

Part 7

Committee meetings

This part of the guide covers preparing for, conducting and minuting committee meetings of an incorporated association in Victoria.

Summary of key points

What is a committee meeting?	A committee meeting is a meeting of the association's committee (or 'governing body'). Sometimes these are called board meetings.
What is a notice of committee meeting?	A notice of committee meeting is a written notice that a committee meeting is to take place at a specified time.
Giving notice of a committee meeting	This part of the guide sets out the requirements for notices of committee meetings of the organisation's committee members. A sample notice and checklist tools are provided in part 9 of this guide.
Procedures for a committee meeting	The legal requirements and common procedure at meetings of the committee are set out in this part of the guide.
Voting methods	There is a range of ways in which votes at committee meetings are taken. A variety of voting methods are set out in a tool in part 9 of this guide.
What are 'minutes'?	<p>Minutes are a written record of what was discussed and decided at a meeting. One of the key legal tasks of the secretary is to make sure that accurate minutes of the organisation's committee meetings are taken, and that these are kept in a safe place.</p> <p>Both the AIR Act and an organisation's rules set out legal requirements for the minutes of the organisation. Those requirements are discussed in this part of the guide.</p>
Preparing and keeping minutes	This part of the guide sets out what should be included in the minutes and how they should be kept. It also contains tips and tools for drafting minutes, including 'action lists' which summarise people's responsibilities arising from a committee meeting.
Confirming and verifying minutes	The secretary should ensure at each committee meeting that the members pass a resolution confirming the minutes of the previous meeting, and the chairperson signs a copy of the confirmed minutes. This part of the guide explains this procedure, and part 9 of this guide has a tool to help you.



What is a committee meeting?

A committee meeting is a meeting of the organisation's governing body (sometimes called the 'board').

Committee meetings are usually less formal than general meetings, so the notice requirements are often less formal too.

Many organisations' rules specify that the committee:

- must meet a certain number of times per year, and
- can hold additional ('special') meetings

Some organisations' rules allow the committee (and any subcommittees) to make their own notice specifications for their meetings. Usually, the committee or a subcommittee will do this by passing a resolution. The AIR Act allows committee meetings to be conducted using technology, provided every person can hear and be heard.



Remember

Make sure you have the most up-to-date version of your rules, including any changes that the organisation's members and CAV have approved.

If you are confused about which rules apply to you and whether the copy you have is up-to-date, the best thing to do is to contact CAV and request a copy of your organisation's rules and purposes.

Your rules may not reflect all the requirements of new laws for incorporated associations. See [our Rules Checklist](#) for more information.



What is a notice of committee meeting?

A 'notice of committee meeting' is a written notice that a committee meeting is to take place at a specified time.

A notice of committee meeting should set out information (such as the date, time, place, and what is proposed to be done) so that committee members can know what the meeting is about.

The contents of a notice of committee meeting may vary significantly from organisation to organisation, depending on the type of organisation and how formal the committee's processes are.



Giving notice of a committee meeting



Tool 25

The checklist in Tool 25: Checklist for notice of committee meeting will help you to prepare a notice for a committee meeting.

When to give notice of a committee meeting

Your organisation's rules may set out when members of the committee should receive notice of a committee meeting. For example, model rule 59 says that committee members should receive the notice at least seven ordinary days before the date of the meeting.



Tip

Even if your rules don't require it, it's good practice to give at least one week's notice of a committee meeting, so that members have time to read the papers and prepare properly. In many organisations, the dates of all committee meetings for the year are set at the first meeting of the year. This helps people to plan their availability.

If urgent matters arise, additional meetings with shorter notice can be arranged.

Your organisation's rules may have special notice requirements for a committee meeting which is being held for a particular purpose – such as to discipline a member of the organisation. For example, model rule 21 requires a notice to be given to a member who is being disciplined between 14 and 28 days before the date of the committee meeting. The notice must contain information set out in the rule.

What information should be included in a notice of committee meeting?

A notice of committee meeting doesn't usually need to specify all the business to be dealt with, and any business raised by committee members can generally be considered at the committee meeting. However, important business which is not specified in the notice of committee meeting may not be considered at the committee meeting until all committee members are present and they all agree to consider that item of business. Your organisation's own rules and policies should be checked for any special requirements.



Tip

Some organisations have a rule (similar to model rule 59) that a notice of a 'special' committee meeting (that is, a meeting that is out of the ordinary) must specify the general nature of the business to be conducted, and that no other business may be conducted.



Tool 25

See Tool 25: Checklist for notice of committee meeting for the types of details that are usually included in a notice of committee meeting.

