



For all creatures great and small.

# **RSPCA TASMANIA INC.**

## **Board Policies and Protocols**

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## Introduction

The RSPCA is a non-profit, tax exempt organisation formed under the laws of the State of Tasmania. Distinct responsibilities come with being a Board member of a non-profit organisation such as the RSPCA.

Not-for-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance. Public perception that a non-profit organisation has failed to meet corporate governance obligations can potentially lead to difficulties in securing funding. This document is one element of the RSPCA's good corporate governance practices. By joining the Board, members accept an obligation to act in the best interests of the RSPCA. All Board members must adhere carefully to the policies, goals and principles of the RSPCA and set an example of best practice.

Every Board member is required to comply with these policies and protocols (as varied by the Board from time to time). This document aims to assist Board members in effectively carrying out their duties and responsibilities, by providing a benchmark against which conduct may be measured.

A failure to comply with these policies and protocols may result in a Board member being removed from the Board pursuant to the RSPCA Constitution.

## **Part 1 Board and Director's Responsibilities**

**The Board is principally appointed to:**

- i. set the strategic plan for the Society;
- ii. appoint the Society's Chief Executive Officer;
- iii. oversee the plans for the acquisition and organisation of resources, towards the obtaining of the Society's strategic plan; and
- iv. review at reasonable intervals, the Society's progress towards obtaining its strategic plan.

### **1.1 Board Responsibilities**

#### **a. Strategic Planning**

The Board is responsible for:

- establishing, monitoring, reviewing and amending the strategic direction of RSPCA Tasmania Inc; and
- setting policies of governance consistent with achieving the strategic plan of RSPCA Tasmania Inc.

#### **b. Financial Management**

The Board is responsible for:

- the development of annual and special projects, budgets and other performance indicators it deems necessary to ensure the ongoing financial viability of RSPCA Tasmania Inc;
- the evaluation and monitoring of the budget and performance indicators as managed by the CEO, taking corrective action when required;
- the oversight and safe guarding of assets; and
- ensuring that risks, financial or otherwise, facing RSPCA Tasmania Inc have been identified, assessed and managed appropriately.

#### **c. Operational Management**

The Board is responsible for:

- the appointment of the Chief Executive Officer and the ongoing evaluation of the Chief Executive Officer against prescribed Key Performance Indicators;
- ensuring that the Chief Executive Officer is appropriately resourced to carry out the operations of RSPCA Tasmania Inc and the strategies of the Board;

- delegating authority and accountability to the Chief Executive Officer and other staff to provide an efficient framework for the ongoing operations of RSPCA Tasmania Inc; and
- Establish/approve policies on how operations of the Society will be conducted.

While the Board sets the strategic direction and policy framework it does not have a direct input into the day to day management of the business of the Society.

#### **D. Responsible Governance**

The Board is responsible for:

- ensuring compliance with the Constitution of RSPCA Tasmania Inc;
- ensuring RSPCA Tasmania Inc is compliant with all applicable legislative requirements; and
- promoting RSPCA Tasmania Inc within the community.

It is essential in establishing and maintaining effective governance that the Board collectively possess the ability to think strategically, logically and analytically; to understand sound and responsible business and financial management; to build and maintain effective personal relationships; to communicate unambiguously, constructively and persuasively; and to be independent and committed to the aims of RSPCA.

#### **1.2 Responsibilities of individual Directors of the Board**

The primary common law and statutory obligations of each Director of the Board of RSPCA Tasmania Inc are to:

##### **a. Act in good faith and honesty in the best interests of RSPCA Tasmania Inc.**

The Director's primary role is to the organisation as a whole, not to individuals or groups within the organisation.

In this, a Director must:

- not act arbitrarily, with an improper motive or without adequate reason;
- carry out their duties in a lawful manner and ensure that RSPCA Tasmania Inc carries out its business in accordance with the law and its Constitution;
- be loyal to the Board, abiding by Board decisions, once reached; and
- not do anything that in anyway denigrates RSPCA Tasmania Inc or harms its reputation or brand.
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**b. Act with care and diligence, demonstrating commercial reasonableness in decisions.**

Each Director is expected to exercise the standard of care in decision making that they would take on their own behalf. Directors are not expected to be faultless, simply responsible, diligent and careful.

In this, a Director must:

- take reasonable steps to become familiar with the business of RSPCA Tasmania Inc so as to effectively guide and monitor the management of the society;
- Understand the scope and limitations of their role, so as to allow the CEO reasonable and appropriate guidance without operational interference; and
- Devote sufficient time to prepare for Board meetings, attend Board meetings and participate in the Board's decision making process.

**c. Avoid conflicts of interest and not allow personal interests to conflict with RSPCA Tasmania Inc.**

Directors will at all times abide by RSPCA Tasmania Inc Board of Director's Conflicts of Interest Policy.

Further to this, no person shall assume Directorship on RSPCA Tasmania Inc Board if they hold employment, Board Membership or any position of authority or decision making in any other animal rights or animal welfare group, any funding bodies (public or private) or any other organisations with whom RSPCA Tasmania Inc has commercial interest, with the exception of the Director nominated from the State Government Department having responsibility for the administration of the *Animal Welfare Act 1993*.

**d. Use the powers and privilege of office for proper purpose, not making improper use of information gained through the position of Director of the Board of RSPCA Tasmania Inc.**

A Director must observe the confidentiality of information acquired by them in their role as Board Director of RSPCA Tasmania Inc and not to disclose to any other person, except as required by law or agreed by the Board.

