Governing body meetings

THE ASK:

Effective meetings assist aged care governing bodies and executives to meaningfully connect, contribute and collaborate as a team. They provide an opportunity to assess and discuss performance against strategic objectives, identify risk and the impact of new or expected sector reforms, and develop strategies to ensure the consistent delivery of safe and high-quality care to older Australians.

Disclaimer: The new Aged Care Act 2024 (the Act) starts on 1 November 2025. The Act replaces existing aged care legislation. The Aged Care Rules (the Rules) are expected to be finalised before the Act starts. The Rules give more information about how the new Act will work. This resource is in draft. We will update it when both the Act and the Rules come into force.

Covered in this topic guide

- How to prepare effectively for meetings.
- Meeting procedures to achieve productive discussion and decision making.

Where are we now

Our boards and committees are in more and more workshops these days. We have all the exec present, for the whole meeting… innovative governance is about not operating under an old model if it's not effective.

GOVERNING BODY MEMBER

Key concepts

The following definitions assist in interpreting some of the key concepts discussed in this topic guide:

- The **chair** is the leader of the governing body. They are responsible for the overall organisation and functioning of the governing body, including ensuring that meetings are conducted in an effective and efficient manner.

- An **organisation secretary** (or equivalent) is an administrative officer responsible for supporting the governing body and its members with tasks such as managing meeting logistics (that is, coordinating reports, distributing agendas and papers, and taking meeting minutes).

- An **in-camera session** is a meeting or session without the presence of any executive governing body members or other management. Starting each meeting with an in-camera session allows the chair to identify any key concerns that governing body members may look to gain an understanding of during the rest of the meeting.

- A resolution sent for approval without the need to convene a meeting is known as a **circular resolution**. This process is usually reserved for urgent matters or those more procedural in nature.

- **Meeting minutes** are a record of the discussions, decisions and agreed actions within a meeting. Minutes should also record the date/time, location, attendees, and absentees.

Effective meetings for aged care providers

Governing body meetings represent the culmination of expertise and experience held by each member. They also represent an opportunity for those members to provide oversight of management and insight into the organisation's strategic planning, including its ability to respond to reforms across the sector. Though meetings may take place in boardrooms quite separately from consumers and their families, it is vital to remember that any discussions and decisions made during governing body meetings will directly impact those within its duty of care.

Story from the sector

Ensuring that all governing body members are given a chance to contribute to discussions

KEY TAKEAWAYS

- Members should come to meetings prepared with necessary background information.

- Members should be conscious of time allocations when participating in discussions.

- Chairs should endeavour to include more quiet members in discussion, particularly when their experience or expertise is relevant to the items being discussed.

- A well-organised and structured board meeting agenda can significantly influence the effectiveness of governing body meetings and, ultimately, the decisions made.

ACME Community Services governing body has five members. One of these members, Owen, a lawyer, is passionate about his role and dominates discussions. Another of the members, Helen, a clinician, is equally passionate but is quieter during meetings.

In a discussion about the management of a reportable incident involving a clinical failure, Owen used a large portion of the allocated discussion time to ask detailed questions about the process of reporting through the Serious Incident Response Scheme (SIRS). By the time Owen finished, the chair had moved to the next agenda item.

After the meeting, Helen approached the chair to explain that she had some serious concerns about the way that management may have interacted with relevant stakeholders following the incident (i.e. the consumer and their family). She expressed that she would have appreciated an opportunity to have asked about that issue during the discussion and ask management about how they're planning to learn from the experience (including process improvement).

Tips for ensuring your meetings prioritise the delivery of safe and high-quality care

Older Australians at the centre

- Ensure the governing body has enough information, insights, and time to discuss progress towards outcomes effectively.

- Take a consumer-centric lens to decision making by thinking about how decisions will impact consumers and their families.

Obligations and accountabilities

- Ensure meetings occur regularly and have a clear purpose and a set agenda to ensure enough time to effectively assess and discuss all important matters.

- Make sure all members of the governing body have a sound understanding of decisions made within a meeting and their associated obligations and accountabilities.

Knowledge, skills and experience

- Use regular meetings to ensure governing body members and executives remain up to date with sector reforms, market changes, emerging risks, and innovations.

- Engage necessary stakeholders in meetings to inform and update the governing body, including consumers, families, staff, and other external parties.

Leadership and culture

- Be curious, ask questions, and don't be afraid to have tough conversations.

- Use meetings as an opportunity to look beyond operational matters and focus attention on the future needs and culture of the organisation as it relates to innovations and aged care reform.

