



Circular Resolution Policy

Policy version and revision information

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1. Introduction

Decisions of the Board are ordinarily made through motions moved at Board meetings.

Occasionally, however, it may be necessary for the Board to make decisions when it is not feasible for the Board to come together either in person or using technology.

On these occasions the use of circular resolutions (sometimes referred to as resolutions without meetings) may be appropriate.

2. Purpose

This policy is designed to provide guidance to Board members on when and how circular resolutions may be passed.

3. Policy

3.1 This policy applies where:

- ASAPD needs to make a decision before the next scheduled Board meeting;
- It is not feasible to call an ad hoc or emergency Board meeting (including via technology); and
- The Chair does not believe that in-person debate or discussion would be beneficial.

3.2 The Chair of ASAPD may, after discussion with the CEO, propose a circular resolution.

3.3 The proposed circular resolution must be circulated to the Board by email from the Chair, or the CEO or other Board members on direction of the Chair.

3.4 As it cannot be guaranteed that any material submitted by any Board member would be considered by other Board members before they vote, no debate shall be entertained on any circular resolution.

3.5 No amendments can be proposed to a circular resolution.

3.6 Responses to a circular resolution must be made by email and must, to avoid confusion, contain both the text of the motion in question and the member's vote on that motion.

3.7 Circular resolutions must be passed by a 50% majority of the Board members voting.

3.8 Circular resolutions should be used for matters that are urgent and do not require lengthy discussion by Board members. If a lengthy discussion is required to support the decision, a Board meeting should be convened.

3.9 The time within which votes must be returned, the format and the process must be clearly stated. The timeframe must be reasonable, with regard to the decision sought, the context, and Board members' availability.

3.10 If one or more Board members opposes the use of a circular resolution, the proposed circular resolution must be withdrawn. The proposed resolution may then only be considered at a Board meeting.

3.11 Once the Chair or CEO has been advised of the outcome of the circular resolution, it should be communicated to all Board members.

3.12 The details and outcome of the circular resolution must be minuted and confirmed as part of the next Board meeting.

4. Responsibilities

4.1 The **Chair** is responsible for:

- Determining whether a circular resolution is warranted and consistent with this Policy.
 - Ensuring all Board members have been given an appropriate opportunity to respond to the resolution.
 - Ensuring that the rules of this Policy regarding circular resolutions are followed.

Where the Chair is absent, the Vice-Chair may act in their place.

4.2 The **CEO** is responsible for:

- Ensuring the circular resolution is properly drafted, reviewed by the Chair, and circulated with any necessary supporting papers to all Board members for review and response;
- Circulating to Board members the outcomes of any circulating resolution; and
- Ensuring the details and outcome of the circular resolution are minuted at the next Board meeting.

4.3 **Board members** are responsible for:

- Responding to circular resolution motions in good faith and in good time.

5. Procedures

5.1 The circular resolution shall contain:

- The text of the motion;
- Any necessary supporting papers;
- An instruction on how each Board member should submit their vote on the motion; and
- The date by which a vote must be returned to the CEO to be valid.

5.2 Votes on the circular resolution received after the specified date shall not be valid.

5.3 If no response is received by the date by which a vote must be returned to the CEO, it will be considered as no objection to the motion, thereby indicating support for the resolution.