A notice of committee meeting is usually sent together with documents which provide background information on the matters to be discussed at the meeting, such as:

- the minutes of the last meeting
- reports prepared by staff, volunteers or subcommittees
- financial reports, and
- important correspondence

How to give notice of a committee meeting

Your organisation's rules and policies may also specify how a notice of a committee meeting is to be given. You need to check.

Most organisations have rules similar to those for giving notice of a general meeting (see, Giving notice of a special general meeting in part 5 of this guide: Special General Meetings). Many committees pass a resolution allowing notice to be given to committee members by email.

Who should be given notice of a committee meeting?

All members of the committee should be given notice of a committee meeting (plus usually the secretary and Chief Executive Officer (if you have one), if they are not members of the committee themselves). Check your organisation's rules and policies for any special requirements.

What if a committee meeting is adjourned to a later date?

If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's rules for any specific provisions about this. If in doubt, it is best to send out a new notice.

Subcommittee meetings

In larger organisations, subcommittees are sometimes established to consider and make recommendations to the committee on the direction of particular areas of operation of the organisation.

Subcommittees, such as finance or audit subcommittees, are usually created under an organisation's rules, but do not have to be. For example, the rules may give the committee the power to set the 'terms of reference' or scope of a subcommittee as it sees fit and decide which members will form the subcommittee.

Although the committee 'delegates' power to the subcommittee to look at certain matters within its terms of reference, the ultimate responsibility for the governance of the organisation still sits with the committee.

Your organisation's rules may deal with how notice of a subcommittee meeting is to be given and what is to be included in the notice. As a general rule, subcommittee meetings are notified more informally than committee meetings and members of the subcommittee are free to raise any item of business related to the terms of reference at the meeting.

Procedure for committee meetings

What is the usual procedure?

The AIR Act requires the rules of your organisation set out the procedure at committee meetings (item 9(e) of Schedule 1). Many organisations' rules specify that the committee:

- must meet a certain number of times per year, and
- may hold additional (or 'special') meetings

Your organisation's rules may set out a procedure for committee meetings that is essentially the same as for general meetings. However, generally, the procedure for committee meetings is less formal than for general meetings – mainly because of the smaller number of people involved and the need to meet more often.

Nevertheless, the committee should be careful to:

- clearly record their decisions and actions (usually this is the secretary's task)
- note any actual or potential conflicts of interest (see part 3 of this guide: Secretary's Legal Role, Powers and Duties) and details of how the meeting dealt with voting on contracts or matters to which these relate
- carefully consider the organisation's financial position, and



- approve or ratify any expenditure for the organisation

Check your organisation's rules, policies and practices for any special requirements.

How many people need to be at a committee meeting?

The AIR Act requires the rules of your organisation must set out the quorum (minimum number of people) at committee meetings (item 9(e) of Schedule 1). Many organisations have a rule (similar to model rule 63), which provides that:

- the quorum for a committee meeting is the presence of the majority of committee members
- no business can be conducted unless a quorum is present, and
- if a quorum is not present within half an hour of the time for the start of the meeting, then:
 - if the meeting is a special committee meeting — it lapses (that is, the meeting does not happen at all), or
 - if the meeting is an ordinary committee meeting — it is adjourned to a date no later than 14 days later, and notice must be provided of the time, date and place, in accordance with rule 59

Check your organisation's rules carefully.

Adjourning committee meetings

Your organisation's rules may include specific provisions about how and when committee meetings can be adjourned (for example, see above for where there is no quorum). However, there may also be other circumstances where adjourning the meeting is appropriate. Check your organisation's rules.

Subcommittee meetings

Subcommittee meetings (which may involve fewer people than committee meetings) are usually conducted on a less formal basis than general meetings, or even committee meetings. However, each subcommittee should take care to record clearly their conclusions, actions and recommendations.

The secretary is responsible for ensuring that records of subcommittee meetings are properly maintained by the organisation. If the secretary is not present at a subcommittee meeting, they should arrange for someone else to take minutes, and for that person to give a copy of the minutes to the secretary.

Voting methods

Decisions of a committee are generally made by consensus, but if a vote is required there are various ways in which votes can be taken at a committee meeting. The most common methods are voting by show of hands or by poll (that is, a vote in writing).

Carefully check your own organisation's rules and policies about voting methods. Your organisation's rules may require certain methods and not allow others. For example, model rule 64 does not permit proxy voting for committee meetings.

How to vote on a special resolution

Voting on a special resolution should be conducted as required or permitted by your organisation's rules.

Abstaining from voting

Some committee members may decide not to vote at all (that is, 'abstain from voting') and they may wish to have the secretary record their names in the minutes as having abstained.

