

Executive Board Operating Guidelines

Board meetings

Meeting schedule

Board meetings are held at least three times per year on dates determined annually in advance by the Board. There is a mix of face to face meetings and teleconferences.

An annual schedule of key matters for consideration or decision by the Board, including the scheduling of separate strategic briefings, will be developed in January each year for the subsequent twelve months and provided to all Board Members.

A reporting schedule to the Board is developed and updated annually by the CEO.

Special meetings of the Board

The Chair may at any time call a special meeting of the Board.

The Chair must call a special meeting of the Board if requested by at least three Board Members.

A special meeting must not be held unless at least 7 days' notice has been given to each Board Member. Notice of a special meeting must:

- Specify the time and place of the meeting and the reason for it
- Be in writing
- Be provided to all Board Members, by in person, or by email.

A special meeting must deal only with business stated in the notice.

Conflict of Interest

In accordance with statutory and common law requirements, each Board Member must:

- Be vigilant in identifying potential conflicts of interest (either actual or perceived)
- Absent themselves from discussion of actual material conflict of interest
- Bring to the attention of the Board, in a timely manner, actual or perceived conflicts of interest which may exist or which might reasonably be thought to exist, involving themselves or other Board Members or staff.
- Not be present during any deliberations by the Board and not be entitled to vote on the matter in which the Board determines that the Board Member has an actual or perceived conflict of interest.

If a Board Member is unsure whether a particular interest is likely to cause a conflict (actual or perceived), he or she must make a full disclosure of the interest and the Board as a whole must consider on whether the Board Member should absent him or herself from proceedings. In the event of an inability to reach consensus the Chair's decision will be final.

The Chair will:

- Remind all Board Members at the commencement of each meeting of the need to declare to the Board any conflict of interest.

- Have a casting vote in the event that the Board is unable to decide whether a Board Member should absent him or herself from proceedings where there is an actual or perceived conflict of interest.
- Ensure that any declared conflict is recorded in the minutes of the meeting at which the relevant matter is discussed.
- Ensure that the minutes accurately record the time when a Board Member exits from and re-enters a meeting for the purposes of managing a conflict of interest.

Quorum

A meeting of the Board will have a quorum if there are five Board Members present, one of whom must be the President or Vice President.

Decision-making

Decisions of the Board are made by consensus of the Board Members present at a duly convened meeting. These decisions will be recorded in the minutes and, where necessary, any dissenting views that a Board Member has specifically stipulated will be recorded.

If a matter cannot be concluded by consensus a formal vote may be required. Any Board Member or the CEO may ask for a vote to confirm a decision. A Board Member shall be entitled to one vote and in the event of an equality of votes, the Chair shall have the casting vote.

Any action required or decision permitted to be taken at a meeting of the Board, may be taken without a meeting as per WCPT policy. An email resolution may consist of one or several documents in identical terms each agreed by one or more Board Members. All such documents must be filed with the minutes.

The use of circulating briefings by email requiring a Board decision/resolution will be restricted to matters of extreme urgency that cannot be delayed until the next meeting and, on an exceptional basis, day-to-day matters that require Board approval but do not require face-to-face discussion.

The Board decision/resolution will be ratified at the next Board meeting and the Chair will ensure that the ratification of the resolution is minuted (noting the date of the resolution and the method of communication of the resolution).

Board Meeting Agenda

The draft agenda for each meeting will be prepared by the CEO prior to approval by the Chair. Following approval by the Chair the Agenda will be distributed to Board members. The Board agenda will adhere to the agreed format.

Matters proposed for the agenda will take into account:

- The Board's annual reporting schedule
- Matters raised in the course of the preceding Board meetings
- Matters directly relevant to the Board or Board Committees' defined responsibilities or the decisions reserved to the Board
- Emerging issues assessed by the Chair, Board Members and or the CEO as warranting the Board's attention.