Information acquired includes all proceedings of the Board, papers submitted and presentations made to the Board.

**e. Undertake diligent analysis of all proposals placed before the Board, making reasonable enquiries to ensure RSPCA Tasmania Inc is operating efficiently, effectively and legally.**

Directors must be satisfied that they are being given adequate information on which to base their decision. They must actively participate in Board discussion,

seek clarification on issues and facts and build a positive relationship with the CEO so that the Board and the CEO can work as a team towards common goals for the benefit of RSPCA Tasmania Inc.

Directors must monitor and consider broader perspectives of RSPCA business and bring forward for discussion in a constructive and creative way, suggestions, propositions and ideas in connection to the growth, development and improvement of RSPCA. Accordingly, Directors are expected to give generously their specific expertise to the business of RSPCA both inside and outside formal meetings.

To be able to contribute to the business of the Society Board members should:

- Develop a sound understanding of the RSPCA Tasmania's business and operations;
- Attend all Board meeting if possible;
- Prepare for Board meetings by reading papers prior to meetings
- Present their views on issues before the Board at meetings, but respect and abide by Board decisions once made;
- Develop a culture of teamwork with other Board members to create an environment where tough or unpopular issues can receive robust discussion to develop an agreed Board position and course of action; and
- Be supportive of RSPCA staff in their implementation of agreed strategies.

### **1.3 Chief Executive Officer**

The Board is the employer of the CEO and the Chairman and President the direct line manager. The Board has full responsibility as an employer which includes the provision of full support, encouragement and wisdom to assist him or her in undertaking established responsibilities.

The Board should ensure that their instructions and expectations of the CEO clearly defined and that the CEO is provided with the resources necessary to meet this expectation.

## **Part 2      Position of Chairman and President and Role of the Executive**

### **2.1      Role of the Chairman and President**

The Chairman and President is a dual role held by the one person. The Chairman presides over the Board and provides leadership to the Board, ensuring that Board processes and actions are consistent with its policies, protocols and accepted responsibilities. The President presides over the Society and represents the RSPCA to outside parties.

#### **a. Chairing the Board**

The Chairmanship of the Board is an elected position and that election should confer a wide discretion on the elected candidate to ensure that the conduct of business runs smoothly.

The Chairman's role in chairing the Board is to:

- Convene Board meetings and settle Board Agendas in liaison with the CEO, ensuring appropriate matters are brought before the Board for information, discussion and decision including any matters which Directors may wish to raise;
- Monitor and review the accuracy of the information presented to the Board for decision making;
- To obtain further information considered necessary for consideration and decision making on any matter relevant to the Board including obtaining external advice or the making of independent enquiries,;
- Chair Board meetings in a manner which ensures that Board discussions are focused on matters before the Board and result in consensus and commitment to clear and unambiguous Board decisions; and
- Foster a climate of openness, common purpose and debate at Board meetings where contributions by all members are valued.

#### **b. Leadership and responsibilities of the Chairman and President**

The Chairman and President will:

- Ensure that Board has defined its role and relationships with the CEO to enable both to function effectively and efficiently;
- Act as a link between CEO and Board;
- Contribute to developing a strong positive profile for the RSPCA;
- Ensure that the performance of the Board, collectively and individually, is reviewed as and when agreed by the Board; and
- Act as a spokesperson for the RSPCA on matters of governance.

### **c. Tenure of Chairman and President**

The Chairman and President will normally be elected by the Directors for a 12 month term at the AGM in accordance with the Constitution.

Directors have the right to remove the Chairman and President from office at any time.

## **2.2 Role of the Executive**

The Executive Committee is a sub-committee of the Board comprising:

- The Chairman and President (Chairman);
- The Vice President; and
- The Treasurer

The Executive makes decisions that assist the operation of the Society outside of Board meetings. Important decisions involving changes to strategic direction or policy, and matters requiring significant additional financial commitments by the Society must not be taken by the Executive but should be held over until the next Board meeting or should be discussed in a specially convened Board meeting. Interim decisions on such matters may be taken by the Executive following phone or email discussion with Board members either by way of teleconference or through individual conversations; all discussion, opinions and, where necessary, votes cast by Board members in this way must be documented and archived by the CEO.

Meetings of the Executive should be held at least every 4 weeks but may be convened at any time by the Chairman. The Chairman must produce both an agenda and minutes of these meetings detailing the rationale and decisions taken, which must be submitted as part of the Board papers for the following Board meeting.

All decisions taken by the Executive must be ratified by the Board at the next Board meeting. If an Executive decision is over-turned by the Board then action taken from the initial decision must be reversed (the implications for reversal must be explained to the Board but should not be seen as a reason not to over-turn the decision if this is the opinion of the Board).

It is at the discretion of the Executive whether the CEO attends Executive meetings.

## **Part 3      Role of the Secretariat (Head Office)**

The Chief Executive Officer is the secretary to the Board. These functions can be delegated to other staff, normally within the Head Office, but the responsibility for performance of the secretariat rests with the CEO. Secretariat functions are a part of the role of the Head Office in the operation of the Society which are described in the Head Office Operational Manual. In this section reference to the role of the CEO may include delegations made by the CEO to other Head Office staff.

