

# **CENTRAL ADELAIDE WASTE & RECYCLING AUTHORITY**

## ***Code of Practice - Meeting Procedures***

**First Adopted May 2020**

**Reviewed June 2020 Next Review June 2021**

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## **1. LEGISLATIVE CONTEXT**

The Central Adelaide Waste and Recycling Authority (the Authority) is a regional subsidiary established under the Local Government Act (the Act) established by the following Constituent Councils for the purpose of managing waste, including receiving, processing and disposing of recyclable and other waste materials collected, primarily within the areas of the Constituent Councils:

- City of Charles Sturt
- City of Port Adelaide Enfield

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.

## **2. THE BOARD OF MANAGEMENT OF THE CENTRAL ADELAIDE WASTE AND RECYCLING AUTHORITY**

The Board of Management of the Authority (the Board) is comprised of seven members – the Chief Executive Officer and Mayor of each Constituent Council along with one person appointed by each of the 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 relation with the media and the public generally.

The Board also appoints an Executive Officer to support the Board.

## **3. BOARD MEETINGS**

### **3.1 General**

The Chair presides at all meetings of the Board. In the absence of the Chair, a member will act as Chair for the Board meeting.

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

A Board meeting may be held by telephone or video conference provided at least a quorum of Members is personally present at the meeting. 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 his/her presence to all other Board Members taking part in the meeting.

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

### **3.2 Decisions of the Board**

Each member 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 members present 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 Executive Officer to distribute to all Members a copy of the proposed resolution, and the Members to return to the Executive Officer in accordance with the specified timeframe a record of their vote on the proposed resolution. The decision will be determined by simple majority of those eligible to vote. Where a member declares a conflict of interest and does not vote they will be considered be ineligible to vote. A member who does not vote by the required timeframe will be taken to be absent and ineligible to vote. The Executive Officer will advise all Members of the outcome of the decision within 48 hours of the closing date.

In the instance that a tied vote occurs, members agree that the vote will be retaken, and members will vote in the same manner as the Chair.

### **3.3 Scheduling of Meetings**

Ordinary meetings of the Board must be held at least quarterly. The Board will determine meeting times and venues. In the absence of a decision by the Board, the Executive Officer in consultation with the Chair may determine a meeting time and place.

The Chair or any two Members may call a special meeting of the Board. They must give the Executive Officer 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. The meeting must be held at a reasonable time.

The Executive Officer will advise all Members of the special meeting within 4 hours of the meeting.

### **3.4 Agenda and Minutes**

Agenda papers are distributed by the Executive Officer to each Member electronically not less than three clear days prior to a meeting. The agenda will be in a template decided upon by the Board. This template is at **Appendix A**.

The Executive Officer distributes copies of the minutes to each Member within seven days of the conclusion of a Board meeting.

Chapter 6, Part 3 of the Act does not apply to the Authority. Only the notice of meeting will be available to the public via the website. Meetings of the Board will not be open to the public unless the Board otherwise resolves. The agenda, minutes and all supporting reports and documents will be confidential and not available for public inspection unless the Board otherwise determines.

### **3.5 Conflict Of Interest**

Members are required to declare any interest in a matter being considered by the Board at a meeting of the Board. Part 4, Division 3 of the Local Government Act deals with Conflict of Interest. These provisions extend to Board Members

If a member declares a material conflict of interest for an item being considered by the Board, they must leave the meeting (either physically or by disconnecting video or audio) so that the Member cannot view or hear the discussion or voting of that item. The minutes will include an account of the member's declaration and the time the member left the meeting.

If a member declares an actual or perceived conflict of interest for an item and the member makes the decision to leave the meeting (as detailed above), the minutes will include an account of the member's declaration and the time the member left the meeting.

If a Member declares an actual or perceived conflict of interest for an item and the member makes the decision to remain in the meeting, the minutes will include:

- an account of the member's declaration
- that the member remained in the meeting (either physically or virtually);
- the manner in which the member dealt with the conflict;
- if the vote is not unanimous how the member voted; and
- the manner in which the majority of the members voted.

Where a decision is made via written means, the member will declare to the Executive Officer their conflict in writing. If it is a material conflict the member will advise that they will not be participating in the vote or any discussion that occurs via email. If it is an actual or perceived conflict, the member will advise how they intend to deal with it. The Executive Officer will ensure that these conflicts are recorded with the resolution.

#### **4. COMMITTEES OF THE BOARD**

All meeting procedures apply to any committees of the Board unless specified differently.

##### **4.1 *Audit Committee***

The Audit committee is composed of

- Chair, appointed by the Constituent Councils (acting jointly) who is neither an officer or member of a Constituent Council and who is not a member of the Board
- two persons being one person appointed by each Constituent Council who is not a member of the Board and who is considered to have experience relevant to the functions of the Authority or, financial experience relevant to the functions of the audit committee.

The Audit Committee's Terms of Reference and Meeting Dates are resolved by the Board.

##### **4.2 *Other Committees***

The Board may establish an advisory or other committee to provide expert industry advice to the Board. The Board will approve a Terms of Reference for this Committee as well as decide its composition.

##### **4.3 *Executive Officer Established Advisory or Other Committee***

The Executive Officer may establish an advisory or other committee to provide expert industry advice to the Board. 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 Executive Officer. The Executive Officer will advise the Board should there be reason to establish the Committee.

## **5. REVIEW**

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.

This Code was approved by the Board at its meeting on 25 May 2020.

## APPENDICES

### Appendix A – Agenda Template

**AGENDA**  
**DATE: TIME:**  
**LOCATION:**

**Members:**

No	Item
1	<b>Meeting Opening</b>  1.1. Apologies  1.2. Conflict of Interest Disclosure  1.3. Previous Minutes  1.3.1. Confirmation of Minutes  1.3.2. Actions Arising
2	Items from Committee
3	Business Items
4	Other Business
5	<b>Meeting Close</b>  4.1 Next Meeting  4.2 Close