Requirements for Board Papers

All Board papers must be prepared on the agreed template

Board papers/reports for inclusion with the Board agenda will be submitted to the CEO by the close of business as per the Board meeting schedule

All Board papers must be approved by the Chair or Committee Chair prior to distribution to the Board.

The agenda and papers for each Board meeting are to be circulated no less than ten working days before the scheduled meeting.

New business of the Board, which is not included in the agenda or for which the papers were late, may be discussed at a Board meeting only with the consent of the Chair and a majority of Board Members present.

Minutes

Minutes will not be a verbatim recording of the meeting but will clearly identify resolutions of the Board without ambiguity and record the key reasons for those decisions (where appropriate) and actions arising.

Minutes of in-camera sessions will be recorded at the discretion of the Board.

The Board minutes for each Board meeting will be prepared by the CEO and will adhere to the agreed format. The draft minutes of each Board meeting will be circulated to all Board Members no later than the distribution date for papers for the next Board meeting.

Minutes will be confirmed by the Board at its next meeting. The Board will approve the minutes of the previous meeting and the minutes will then be signed and dated by the Chair and stored securely. The minutes must be open to inspection by any Board Member at any reasonable time. Once minutes have been approved by the Board they will also be available on the intranet.

An actions list will be included in the papers for the next Board meeting circulated to Board Members. The action statement will include accountabilities, performance expectations and the nature and timing of reporting relating to the Board decision. The action list recording the status of action items will be prepared by the CEO and will adhere to the agreed format.

The CEO will retain a complete copy of the Board papers of each meeting. These will be available for reference by Board Members.

Board induction

All new Members will be invited to participate in an induction process. Current Board Members are encouraged to participate so there is a shared understanding. All elements of the induction process require the approval of the Chair prior to execution. The induction process will include:

1. Provision of supporting documentation – WCPT

A package of material will be sent to each new Board Member upon their appointment. The induction process will include:

- Board Governance Framework, including:
 - ✓ Board Charter
 - ✓ Board Operating Guidelines

- ✓ Schedule of meeting dates
- ✓ Board Committee Terms of Reference
- List of Board Members with contact details / Committee membership list with contact details
- Charities Act 2011
- Information on WCPT Trading
- Current Strategic Plan / Current Business Plan
- Current strategic projects
- Board performance reports, including financial, and other reports provided regularly to the Board
- Most recent Annual Report
- WCPT organisation structure
- WCPT Articles of Association
- WCPT Code of Conduct
- WCPT Conflict of Interest Policy
- WCPT Communications Policy
- WCPT Delegations schedule
- Access to previous Board papers through the intranet
- A list of WCPT related acronyms

2. *Provision of supporting documentation – WCPT Trading*

This will include:

- WCPT Trading Articles of Association
- Most recent Annual Report
- Summary of key activities.

3. *Introduction to World Confederation for Physical Therapy*

This will include:

- A briefing by the Board Chair on:
 - ✓ the Board's priorities and major areas of interest / concern
 - ✓ Board processes and protocols, including expectations on Board Members
 - ✓ Committee purposes and recent key issues
- A briefing by the CEO on:
 - ✓ WCPT's organisation structure and management system
 - ✓ WCPT's Strategic Plan and Business Plan
 - ✓ Key performance indicators and Board reporting

4. Tour of WCPT

Board Members will be provided with an opportunity to meet staff and develop an understanding of their work and of the operations of WCPT.

5. Introduction to Corporate Governance

It is expected that Board Members will have a baseline understanding about good corporate governance principles and practice. However, there will be an opportunity to undertake professional development in this area if required.

6. IT support

Board members are permitted to continue to use their personal email for all WCPT communication however if they preferred a WCPT email address will be provided.

Board performance review

Consistent with contemporary practice for good governance WCPT will undertake a regular process to review Board performance. The oversight for this review is the responsibility of the Chair.

Discussion of findings and recommendations of the assessment should inform continuous improvement and ongoing education / training.