

Conduct of board and annual general meetings policy

First developed	Quarter 1, 2018
Last review date	Quarter 3, 2024
Scheduled review date	Quarter 3, 2026
Purpose	<p>The purpose of this policy is to establish clear guidelines for conducting board meetings in an efficient, orderly, and transparent manner. The policy aims to ensure that meetings are focused on decision-making, accountability, and upholding the organization's governance standards while providing an open platform for discussion and debate.</p> <p>This policy applies to all board members, officers, and any invited participants of the board. It governs all board meetings, including regular, special, and emergency meetings, annual general meetings, and defines the procedures for conducting such meetings in accordance with the organization's bylaws and governance principles.</p>
Policy	<p>Regular board meetings shall be held at intervals as defined in the organization's bylaws (biannual basis). An annual general meeting will be held between May and August each year. All other conditions of meetings are held as per the constitution/statutes of the respective organisation</p> <p>A template for Board meetings and Annual General meetings is prepared and includes guidance for members aligned with governance requirements.</p> <p>These templates may be expanded however, should be used as the minimum information provided at meetings. Where no information is available, this should be noted.</p> <p>Templates are:</p> <p>ANNUAL GENERAL MEETING TEMPLATE BOARD MEETING TEMPLATE</p>
Policy Implementation and assignment of responsibility	All staff, volunteers and Board members are responsible for adhering to this policy

Agenda

1. Welcome and opening
2. Formal proceedings
 - Agreement on mode of voting, chair and minutes taker of the meeting
 - Approval of the agenda
3. Approval of the Annual Report
4. Approval of the Financial statement
5. Approval of the Budget 2024 - 2025
6. Discharge of the Board of Directors
7. Revision of statutes
8. Elections
 - Board of Directors
 - President of the Board of Directors
9. Membership fee
10. Close



Formal proceedings

- Agreement on mode of voting
 - Electronic voting is proposed
- Chair and minutes taker of the meeting
 - The President of the Board is the official Chair
 - Chief Executive will functionally facilitate and take minutes for the meeting
- Approval of the agenda
 - Agenda as presented will be followed

Governance note (CH + AU): A requirement of the annual general meeting is to vote on the above components. The following motion fulfills these requirements.



Formal proceedings

Questions from the membership

Motions

Does the membership agree to electronic voting?

Does the membership agree that the President of the Board is the official Chair and the Chief Executive will functionally facilitate the proceedings?

Does the membership agree to the agenda as presented?



Approval of the Annual Report

Presentation of annual report

Governance note (CH + AU): A requirement of the annual general meeting is to table an annual general report. This can be in any format.

Questions from the membership

Motion

Does the membership approve the annual report



Approval of the Financial statements

Governance note (AU): The role of the membership is to ensure a financial statement has been prepared. This does not need to be audited. Once approved, this will be submitted to the ACNC as an annual information statement and this fulfills all governance requirements in Australia.

Governance note (CH): The role of the membership is to ensure a financial statement has been prepared. This does not need to be audited. The accountant has the duty to send this to the Geneva authorities (which has been done). CCCR also submit a report to CAGI (not part of formal governance, but this is a good thing to maintain).



Approval of the Financial statement (Australia)

Accountant: INSERT

INCOME

Income	AUD XXX
Funds carried forward invoiced	AUD XXX

EXPENDITURE

2023 AU Salaries	AUD XXX
Rent	AUD XXX (Governance Note: CCDR is required to have an official address accessible to the public. This fulfills this requirement)
Insurance	AUD XXX
Telephone	AUD XXX
Services and accounts	AUD XXX
Bank fees	AUD XXX
Service delivery	AUD XXX
Conference	AUD XXX

BALANCE AT 31 Dec XXX	AUD XXX
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Approval of the Financial statement (Australia)

Accountant: INSERT

ASSETS	AUD
Fixed assets	AUD XXX
Reimbursements	AUD XXX
DEBTS	AUD
Charges to pay	AUD XXX
Salary payments	AUD XXX
Tax to pay	AUD XXX
TOTAL REGISTERED DEBT	AUD XXX
BALANCE	AUD XXX