### **3.1      General Secretariat Responsibilities:**

- Produce (in consultation with the Chairman) the agenda for Board meetings;
- Produce/ collate Board papers that support the agenda;
- Circulate all Board documents relating to meetings of the Board and other documents requested by the Board or determined to be relevant information to Board members outside of Board meetings;
- Manage all Board correspondence (in and out);
- Produce, circulate and archive minutes of Board meetings and supporting documents;
- Archive all documents produced by the Board;
- Manage all records relating to the Board and Board members
- Prepare Board and other reports relating to the Society required by external organisations (e.g. Corporate, Consumer Affairs, RSPCA Australia); and
- Other functions delegated by the Board, through the CEO, as arise.

### **3.2.      Producing Agenda and Supporting Board Papers**

The CEO, in consultation with the Chairman is responsible for the production of the agenda for Board meetings and all supporting papers.

The CEO must call for agenda items from Board members no later than two weeks before the date of a Board meeting. Agenda items received from members must be accompanied by supporting information. The CEO will collate these and include with the agenda and Board papers.

The CEO must circulate by email, or other method as requested by individual members, the agenda and accompanying papers no later than seven days before a Board meeting.

The agenda for Board meetings should take the following format and contain the following standing items:

**1. Procedural**  
Present & apologies.  
Confirmation of observers.  
Conflicts of interest.  
Confirmation of previous minutes.  
Business arising from previous minutes.

**2. For Decision**  
Receive and ratify reports of the Executive.  
Other matters for decision.

**3. For Discussion**  
Matters for discussion.

**4. For Notation**  
Correspondence.  
CEO Report.  
Animal Welfare Policy and Campaigns Report.  
Financial Report.  
Marketing and Fundraising Report.  
Inspectorate Report.  
Education Report.

**5. Other business**

### **3.3. Production of Minutes**

The CEO is responsible for the production of minutes of Board meetings.

Draft minutes must be produced within three days of the meeting. These should be forwarded to the Executive for comments and amendment. The amended minutes must be circulated to the Board within seven days of the meeting.

All hand written notes or audio/ video recordings of meetings must be archived with the minutes of the meeting to which they relate.

The minutes of RSPCA comprise the meeting agenda, the meeting minutes, all supporting Board papers, reports and any other material circulated to the Board for inclusion in the Board meeting.

All minutes (and supporting documents) received by the Board must be signed by the Chairman immediately following the meeting to certify them as the official record of a meeting of the Society.

Minutes must not be reproduced, distributed or shared without the permission of the Board or the CEO.

### **3.4. Management of Correspondence**

All correspondence addressed to the RSPCA, to an RSPCA facility or to a person within the RSPCA where they are contacted due to their association with the RSPCA and about RSPCA business remains the property of the RSPCA and not an individual person.

Correspondence means all letters, memos, faxes and emails.

All RSPCA correspondence relating to or addressed to the Board or a specific Director that is received by the Secretariat or any other RSPCA facility must be forwarded to the Chairman (in the case of correspondence addressed to the Board) or to the addressed Director.

The CEO will ensure that the original correspondence is archived in the Correspondence File, and any other relevant file as appropriate, and that a copy is produced and provided to the person named as the recipient.

The CEO must make available the Correspondence File to all Board members at any time.

All correspondence relevant to the Board must be listed under Correspondence on the agenda; the CEO has discretionary authority to determine those items that require to be listed. Copies of correspondence should not normally be circulated with Board papers (unless of particular importance or relevance to Board discussions) but must be available at Board meetings for viewing.

### **3.5. Record Keeping**

The CEO is responsible for ensuring all records of the RSPCA are appropriately archived (including those items required to be maintained by Federal or State statute for prescribed lengths of time).

The CEO is responsible for collecting all information from Board members pertinent to their role as Board members and as might be required by external agencies (e.g. Corporate Affairs, Society insurers). This information will include, but is not limited to:

- Contact information;
- Employment information;

- Involvement in other businesses, associations or organisations where they have either a paid or voluntary function in a decision making role (e.g. company director, member of another not-for-profit Board);
- Bankruptcy or other similar financial matters; and
- Information relating to their RSPCA involvement;
  - Start/ end date of Board membership;
  - Nomination forms;
  - Membership of RSPCA (dates, confirmation of payment etc);
  - Record of attendance at Board meetings; and
  - Participation in Board training.

Board members may view this information at any time.

Access to this information is limited to the Board member concerned, members of the Executive, the CEO and other Head Office staff as delegated by the CEO; the number having access should be minimised to maintain confidentiality.

### **3.6. Coordination of Board meetings, training and Society AGM**

The CEO will ensure effective communication of dates, venue and other matters relating to the conducting of Board meetings to Board members and others taking part in these meetings.

The CEO will ensure all venues, equipment and other items related to the efficient running of Board meetings are organised and in place before the start of the meeting.

The CEO (in consultation with the Chairman) will investigate, prepare and plan training, visits, tours, guests and other events related to the effective running of the Board at the request of the Board.

The CEO will ensure that all matters relating to the promotion, preparation, communication and other matters connected to the running of the Society AGM and the election of Board members are done according to the rules of the Society's Constitution.

### **3.7. Communication**

The CEO is responsible for ensuring that all relevant documents and information is circulated to Board members in the appropriate form and within the prescribed timelines.

The CEO must ensure that actions, outcomes and policy decisions are communicated to all relevant staff within the operations of the Society; this may be through the 'Connections' internal publication, via memo, email or during staff meetings (where these meetings produce minutes).

The CEO must ensure that all information generated from Board discussions that is pertinent to the Society's members is communicated to the membership through the

'Wombat News' members magazine (or similar publication), or through email, direct mail or newspaper advertisement.

