

# Governance Story for Aboriginal Corporations

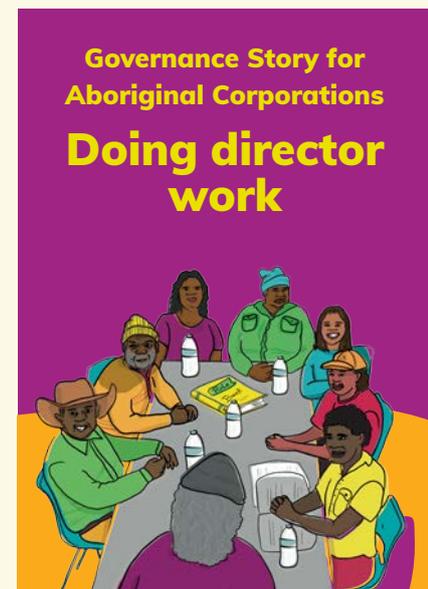
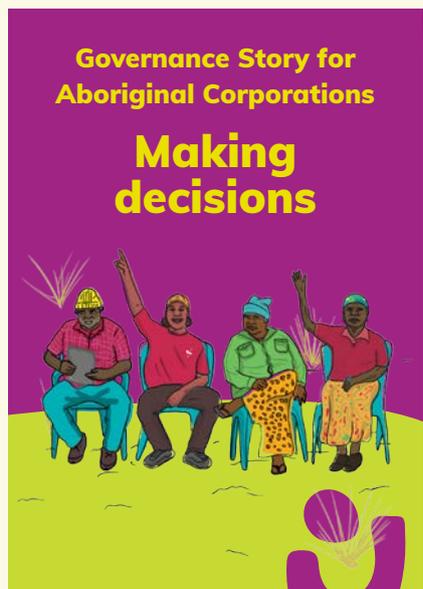
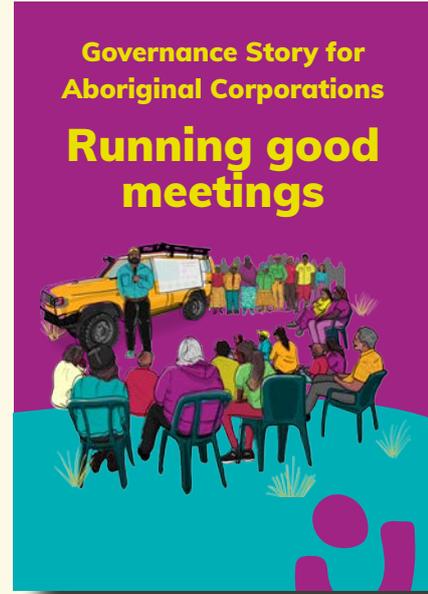
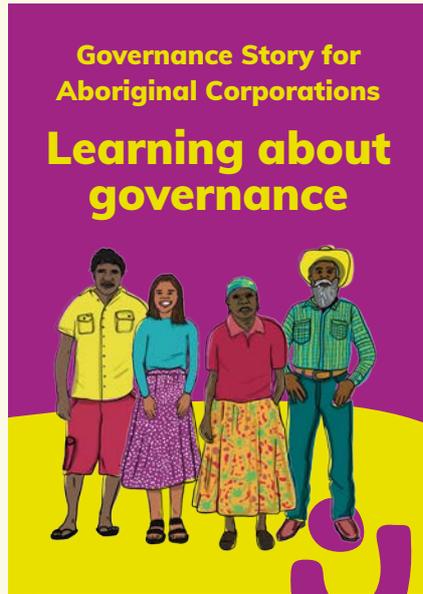
## Running good meetings





## Governance Story for Aboriginal Corporations series

These booklets help members and directors of Aboriginal corporations understand governance.



# Meetings

## What is a meeting?

A meeting is when a group of people get together to talk and share ideas. People take turns talking and listening. Every meeting of the Aboriginal corporation is important.

Meetings can help people:

- understand what is happening
- work together
- make plans
- make decisions.