Reflecting on your practice

Think

Below are the top things you need to be **thinking** about:

- Is the number and length of governing body meetings enough to allow the governing body to effectively discharge its duties and responsibilities?

- Do agendas and meetings focus on the most pressing or important issues and enable enough time to deliberate on priority issues? (i.e. expected changes to regulation)

- How often are issues unable to be resolved and, therefore, carried over to the next meeting?

- Do agendas always contain one or more items relating to our duty to provide high quality consumer-centred care? (e.g. discussing serious clinical incidents)

- Do you have access to the right data and information on financial, clinical and consumer outcomes to identify risk and make informed decisions?

Ask and say...

Below are the top questions you need to be **asking:**

- Are governing body members able to access and review the previous meeting's minutes with ease?

- Are meeting papers of enough quality and distributed with adequate time for members to prepare for meetings?

- Are the communication channels used by the governing body to conduct its business secure and confidential?

- Is there enough opportunity during meetings to discuss current and evolving governing body roles and obligations and how to effectively manage them?

- Do we allow enough time for management and committee reporting to be satisfied that delegated authorities are being executed appropriately?

Do...

These are the top **actions and behaviours** of leaders:

- Approach governing body meetings openly and with the courage to speak up, seek clarification and challenge where appropriate.

- Read governing body papers and any additional materials prior to meetings and keep up to date with changes to the external environment

to effectively engage and contribute to the meeting agenda set by the chair.

- Manage the actions arising from previous meetings, both individually and as a collective, to ensure adequate transparency and accountability are maintained.

Planning and preparation

Setting frequency and duration

Both the frequency and duration of meetings influence the quality of governing body output. The governing body must agree on the frequency and duration of meetings required for it to effectively address all matters listed in its annual agenda. It is crucial that governing body members have enough notice of forthcoming meetings so that they have time to prepare. During an infectious outbreak or other significant circumstance, governing bodies may have to meet more frequently to respond to emerging issues swiftly.

Setting an annual agenda

Once meeting frequency has been decided, a governing body should develop an 'annual agenda' which sets out at a high level the topics, issues, or items the governing body is planning to discuss at each meeting throughout the year. This will help to inform management in planning their reporting and provide an opportunity to plan for guest speakers or external advisors to attend and present on topics covered within each meeting. An annual agenda also helps a governing body to monitor progress against strategic objectives by clearly setting out at which meetings executives should report on progress against these objectives.
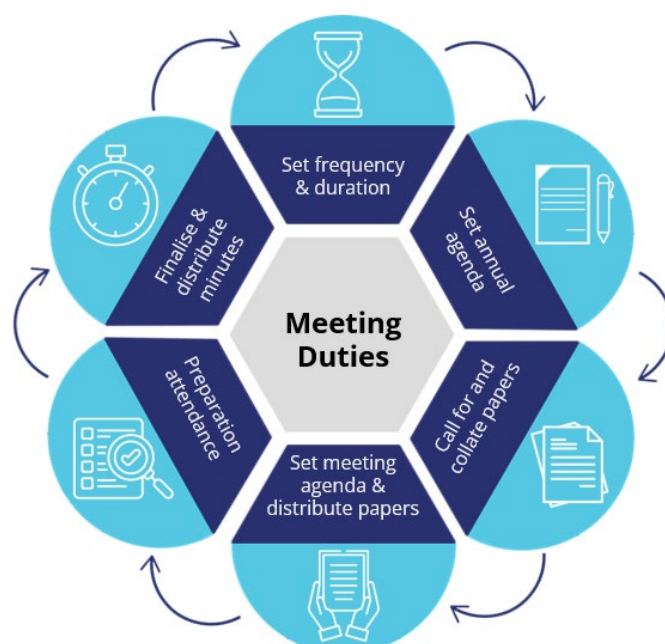
Call for papers and set agenda

Compiling a meeting agenda

The chair, working with the organisation secretary or equivalent, should be accountable for the meeting agenda's content. Input should be sought from governing body members, the executive team, and any committee chairs. Setting the agenda should involve a consideration of content, the ordering of items, the allocation of time for each item and deciding on invitees.

Though there are several methods for structuring a meeting agenda, generally, high-priority items should be scheduled first, and it is essential to clarify which items are for decision, discussion, and noting. A timed agenda will assist governing body members in recognising the relative significance of each issue and ensure the meeting finishes on time.

What a 'high priority' agenda item is will vary depending on the provider, the chair, and the provider's unique circumstances. Generally, items that represent the greatest risks or opportunities, or items that are time-sensitive, should be prioritised.