In circumstances where a committee member has a 'material personal interest' in a matter, that member is not permitted to participate in discussions about or vote on the matter (see section 81 of the AIR Act). For more information on conflict of interests – see part 3 of this guide: Secretary's Legal Role, Powers and Duties.

Sometimes a member may oppose the motion and request that their opposition is noted in the minutes.

What if a vote is tied?

If a vote is tied, most organisations' rules say (as in model rule 64) that the chairperson has a second (or 'casting') vote to decide the matter. Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed).



What if a committee member is unable to attend a committee meeting and vote in person?

If a committee member is unable to attend a committee meeting to cast their vote in person, that member may, depending on the rules of their organisation, transfer their voting rights to another committee member (commonly called a proxy). The model rules do not permit proxy voting at committee meetings. For more information about forms of 'absentee' voting, see 'Voting methods' in part 6 of this guide: Special General Meetings.



Remember

The AIR Act allows attendance at meetings through technology, such as phone or video conferencing.

An organisation may, under its rules, permit direct voting to allow committee members who will be absent from a committee meeting to cast their own vote by completing and lodging a voting form before that meeting. The model rules do not explicitly permit direct voting at committee meetings.



More information

For more information about direct voting, including how an organisation can amend its rules to implement a system of direct voting, see, 'Voting methods' in part 6 of this guide: Special General Meetings.

Some organisations' rules permit resolutions to be passed by the committee in the absence of a meeting, provided it is agreed in writing by all committee members. This is sometimes called a 'circular resolution'. Note the model rules do not provide for resolutions to be made in this way.

Minutes



What are 'minutes'?

The word 'minutes' has been used for centuries to mean a summary of the proceedings of an assembly or committee.

Today, minutes are a formal written record of the matters discussed and the decisions made at a meeting.

One of the main tasks of the secretary of an incorporated association is to make sure that:

- minutes are taken of each meeting (including committee meetings) of the organisation
- minutes are confirmed as an accurate record of the meeting, and
- the minutes of all meetings are kept safely by the organisation for future reference

The legal requirements for preparing and keeping minutes of committee meetings come from the AIR Act and the organisation's rules. Your organisation may also have particular policies and practices for taking and keeping minutes.

There are other laws which you should be aware of when preparing and distributing minutes, including defamation and privacy laws. These are discussed briefly in this part of the guide.



AIR Act requirements

The AIR Act requires the rules of Victorian incorporated associations to include provisions about keeping accurate minutes of committee meetings and, if allowed in the rules, the conditions on which members can access such minutes of the committee (items 14 and 15 of Schedule 1).

If your organisation's rules don't cover any of the matters in Schedule 1 of the AIR Act, the provisions of the model rules that address those matters apply to your organisation automatically.

In addition, an inspector from CAV may, with a Magistrates' Court order, require the organisation, or any person who is involved in the organisation's activities (which includes the secretary) to give the inspector specified relevant documents (which may include minutes) of the organisation (sections 158 and 159 of the AIR Act). CAV may choose to use these powers to make sure that the organisation has complied with the AIR Act and the Regulations.

It is therefore important that the secretary makes sure that accurate minutes are taken of the committee meetings and that they are kept in a safe place.

Your organisation's rules

Schedule 1 of the AIR Act requires that the rules of all incorporated associations include additional provisions about:

- preparing and keeping accurate minutes of committee meetings, and
- the condition on which members can gain access to committee meeting minutes if such access is permitted in an organisation's rules

For example, under the model rules, the committee must make sure that minutes are taken of all its meetings. The minutes must record who was at the meeting, the business discussed, any resolutions made, and any material personal interests disclosed by committee members (for more information on managing conflicts of interest, see part 3 of this guide: Secretary's Role, Powers and Duties).

Your organisation's policies

Check your organisation's policies and practices about taking and keeping minutes. If you don't have any, your organisation may choose to create policies, using this Guide for assistance.

Preparing and keeping minutes

The form of minutes varies depending on the type of organisation and the type of activities it undertakes.

Minute books

Minutes are often entered into a 'minute book'. Until recently a minute book was a securely bound book with sequentially numbered pages. The minutes were handwritten into the book. This guarded against fraud or tampering. While some organisations may still use handwritten minute books, many organisations create and store minutes electronically and distribute them by email.

However, it can be difficult to keep track of the 'official' version of the minutes when they are created and stored electronically, and it is relatively easy for someone to tamper with the minutes (or replace them with substitute minutes) if they are stored in a loose-leaf binder. For these reasons you should take precautions to make sure the official minutes of meetings are secure, and easily identifiable.