There are different ways to have meetings. Meetings can be:

- on country
- in a room
- by teleconference – this means meeting by phone
- by video conference – this means meeting on a computer.





# Hard words

**CATSI Act** The law about how to set up and manage Aboriginal corporations. It says how Aboriginal corporations have to work. The full name is the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

**rule book  
constitution** The rules about how the corporation works, makes decisions and follows the rules in the CATSI Act.

**members** The Aboriginal corporation belongs to a group of people. These people are the members.

**directors  
board of directors  
board** The members who the other members chose to govern and make decisions for the corporation.

The whole group of directors is called the board of directors, or board.

**general meeting** A meeting for all members.

**directors' meeting** A meeting for the board of directors. They make decisions and check that the corporation is working well.

**contact person** The person who gets all the emails, letters and phone calls for the corporation. The CATSI Act says every Aboriginal corporation has to have a contact person.

**ORIC** The organisation that makes sure Aboriginal corporations follow the CATSI Act. The full name is Office of the Registrar of Indigenous Corporations.

# Types of meetings

There are many types of meetings for different people in the corporation. The next pages talk about the main types of meetings for directors and members.

## Directors' meetings

The board of directors has meetings to make sure the corporation is working well. They:

- talk and make decisions about the corporation
- check that the corporation is doing a good job
- think about how to do things better
- check the money story
- make goals and plans for the corporation.

The board has to keep records of what people talked about at every directors' meeting.

We have 6 directors' meetings every year.

We bring our young ones to learn about director work.



## General meetings



General meetings are for all the members to talk about the Aboriginal corporation.

The corporation can have general meetings because:

- the board wants to tell members about plans or projects
- members want to talk about problems or ideas
- the corporation wants to change its name
- the corporation wants to change its rule book
- the corporation wants to finish up.

Some Aboriginal corporations get royalties. They have general meetings to distribute, or share out, the royalties money.

## Annual general meetings

The CATSI Act says every corporation has to have an annual general meeting (AGM). Annual means one time every year. Most of the time, corporations have an AGM every year. But some Aboriginal corporations can ask ORIC to only have an AGM one time every 2 or 3 years.

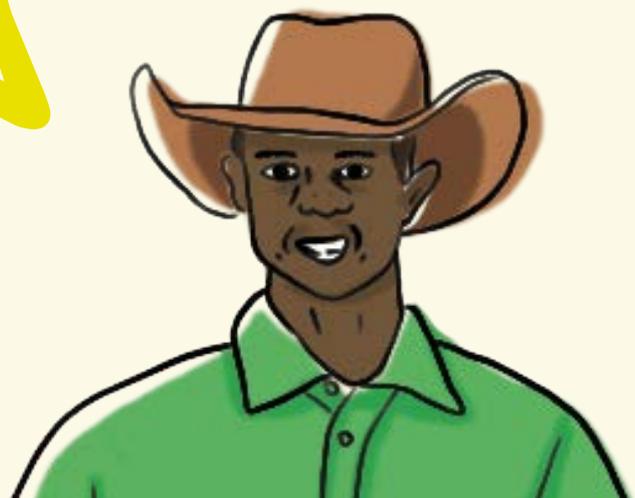
At the AGM, members:

- choose directors
- check the member register, or list, is straight and true
- choose an auditor
- check the money story
- talk about other important business.

Aboriginal corporations can choose where to have their AGM.

We hold our AGMs on country.  
This helps us get more members  
to come to the meeting.

On country, our ancestors help us  
talk and make decisions right way.



## Community meetings

A community meeting is for everyone in the community to talk about important things. It is a good way for everyone to share ideas, plans or problems.



## Committee meetings

The board of directors can make smaller groups, called committees. The committees talk about special jobs or ideas.

Committees cannot make decisions for the board. They only help directors make those decisions.



## Performance reviews

Directors and the Chief Executive Officer (CEO) meet. They decide if the CEO is doing a good or bad job. They talk about how to do things better.

