

Code of Practice – Procedures at Meetings

1. Introduction

The Eastern Waste Management Authority (East Waste) is a local government regional subsidiary, established under the *Local Government Act 1999* (the Act) by the Member Councils of Adelaide Hills Council, City of Burnside, Campbelltown City Council, City of Mitcham, City of Norwood, Payneham & St Peters, City of Prospect, City of Unley and the Town of Walkerville with a vision that East Waste is ‘*the leading waste logistics company in Australia through the delivery of innovative collection and resource management services to our Member Councils & their Communities*’.

Requirements relating to meetings of the Board of Management (Board) are set down in the Eastern Waste Management Authority Charter (Charter). The Charter provides that the Board may determine its own procedure for the conduct of its meetings provided that the procedures are not inconsistent with the *Local Government Act 1999* or the Charter.

Schedule 2, Part 2 to 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 procedure.

2. The Board of Management of the Eastern Waste Management Authority

The Board of Management of the Authority (the Board) is comprised of nine (9) Directors – one person appointed by each of the eight (8) Member Councils and an independent Chairperson appointed jointly by the Member Councils.

3. Scope

- 3.1. This Code of Practice applies to all meetings of the Eastern Waste Management Authority Board, the East Waste Audit & Risk Management Committee, the General Manager Performance Review Committee and any other Committee as resolved by the Board.
- 3.2. Insofar as these Procedures are silent in relation to a matter relating to the conduct of meetings, the procedures shall be as determined by the Chair of the Board on a case by case basis.

4. Board Meetings

4.1. Ordinary Board Meetings

- 4.1.1. All meetings of the Board must take place at such times and places as are fixed by the Board, or, in default, by the General Manager in consultation with the Chair.
- 4.1.2. An ordinary meeting of the Board must be held on at least five (5) occasions in every calendar year and special meetings, subject to the adherence of clause 4.2 may be held otherwise as required.
- 4.1.3. Board Meetings will typically be held either in person or electronically. Hybrid meetings (that is one or more Members attending electronically when the majority are in-person) are discouraged. In exceptional circumstance with approval from the Board Chair or General Manager Members can attend an in-person meeting by electronic means.
- 4.1.4. When attending via electronic means (including video or telephone conference), a Board Member must provide advance notice and ensure facilities are available. Each of the Board Members taking part in the telephone or video conference must at all times during the meeting be able to hear and be heard by the other Board Members present. At the commencement of the meeting, each Board Member must announce their presence to all other Board Members taking part in the meeting.
- 4.1.5. Notice of meetings of the Board, with an accompanying agenda and papers, must be given by the General Manager to each Board Member at least three clear days of the date of the meeting.

4.2. Special Meetings

- 4.2.1. The Chair or any two Members 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 and states the general nature of the business of the meeting. The meeting must be held at a reasonable time.
- 4.2.2. Notice of the special meeting must be provided at least one clear business day before the meeting. The General Manager will advise all Members of the special meeting as soon as it has been called.
- 4.2.3. Agendas and papers will be distributed as soon as practicable after a special meeting of the Board is called.

5. Quorum

- 5.1. A quorum for a Board meeting is the minimum number of persons who need to be present to constitute a valid meeting. This is determined by dividing the total number of Directors by two and adding one (ignoring any resulting fraction). On current membership for the Board this is 5 attendees.

- 5.2. If the number of apologies received by the General Manager indicates that a quorum will not be present at a meeting the General Manager, in consultation with the Chairperson, may adjourn the meeting to a specified day and time.

6. Circular Resolutions

- 6.1. Clause 35.11 of the Charter enables the Board to make decisions by way of a circular resolution.
- 6.2. Only the General Manager in consultation with the Chair, may determine to give notice of a proposed resolution for the purposes of obtaining a decision of the Board by a circular resolution.
- 6.3. A decision by circular resolution is taken to have been made as and from the date that the General Manager has received a sufficient number of responses to a notice of proposed resolution to indicate that the majority of Directors have voted in favour of it. Where this occurs, the decision is as valid and effectual as if it has been passed at a meeting of the Board.

7. Conflicts of Interest

- 7.1. At the appropriate place on the Agenda the Chairperson will draw the attention of members to the need for them to declare any interests under sections 73, 74 75, 75A, 75B, 75C and 75D of the Act.
- 7.2. Members are expected to declare known material, general conflicts of interests promptly at the time the relevant item of business is called on by the Chairperson and give an explanation at this time of the type of conflict of interest, the nature of the interest including whether the interest is direct or indirect and personal or pecuniary and how they propose to deal with the interest.
- 7.3. 7.3 It is the responsibility of each Member to consider if they have an interest in a matter and seek advice prior to the meeting.

8. Voting

- 8.1. Each item of business is to be considered separately.
- 8.2. All matters will be decided by a simple majority of votes of the Board Members present at the meeting, except where the Charter provides otherwise.
- 8.3. Subject to complying with their statutory obligations, all Board Members present at a meeting must vote on each item arising for decision at the meeting.
- 8.4. The Chair, or other Member presiding in the absence of the Chair, has a deliberative vote only on a question arising for decision at the meeting and, in the event of an equality of votes, does not have a casting vote.
- 8.5. A decision carried by a majority of votes cast by the Members present at a meeting of the Board is a decision of the Board, unless legislation requires an alternative arrangement.

- 8.6. Clause 19 of the Charter stipulates that neither the Authority nor any person on its behalf may give effect to a Special Decision (as listed at clause 19) unless the Member Councils vote in favour of a resolution for the Special Decision by Absolute Majority.

9. Minutes

- 9.1. All minutes must be prepared and distributed to Board Members within seven (7) business days of the meeting to which they relate.
- 9.2. The minutes of the proceedings at a meeting must be submitted for confirmation at the next meeting or, if that is omitted, at a subsequent meeting.

10. Access to Meetings and Documents

- 10.1. Meetings of the Board are open to the public unless the Board otherwise resolves.
- 10.2. The agenda, minutes and all supporting reports and documents, with the exception of items that Board has resolved be kept in confidence, will be made available for public inspection on the East Waste website.
- 10.3. A person authorised in writing by a Member Council may attend (but not participate in) a meeting of the board of management and may have access to papers provided to Directors for the purpose of the meeting.
- 10.4. At any time, the Board or General Manager may agree to invite a person to attend at a Board meeting as an observer or adviser, or to deliver a presentation. In that instance, the person so invited will be bound by obligations of confidentiality.

11. Review of the Code of Practice – Procedures at Meetings

It is the responsibility of the General Manager to monitor the adequacy of the Policy and recommend appropriate changes. The Policy will be formally reviewed every 36 months or as needed.

12. Document History

Version No:	Issue Date:	Description of Change:
1.0	September 2024	New Document