Approval of the Financial statement (HQ)

Accountant: INSERT

INCOME	CHF XXX
Income	CHF XXX
Funds carried forward invoiced	CHF XXX

EXPENDITURE	CHF XXX
2023 AU Salaries	CHF XXX
Rent	CHF XXX
Insurance	CHF XXX
Telephone	CHF XXX
Services and accounts	CHF XXX
Bank fees	CHF XXX
Service delivery	CHF XXX
Conference	CHF XXX

BALANCE AT 31 Dec XXX	CHF XXX
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Approval of the Financial statement (HQ)

Accountant: INSERT

ASSETS

Fixed assets

Reimbursements

CHF

CHF **XXX**

CHF XXX

DEBTS

Charges to pay

Salary payments

Tax to pay

CHF

CHF XXX

CHF XXX

CHF XXX

TOTAL REGISTERED DEBT

CHF XXX

BALANCE

CHF XXX



Approval of the Financial statement

Questions from the membership

Motion

Does the membership approve the Swiss association financial statement?

Does the membership approve the Australian charity financial statement?



YYYY Budget

INCOME

Pathways	XXXXX
PEEK	XXXXX
NPON	XXXXX

EXPENDITURE

Salaries	XXXXX
Rent	XXXXX
Insurance	XXXXX
Telephone	XXXXX
Services and accounts	XXXXX
Bank fees	XXXXX
Operations	XXXXX
Tax	XXXXX
Travel	XXXXX



YYYY budget

Governance note (CH + AU): The budget represents anticipated income and expenditure, combined. The role of the membership is to approve the budget with the understanding expenditure depends on final income and with the note that if income is beyond expectations, CEO salary can be moved towards 100% (Currently at 40%)

Questions from the membership

Motion

Does the membership approve the 2024 budget



Discharge of the Board of Directors

Governance note (CH + AU): The previous motions represent the governance requirements of the Board of Directors (Swiss and Australian).

Questions from the membership

Motion

Does the membership approve to discharge the Board(s) of Directors?
(i.e. are satisfied that governance requirements are met)



Revision of statutes, Membership fee, Election of Members

Governance note (CH + AU): The current Australia and Swiss Boards (Executive Committees) currently combine to be the General Members of both associations.

General Members elect the Executive Committees, set the statutes and sets fees for members.

These votes are in your capacity as General Members rather than representatives of each respective Executive Committee. For those whose terms on Executive Committees are coming to an end, you still remain General Members and will be invited to General Assemblies once a year. Up until now, we have combined Annual General Meetings and Board Meetings, however these are being separated going forward as the new Executive Committee members will not be General Members (i.e. they will not have voting rights at annual general meetings. This is with the exception of one Swiss Resident as a General Member with voting rights).

To step down as a General Member, you need to provide a notice of 6 months



Summary of Executive Committee and Membership

Name	End of term	Executive Committee Australia	Executive Committee Switzerland	General Members (with voting rights)
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No



Revision of statutes

List of changes required



Revision of statutes

Questions from the membership

Motion

Does the membership approve the statute changes?



Election of Members

The CVs of new members have been provided

For the Swiss Association

List candidates

For the Australian charity

List candidates



Election of Members

Questions from the membership

Motion

Does the membership approve the addition of new Executive Committee members

List candidates

Does the membership approve the following appointments?

List candidates



Election of Members

Questions from the membership

Motion

Does the membership approve NAME as POSITION and General Member of the Swiss Association?

Does the membership approve NAME as a POSITION of the Australian Charity?



Membership fee

Membership fees are currently set at zero for General Members

Questions from the membership

Motion

Does the membership approve no changes to fees?