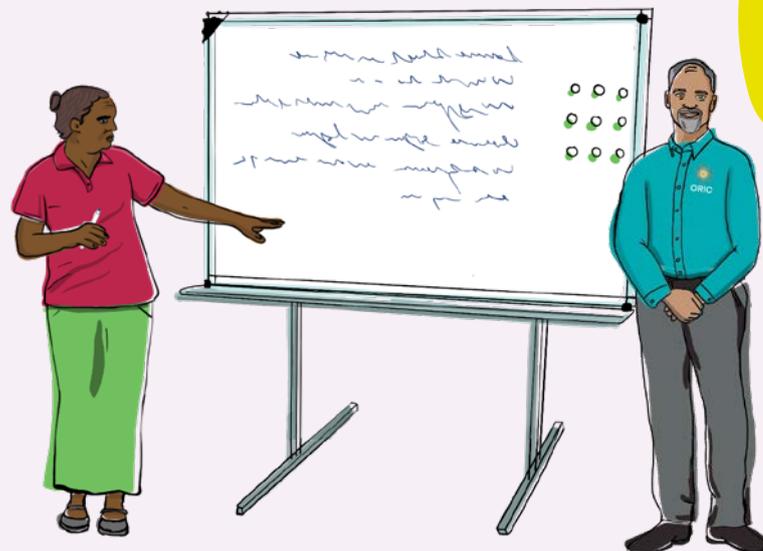
Only some Aboriginal corporations have a CEO.

We have 2 performance reviews with our CEO every year.



## Training

Directors and staff can do training to learn how to do their jobs well.



ORIC holds governance training for Aboriginal corporation directors. In the training, directors learn from us and each other.



# Hard words

**agenda items**  
**agenda**

Items are each of the things to talk about in the meeting. The agenda is the list of items.

**chairperson**  
**meeting chair**  
**chair**

The chairperson is the leader of a meeting. They make sure:

- everyone has a chance to talk
- everyone follows the rules
- people make decisions right way.

**quorum**

Having enough of the right people to have a meeting. Check the rule book to see how many people you need to make a quorum.

**minutes**

The record of the meeting. The minutes say:

- who was at the meeting
- what people talked about
- what decisions they made
- what people need to do after the meeting.

**minute taker**

The person who writes the minutes at the meeting.

**meeting notice**

The information that tells people that the corporation is going to have a meeting. It could be a paper, email or phone message.

**proxy**

If a member cannot go to a general meeting, they can send another person. This person is called a proxy. Check the rule book to see:

- what meetings can have proxies
- who can be a proxy
- what the proxy can do.

**code of conduct**

The corporation policy about how everyone works together and shows respect for each other.

**auditor**

Someone from outside the corporation who checks that the corporation has managed the money story right way.

# Meeting roles

Every person in a meeting has a job to do. Everyone has to listen, ask questions and make decisions. But some people have extra jobs to make sure the group have the meeting right way.

There are 2 main roles in a meeting.

## chairperson



## minute taker



## What does the chairperson do?

The chairperson helps make sure the meeting follows the agenda and meeting rules. They:

- make sure there is a rule book at the meeting, and everyone follows the rules
- check that there is a quorum, or enough people to hold the meeting
- start the meeting
- make sure everyone agrees on the meeting rules
- help everyone decide what to do if someone does not follow the meeting rules
- make sure the group talks about all the things on the agenda
- try to get everyone to speak up
- decide when to have breaks
- make sure the meeting follows rules to make decisions right way
- end the meeting.



**Check your rule book to find out if the chairperson has any other jobs.**

## What does the minute taker do?

The minute taker writes the minutes for the meeting. Minutes are the record of what people talked about in the meeting.

At the meeting, the minute taker writes:

- the attendance list, or the list of who is at the meeting
- important meeting business that people talk about
- what decisions people made
- what people need to do after the meeting.

After the meeting, the minute taker has to:

- send the minutes to the right people
- make sure the corporation keeps the minutes safe.

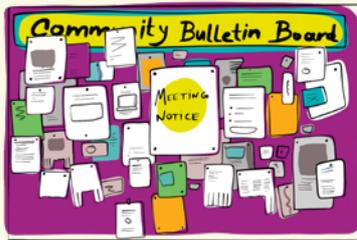


# Meeting papers

There are a lot of papers that people have to know about for meetings. People get papers before the meeting, at the meeting, and after the meeting.