Ensuring and maintaining high quality meeting papers

It is up to the governing body to set the criteria and basis of information to be provided within management reports and other papers. Papers should strike an appropriate balance between quality and quantity; they should be concise documents that present only the necessary information the governing body will require to comprehend relevant issues and make informed decisions (where required).

Access to meeting papers

Electronic portals are now commonly used by governing bodies to securely post and retain materials, including governing body minutes, policy documents, agendas, and other key documentation. The adequacy of the security of data sharing and storage technology (email, iPad and Dropbox-type applications) should be carefully considered when exchanging highly sensitive and confidential organisation information.

Review of papers prior to the governing body meeting

A well-functioning governing body will distribute a complete set of governing body meeting papers at least one week prior to the meeting. This pack should include at least:

- an agenda with all items for decision, discussion, and noting and decision listed together with the timing allocated for each item

Note: *The type of action required of the governing body should correlate to the amount of time allocated for discussion – those simply for noting should not consume the agenda.*

- minutes from the last meeting (for approval) and a list of outstanding action items

- copies of any committee reports and regular management reports (e.g. financial, clinical, risk and compliance)

- any other information needed to support specific agenda items.

Matters for which the governing body is being asked to, or is expected to, exercise its authority to make a formal decision.

Matters for Decision

Matters for Discussion

Matters for which the governing body is being asked to discuss, or is expected to discuss, in order to ensure effective oversight and to provide useful insight.

Matters for which the governing body is being made aware of. Though the governing body may discuss as it sees fit, there is no expectation of robust discussion.

Matters for Noting

Meeting procedures and etiquette

If you currently serve on a governing body or are considering serving on a governing body, you need to know that there is a 'board code,' and included in this code is the importance of board meeting etiquette.

Governing body etiquette is the socially determined or unwritten code of behaviour. These rules also apply to invited guest speakers and visitors, as deemed appropriate.

It is in the best interests of individuals – and the provider – for governing bodies to engage in collegiate, constructive, and respectful behaviours, including:

- conducting meetings to optimise the use of the time and the collective knowledge of members

- punctuality and attendance for the full meeting

- full attention being given when listening and contributing to the discussion

- a curious and inquisitive mind and willingness to ask questions when appropriate

- well-timed and adequate breaks being scheduled, especially for long meetings.

Meeting conduct and behaviour has a significant impact on governing body effectiveness, yet it is one of the most difficult things for governing bodies to deal with. Negative behaviours, such as lack of engagement, aggression, dominance, bullying and exclusiveness, can distract governing body members from their responsibilities, creating rifts, factions or divisions that can take considerable time and effort to resolve.

Below are the descriptions of some important meeting procedure considerations:

Maintaining confidentiality

- Governing body members are expected to maintain the confidentiality of their discussions.

- Confidential organisation papers must remain secure, particularly in circumstances where consumer details and data are contained within the papers (see Privacy Act 1988).

Link to strategy

- For the chair (but not exclusively), it is important to highlight the linkage between agenda items and the provider's strategy.

- Placing discussions and decisions into context will also help the governing body to understand the level of detail expected.

Virtual meetings

- Governing body meetings can be held using any technology, provided that all members agree to adopt this approach.
- Technology must be secure, reliable, and fully functional.

Consensus decision making

- The emphasis in governing body meetings should be on consensus decision making, which focuses on securing the agreement of the full governing body.
- If unable to reach a consensus, the governing body should seek further information required to make a decision.

Meeting evaluations

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Disclosing conflicts of interest

- Each governing body meeting should start with the chair calling for any actual, potential, or perceived conflicts of interest. This may include, for example, involvement with any other providers or key stakeholders (as a governing body member or otherwise).
- A record of these should be maintained and referred to.

Maintaining confidentiality

- The governing body may wish to invite guest speakers to attend meetings occasionally to speak about topics or issues.
- This may include external experts/advisors, staff members from across the organisation, or even a consumer and their family.

Meeting minutes

Providers should keep a record of governing body meetings, including decisions made and action items. Minutes act as evidence of what has occurred in meetings, which can have legal significance in instances of litigation, and, therefore, should be compiled carefully and with appropriate detail. Minutes should then be formally approved at the next meeting.

Minutes should also be taken of in-camera sessions, but these should be stored and be accessible only to governing body members and the organisational secretary.

Useful references and links

[Aged Care Act 2024 | Australian Government Federal Register of Legislation](#)

[Privacy Act 1988 | Australian Government Federal Register of Legislation](#)