The CEO must maintain a record of any communication of Board/ Society matters (what was communicated, who to, and when it occurred).

### **3.8. Production of Annual Report**

The CEO is responsible for the production of the Society Annual Report. The report is presented at the Society AGM. Those parts of the report are required by the Society's auditors must be produced by the end of July and submitted with the audit file to the auditors.

The CEO must ensure that on the day following the AGM the Annual Report and other related material is displayed in the relevant section of the RSPCA website.

The Annual Report may be circulated to all members by post but must at least be available for viewing by members at any time. The CEO must ensure that requests for printed copies of the Annual Report are provided to all financial members.

The CEO must ensure that an abridged version of the Annual Report (which does not contain personal information of Board members) is produced which is available for viewing by members or the general public; a second version that fully discloses all required information must be produced and the CEO must ensure this is lodged with Corporate Affairs in the appropriate manner by the due date.

### **3.9. Directors Liability Insurance**

The CEO must ensure that all documents relating to the Society's Directors Liability Insurance are prepared, archived and lodged in the appropriate manner by the due date (April).

The CEO must ensure that all appropriate information required from Board members is collected in a timely manner and in the correct way, and recorded and archived within each Board member's file held at Head Office.

## **Part 4      Protocols for Meetings of the Board**

The constitution of the RSPCA (Section 15(a)) requires that the Board meet at least six times per year.

### **4.1      Responsibilities**

The Chairman shall chair the meetings of the Board according to the standing orders of the Board, taking account of both the need for efficiency and the importance of accountability.

The CEO is the secretary to the Board and shall ensure and maintain accurate minutes of the meetings of the Board.

The CEO shall prepare the agenda for every Board meeting in consultation with the Chairman and shall circulate the agenda and any meeting papers to Board members before the meeting.

### **4.2      Notice of Meeting**

The Chairman shall ensure that all Board members have 14 days notice of the date, time and place of the next meeting.

Minutes of any meeting of the Board shall be circulated to all members before the scheduled date of the next meeting. The minutes shall record

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

A special meeting of the Board, to address specific issues, may be called at any time by the Chairman or at the request of no fewer than three Board members. Fourteen days notice must be given of any such meeting. Where possible, an agenda and any supporting papers should be circulated with the notice of meeting.

### **4.3      Quorum**

The quorum for any Board meeting shall be any number of Directors greater than half the current Board membership (Section 15(a) of the RSPCA Tasmania Inc Constitution).

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.

#### **4.4 Voting**

The Chairman must receive and to put to a vote any properly seconded motion moved by any Director, including motions dissenting from decisions by the chair.

Voting shall be by simple show of hands

Members of the Board may vote for any motion or may abstain.

A motion shall be declared carried if a majority of members present vote in its favor. In the event of an equality of votes for and against a motion, the Chairman shall have the casting vote (Section 15(a) of the RSPCA Tasmania Inc Constitution).

#### **4.5 Proxy Votes**

Where a Director is absent from a Board meeting, he or she may give his or her vote to any other Director in attendance.

For any proxy vote to be accepted, the Director holding the proxy must present it in the following format to the Chairman when the absent Director's apology is acknowledged:

The Royal Society for the Prevention of Cruelty to Animals, Tasmania Inc

I, <name> being a Director of the Board of the Royal Society for the Prevention of Cruelty to Animals, Tasmania Inc hereby appoint <name> as my proxy to vote on my behalf at the Board Meeting of The Royal Society for the Prevention of Cruelty to Animals, Tasmania Inc to be held on <date> and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the following resolutions:-

Or

My proxy is hereby authorised to vote at his/her discretion

Signed:

Dated:

## 4.6 Conflict of Interest

Conflicts of interest can arise where Directors have personal interests in any transactions, contracts, decisions or business or proposed transactions, contracts, decisions or business with which the Board of RSPCA Tasmania Inc may be dealing AND which may impinge on the Director's objectivity and independence.

A conflict of interest may be financial or non-financial, direct or indirect and actual or perceived.

Directors have specific responsibilities to declare any material personal interests that relate to the affairs of RSPCA Tasmania Inc as soon as possible.

Subject to corporations law, the Board of RSPCA Tasmania Inc is empowered to regulate its meetings and proceedings and sets out below the process of dealing with a declared, actual or perceived conflict of interest:

1. Prior to any discussion of any matter before the Board, it is the responsibility of Directors to advise the Chairman of any matters in which they have or may be perceived to have any conflict of interest;
2. The Chairman will call for discussion and decision by vote of simple majority (with the Chairman casting the deciding vote, if required) as to whether the conflict of interest:
  - (a) is real;
  - (b) requires the exclusion of the Director from the discussion of and decision on the matter;
  - (c) requires the exclusion of the Director from the Board Room whilst the matter of discussed and decided upon; and
  - (d) requires the Director to be denied access to the Board Papers relating to the matter in which the conflict of interest has been found real.

The Director concerned is not entitled to cast a vote deciding on these issues of the conflict of interest.

With regards to the discussion and decision relating to the management of the conflict of interest, the Chairman will direct the Directors to consider principally the following questions

1. Will the Director gain an advantage, financial or otherwise, for themselves or a related third party, by a decision of the Board?
2. Does the Director have a personal interest through service or relationship to a third party that may affect the Director's objectivity or independence?

