



ASUM

Standards of Practice

Promoting ultrasound excellence

Guidelines, Policies and Statements

ASUM Leave of Absence Policy

Approved March 2021

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1. Introduction

Purpose

The purpose of this policy is to help board members of the Australasian Society for Ultrasound in Medicine (ASUM) to effectively manage attendance to Board meetings in line with the expectation set by the Board to protect the effective governance of ASUM.

About this policy

The Corporations Act requires a director to act with a degree of care and diligence that a reasonable person would exercise if he or she were a director in the company's circumstances; and had the same responsibilities as that director. Unlike general meetings where member attendance is optional, directors have a duty to be present for board and committee meetings as a part of their duties and responsibilities and to participate in decision making. For public companies, including ASUM, attendance is documented and supplied to members in the annual directors' report. This serves as a reminder that directors are accountable to members, on whose behalf they govern the company.

Section 300(10) of the Corporations Act provides that the annual directors' report must include details of:

- the number of meetings of the board of directors held during the year and each director's attendance at those meetings, and
- the number of meetings of each board committee held during the year and each director's attendance at those meetings.

Unexpected circumstances may and do arise which can prevent directors from participating on the board for a specific meeting or extended periods of time. It is usual for directors to seek an apology or leave of absence when they are not able to attend the board meeting.

2. Scope

This policy applies to the board members of ASUM.

This policy applied to personal conflict, or conflict relating to a committee position put forward to the Board.

3. Absence from Board Meetings

3.1 Apology

An apology is non-attendance by a director in relation to a specific board meeting. For example, if the director is taking sick leave on the day of the meeting. As the director was expected to attend the relevant board meeting, their apology is noted in the minutes of the meeting. In the annual directors' report, the director would be listed as having missed the relevant meeting (for example, as having attended 3 out of a possible 4 meetings during the year).

3.2 Leave of Absence

A leave of absence is used when a director has requested, and the board has approved, an extended period of leave. For example, if the director has requested three months' leave to have (and recover from) an operation. As the director is not expected to attend board meetings held during the leave of absence period, their non-attendance is not noted as an apology in the minutes of the meeting but will be recorded as the director being on a leave of absence. This will also indicate the approval by the board in granting leave of absence. In the annual directors' report, the director would typically be listed as having been eligible to attend a reduced number of board meetings, but not having missed any of those board meetings (for example, as having attended 3 out of a possible 3 meetings, while the rest of

the directors attended 4 out of a possible 4 meetings during the year).

3.3 Partial Meeting Attendance

Where a director is able to attend part of a meeting only, the board has decided the minimum level of attendance is 50% (or a majority) of the meeting to count as 'in attendance'.

The board may decide to restructure the agenda so that the key issues are dealt with during the time when the director is able to be present.

4. Process

1. Both an 'apology' or a 'leave of absence' should be directed to the President/Chair of ASUM in the first instance.
2. Where a leave of absence is requested, the board are to approve the leave at the first meeting following the request. In approving leave of absence, the board should consider;
 - Duration of leave
 - Access to board papers and other communication
 - Quorum implications
 - Skills gap
 - Committee representation
 - Delegation should the director hold a chair position
3. If a 'leave of absence' is approved,
 - a. 'leave of absence' will be noted accordingly in the minutes indicating resolution by the board
 - b. annual report will reflect approval for leave of absence.
4. If a 'leave of absence' is not approved,
 - a. the director will be noted as an apology in the minutes
 - b. annual report will note non-attendance to a meeting

Leave of absence, if approved by the Board, is granted for a maximum term of 3 months. Should leave be required beyond this period, it is suggested that the director resign and seek reappointment at a time suitable to perform the duties expected. Clause 32 (f) of the ASUM Constitution provides "The office of a Director becomes immediately vacant if the Director **is absent without permission of the Board** for more than six (6) months from Board Meetings held during that period, and the Board resolves that this constitutes resignation".

A director tendering an apology or leave of absence continues to be subject to director duties and liabilities. Therefore, any request for leave of absence should indicate the ability to receive board papers and communications or not. This will indicate whether the board member is actively participating in board decision making, in line with director duties.

5. Review

24 month review of the Leave of Absence Policy to ensure effectiveness governance is maintained.

The latest version of the policy can be accessed the website www.asum.com.au.

6. Last Updated

6.1 Approval and Review

Lead Author	CEO
Approver	Board
Date endorsed	7 August 2021
Date reviewed	7 August 2021
Timeframe for next review	24 months

6.2 Version History

This policy will be reviewed and evaluated periodically to ensure relevance and currency.

Version	Date Published	Details
1.0	March 2021	Created
1.1	7 August 2021	Approved by Board of Directors
1.2	February 2023	Updated template; Changed 'Council' to 'Board'.