



# **Eastern Waste Management Authority**

Trading as

**East Waste**

## ***Code of Practice***

## ***Meeting Procedures***

**Adopted: May 2013**

This Code sets out the commitment of the Eastern Waste Management Authority (the Authority) to conduct the meetings of the Board in a manner which contribute to open, transparent and informed decision making and in accordance with all legislative provisions relevant to the Authority.

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## **Legislative Context**

The Eastern Waste Management Authority (the Authority) is a regional subsidiary established under the Local Government Act (the Act) established by the following Constituent Councils for the collection and disposal of waste:

- Adelaide Hills Council
- City of Burnside
- City of Campbelltown
- City of Norwood, Payneham and St Peters
- City of Mitcham
- Corporation of the Town of Walkerville.

Schedule 2, Part 2 of the Act details the legislative provisions applicable to a regional subsidiary. In particular Clause 21(Proceedings of board of management) is the basis of this Code of practice.

The Code of Practice also meets all the requirements of the Charter of the Authority.

## **Principle**

The Code is based on the principle that meetings of the Board are fair and contribute to open, transparent and informed decision making.

## **The Board of Management of the Eastern Waste Management Authority**

The Board of Management of the Authority (the Board) is comprised of seven Directors – one person appointed by each of the six Constituent Councils and one independent person appointed jointly by the Constituent Councils.

The independent person takes the role of Chair, and represents the Authority in relations with the media and the public generally.

The Board has appointed a Chief Executive Officer (called the General Manager) to support the Board.

## **Decisions of the Board**

Each Director present at a meeting of the Board has one vote, and if the votes are equal the Chair does not have a casting vote.

A decision carried by a majority of votes cast by the Directors at a meeting of the Board is a decision of the Board except where legislation requires alternative arrangements.

A decision of the Board may be made in writing and not at a meeting. This requires the General Manager to distribute to all Directors a copy of the proposed resolution, and the Directors to return to the General Manager in accordance with the specified timeframe a record of their vote on the proposed resolution. The decision will be determined by simple majority, and the General Manager will advise all Directors of the outcome of the decision within 48 hours of the closing date.

The Board may only give effect to a Special Decision if the Constituent Councils unanimously vote in favour of a Special Decision. Special Decisions include:

- Adopt or vary a Business Plan
- Adopt or vary an Annual Plan
- Delegate the authority of the Board to any other person than the General Manager
- Other Special Decisions are listed in clause 19(d) of the Charter of the Eastern Waste Management Authority.

## **Board meetings**

### **(1) General**

The Chair presides at all meetings of the Board. In the absence of the Chair, the Deputy Chair exercises the Chair's functions at a Board meeting.

A quorum for a Board meeting is the number determined by dividing the total number of Directors by two, and adding one (ignoring any resulting fraction). Any variation to this definition must be formally approved by a unanimous decision of the Constituent Councils.

Meetings of the Board are open to the public. However the Board may consider it necessary and appropriate to consider information or a matter in confidence, and therefore exclude any members of the public and any unauthorised persons from the meeting. More detail is provided in the Code of Practice Public Access to Meetings and Documents.

Directors are required to declare any interest in a matter being considered by the Board at a meeting of the Board in accordance with the relevant legislation.

A Board meeting may be held by telephone or video conference provided at least a quorum of Directors is personally present at the meeting.

The Board may agree to invite a person to attend a Board meeting as an observer or adviser.

### **(2) Ordinary meetings of the Board**

Ordinary meetings of the Board must be held at least quarterly and not scheduled before 5 pm unless unanimously decided by the Board. The Board will determine meeting times and venues. In the absence of a decision by the Board, the CEO in consultation with the Chair may determine a meeting time and place.

Agenda papers are distributed by the General Manager to each Director and each Constituent Council not less than three clear days prior to a meeting, and published on the Authority's website. The General Manager distributes copies of the minutes to each Director and each Constituent Council within seven days of the conclusion of a Board meeting, and published on the Authority's website.

### **(3) Special meetings of the Board**



The Chair or any two Directors may call a special meeting of the Board. They must give the General Manager a notice of the meeting which sets out the place, date and time of the meeting; states the general nature of the business of the meeting; and is provided at least one clear business day before the date of the meeting. The meeting must be held at a reasonable time.

The General Manager will advise all Directors of the special meeting, and at the same time arrange for the meeting notice to be displayed at the principal office of the Authority and each Constituent Council.

### **Operations Assistance Committee**

The General Manager may establish an Operations Assistance Committee. If this Committee is formed it is not bound by this Code of Practice. The nature of its meeting procedures will be determined by the General Manager. The General Manager will advise the Board should there be reason to establish the Committee.

### **Governance**

The Code will be reviewed annually by the Board. However the Board has the discretion to review the Code at any time to take into account any significant new information, legislative, or organisational change which may warrant an amendment to this document.

A review of the Code is conducted in consultation with the Constituent Councils.

Copies of the Code are available from the East Waste website [www.eastwaste.com.au](http://www.eastwaste.com.au) or the Authority's office at 1 Temple Court Ottoway SA 5013.

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This Policy was approved by the Board at its meeting on 2 May 2013

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### *Review history*

*Nil*