In accordance with the responsibilities of a Director of the Board of RSPCA Tasmania Inc, the Director shall abide by the decision of the Board.

#### **4.7 Speaking**

Directors may speak on any agenda item, unless precluded due to a conflict of interest.

In speaking on any agenda item, Directors are to confine their remarks strictly to that agenda item and shall not introduce irrelevant matters or indulge in needless repetition.

Directors should attempt to limit the time taken speaking to an agenda item to five minutes; the Chairman may give permission for this to be extended if appropriate.

#### **4.8 Meeting Procedures (Standing Orders)**

These are needed to:

- Ensure that all meeting attendees have the right to speak and have their opinion considered
- Ensure that every ELIGIBLE person has an equal right to vote on any issue; and
- Protect the rights of members while conducting Society business.

There are no legally binding rules for how meetings should be conducted, however there are generally accepted protocols for ensuring an effective meeting that most organisations, businesses and governments follow (Walsh, F., The Meeting Manual, AGPS, Canberra, 1995). These procedures are ordered by MOTIONS, RESOLUTIONS, and AMENDMENTS and it is through these that the meeting is conducted.

a. A **MOTION** is a proposal that:

- Something is done or is not done;
- Something that has been done already is approved (ratified);
- The meeting express an opinion on something

There are several types of motion. The most commonly used are grouped into two categories, ie, substantive and procedural

b. A **RESOLUTION** is what a motion is called after it has been agreed to at a meeting.

c. An **AMENDMENT** is a proposal to alter a motion in some way, by adding and/or taking away from it. If the members agree to the amendment, they agree to altering the original motion. The altered motion is then debated and becomes a resolution if it is agreed to.

#### **4.8.1 Types of Motions**

##### **Substantive Motions**

A substantive motion is a proposal that calls for a decision related to the agenda item, eg to construct a cattery.

The motion is addressed to the Chairperson, and begins “I move that .....”. An amendment can be put by altering the original motion.

A motion must be worded so it is preferably expressed in one sentence, contains only one fundamental idea, is easy to understand and is unambiguous.

The Chairman may reject the motion if:

- It concerns a matter that is outside the Board’s area of responsibility;
- It is about a matter which has not been included in the notice of meeting;
- It is irrelevant to the matter before the meeting;
- It proposes something that has already been resolved;
- It is inconsistent with a previous decision;
- It is objectionable in language; or
- It is ambiguous.

The Chairman may require that a complex motion be submitted as several separate motions and ask for the motion to be submitted in writing.

Board papers accompanying the agenda should contain recommendations of the action the Board should take (which they may disagree with) and these should be used as a basis for constructing the motion..

##### Withdrawal of a Motion

Once a motion has been accepted and placed before the meeting, it can only be withdrawn if everyone present agrees. If the motion is not seconded, the motion is automatically withdrawn or “lapses”.

##### Debate of Motions

Firstly, the member proposing the motion elaborates on it (typically this is the CEO). The Chairman then calls for a member to **SECOND** the motion. The seconder may then, if desired, speak in favour of the motion.

The Chairman then calls for a speaker AGAINST the motion and then proceeds to call speakers alternatively for and against it if the debate continues.

When all speakers have spoken, the Chairman calls upon the original mover to answer any points raised during the debate. This can be summarised, however no new points introduced.

The motion is then put to the vote. If no one speaks against the motion after it has been seconded, it can be voted on without debate.

If an amendment is moved, the amendment must also be seconded. If it is agreed to by the meeting, the amended motion becomes the substantive motion.

Only one amendment at a time may be put.

### Voting on Motions

For a motion or amendment to motion to succeed (carried) it needs a clear majority of those voting to support it. If the voting results in a draw (50% for, 50% against) the Chairman can exercise their casting vote which permits them to vote a second time; this vote must be in line with the way the Chairman voted in the first instance; it must be recorded in the minutes that the Board was deadlocked and required the use of the casting vote. It is common where the Board is deadlocked that the motion is allowed to lapse since it is clear the issue is a significant one which increases the likelihood of it returning to the agenda for debate at a later date where any decision taken may be overturned and therefore effort taken to action the item wasted. Voting is by show of hands unless two or more members present ask for a secret ballot.

### **Procedural Motions**

The purpose of procedural motions is to allow a meeting to proceed with the business of the meeting where the matter under debate has already been discussed, or ensure that a matter is discussed later so that more thought can be given to it.

### Types of Procedural Motions

**Closure Motion:** *“That the question be now put”* The purpose of this motion is to terminate a debate by taking a vote. It requires a proposer and a seconder and if carried, the debate is closed and members must vote, however, if lost the debate continues.

**The Next Business Motion:** *“That the meeting proceed to the next business”*

The purpose of this motion is to close a debate without a vote being taken. It requires a proposer and a seconder and if carried, the debate is closed without a vote, however, if lost the debate continues.

### **Adjournment Motion: “That the meeting be adjourned until”**

The purpose of this motion is to temporarily stop the debate in progress, which also temporarily adjourns the whole meeting. If carried, the meeting is adjourned (postponed) until the date or time agreed and the business under discussion is then taken up where it left off. However, if lost the meeting continues as before.

#### **4.8.2 Meeting Checks and Balances**

Checks and balances are procedures for correcting misdemeanours by the Chairman or others at the meeting and are used to correct procedural errors caused by lack of knowledge of, or failure to follow meeting procedures.

