

## **NA-005 Meetings:**

*Notice and Frequency of Meetings:* The Board will meet at least twice each year. The Chairman may call meetings as is necessary to conduct the business of the Board. Advice of all meetings shall be sent by the secretary with a minimum of two weeks notice. Board members will be notified in writing, which may be electronic, including an agenda and any associated papers. Meetings may be by tele-conference; however a minimum of one meeting each year shall be face to face.

*Members may call meetings :* In addition to the calling of meetings as described above, additional meetings may be called by members if more than half of the current Board members notify the Secretary in writing that they wish a meeting to be held and the agenda of that meeting.

*Members may add to the Agenda:* Members have the right to place an item on the agenda or to elevate an “information only” item to a discussion item.

*Board Papers and Reports:* Board papers and reports greatly add to the efficiency of meetings by allowing members to become familiar with an item of interest to the Board and help develop a position on that subject. Board papers are prepared to background a topic for discussion. Reports are prepared to inform members of the status of a Board activity or initiative. Guidance to the author will be provided by the Chairman, Deputy Chairman or Secretary as to the amount of detail required in a Board paper or report, and if recommendations are required.

### *Standard Meeting Agenda:*

- Opening
- Apologies and Proxies
- Acceptance of the agenda
- Disclosures of interest
- Acceptance of previous minutes
- Business arising from the minutes and not included in the main agenda
- Correspondence in / out
- Chairman’s report
- Financial report
- Sub-committee reports (if required)
- General business
- Election of officials or representatives (if required)
- Agreed actions
- Schedule of next meeting / Close

*Minutes:* The Board shall keep minutes of proceedings of management committee meetings and general meetings. The minutes shall be of sufficient detail to allow the reader how a Board decision or position was taken. Minutes are posted on the Board’s web site for inspection by members or interested parties within 21 days of the meeting

*Quorum:* A quorum shall comprise any two of the elected officials (Chairman, Deputy Chairman and Secretary) and any four of the ordinary members. Where the elected

Board is less than twelve members, the number of ordinary members needed for a quorum is reduced by one for each two members that the Board is less than twelve.

Where all three elected officials are present, one may be regarded as an ordinary member for the purposes of a quorum.

Where only one of the elected officials is present, the second position of elected official may be filled by any present immediate past elected official. This person ceases to be regarded as an ordinary member for the purpose of the meeting, and the ordinary member quorum requirements are to be made up of remaining members present.

*Matters Resolved by Ballot:* Each member has one vote with the Chairman having a second vote if required to resolve an impasse. Proxies granted by one member to another must be in writing on company letterhead.

*Guests:* The policy and conditions for the invitation and attendance of guests to Board meetings is to be found in procedure NA-018.