

QUESTION	Existing Const Reference	Proposed Const Reference	ANSWER
Co-chair vs Chair and deputy chair model.	X	11.4	The single chair model allows for a deputy and enables succession planning, opportunity for growth and development of the deputy. Gender diversity can still be maintained. A deputy shares the Chair's workload. The board will choose its chair and deputy as well as other officers as appropriate. Committees, ongoing or specific purpose, also assist the board with workload and it is common practice that all directors are assigned to at least one committee.
What is the intended leadership structure? Particularly if we are appointing people based on skill I would expect they may need to hold/be accountable for a specific role? At what point do we have a chair/co chair for the board Are we no longer expecting a minimum number of meetings? I would suggest this is not good practice for ongoing management of an organization of SGLMS's size and scope	NA	NA	The Board does not manage the organisation. The Board is a governing Board. It can choose its leadership structure. All directors are equally responsible for all decisions and matters. A board decision is a united decision. The constitution reflects best practice of governing Boards. Every director is accountable and can be held accountable under law with both civil and criminal sanctions. A board has a legal duty of due diligence. They must meet enough times to demonstrate this diligence. Organisations choose the appropriate structure, for example, quarterly, bi-monthly, monthly. It is not necessary to state this in the constitution so the organisation can adapt quickly with changing circumstances.
Board should be able to appoint an independent chair. Is there a provision for the board to elect office bearers? For succession, a deputy is an excellent idea. Consider whether to include that the Board may appoint a Treasurer.	X	11.4	The Board could elect an independent Chair and still determines officers where necessary. The skills matrix highlights chair as a specific skill as it is a critical skill for success. Contemporary company boards don't have a treasurer. There would be a director with this expertise. Regardless, every director is individually accountable for the finances and the law expects that every director can read and interpret financial statements.
How is consent to resolution in writing recorded? It could be misused.	NA	11.6	The Board has a circular resolution policy which is applied. All resolutions are minuted and documented.
Quorum	10.7	11.3	The quorum is the majority. With 9 directors quorum is 5. The minimum number of directors allowed is 5. If 5 directors, quorum is 3.
Directors Meetings. ESPECIALLY IF WE HAVE APPOINTMENT DIRECTORS. Where not for valid reasons confidential should be public. Or at least the notes should be public so there is accountability towards the members and not just towards unelected board members.	NA	11	General meetings are where members hold the board accountable.
Are meetings of Directors open to 1978ers and members to attend? If not why?	NA	NA	Yes
Fully supported and essential to modernising the governance of the company!			