Decision-making tool

Alignment with objects

<p>Provide the community with a platform to provide feedback in relation to disease prevention, treatment and care</p>	<p>The implementation of the Patient Experience, Expectations and Knowledge (PEEK) research program*</p>	<p>Object 1 (PEEK)</p>
<p>Create a cooperative centre in the field of community engagement in public health with the capability of pursuing community-driven research to create a more patient-centric health sector</p>	<p>The administration of National Patient and Carer Organisation Standing Committees*</p>	<p>Object 2 (NPON)</p>
<p>Promote a managed and cooperative approach to research and training in the field of community engagement so as to maximise the benefits of public health initiatives</p>	<p>The development and implementation of programs to increase uptake of existing research, health service and public health initiatives* such as the Pathways Telehealth Nurse Service, incubation of new health initiatives and development of community and professional, collaborative networks</p>	<p>Object 3 (PATHWAYS)</p>
<p>As an ancillary and supportive purpose, to utilise Centre IP in such a manner as to ensure that the maximum benefit accrues to all people</p>	<p>Making all programs and output of our work publicly available where it is responsible to do so</p>	<p>Object 4 (OPERATIONS AND DISSEMINATION)</p>



Governance checklist + breach notification

Does your charity have a system or process to ensure that it meets its record-keeping obligations?	
Did your charity submit its AIS on time for the last reporting period?	
Does your charity ensure there are no errors in its AIS or financial report?	
Are your charity's Responsible People and other details with the ACNC up to date?	
Are your charity's Responsible People aware of the charity's obligations to notify the ACNC?	
Does your charity report all significant breaches of its obligations to the ACNC?	



Agenda

1. Welcome and opening
2. Formal proceedings
 - Approval of the agenda
3. Activity update
4. Financial update
5. Revision of statutes/constitution
6. Risk
7. Related party transactions
8. Governance notifications
9. Close

This template is used to guide ordinary Board meetings and is aligned with local regulations



Formal proceedings

- Agreement on mode of voting
 - Electronic voting is proposed
- Chair and minutes taker of the meeting
 - The President of the Board is the official Chair
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- Approval of the agenda
 - Agenda as presented will be followed

Governance note (CH + AU): A requirement of the annual general meeting is to vote on the above components. The following motion fulfills these requirements.



Formal proceedings

Motions

Does the membership agree to electronic voting?

Does the membership agree that the President of the Board is the official Chair and the Chief Executive will functionally facilitate the proceedings?

Does the membership agree to the agenda as presented?



Approval of the Annual Report

Presentation of activities

Motion

As required



Review of the Financial statements



Review of the Financial statement (Australia)

Accountant: INSERT

ASSETS

Fixed assets

Reimbursements

AUD

AUD **XXX**

AUD XXX

DEBTS

Charges to pay

Salary payments

Tax to pay

AUD

AUD XXX

AUD XXX

AUD XXX

TOTAL REGISTERED DEBT

AUD XXX

BALANCE

AUD XXX



Review of the Financial statement (HQ)

Accountant: INSERT

INCOME	CHF XXX
Income	CHF XXX
Funds carried forward invoiced	CHF XXX

EXPENDITURE	CHF XXX
2023 AU Salaries	CHF XXX
Rent	CHF XXX
Insurance	CHF XXX
Telephone	CHF XXX
Services and accounts	CHF XXX
Bank fees	CHF XXX
Service delivery	CHF XXX
Conference	CHF XXX

BALANCE AT 31 Dec XXX	CHF XXX
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Review of the Financial statement (HQ)

Accountant: INSERT

ASSETS

Fixed assets

Reimbursements

CHF

CHF **XXX**

CHF XXX

DEBTS

Charges to pay

Salary payments

Tax to pay

CHF

CHF XXX

CHF XXX

CHF XXX

TOTAL REGISTERED DEBT

CHF XXX

BALANCE

CHF XXX



Review of the Financial statement

Motion

As required



YYYY Budget progress review

INCOME

Pathways	XXXXX
PEEK	XXXXX
NPON	XXXXX

EXPENDITURE

Salaries	XXXXX
Rent	XXXXX
Insurance	XXXXX
Telephone	XXXXX
Services and accounts	XXXXX
Bank fees	XXXXX
Operations	XXXXX
Tax	XXXXX
Travel	XXXXX