These are the main papers for a meeting.

## Meeting notice



## Proxy forms



## Agenda



## Minutes

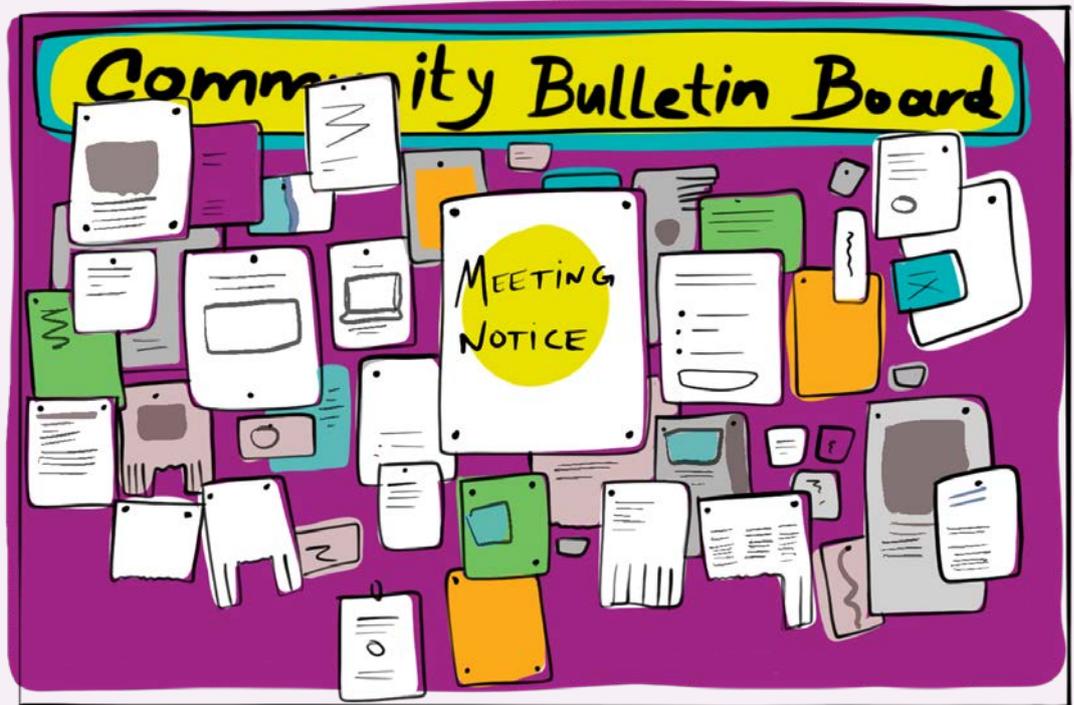


## Reports and other information





## Meeting notice



A meeting notice tells people that the corporation is going to hold a meeting. Sometimes it is called a meeting notification.

The meeting notice tells people:

- what type of meeting it is
- what the meeting is about
- when and where the meeting will happen
- who has to be at the meeting
- what is on the agenda
- what decisions people have to make
- information about proxies.

If the meeting is by phone or video conference, the notice also has the phone number or internet site link.

**Check the rule book to see when to send the meeting notice.**

## Proxy forms



When someone cannot go to a member meeting, they can send another person. This person is called a proxy. A proxy form is the paper that says who will be the proxy at the meeting.

Check the rule book to find out:

- what meetings can have proxies
- who can be a proxy
- what the proxy can do.

I am the proxy for my aunty. She told me what to talk about and what decisions to make. I will talk for her at the meeting.



## Agenda



The agenda is the list of all the things that people have to talk about in the meeting. These things are called items.

People get the agenda with the meeting notice.

**If there is more than one page, check the page numbers to make sure you have all the information.**

I am the chairperson for today's meeting. I have to make sure people talk about all the things on the agenda. If they talk about something else, I ask them to wait for other business on the agenda.



# Minutes



The minutes are the report of the meeting. Every agenda item has to go in the minutes. The minutes show what people talked about and decided.

