12 Quorum

The minimum number of Board members who must attend the Board meeting, in person or remotely, and participate in a decision for it to be valid is defined by section 32(4) of the ARM Act as *being – “a majority of the Board members for the time being appointed”*. For clarity, this will be at least 50% of total Board or Subcommittee members plus one.

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 Chairperson will check that a quorum still exists before the Board proceeds with making a decision. Proxy or absentee voting is not permitted. Only Board members who attend the meeting, in person or remotely, are part of the quorum.

3.13 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 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.

3.14 Ensuring decisions are valid

The Board should 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.

3.15 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.

3.16 Minutes

The Executive Assistant of the CEO should record the minutes of each Board meeting or should arrange for someone else to do so. The minutes should be an accurate record of the meeting, including:

1. 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.

2. Agenda items

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

3. 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 should be sent to the Chairperson for review. The minutes should then be endorsed by the Board at the next Board meeting.

The Chairperson 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.

3.17 Major Risks

Consistent with section 81(1)(b) of 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 of the risk, and of the management systems that are in place to manage the risk.

Section 47 of the ARM Act provides that ARV must immediately notify the Minister if it is of the opinion that matters have arisen that may prevent or significantly affect the achievement of the objectives of ARV under the corporate plan, or financial targets under the plan.

3.18 Confidentiality and proper use of information

Consistent with the Victorian Public Sector Commission's *Code of Conduct for Directors of Victorian Public Entities*:

- Directors use the information they gain in the course of their Board duties only for its intended purpose. They do not use the information, including privileged information or commercially sensitive information, to obtain an advantage for themselves or another person or to cause detriment to the public entity.

- Directors are well informed about freedom of information, privacy and protected disclosure legislation. They respect confidentiality and use their discretion, prudence and good judgement when deciding how to treat information.
- Directors only disclose official information or documents when required to do so by law, in the legitimate course of duty, when called to give evidence in court or when proper authority has been given. They confine their comments to facts and do not express personal opinion on official policy or practice.
- Any information that a Board member receives in his/her role will be kept confidential, even after the Board member resigns or otherwise leaves the board.

4. Legislation

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

5. Related documents

- Board Charter
- Board Integrity Framework (Code of Conduct)
- Conflict of Interest and Duty Policy
- Dispute Resolution Policy
- Delegations Policy
- Gifts, Benefits and Hospitality Policy
- Risk Management Policy

6. Approval and implementation

Policy Custodian	Policy contact details	Approval Date	Approver
CEO	policyregister@alpineresorts.vic.gov.au	February 2025	Board

7. Version Control

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Comments: This policy replaces all Board and Subcommittee Meetings and Decision-Making Policies within all Victorian Alpine Resorts from the date of approval.