

NTGPE Board Protocols***Scope****Application:*

This protocol applies to the Board's operations.

Limitations:

Nil

Related Standards, Policies and documents:

Delegations Policy

NTGPE Constitution

Effective from:

To be determined

Purpose

The Board will have protocols for its activities.

1 Principles

- 1.1 The Board will perform best if it has explicit understandings about its activities, including how the Executive Director and/or Secretariat will provide support.

2 Protocols*Director's Handbook(s)*

- 2.1 NTGPE will provide Directors with a copy of *Duties and Responsibilities of Directors and Officers, Robert Baxt, Australian Institute of Company Directors, Sydney, 2002* (Dec 2003 meeting), and a Director's Handbook to inform them on the Board's background, status and activities. This will include information for orientation and induction as well as normal operation.

Meeting preparation

- 2.2 The Board will determine a Calendar of meetings dates and times for the following year each October.
- 2.3 The Board will use a system for block consideration of agenda (Attachment 1).
- 2.4 The Secretariat will maintain a record of intended future agenda, and schedule of when each item should appear, to help ensure no item is overlooked. Any such items for the imminent meeting will also be included in the draft agenda
- 2.5 No later than eighteen (18) working days prior to a meeting, all reports and potential agenda items will be submitted to the Secretariat. This will follow an invitation to all Directors to submit agenda items, 25 working days prior to a meeting. (*Refer to the diagram in Attachment 2 for a representation of the timelines in 2.5 – 2.9*)

- 2.6 Approximately fifteen (15) working days prior to a scheduled meeting, the Executive Director will ensure a draft agenda and associated papers and reports is prepared for the Chair's consideration. The draft will be based on a previously agreed format, and decisions or indications on the contents from previous meetings.
- 2.7 Approximately ten (10) working days prior to a meeting the Chair will inform the Secretariat and/or Executive Director of changes required to the draft agenda.
- 2.8 A final agenda, including all information on which decisions may be based, will be posted on the Board's secure website (or notified through some other agreed medium) for members' information and pre-requisite preparation not later than seven (7) working days prior to the meeting.
- 2.9 Not later than seven (7) working days prior to a meeting, Directors and nominated alternates will be notified by e-mail of the meeting and the availability of the meeting documentation.
- 2.10 Members who are unable to attend a meeting should tender a request for an apology to the Chair directly or via the Secretariat not less than five (5) days prior to the meeting, if practicable. The Members who apologise should seek to be represented by their formally nominated alternate.
- 2.11 Notes and all records of the meeting shall be the responsibility of the Secretariat.
- 2.12 Draft minutes of the meeting will normally be provided to the Chair within five working days of the meeting, and posted on the website as an approved draft within ten working days.

Membership and Attendance

- 2.13 The Secretariat will maintain a record of directors' attendance and include it in each Annual Report. The Secretariat will provide the Chair with a bi-annual report.
- 2.14 Where a Member, or organization entitled to nominate a Director has not nominated (a Director or) an alternate Director, the Secretariat will provide a regular reminder to the Chair prior to each Board Meeting, who will invite nomination.
- 2.15 The Chair will discuss low attendance rates with a Director.

Reviews and evaluations

- 2.16 Regular reviews of the Board's performances and policies will be included on agenda through the provisions in 2.3.
- 2.17 The Board will receive financial reports for all bi-monthly meetings. These will be summary reports in alternate meetings (April, August and December) and fuller final reports at other bi-monthly meetings (February, June and October). Audited statements and financial reports will continue to be presented for consideration at relevant meetings, including the AGM (September).

Records

- 2.18 The Secretariat will be responsible for maintaining and/or making available records relating to the Board's activities.
- 2.19 Board meeting records will be maintained in hard copy, and made available on the Board's website for the previous two year period on a rolling basis (six monthly). Earlier records will be available to any director on request.
- 2.20 On behalf of the Board, the Secretariat will undertake notifications to the Australian Securities and Investment Commission and the holder of Corporate Registers, and meet other statutory obligations related to Membership, Directors and Constitutional changes.

Reports from the Board

- 2.21 The Secretariat will provide the Chair with a schedule of reports required from the Board and, with the Executive Director, assist in their drafting where appropriate.