At the next meeting, people will approve these minutes. This means everyone agrees the minutes are straight and true. Then, the chairperson signs the approved minutes.

If the minutes are not straight and true, the people in the meeting change them.

We always bring our rule book, policies and procedures to the meetings to help us do things right way.



## What is in the agenda and minutes

Every agenda item has to go in the minutes with information about what people decided.

These are the items most agendas have and what the minute taker has to write.

- |                         |   |
|-------------------------|---|
| <b>1. Meeting</b>       | Write where and when the meeting happened.  |
| <b>2. Meeting start</b> | Write what time the chairperson started the meeting. Sometimes this is called open meeting.                       |
| <b>3. Attendance</b>    | Make a list of all the people who are at the meeting. Show who the chairperson and minute taker were.             |
| <b>4. Apologies</b>     | Make a list of all the people who said they could not come to the meeting.  |
| <b>5. Proxies</b>       | Check the rule book to see if there can be proxies. Make a list of who sent proxy forms and who the proxies were. |
| <b>6. Quorum</b>        | Check that there are enough people in the meeting.  |

### 7. Declaration of interests

Check if anyone might have a conflict of interest for any item in the agenda. Make a list that shows:

- the agenda item
- who declared the interest
- how the conflict was managed.

### 8. Approve minutes

Everyone decides if the minutes of the last meeting are straight and true. Write the decision. If the minutes are not straight and true, make a list of things to fix.

### 9. Resolutions

Resolutions are the things people have to decide in the meeting. For each resolution, write:

- what the resolution was
- information that helped make the decision
- how people made the decision.

### 10. Other business

People can talk about other things that are not on the agenda. Write what they talked about.

### 11. Actions

Make a list of all the things people agreed to do.

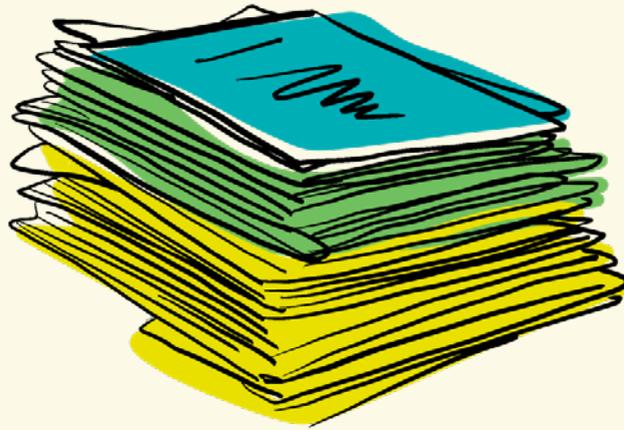
### 12. Next meeting

Write when and where the next meeting will be.

### 13. Meeting end

Write what time the chairperson ended the meeting. Sometimes this is called close meeting.

## Reports and other information



These papers give more information about the agenda items. They help people prepare to speak up, ask questions and make decisions.

Reports and other information can be:

- stories about what has happened or what is happening in the corporation
- financial statements that show the corporation's money story
- proposals, ideas or plans
- agreements or contracts that say how the corporation will work with people or other organisations
- presentations, videos, or other things that speakers use.

# Code of conduct

To do good work for the corporation, it is important to work together. In meetings, people need to listen, share ideas, and make decisions together.

The code of conduct is the corporation rules about how to work together in a good way. The board of directors writes the code of conduct.



## Good meeting agreements

If the corporation does not have a code of conduct, it can make a good meeting agreement. It is a list of rules that everyone agrees to follow in the meeting.

## Ideas for good meeting behaviour



- Read the meeting papers before the meeting. If you do not understand something, talk to someone.
- Respect each other even when you do not agree.
- Work together.
- Listen to other people when they are talking.
- Give everyone a chance to talk and wait for your turn.
- Give people time to talk in language or in smaller groups, if they want to.
- Talk in a true, straight and fair way.
- Only talk about the items in the agenda. If you want to talk about other things, wait until the agenda item called other business.
- Turn off mobile phones.
- Follow Aboriginal governance and corporate governance rules.