YYYY budget progress review

Motion

As required



Revision of statutes

Motion

As required



Summary of Executive Committee and Membership

Name	End of term	Executive Committee	Register of banned and disqualified persons check	General Members (with voting rights)
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No
Name	YYYY	Yes/No	Yes/No	Yes/No



Revision of statutes

List of changes required



Revision of statutes

Motion

As required



Risk review

The organization is committed to identifying, assessing, and managing risks that may impact its operations, assets, employees, or reputation. Risk management will be integrated into all decision-making processes, ensuring that potential risks are evaluated and mitigated proactively. All employees are responsible for identifying risks in their areas and reporting them to management. The organization will regularly review risks, implement control measures, and develop contingency plans to minimize potential negative impacts. This policy aims to promote a culture of risk awareness and continuous improvement in safeguarding the organization's interests.

1. Identify Risks^{**}: List all potential risks that could affect your project or organization.
2. Assess Likelihood^{**}: Determine how likely each risk is to occur on a scale of 1 (Rare) to 5 (Almost Certain).
3. Assess Impact^{**}: Evaluate the potential impact of each risk on a scale of 1 (Insignificant) to 5 (Catastrophic).
4. Plot Risks^{**}: Place each risk in the corresponding cell of the matrix based on its likelihood and impact.
5. Prioritize and Act^{**}:
 - ^{**}Low Risk^{**}: Monitor these risks, but they generally require minimal action.
 - ^{**}Moderate Risk^{**}: Implement controls and monitor regularly.
 - ^{**}Significant Risk^{**}: Take action to mitigate these risks, as they could have a substantial effect.
 - ^{**}High Risk^{**}: Immediate mitigation actions are required.
 - ^{**}Extreme Risk^{**}: These risks need urgent and strong mitigation measures or possibly discontinuation of activities that pose such risks.



Matrix

Impact / Severity	1 - Insignificant	2 - Minor	3 - Moderate	4 - Major	5 - Catastrophic
5 - Almost Certain	Moderate Risk	Significant Risk	High Risk	High Risk	Extreme Risk
4 - Likely	Moderate Risk	Moderate Risk	Significant Risk	High Risk	Extreme Risk
3 - Possible	Low Risk	Moderate Risk	Moderate Risk	Significant Risk	High Risk
2 - Unlikely	Low Risk	Low Risk	Moderate Risk	Moderate Risk	Significant Risk
1 - Rare	Low Risk	Low Risk	Low Risk	Moderate Risk	Significant Risk



Related party declarations

Parties involved	Description	Recommendation	Approval
			Yes/No
			Yes/No
			Yes/No



Governance checklist notifications



Decision-making tool

Alignment with objects

<p>Provide the community with a platform to provide feedback in relation to disease prevention, treatment and care</p>	<p>The implementation of the Patient Experience, Expectations and Knowledge (PEEK) research program*</p>	<p>Object 1 (PEEK)</p>
<p>Create a cooperative centre in the field of community engagement in public health with the capability of pursuing community-driven research to create a more patient-centric health sector</p>	<p>The administration of National Patient and Carer Organisation Standing Committees*</p>	<p>Object 2 (NPON)</p>
<p>Promote a managed and cooperative approach to research and training in the field of community engagement so as to maximise the benefits of public health initiatives</p>	<p>The development and implementation of programs to increase uptake of existing research, health service and public health initiatives* such as the Pathways Telehealth Nurse Service, incubation of new health initiatives and development of community and professional, collaborative networks</p>	<p>Object 3 (PATHWAYS)</p>
<p>As an ancillary and supportive purpose, to utilise Centre IP in such a manner as to ensure that the maximum benefit accrues to all people</p>	<p>Making all programs and output of our work publicly available where it is responsible to do so</p>	<p>Object 4 (OPERATIONS AND DISSEMINATION)</p>