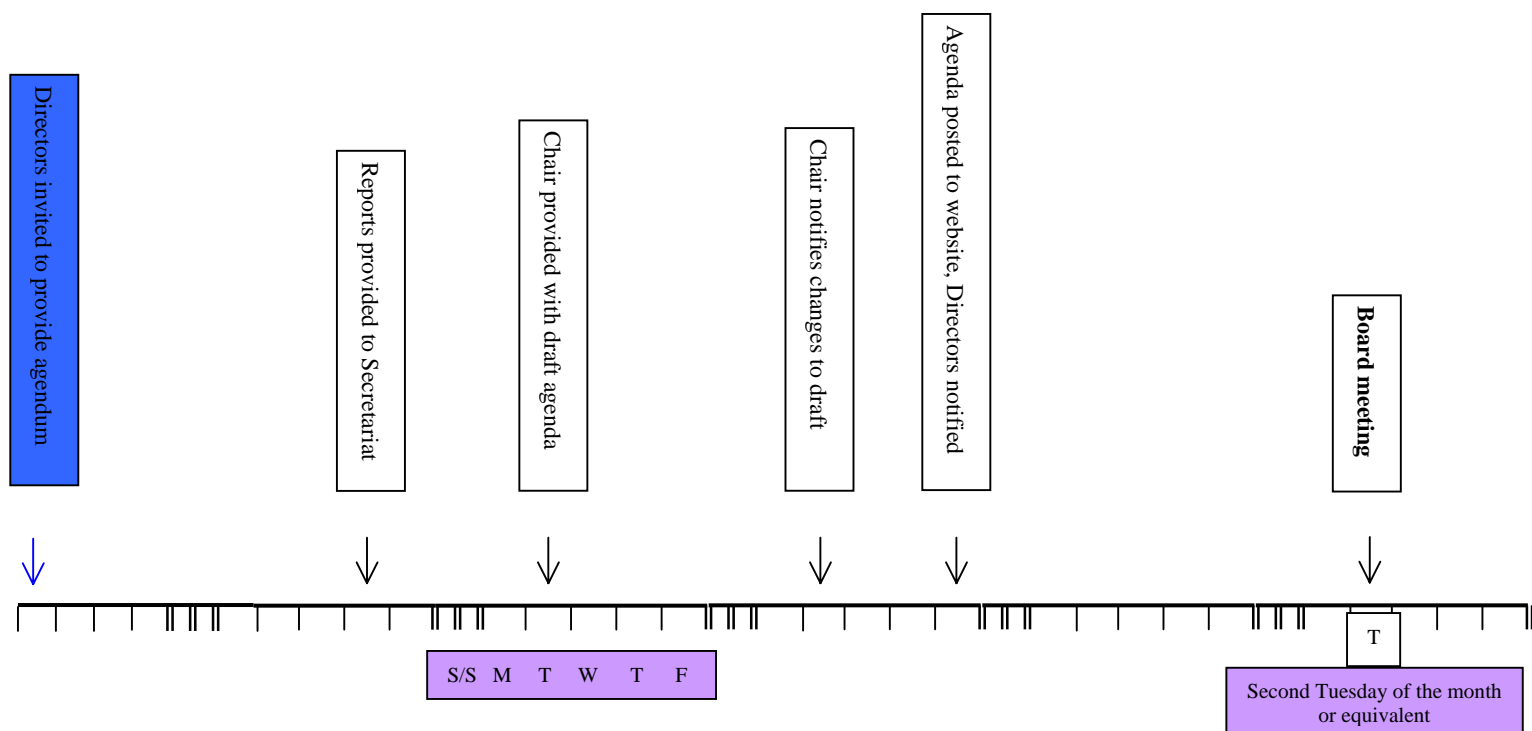
D Lloyd
16th January 2004

Block consideration of Board Agenda

Block consideration of standard and/or non-contentious items, adopted by the Board, October 2003:

1. Agenda are prepared and distributed with a complete set of items and background papers;
2. Each item will be categorized as ‘starred’¹ or ‘un-starred’, and initially be un-starred;
3. Starred items will receive explicit individual attention at the meeting;
4. Each Director has the option to star an item, which will ensure it receives attention;
5. Each agenda set will contain an item inviting any Director to star any item not starred to-date (and invited to identify which aspect may require consideration, if appropriate);
6. The Board may choose automatically or consistently to star some items;
7. Un-starred items will be considered, noted, accepted and/or approved without discussion, by the acceptance of a motion like

‘that all un-starred items be accepted or noted as appropriate, and any recommendations contained in them approved.’

Timelines for actions including notifications

¹ Starred means marked or identified with an asterisk, *.