##### **a. Naming a Member**

When a member disobeys a ruling from the chair, the Chairman may name them. The Vice President then asks the person to apologise to the Chairperson. If no apology is received, the Vice President moves that the person is suspended (asked to leave the meeting) and the motion is put to the meeting without debate. Usually carried.

##### **b. Points of Order**

If a procedural rule appears to have been broken, any member may call a “point of order”. The Chairman will ask them to explain their point and rules on whether the point of order is accepted or rejected. This should only occur when a genuine or serious breach has occurred. If the Chairman determines a rule has been broken then they must act immediately to correct it.

##### **c. Challenge to Chairperson’s Ruling**

The member whose point of order has been rejected may move “that the Chairperson’s ruling be dissented from”. If this happens, no seconder is required and the Chairman hands the meeting to the Vice President who asks the mover to state his/her reasons. The Chairman replies.

After listening to both parties, the Vice President then moves a motion “that the Chairperson’s ruling be upheld”. If carried, the meeting proceeds as normal; if lost the Chairman resumes the Chairman and reverses the original ruling.

##### **d. Censure**

The Censure of a member of the Board is a serious caution and indicates that the Board will not approve action or behaviour of the type which caused the censure to be imposed. The persons censured are not required to resign.

##### **e. No Confidence**

In cases of perceived incompetence and/or serious bias or prejudice, a vote of no confidence can be moved against any member of the Board.

If the motion is carried, the person is removed from office immediately. If the person removed is the Chairperson, a temporary Chairman can continue the meeting. If the entire Committee is removed, the meeting is closed.

NOTICE MUST BE GIVEN OF SUCH A MOTION. The motion must be put during the meeting at the appropriate time however the motion CANNOT be debated or VOTED upon until the next scheduled ordinary meeting or special meeting called to debate the motion - in any case the motion cannot be debated within 14 days of being raised to allow all parties time to prepare for debate of the motion.

#### **4.9 Minutes**

Minutes of RSPCA Board meetings are a record of the outcomes and decisions of the meeting and not a verbatim reproduction of the debate of the meeting. Remarks, comments and views that are attributed to individual members of the Board should be recorded if they are relevant to the discussion and/or if the member requests that their comments be recorded.

The CEO is responsible for the production of minutes. Draft minutes must be produced within three days of the meeting. These should be forwarded to the Executive for comments and amendments. These minutes must be circulated to the Board within seven days of the meeting.

The minutes must be tabled and accepted at the start of the next meeting. All amendments to the minutes must be made at this time (comments received between meetings will be recorded and discussed by the Board during the discussion of other amendments. The meeting must not proceed until the amendments have been made and agreed to. These amended minutes must be circulated to all Board members within three days of the meeting.

The Minutes of RSPCA comprise the meeting agenda, the meeting minutes, all supporting Board papers, reports and any other material circulated to the Board for inclusion in the Board meeting.

All minutes (and supporting documents) received by the Board must be signed by the Chairman immediately following the meeting to certify them as the official record of a meeting of the Society.

All minutes and supporting documents must be archived at Head Office.

Minutes must not be reproduced, distributed or shared without the permission of the Board or the CEO.

#### **4.10 Rights of members**

Members of the Society are able to attend meetings of the Board if their application to attend is received in writing 14 days before the date of the Board meeting and is approved by the Executive (or the entire Board if the application is received at the time of a Board meeting).

The Board, or Executive, can refuse attendance of a member on the following grounds:

- The business to be transacted at the scheduled meeting is considered to be confidential;
- The member is not a financial member (their membership has lapsed); or
- It is believed the member intends to disrupt the meeting or introduce business that is not approved by the Board

The Chairman must notify the member in writing of the decision to either permit or refuse attendance and the reason for the decision. If possible their attendance at a Board meeting should be arranged for an alternative meeting or a private meeting with the Executive should be scheduled.

Members invited to attend Board meetings may be asked to leave during discussion on sensitive matters and readmitted when that discussion is concluded.

Members invited to attend Board meeting may only speak on those matters that they have notified the Board of their intention to speak on in writing; the Chairman will determine the time allotted for them to speak which should normally not exceed 10 minutes. They may be invited to speak on other matters at the discretion of the Chair.

Members invited to attend Board meetings do not have the right to vote on matters.

Members are not normally permitted to receive copies of minutes or other Society records. An application in writing to view these documents in the presence of an officer of the Society at the Head Office may be made and considered by the Board; no documents can be copied or removed. The Chairman must notify the member within 14 days of the decision to allow/not allow viewing of minutes and other records and give a reason for this decision.

## **Part 5 Annual General Meeting and Election of Board Members**

### **5.1 Purpose of the AGM**

The business to be transacted at the AGM shall be:

- to receive the report of the Board for the preceding financial year;
- to receive the accounts and balance sheet certified by the Society's auditor for the preceding financial year;
- to announce such members of the Board duly elected as may be necessary;
- to appoint and fix the remuneration of an auditor for the ensuing year;
- any other item of business submitted by a member written notice of which must be in the hands of the CEO not less than 21 days prior to the date fixed for the meeting.

