

# AMPS LAW

Five tips for chairing  
tricky member meetings



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This document is intended as a guide only. This does not constitute legal advice. There may be additional and important considerations that should be taken into account in your specific circumstances. If you or your organisation has a legal issue, you should obtain professional advice from a legal practitioner.

# What decisions are made at member meetings?

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- Important decisions about the corporation's business are taken either by the directors at a board meeting or a general meeting of the members.
- Directors manage the business of the corporation and may exercise powers on behalf of the corporation, except for those powers that can only be exercised through the members.
- Some decisions, such as the appointment of directors and approval of related party benefits, can only be made by the members.
- The business of an AGM usually includes consideration of the annual report (and financial or directors' report, if required), the election of directors and the appointment of the auditor (if required).

# What is the role of the Chairperson in member meetings?

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- The Chairperson is responsible for allowing a reasonable opportunity for the members at an AGM to ask questions or make comments about the management of the corporation.<sup>1</sup> It is an offence not to do so.<sup>2</sup>
- The Chairperson also is the public face of the corporation, so assists with maintaining the corporation's values and upholding its reputation.
- In a meeting, the Chairperson needs to keep the meeting on track so that decisions are made properly and fairly.

## Tip 1: Prepare

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Effective Chairpersons spend most of their time properly preparing for meetings.

- ① Set a realistic agenda: Don't set the meeting up to fail by being too vague with the meeting purpose, or, by filling the agenda with too many items.
- ② Setup the meeting properly: Be purposeful about where things will be, including microphones and speakers and where the directors will sit.

- 3 Draft clear materials: Be clear and use simple words. Make sure messages are clear and use diagrams and flow charts to explain complex structures or processes.
- 4 Promote member convenience and comfort: Make sure urns are warm and seats are comfy.
- 5 Plan meals and breaks: Healthy members, who have appropriate sugar levels, are happy members.
- 6 Minimise risks of distractions: Where families usually attend, reduce the stress on parents and grandparents, aunties and uncles by ensuring kids are well entertained.
- 7 Meeting venues and times: Choose the venue and times wisely, where you have options.
- 8 Test technology: Before the meeting starts, make sure you have tested all technology, including projectors, microphones and speakers and video cameras.

1. Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) s 204-1 ('CATSI Act') s 201-165(1).  
2. CATSI Act (n 1) s 201-165(2).

## Tip 2: Get creative

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Exceptional Chairpersons find creative ways to engage with members.

- 1 Pre-meeting sessions: If you're expecting a particularly tricky topic, invest time in pre-meeting sessions. These could be as informal as a 'drop-in session' or more formal and targeted small-group sessions.
- 2 Foster enthusiasm: Members can grow tired of meetings and repetition. Break it up by offering lucky door prizes, or screen a brief movie in between agenda items.
- 3 Get people moving: When heads start dropping, and where appropriate, get people to stand or stretch, or move to different seats.
- 4 Questions in a hat: Instead of the standard question and answer format, you can ask members to write down questions on a topic and draw some questions out of the hat to use as talking points.

- ⑤ **Voting processes:** Be open to, consistent with relevant rules, voting processes that suit that particular decision. Is a secret ballot required, and if so, what process will be the easiest for members to follow? If there is a need, consider independent scrutineers to promote fairness in voting processes.
- ⑥ **Presentation of information:** Avoid long speeches, where possible. Work with presenters to find other ways to present information, like models or role plays.
- ⑦ **Accessing further information:** Make sure further information is available, or can be provided later. For members who have access to technology, use that technology, like secure virtual information portals.

## Tip 3: Follow processes

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Chairpersons can use processes to reduce the risks of disputes and promote effective communication.

- ① **Code of conduct:** Design and seek member approval for a code of conduct that shows the standards of behaviour. The code should also explain processes like speaking through the Chairperson. The Chairperson must model that behaviour at all times.
- ② **Allocate agenda item for questions:** Chairpersons should consider allocating specific time for questions. Avoid accusations of oppressive conduct by embracing questions during those times.
- ③ **Listen, acknowledge, reframe and summarise:** Chairpersons should demonstrate these hallmark qualities of effective communication. This builds rapport and demonstrates the respect for your members.
- ④ **Be decisive:** Where matters are not relevant to current discussion, ask members for their support to maintain course. This can be put as being a sign of respect to all members by making good use of their time.
- ⑤ **Note comments in minutes:** Chairpersons can demonstrate that member sentiment is heard by expressly requesting that the minutes note a member (or member's) comment or recommendation.

- ⑥ **Parking lot:** Use a parking lot to record items raised by members that are not relevant to a particular matter, but should be noted as an item for further discussion if time allows.
- ⑦ **Consider having separate discussions:** If a faction or dissenting minority is disrupting a meeting, consider approaching them to offer a separate session to listen to their concerns.
- ⑧ **Reduce the length of meetings:** Avoid lag by combining resolutions, provided they remain clear and certain.