Tip

Your organisation can take the following steps to keep the minutes more secure:

- lock the minutes document from editing or add a password to the document
- print the minutes out and paste them into an official minute book (and number each page of the minute book consecutively)
- get the chairperson to sign each page of the minute book to confirm official minutes
- number each meeting sequentially (for example, 'Minutes of Committee Meeting No. 3 of 2012 of XYZ Club Inc')
- distribute the minutes electronically in PDF form rather than in an editable form, and
- clearly mark the minutes as 'confidential' if they contain sensitive, confidential or personal information

Content of the minutes



Tool 26

For detailed information about the usual matters to include in the minutes of meetings, see Tool 26: Checklist for contents of minutes.

Importantly, the minutes should record the motions moved and resolutions made at the committee meeting.

Drafting the content – generally

The format and style of minutes vary considerably among organisations. Some minutes are very brief and precise, and record the bare minimum of information. Other minutes include 'blow by blow' summaries of the debate (which is unnecessary and we recommend avoiding). Check your own organisation's rules, policies and practices.



Tool 19

Despite variety in the form of minutes, there are some commonly accepted drafting conventions – see Tool 19: Conventions for drafting minutes.



Tip

The minutes are an official historical record of the committee and the organisation, so it is good practice to record in the minutes the name and position of office bearers (chairperson, secretary, treasurer) present.

Drafting motions and resolutions

The exact wording of the motion should appear in the minutes. If there is a problem with the wording of a resolution (that is, a motion which is passed at the committee meeting), this will have to be corrected at a



later meeting. The secretary has no power to alter the wording of a motion passed at a meeting in order to correct a mistake.

The wording of the motion must comply with your organisation's rules, including its purposes — it cannot recommend any action outside the scope of your organisation's powers and activities. The motion must also be allowed to be made by the committee meeting, especially if the meeting has been called for a specific purpose.



Tip

If a motion is proposed verbally at a meeting, the secretary may find it helpful to:

- write the motion down on a board or flip chart and show it to the meeting during the debate, or
- require the motion to be given to them in writing by the member proposing it

This way, any corrections to the wording of the motion can be made before voting on the matter it also gives the secretary a chance to draft the motion in a way which can be suitably recorded in the minutes.

For each motion, the minutes should record:

- the names of people who move and second the original motion and any amendments
- the method of voting (for information about voting methods, see 'Voting methods' in this guide), and
- whether the motion was passed (in which case it becomes a resolution), rejected, or adjourned (that is, put off until another meeting)

See Tool 19: Conventions for drafting minutes.



Tip

It's useful for the secretary to circulate draft minutes with an 'action list' to the people or subcommittees who have been given specific tasks at the committee meeting.

Drafting minutes of difficult meetings

Sometimes committee meetings get heated and the participants resort to personal attacks, walk-outs, threats and inappropriate remarks. In many instances, the chairperson may require such remarks to be withdrawn (therefore the remarks are not recorded). In other cases, it is sufficient to record that 'a vigorous discussion ensued' rather than a blow-by-blow account in the minutes (which is unnecessary and we recommend avoiding).

See Tool 19: Conventions for drafting minutes.



Tip

For difficult meetings, the secretary could consider:

- asking the chairperson for specific help to draft the minutes (in any case, it is good practice for the secretary to always check the minutes they have drafted with the chairperson before distributing them to others)
- unless a motion was made or resolution passed, omitting the controversial material altogether. The minutes will have to be approved at the next meeting and, if it is considered necessary to include more detail, it can be agreed on then, and
- marking the minutes as 'confidential' to make it clear that access to them is intended to be limited

Defamation

Sometimes a secretary will have to deal with potentially defamatory matters in the minutes of committee meetings. A chairperson should challenge any potentially defamatory statements at the time they are made in a committee meeting and have them withdrawn. The statements will then not be recorded in the minutes. In most cases, potentially defamatory statements do not need to be included in the minutes.

If an organisation has published defamatory statements in the minutes of a meeting, the defence of 'qualified privilege' may be available. However, the organisation should seek specific legal advice.

Generally a 'defamatory statement' about a person is one that:

- exposes the person to hatred, contempt or ridicule
- tends to lower them in the opinion of other people
- harms their reputation (for example in their profession), or
- causes them to be shunned or avoided by others



Remember

The law of defamation is complex. If a secretary is concerned about any potential defamatory matters when drafting minutes, they should seek legal advice before finalising and distributing the minutes to anyone.

Confirming and verifying minutes

It's good practice for the secretary of an incorporated association to:

- make sure that the accuracy of the minutes is 'confirmed' at the next committee meeting, and
- make sure that the chairperson of the meeting (or the chairperson of the next meeting) has 'verified' the accuracy of the confirmed minutes, for example by signing them



Tool 27

See Tool 27: Flowchart for confirming and verifying minutes.

Check the rules of your own organisation for any special provisions about confirming and verifying minutes.