

This is a sample action items list. On the following pages, you will find explanations of the purpose of each element of the action items list. The sample action items list should be read in conjunction with Governance Institute's sample minutes.

KEY

(These notes explain the purpose of each element of the action items list and are provided for education only. The explanatory notes should not appear in an action items list.)



[COMPANY NAME]

A.B.N. XX-XXX-XXX-XXX

[Company name]

Action items list

For a meeting of the [Board of Directors/ Board Committee/Management Committee] held on [date] at [address].

Item number	Minute number	Action item	Responsible person	Status	Proposed / actual date of completion
1	[Insert number, for example, 5029 (March13)]	[Agenda item/ topic heading, for example, half-year report: Contact auditors to discuss the half-year report requirements and fee estimate; or Company details: X to update ASX and ASIC with new company address]	[Person responsible]	Complete	[Date]
2	[Insert number]	[Agenda item/topic heading]	[Person responsible]	Complete	[Date]
3	[Insert number]	[Agenda item/topic heading]	[Person responsible]	Agenda item [insert number]	[Date]
4	[Insert number]	[Agenda item/topic heading]	[Person responsible]	80 per cent complete	[Date]
5	[Insert number]	[Agenda item/topic heading]	[Person responsible]	Deferred to December meeting as dependent on [insert relevant information]	TBC

[COMPANY NAME]

A.B.N. XX-XXX-XXX-XXX

Item number	Minute number	Action item	Responsible person	Status	Proposed / actual date of completion
It is good practice to have a distinct item number for each action item in the list (for ease of reference).	A reference to the minutes of the particular board meeting at which the action item arose ensures that the directors or committee members or other relevant parties, such as the company secretary or CEO, can refer to the resolution or discussion in the minutes for the context of the action item.	<p>The action item has arisen from the discussion or resolution taken by the board at a particular board meeting and is often expressed in summary form or by a shortened topic heading.</p> <p>The action items listed should be those not just from the previous board meeting, but also from earlier meetings that have been carried forward, as well as anything that has been completed since the last board meeting was held.</p>	<p>This nominates the person to whom a particular action list item is delegated.</p> <p>This person (for example, the CEO) may in turn delegate the action to their direct reports.</p>	<p>For each meeting this should reflect the current status of the action item (for example, complete, or 80 per cent complete), or whether the action item is included on the agenda of the current board meeting. Showing which action items have been completed since the previous board meeting provides the directors with confidence that all action items have been appropriately dealt with. If the action item appears on the agenda of the current meeting, then this should be noted as it will be dealt with during the meeting rather than in the review of the action list item. Frequently, the person responsible will report to the board meeting on progress. If an action item is in progress, then this should also be noted. If an action item sits on the action list for a number of meetings, showing only a small percentage of progress (for example, 30 per cent), the board can seek an explanation as to why progress has stalled. There may be a good reason for this, as circumstances may have changed, or the matter may have become irrelevant, or it may signal a lack of attention — it is important for the board to understand the reasons so it may make a decision as to whether to take the action item off the list, or allocate further resources, or seek to address the action.</p>	<p>The board should decide on a proposed date of completion of each action item. This may be a specific date, or 'The next board meeting' or, in some circumstances, 'ASAP'. For each meeting, until the status is complete, it is appropriate to record the proposed date of completion, as this also signals progress or otherwise of the action item. The date of completion should be used when an action item has been finalised. Once the completion of an action item has been recognised by the board and noted in the minutes, it can come off the action list. It is then entered in the archive list of completed actions. The minutes must always reflect that an action has been completed if this has occurred.</p>

[COMPANY NAME]

A.B.N. XX-XXX-XXX-XXX

[Company name]

Action items list of the [Board of Directors/Board Committee/Management Committee]

Providing the company name at the top of the document clearly identifies the function of the company to which the action list applies. Providing the title of the body that holds the meeting is essential for organisational records.

Notice of Agenda

For a meeting of the [Board of Directors/ Board Committee/Management Committee] held on [date] at [address].

The action items list should detail the location, date and time of the meeting at which the action item list will be discussed. This ensures that the action items list is relevant, current and can be cross referenced for future meetings.

Action items list

Although there are no specific legislative provisions which require a company to maintain an action items list, it should be noted that 'action items' derive from the minutes of a previous meeting and are captured within the s 251A requirements of the *Corporations Act 2001* to table and approve minutes in subsequent meetings. It is, therefore, good and common practice to adopt a framework within which the directors or relevant committee of a company can ensure that matters which have previously arisen are progressing towards completion. The action items list provides a mechanism by which the board or committee can keep abreast of either the matters that it has resolved and to whom it has delegated those resolutions at previous board or committee meetings, or issues under consideration on which the board or committee is expecting further reporting or action.

Broadly, s 198A(1) (replaceable rule) of the *Corporations Act 2001* provides that the business of the company is to be managed by or under the direction of the directors; that is, the directors are to exercise all the powers of a company except any that the law of the company's constitution (if any) requires the company to exercise in general meeting. Companies have clauses in their constitutions that allow the directors the broad ability to delegate their collective powers, but not their duties, which under both common law and statute, are non-delegable. This means, in accordance with s 198D(3), that the exercise of power is as effective as if the director had exercised it. The action items list provides a procedure for this delegation to occur and for reporting to the board or relevant committee as to the success or otherwise of that delegation.

The action item list notes who is required to undertake a particular action, when the action is required to be undertaken or completed and may also note how the action is to be performed. Some of the items on the action list will be included on the agenda of the current meeting and will, therefore, be dealt with and recorded in the minutes under that agenda item.

The action item list will usually be a standing agenda item on the agenda for meetings. In accordance with s 251A of the *Corporations Act 2001*, the minutes must record, therefore, each action item, any progress or otherwise in relation to it and any further resolutions made by the directors or committee members in relation to it.

It is good practice for the company secretary to send out a copy of the action items list to the relevant parties to whom responsibility for actions has been delegated prior to the board or committee meeting to allow them to update and/or attend to any tasks which are outstanding.