We always had the same people speak up in meetings. Other people did not get to talk. It was hard to make decisions. So, we made a good meeting behaviour agreement.



# Decisions that the board makes

There are different rules for different kinds of decisions. There are Aboriginal governance and corporate governance rules about making decisions.

Most of the time, a director cannot make a decision on their own. The board makes the decision. Here are some decisions that the board of directors makes.

<b>strategic decisions</b>	Goals and plans for the future of the corporation.
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<b>policy decisions</b>	Rules for ways of working in the corporation.
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<b>financial decisions</b>	Looking after the corporation's money story.
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<b>membership decisions</b>	Decisions about who can be a member.
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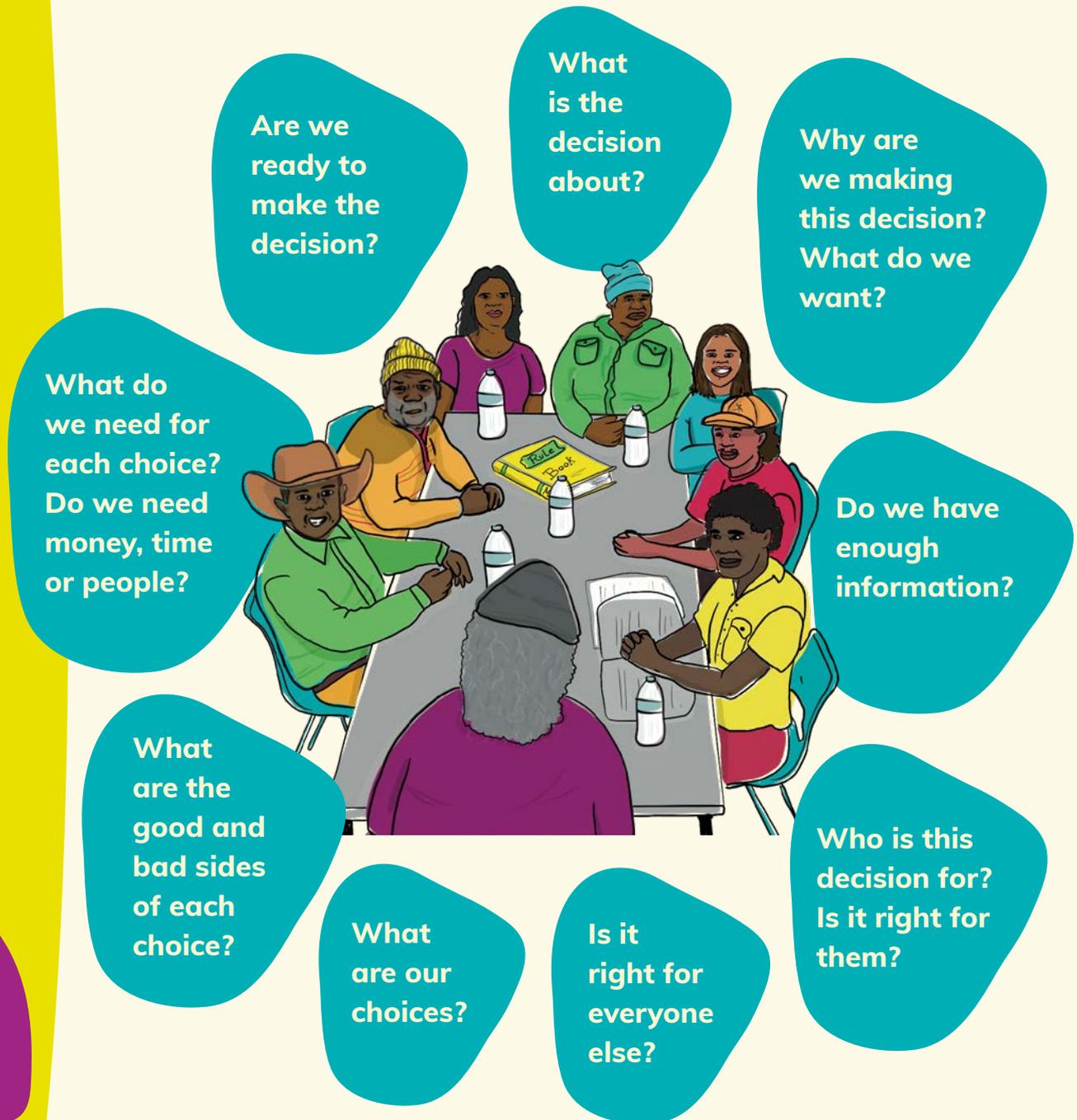
<b>staff decisions</b>	Hiring and managing the CEO.
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In PBCs, native title holders make decisions about native title. The board has to listen and do what the native title holders say.



