



Kullilli Bulloo River Aboriginal Corporation

ICN: 7224

ABN: 47 932 054 681

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Board of Director Meetings and Attendance Policy

Policy: Board of Director meetings are held in accordance with Rule 11 of the KBRAC Rule book.

Board meetings are held as often as necessary but at least every three months and usually in Brisbane CBD.

Directors attendance at Board Meetings is critical to the success of the PBC and must have a quorum at each meeting so as decisions can be made.

Definitions: An **Agenda** is the notice sent to Directors in accordance with Rule 11.2, it sets out the order of proceedings for a scheduled meeting.

The **Action Item Register** identifies actions and items that remain in abeyance from preceding meetings to be followed up.

A **Conflict of Interest or Material Personal Interest** is any interest that has the potential to influence the vote of an official. Directors have a duty to declare such interests in accordance with Rule 10.2 of the Rule book.

An **Emergency** Directors meeting is an unscheduled Directors meeting. The date and time for such meetings are confirmed by Director consensus via phone, text and email when the need for the meeting is notified by the PBC Office.

A **Guest** is a visitor that is invited to attend a Directors meeting.

An **Ordinary** Directors meeting is the agreed scheduled date and time for the next Directors meeting as set at the previous Directors meeting.

A **Reasonable Excuse**, for the purpose of this policy, relates to Sorry Business of immediate family. And, unexpected circumstance that did not exist when a meeting was called.

Standing Orders are the order of proceeding for a meeting as notified in the Agenda.

A **Quorum** in accordance with Rule 11.3 *is a majority of the directors, and the quorum must be present at all times during the meeting.*

Procedure:

Agenda

The Board of Direct Meeting Agenda sets out the order of proceedings for the meeting. It is to be prepared by the PBC Coordinator and circulated to all the Directors (Rule 11.2(d)).

Directors must confirm they are available to attend the notified meeting.

- Notice for an Ordinary Directors meeting is to be received by mail no later than seven days prior to the meeting.
- Notice for an Emergency Directors meeting is to be received by email, text or phone call no later than three days to the Meeting.

Guests

Board of Director meetings are confidential, guests may only attend all or part of any Board meeting from time to time, on the agreement and invitation only of the Board of Directors prior to the scheduled Meeting



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Standing Order of Meetings

The following items are the standard Order of Meeting proceedings:

- Recording of Directors who are present
- Recording of visitors and the capacity in which they are attending the meeting
- Recording of apologies
- Declarations of Conflict of Interest
- Endorsement of the minutes of the previous meeting
- Addressing the Action Item Register
- Membership applications
- Confirmation of Aboriginality certificate application
- Noting of correspondence received
- Chairperson's or Delegated Director's Report
- Financial Reports
- Reports from any sub Committees established by the Board
- Operational Report against Strategic Plan
- General business (with a focus on matters of strategic importance)
- The quorum for Board meetings is a majority of Directors at any given time.
- The PBC Coordinator or delegated officer must provide executive support for the meetings.

Action Item Register

The Action Item Register is an internal document that is used to identify items and actions to be followed up from each Board Meeting. An action item register is to be prepared and be tabled at each Board Meeting. The Register should include:

- a) Board Meeting Date
- b) Action Item
- c) Resolution Number (if relevant)
- d) Person Responsible
- e) Timeframe for Completion
- f) Status Update

Director Attendance at Meetings

Meetings are to be attended by all Directors and the PBC Coordinator (or delegated operational staff member), in a non-voting capacity only. Directors who are not able to attend a Board meeting should provide apologies to the PBC Coordinator in advance of the meeting.

- Directors must arrive at the meeting prior to the meeting start time, for the purpose of reading previous minutes and any other meeting papers that may require advance knowledge. If meeting documents are provided prior to the meeting, for example by post or email, Directors are required to read the documents prior to the start of the meeting.
- Directors are required to be present for the whole duration of the meeting. If a Director leaves a Board meeting prior to its completion, on more than three occasions, the Board will request that the Director reconfirm their ability to commit to their duties and may ask the Director to stand down from the position and/or act following the procedures outlined in Rule 8.10.2 of the Rule Book – the directors may remove a director.



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- If a Director is unable to attend a scheduled meeting for which they have received the required notice, their apology must be provided to the PBC Coordinator in advance of that meeting.
- If a Director is absent from three (3) consecutive scheduled meetings of the Board, without advance apologies and a *reasonable excuse* being provided for each of those absences, the Board may act following the procedures outlined in Rule 8.10.2 of the Rule Book – the directors may remove a director.

Reasonable excuse is not a recurring reason and is considered as:

- *Sorry Business of immediate family (this does not include funerals, as sufficient notice of immediate family funerals is expected)*
- *Unexpected illness (a medical certificate must be provided)*
- *Unexpected urgent personal matters*
- *Unexpected family commitments*

Note – unexpected means that you were not aware of the circumstance when the meeting was notified.

- If a Director is regularly unable to attend Board Meetings, other than consecutive absences, the Board shall give notice in writing to the Director of their breach of the Board code of conduct and request that they provide a written commitment on their ability to attend future board meetings on a regular basis when scheduled.
- If the Director continues **not** to meet their commitment, the Board will notify members in the next General Meeting notice proposing to remove the director from office due to a breach of the Board Code of Conduct.

Related Documents:

1. The Rule Book for Kullilli Bulloo River Aboriginal Corporation RNTBC (ICN 7224) registered by a delegate of the Registrar on 14 July 2016.
2. Board of Directors Code of Conduct Policy and Agreement.