



Board and Board Committee Procedure

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1. INTRODUCTION

These procedural rules have been developed and approved by the Board of DOOLEYS for Board and Board Committee meetings (collectively referred to as “Meetings”).

2. MEETINGS

- 2.1 Meetings and proceedings of the Board and its Committees are governed by the Constitution.
- 2.2 Subject to this document and the relevant Board Committee Charter, the provisions of the Constitution regulating meetings and proceedings of the Board apply to Board Committee meetings and proceedings, as though references to the Board, Directors and Chairperson in the Constitution are references to the relevant Board Committee, Board Committee Members and Board Committee Chairperson.
- 2.3 A Director participating in a meeting using technology is taken to have consented to the holding of the meeting by the relevant electronic means.
- 2.4 Meetings are held on a regular basis, as determined annually in advance by the Board. Special Meetings may be convened as required.

3. AGENDAS AND SUPPORTING PAPERS

- 3.1 The agenda for each Board Meeting is determined by the Chairperson, in consultation with the CEO and Board, giving particular consideration to items on the standing agenda for attention during the course of the year and DOOLEYS specific needs at that point in time.



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- 3.2 The agenda for each Board Committee meeting is determined by the Chairperson, in consultation with the Committee and the CEO (or delegate) giving particular consideration to items on the standing agenda for attention during the course of the year and DOOLEYS specific needs at that point in time.
- 3.3 The agenda and supporting papers for Meetings are to be delivered to the relevant Directors by the CEO at least 5 days in advance of each meeting. Late papers may be submitted with the consent of the Chairperson of the Board/Committee (as applicable).
- 3.4 Reports and other papers of Board of Board Committees are available to all Directors.

4. ATTENDANCE AT MEETINGS

- 4.1 The Board or Board Committee may require the attendance of any DOOLEYS employee, or request the attendance of any external party at its Meetings or part thereof, as it deems necessary or appropriate. However, if a person has a material personal interest in a matter that is being considered at a Meeting, he/she must not be present for consideration of that matter.
- 4.2 The CEO attends all Meetings by standing invitation as secretary, but may be asked to leave at any time.
- 4.3 In addition, the following people attend meetings by standing invitation, but may be asked to leave at any time:
 - 4.3.1 **Board:** COO, Finance Manager & EA to the CEO & Board
 - 4.3.2 **Remuneration Committee:** As required & noted in Charter
 - 4.3.3 **Audit & Risk Committee:** Finance Manager & EA to the CEO & Board
 - 4.3.4 **Disciplinary Committee:** COO, EA to the CEO & Board & Security Manager or his representative
 - 4.3.5 **Property & Development Committee:** Building & Services Manager & Development Manager



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- 4.4 Any Director may attend (but not vote at) a Board Committee meeting of which he or she is not a member.
- 4.5 All Directors and other attendees at Meetings are, as officers and fiduciaries, required to keep all information presented to (whether written or oral) or discussed at the Meetings confidential and only use and disclose this information in the proper discharge of their duties to DOOLEYS.

5. QUORUM

- 5.1 No business may be transacted at a Meeting unless a quorum is present at the time the business is dealt with.
- 5.2 The quorum required for Board meetings is set out in the Constitution.
- 5.3 Unless the Board decides differently, 2 members of a Board Committee constitute a quorum for that Committee with the exception of the Audit & Risk Committee where the Chairperson must be present to constitute a quorum. The Disciplinary Committee has a quorum of 3.

6. MINUTES

- 6.1 The draft minutes of each Board meeting are to be reviewed by the Chairperson and circulated to all Directors by the CEO within 5 working days.
- 6.2 The draft minutes of each Board Committee meeting are to be reviewed by the Chairperson of that Board Committee and circulated to all members of the Committee by the CEO within 5 working days.
- 6.3 A copy of the minutes of each Board Committee meeting is to be included in the papers for the next Board meeting (if available)

7. OTHER BUSINESS

- 7.1 In the event of the Chair being vacated the Vice Chair at an interim level assumes the role of the Chair until the next board meeting or special board meeting – at the next meeting the Vice Chair will step down and a re-election of Chair and Vice Chair will be held
- 7.2 The Chair and Vice Chair of the Board must have the qualification GAICD from the Australian Institute of Company Directors