# Questions help make good decisions

When you are making decisions for the corporation, it is your job to think about these questions.



**Another word for decision is resolution.**

# Meeting jobs

There are jobs to do before, during and after the meeting.

It is good to have a mix of people on the board so they can all do different jobs.

We have the young ones take the minutes at our directors' meetings. Sometimes an older director helps them to write.



## Jobs before a meeting

### Decide on meeting date, time and place

- Is it a good time for people to go to a meeting?
- Is it a good space?
- Can everyone go to that place?

### Write the agenda

- Decide what to talk about in the meeting.
- Check the minutes of the last meeting.

### Send out the meeting notice

- Check the rule book to see when to send out the meeting notice.
- Decide how to tell people about the meeting: email, phone, letter, notice board, hand to hand.

### Decide how to help people get to the meeting

- Will someone pick people up?
- Will there be fuel orders?
- Will someone book flights or buses?



# Jobs at a meeting

**Decide who will be the chairperson**

**Decide who will be the minute taker**

**Check the code of conduct or make a good meeting agreement**

- Agree on the meeting rules.
- Decide what to do if someone does not follow the rules.

**Follow the agenda**



## Jobs after a meeting

Write the minutes

Check the minutes

Send the minutes



It is important to send the minutes out quickly so that people can:

- remember what they said
- do the jobs they agreed to do.

Do the actions

The minutes show all the jobs people agreed to do.



Share important information

Sometimes other people need to know about the decisions from the meeting.

If other people agreed to share something, like presentations or reports, make sure they send that information.



# Annual General Meeting

The annual general meeting (AGM) is the meeting for all members. All corporations have to have AGMs.

Most corporations have an AGM every year. But sometimes, Aboriginal corporations can ask ORIC to have that meeting only one time every 2 or 3 years. ORIC can agree to change the rules about AGMs in the rule book, if:

- the Aboriginal corporation has no money
- it is hard to bring the members together because they live far away.





## What do members do at an AGM?

At an AGM, members:

- approve the minutes from the last general meeting
- check their name and address in the member register
- learn about what happened in the corporation since the last AGM
- choose new directors
- choose an auditor to check the money story for the next AGM.

AGMs are a good time to ask questions to understand corporation business.

Members check if the corporation is doing things right way.

# Things to do for an AGM

## Before the meeting

### Plan meeting

- decide meeting goals
- check meeting date, time, place
- plan for things that can go wrong
- book meeting place

### Get things for meeting

- paper, pens
- computers
- camera
- microphone, speaker
- smart tv, projector
- tables, chairs
- food, drinks

### Organise travel

- fuel orders
- pick ups
- other travel, accommodation
- check road, weather reports

### Notify people

- write meeting notice and agenda
- send meeting notice

### Prepare meeting papers

- agenda, draft resolutions
- minutes of last meeting
- rule book, code of conduct
- information papers
- member register
- forms

### Set up meeting place

- chairs, tables
- gazebos
- microphones, speaker
- tables for food, drinks

## At the meeting

### Welcome people

- give people forms
- give people meeting papers

### Decide these things

- chairperson
- minute taker

### Follow agenda

- open meeting
- follow agenda
- close meeting

## After the meeting

- pack up, clean
- write and check minutes
- send out minutes
- look after forms

- make changes to registers, lists and reports
- make sure people do jobs in the action list



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