### **5.2 Preparing for the AGM and Election of Board Members**

1. Fix the date of the AGM (not before 1<sup>st</sup> August and not after 30<sup>th</sup> September)
2. The Board appoints a Returning Officer of the Society in July to conduct all Board election procedures – unless otherwise decided the CEO is the Returning Officer of the Society.
3. The Returning Officer shall advertise the date of the AGM and call for nominations to fill Board vacancies in each of the States three daily newspapers, at all Society facilities and on the Society website no later than 31<sup>st</sup> July.
4. Nominations for vacant positions must be received in the correct format at Head Office. The period for nomination will close 14 days from the date of publication.
5. When nominations close the Returning Officer shall prepare a list of nominations received and shall display them at all Society facilities.
6. If the number of nominees is equal to or less than the number of vacant positions then an election is not required. The Returning Officer shall inform the Board of this and the Board shall consider any impediment to the nominees being accepted. Any nominee not considered eligible to take a position on the Board must be informed in writing by the Board and given an opportunity to discuss their nomination with the Board or their delegates as soon as possible, and before the AGM.
7. After consent from the Board the Returning Officer will inform each successful nominee in writing of their election to the Board that will become effective following the AGM. Each nominee shall be asked to prepare a written statement about them, their aspirations for the Society and any other relevant information that supports their position on the Board (each person should be notified that this information will be published both at the AGM and in the edition of the Society magazine

immediately following the AGM). This statement must be received by the Returning Officer no later than 14 days prior to the AGM; the Board reserves the right to edit these statements in consultation with the nominee.

8. If the number of nominees is greater than the number of vacant positions then the Returning Officer must inform each nominee of the requirement to hold an election. This election will be by postal ballot of all members and shall be conducted by the Returning Officer following guidelines approved by the Tasmanian Electoral Commission including:
  - Order of names on the ballot paper is to be by random draw, with identification of existing Board Members.
  - All official publicity for election of members of the Board shall only be published as a resume of candidates listed in alphabetical order in the 'Wombat News' magazine or other RSPCA publication. Individual members are not prohibited from furthering their candidacy by writing to members, subject to no derogatory comments about the Society, or making reference to other candidates, without their consent.
  - The method of voting will be first past the post. Members will be requested to mark their ballot papers using crosses. Ticks and numbers, however, will also be accepted. Members may vote for any number of candidates up to the number to be elected.
  - Voting shall commence on or about 1 September in any election year and shall last for a period of 14 days or otherwise in accordance with any decision of the Board.
  - Should a postal ballot election take place, the term of office of the Elected Board Members that would have ordinarily, pursuant to these Rules, expired an Annual General Meeting held in September shall be extended until the results of the Election are determined.
9. The Returning Officer shall invite all nominees in writing to the AGM and notify them that the successful candidates will be required to give a short verbal statement about themselves, their aspirations for the Society and any other relevant information that supports their position on the Board (these statements will be noted and published in the Society magazine immediately following the AGM).
10. The Returning Officer will announce the result of the postal ballot and the names of successful nominees. Upon request, all ballot papers and other materials relevant to the collation of the results of the ballot must be available at the AGM for scrutiny by all nominees upon request.
11. All Board members duly elected must complete the Board induction immediately following the AGM or at some time in advance of the next scheduled Board meeting.

### 5.3 Conducting the AGM

The AGM must be conducted not later than 30<sup>th</sup> September. It will normally be held in Launceston at the Society's Head Office or other suitable venue. The venue and date of the AGM must be published in each of the State's three daily newspapers, on the Society website and at each Society facility. The time and venue of the AGM is at the discretion of the Board.

The agenda will consist of several standing items and have the following running order:

1. Opening and welcome to members and guests
2. Present & Apologies
3. Ratification of previous AGM minutes
4. Presentation of Annual Report
  - a. Chairman and Presidents remarks
  - b. CEO's report
5. Confirmation of appointments to the Board
  - a. Formal retirement of outgoing members and official thanks from Chairman and President
  - b. Brief statements of introduction by new members
6. Other business
7. Close

The Society is not required to publish the agenda for the AGM unless the AGM will also conduct business that requires public notification of the discussion to be given (e.g. a change to the Constitution).

The minutes of the previous AGM must be available for the information of all members attending. They must also be provided with copies of the Annual Report and other material relevant to the discussion at the AGM.

The Chairman and President will normally chair the AGM.

Members attending the AGM are asked to vote on the motion raised by the Chairman and President at item 4 "to accept the Annual Report as tabled"; members are not normally required, or permitted to cast votes during other parts of the AGM unless the AGM is also a Special Meeting where significant amendments to the Society and how it functions are being debated.

Office Bearers are appointed by the Board during the first meeting following the AGM and votes are not accepted from Society members.

In the event that the Chairman and President is standing down, or is taking part in the election process as a nominee then the Chairman and President shall step down

from their position during item 5 of the agenda and the Returning Officer shall conduct the business of the AGM through item 5. The Chairman and President shall Chair the meeting from item 6.

Questions on any part of the AGM, Annual Report or conduct of the Society shall be taken from those members attending during item 6. Each member may speak for up to five minutes and their remarks must be in the form of a question and not a statement. The Chairman (or a person delegated by the Chair) will respond to the question verbally; written responses to complex questions are permitted provided that the response is received by the person asking within 14 days of the AGM; copies of the response must also be provided to each member attending the AGM within the same timeframe.

A quorum of the AGM shall be ten financial members inclusive of those members of the Board attending the meeting. The names and contact details of all those attending the meeting must be recorded and included with the minutes of the meeting.

Minutes must be produced within seven days of the AGM and circulated to the Board for comments. The amended minutes should be archived at Head Office. Minutes of the AGM will not normally be distributed to members; instead they must be available for the information of members at the next AGM.

