



2 HHH FM Limited
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CONDUCT OF MEETINGS POLICY

Policy number	HHHCM001	Version	1.0
Drafted by	Stephen Holland	Approved by Board on	20 July 2020
Responsible person	Company Secretary	Scheduled review date	By 19 July 2021

INTRODUCTION

It is important to ensure that meetings are conducted well so that:

- in making decisions, proper regard can be had to the views of the majority, of the minority, of individual members, of absentee members, and of all of these groups taken together; and
- decisions can be made efficiently and expeditiously, with due respect for the time and commitment of members of 2 HHH FM Limited and members of the Board.

Primary responsibility for this rests with the Chair. To achieve that, broad discretion and authority is given to the Chair to make rulings on questions of meeting procedure (subject to the limitations set out in this policy).

PURPOSE

This policy is designed to provide guidance on the appointment of the Chair and set out the parameters by which the Chair is to conduct meetings, to ensure that meetings are conducted well.

APPOINTMENT OF CHAIR

The Chair of 2 HHH FM Limited's Board shall be elected as laid down in the 2 HHH FM Limited Constitution.

Subject to anything in the Constitution/Rules:

- In the Chair's absence, the Vice-Chair shall preside as Chair at each General Meeting of the Organisation.
- If the Chair and the Vice-Chair are absent from a General Meeting or a Board meeting, or are unable to preside, or decline to preside, the Members present must elect one of their number to preside as Chair.
- Meetings of any Board sub-committees shall be chaired in the manner laid down by the Board in their terms of reference.
- A person should not preside as Chair over the part of a meeting concerning the election of the Chair, nor should the Chair give instructions as to the procedure to be followed, in respect of an election for the position of Chair. A temporary Chair should be appointed for that purpose to ensure a fair, unbiased election.

Policies can be established or altered only by the Board: **Procedures** may be altered by the CEO.

RESPONSIBILITIES

The Chair shall conduct meetings according to the Standing Orders (see Appendix A), and any other resolution of the Board.

Where the Standing Orders are ambiguous or contestable or silent, and there are no other Board directions given on the subject, the Chair has discretion to rule as to the practices to be followed.

Where there is continuing disagreement on any ruling by the Chair, any member may move a motion of dissent to the Chair's ruling. If this motion is seconded a vote shall be taken. If the motion of dissent is carried, the Chair's decision is reversed.

RELATED DOCUMENTS

- Constitution
- Standing Orders
- Conflict of Interest Policy
- Privacy Policy
- Transparency and Accountability Policy

AUTHORISATION

Date of Board Approval

2 HHH FM Limited

APPENDIX A

STANDING ORDERS

ELECTION OF MEMBERS TO THE BOARD

Members of the Board shall be elected or appointed by the method specified in the 2 HHH FM Limited Constitution.

NOTICE OF MEETING

Notice shall be given of General Meetings according to the provisions specified in the 2 HHH FM Limited Constitution.

QUORUM

The quorum for any General Meeting shall be as laid down in the Constitution. The quorum for any Board meeting shall be as laid down in the Constitution. The quorum for the meeting of any sub-committee shall be as laid down in the committee's Terms of Reference, or if not, there specified shall be as adopted by the committee.

At any point after the opening of a meeting, any member of the Board may call attention to the lack of a quorum. The meeting shall then terminate.

AMENDMENTS TO MOTIONS

A resolution put to a general meeting that has not yet been passed will be referred to as a "motion".

In circumstances where one or more members wishes to amend a motion prior to it being passed at a general meeting, the following process should be adopted:

1. The motion (in its original form) should be put to the meeting by the Chair.
2. A member may propose an amendment to the motion ("the amendment").
3. Another member can then second the amendment subject to the comment below about seconding.
4. The Chair should allow a reasonable opportunity to discussion of the amendment.
5. The Chair should then call a vote on the amendment. If the vote passes, the motion will be amended.
6. If a member wishes to make another amendment to the motion, then steps 2 - 5 should be followed again.
7. Once all the amendments have been made, the Chair should put the motion to meeting for a vote on whether to pass the motion or not.

Notwithstanding the above, the Chair should not allow any amendment to a motion to be put where:

- The proposed amendment introduces substantially new subject material.
 - Remember that members will have decided whether to attend the meeting on the basis of the notice of meeting. If the meeting considers subject matters not included in the notice, it could be unfair to members that are not present.

Policies can be established or altered only by the Board:

- The proposed amendment has the effect of negating the motion in its original form.
- There have already been two amendments, unless the Chair in his or her discretion believes there is good reason to allow more. That is, only two amendments should be moved to any motion, after which the meeting should debate and vote on the motion as amended, unless there is good reason to allow further amendments.

VOTING

Voting at all meetings shall be in accordance with the 2 HHH FM Limited Constitution.

MEMBERS' INTERESTS

The Chair should ensure that Board members are familiar with the Conflict of Interest Policy, and that the procedures required by that policy are observed by members of the Board.

SPEAKING

Members may speak to any motion when granted the right to speak by the Chair. The mover of any motion has the right to speak first on that motion for the time period allocated by the Chair.

The Chair shall grant priority to members who express an intention to move dissent with a decision of the Chair.

In speaking to any motion or amendment, members are to confine their remarks strictly to such motion or amendment and shall not introduce irrelevant matters or indulge in needless repetition. In this matter, the Chair's ruling is final and not open to challenge.

The Chair of a general meeting should provide a reasonable opportunity for members to ask questions of the Board, and any of the Board members. In all cases, the Chair should have regard to the following in determining what is reasonable:

- the purpose of the meeting;
- the time available at the meeting, and the need to ensure that there is sufficient time allocated to conduct the business included in the notice of meeting;
- the desirability of the meeting closing on-time;
- the relevance of the questions being asked to the business included in the notice of the meeting;
- the relevance of the questions being asked to the meeting as a whole and whether the matters being raised could be more appropriately addressed in another forum;
- the most appropriate person/s or entities to whom the questions should be addressed;
- the desirability of ensuring that members have an adequate opportunity to raise concerns about the governance of the [Name of Organisation]; and
- any other matter considered relevant by the Chair.

Policies can be established or altered only by the Board:

MINUTES

Minutes of any meeting of the Board shall be circulated to all members as soon as possible after that meeting, and before the scheduled date of the next meeting. The minutes shall record:

- the date, time and venue of the meeting;
- the names of those members and officers present;
- the name of the meeting Chair;
- any apologies tendered;
- any failure of a quorum;
- a list of items considered;
- any resolutions pertaining to those items; and
- details of any declarations of pecuniary interest.

Any other matters may be recorded at the discretion of the Chair.

AMENDMENTS TO STANDING ORDERS

The Board may amend these Standing Orders at any time, either permanently or for a specified period.

OTHER MATTERS

In exercising his or her discretion, the Chair is to take account of, but is not bound by, Robert's Rules of Order