Board meetings

NSW has more than 34,000 Crown reserves—land set aside on behalf of the community for a wide range of public purposes such as environmental and heritage protection, recreation and sport, community halls and open space.

The Crown reserve system is owned by the NSW Government on behalf of the people of NSW. The broader community expects that Crown reserves will be managed with transparency, integrity and good governance. The NSW Department of Industry appoints Crown land managers (CLMs) who are responsible for the care, control and management of Crown reserves.

This guide on conducting board meetings is part of a suite resources designed to help CLMs administer their duties and enable a consistent approach to the governance of Crown reserves. The resource provides a brief overview on managing board meetings as well as relevant templates.

This resource is aligned to the Crown reserve code of conduct—a guide for a minimum standard of behaviour and ethical decision making. In reference to board meetings, the code states:

*‘We treat each other with respect and promote an environment that enables us to work as a team to deliver benefits to our communities across NSW’*

The department expects all Crown reserve stakeholders to uphold these values and comply with the code of conduct in the performance of their duties.

Respect people, work as a team and value others

The ability to plan a successful meeting is a vital skill for all businesses and groups. A successful, and properly organised meeting, should enable all attendees to discuss agenda items, working together respectfully and collaboratively to reach decisions.

CLM board meetings need to be well organised and keep to the allocated time. Meeting effectiveness can be increased by being organised, respectful of diverse opinions, willing to listen and staying focussed on the topics.

Roles and responsibilities

A successful meeting should have three main roles to ensure the purpose of the meeting is fulfilled. There may be additional roles included in a meeting as appropriate, for example treasurer, secretary or guest speaker.

**Chairperson**

The chairperson’s role is to plan, coordinate, manage and facilitate the meeting.

Their responsibilities are to:

- welcome everyone to the meeting
- ensure the meeting starts on time
- introduce each section of the agenda as the meeting progresses
- facilitate and control the meeting in a way that encourages constructive discussion(s) and decision making
- re-focus discussion if it has wandered off topic
- clarify misunderstandings and highlight important points
- ensure all members are involved (i.e. not allowing one or two people to dominate)
- formally call the meeting to a close and thank attendees for the contributions, announce time and date of the next meeting.
**Deputy Chairperson**

The deputy chairperson assists and supports the Chairman. The deputy chairperson may serve as the chairman in their absence or when a motion involving them is being discussed. The position should have a good working relationship with the Chairman.

**Treasurer**

The treasurer is key to keeping the organisation’s finances in order. The position requires time, dedication and financial expertise. The treasurer is the person who does the actual work—organise bank accounts, deposit cash and cheques, pay the bills, keep the books in order, draw up a budget, and regularly keep track of the outgoings and incomings through the year so that the Crown land manager knows how well it is keeping to budget. It is recommended that a treasurer's report be a standing meeting agenda item.

**Secretary**

The main role of the secretary is to support the chairperson and to maintain effective records and administration. This means that the secretary is the person who makes the arrangements for the meeting and keeps formal records of the board’s process and decisions (i.e. the minutes of the meeting).

The secretary often acts as an information and reference point during a meeting for the chairperson and other attendees, which may include one or more of the following:

- clarifying past decisions and/or actions
- confirming legal requirements
- retrieving relevant documentation
- summarising the previous meetings minutes, including decisions and actions
- conveying any important correspondence that has been received
- recording the minutes of the meeting

After the meeting the secretary should circulate the minutes of the meeting to all attendees (including any apologies) in a timely manner.

**Attendees**

All attendees, regardless of their role in the meeting, are contributors to all aspects of the meeting, including the agenda.

All attendees are meeting participants who should contribute to discussions, brainstorming, strategic planning, and decision-making.

Other responsibilities include:

- undertaking any necessary preparation prior to the meeting
- arriving on time
- keeping an open mind and participating
- listening to the opinions of others and respecting them
- avoiding dominating the proceedings, conflict situations and side conversations that distract others
- asking questions to clarify understanding
- noting down any actions agreed upon.

After the meeting, attendees should read the meetings minutes, undertake any agreed action they have been assigned and brief others as appropriate.
Procedures

CLM board meetings do not need to be excessively formal. However, observing basic meeting procedures and appropriate record-keeping will assist in maintaining the public’s confidence in the operation of the Crown land manager. The frequency of CLM board meetings will depend on issues such as the size of the reserve and its board, the nature of its operations or its dealings with third parties.

Quorum

A quorum identifies the minimum number of people needed to be present at a meeting before it can officially begin and before official decisions can be taken. The quorum for a meeting of the board is a majority of its board members.

Notice of meetings and agenda

Notice of each meeting and an agenda must be circulated to the members of the CLM board before each meeting.

Voting

Where an issue requires action, or where a contract or agreement is to be entered into, the matter must be agreed upon by a resolution of the CLM board. All members, including ex officio members and the person chairing the meeting, have one vote on resolutions. A resolution is approved if a majority of the votes cast are in favour of it. If the votes are tied, the person chairing the meeting has a second or ‘casting’ vote.

A member cannot vote on a matter in which they have a financial or non-financial interest unless the CLM board has agreed that they can do so. Where a member has a financial or non-financial interest, or other conflict of interest, they should not only abstain from voting, but also absent themselves from the discussion and the voting to enable free and frank discussion of the matter at hand by the other members.

Minutes

Minutes should indicate which CLM board members are responsible for following up any action agreed at the meeting.