#### **5.4 Types of Board Membership**

The Board is comprised of eleven members. Six members are elected to the Board by the membership of the Society. Five members are appointed to the Board; four being representatives of the shelter support committee (or similar body) and one being the representative of the Department of Primary Industry and Water.

**a. Elected member**

A current financial member of the Society at 31<sup>st</sup> July that is nominated and seconded by three other financial members and is determined to be eligible to stand by the Board and, either by postal ballot or by virtue of there being fewer nominees than vacant Board positions, is elected to take a position on the Board for a period of three years.

**b. Casual member**

A financial member of the Society who is appointed by the Board to fill a vacancy that becomes available following the AGM. Their period of office is the balance of time to the next AGM; these members have all the rights and responsibilities of elected members. Their nomination must be supported by one other member of the Board and appointment is by majority voting.

**c. Appointed member**

A member of the Board who is either one of the shelter representatives or the representative of the Department of Primary Industries and Water in Tasmania. Appointments are for one year and must be confirmed at the AGM (the DPIW representative is typically a long-term appointment and the Board may choose to accept the appointment for an undetermined period instead of requiring the appointment to be made every year. The appointment though must be confirmed and documented within the minutes of the AGM).

**5.5 Election of Office Bearers**

All Office Bearers (those being Chairman and President, Vice President and Treasurer) will stand down at the start of the first meeting following the AGM. The CEO will Chair the session during the appointment of office bearers and call for nominations for these positions from the Board. Unless otherwise requested by two or more members of the Board, the appointment of office bearers will be by majority show of hands (if required, the CEO shall oversee a secret ballot where each Board member has one vote for each of the positions). Nominations must be accompanied by a seconder and the nominee may give a brief verbal statement in support of their nomination. Office Bearers will hold their position for one year.

**5.6 Appointment of Shelter Representatives**

Four positions on the Board are not elected by the general membership of the Society but instead are appointed from within the volunteer and supporter base of each of the four shelters. The appointee must be proposed from within the volunteer base. In the event that two or more people are proposed then a ballot must be called.

- This process should begin not later than the first week of August.
- For the purposes of this process the shelter manager has great responsibility. They are required to draw up a list of eligible (active) volunteers and supporters and they must also act as the returning officer for the election process.
- Notification of election and call for nominations are advertised at each shelter and by writing to active shelter volunteers and supporters; the list of these is drawn up by each shelter manager being the person best placed to determine the level of activity of each volunteer. Call for nominations will be for two weeks.
- Nominees must complete a nomination form which must then be countersigned by one other active volunteer and also by the shelter manager to certify that they are active within the branch.
- In the event of a single nominee then that person will become the shelter appointee to the Board and there is no requirement to continue with a ballot.
- If there are two or more nominees then the names of each will be advertised within the shelter and those eligible (that appear on the

shelter managers list of active volunteers) should submit ballots indicating their preferred candidate. Ballot papers are available from the shelter manager. Shelter managers must only provide ballots to those they certify as being active within the branch and must record that they have cast a vote.

- The voting period will be two weeks. The shelter manager should count the votes and forward a report of the result and the completed ballots to Head Office as soon as possible after the closing date.
- The CEO will audit the process and ballots and ratify the result.
- The CEO will notify all nominees of the outcome which is decided by majority voting not later than two weeks before the date of the AGM.

## **Part 6 Induction of Board Members**

This policy describes the process of inducting and informing prospective Board members of the work of the RSPCA, the function of the Board of RSPCA Tasmania, the structure of the organisation, the strategic direction of the organisation and any issues that it currently faces. This policy applies to those RSPCA members that have been invited to join the Board. This policy and the process it describes will be applied under two circumstances:

1. Following an election held as part of the AGM.
2. Following an invitation by the Board to take up a casual vacancy and following attendance of at least one Board meeting as an observer.

### **6.1 Induction documentation:**

Each new Board member will receive an induction pack that will include:

1. Strategic Plan
2. Constitution
3. Organisational chart
4. List and brief biography of other Board members
5. Board Policies and Protocols manual\*
6. Current year budget/ finance plan
7. The last 3months Board minutes and Board papers that accompany those minutes

\*Each new Board member is required to complete, sign and return the Compliance Undertaking that is contained within this document.

### **6.2 Induction Process**

1. This process will occur either following the election of new members at the AGM, or following acceptance of an invitation made by the Board Chairman for the member to take up a casual vacancy.
2. This process should take place in advance of a meeting of the Board if possible – since the first meeting of a new Board occurs immediately after the AGM this may not be possible for newly elected members. In this instance the induction process should take place following the meeting or in advance of the next scheduled meeting of the Board.
3. An induction meeting will be held for all new Board members convened by the Chairman. The meeting will be attended by the CEO or another senior administrator of the Society. All Board induction documentation will be provided at this meeting. The Chairman will work through and introduce each document, provide background information and answer questions of new members.
4. New members should familiarise themselves with the operations of RSPCA Tasmania and visit RSPCA facilities in their region within the first three months.

## Part 7 Compliance Undertaking

### COMPLIANCE UNDERTAKING

I agree, as Director of the Board of RSPCA Tasmania Inc, to undertake the responsibilities outlined in The Board Policies and Protocols manual, and to abide by the Constitution of the RSPCA Tasmania Inc and any other policies or procedures determined by the Board of Directors or the Society from time to time. I acknowledge that a breach of this undertaking may result in me being removed from the Board of Directors in accordance with the Constitution.

.....

*Name*

.....

*Signature*

.....

*Date*