## Tip 4: Use resolutions to keep on track

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Chairpersons can also use resolutions and other techniques to keep the meeting on track and bring finality to discussion. This will help promote decision making, even for contentious issues.

- ① **Consider whether to reply:** For some items, they can be taken as a comment that is noted. Chairpersons aren't obliged to reply or answer a question where it would not be in the interests of the corporation. This technique should be weighed against the risk of alienation of a member.
- ② **Control time and amount of discussion:** Chairpersons can set the number of members to speak or limit time allowed for questions. Be mindful that you may be perceived to be favouring some members over others, so promote a fair spread of members who are permitted to speak.
- ③ **Keep debate to the topic:** Chairpersons should attempt to have debate on the issue at once, rather than allowing questions on topics already discussed or to be discussed later. It is reasonable for a Chairperson to refuse to take questions before or after the topic is debated.
- ④ **Conclude debate:** Once there has been sufficient discussion, it is appropriate for the Chairperson to announce and end to that discussion. This takes experience and be careful not to end debate too early. That would risk oppressive conduct. For Chairpersons with less familiarity with members, you can seek member approval to close the debate by a show of hands.

- ⑤ Use agenda item adjournments: Chairpersons can have brief adjournments to de-escalate situations. These can be great opportunities for separate meetings and also asking troublemakers to voluntarily leave and not return.
- ⑥ Remove members: Following fair warnings and reminders of the code of conduct, the Chairperson can ask if a troublemaker to voluntarily leave a member, or ask for security to remove them. It is the right and obligation of Chairperson to preserve order. This should be a matter of last resort.
- ⑦ Use simple resolutions to move through the agenda: The Chairperson can ask members to consider, and members can move, resolutions to preserve order. For example, a closure motion (moving to close discussion), a motion to move to the next item, a motion to adjourn the debate, a motion to 'lay on the table' (to move on from a trivial or unimportant issue), a motion to refer back for fresh consideration (to a committee or the board, to seek or on the provision of further information) can all be used to keep the meeting going. Keep these resolution simple, like a show of hands.

## Tip 5: Review, learn and improve

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Corporations should continually review the performance of its board, including the Chairperson's management of a member meeting.

- ① Be open to improvement: Show members that you are personally committed to improving. Demonstrate leadership and commitment to professional development.
- ② Express vulnerability: You're not perfect, and no Chairperson is. Be transparent about difficulty of the role and what you are doing to improve.
- ③ Seek feedback: Use feedback sessions or brief surveys to invite member feedback. Show integrity by respecting that feedback.
- ④ Performance review: Consider having an independent observer watch you chair a meeting. They can provide practical insights for how you can further improve.
- ⑤ Training: No-one is born as an effective Chairperson. These specialist skills are learned. Good boards promote training for the Chairperson to help them prepare for tricky meetings.

# Checklist for tricky meetings

Tip	Have you?
Prepare	<ol style="list-style-type: none"><li>1. Set a realistic agenda</li><li>2. Setup the meeting properly</li><li>3. Drafted clear materials</li><li>4. Promoted member convenience and comfort</li><li>5. Planned meals and breaks</li><li>6. Minimised risks of distractions</li><li>7. Carefully chosen meeting venues and times</li><li>8. Tested technology</li></ol>
Get creative	<ol style="list-style-type: none"><li>1. Organised pre-meeting sessions</li><li>2. Got options to promote member enthusiasm</li><li>3. Got people moving</li><li>4. Put questions in a hat</li><li>5. Designed proper voting processes</li><li>6. Influenced how information is presented</li><li>7. Explained how further information can be obtained</li></ol>
Follow processes	<ol style="list-style-type: none"><li>1. Designed and implemented a code of conduct</li><li>2. Allocated time for questions</li><li>3. Listened, acknowledged, reframed and summarised</li><li>4. Displayed decisiveness</li><li>5. Noted member comments for minutes</li><li>6. Used a parking lot</li><li>7. Considered separate discussions</li><li>8. Combined resolutions</li></ol>
Use resolutions to keep on track	<ol style="list-style-type: none"><li>1. Considered whether to reply at all</li><li>2. Controlled the time and amount of discussion</li><li>3. Kept debate to the topic</li><li>4. Concluded debate</li><li>5. Used item adjournments</li><li>6. Removed members where absolutely necessary</li><li>7. Used simple resolutions to move through the agenda, like:<ol style="list-style-type: none"><li>a. A closure motion (moving to close discussion),</li><li>b. A motion to move to the next item,</li><li>c. A motion to adjourn the debate,</li><li>d. A motion to 'lay on the table' (to move on from a trivial or unimportant issue),</li><li>e. A motion to refer back for fresh consideration (to a committee or the board, to seek or on the provision of further information)</li></ol></li></ol>
Review, learn and improve	<ol style="list-style-type: none"><li>1. Been open to improvement</li><li>2. Expressed vulnerability</li><li>3. Invited member feedback</li><li>4. Reviewed performance</li><li>5. Undertaken regular training</li></ol>