

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

**Meeting:** Board of Directors      **Date:** Thursday, 24 August 2023  
**Meeting No.:** 4/2023                      **Time:** 5.57pm  
**Chair:** Edwin Vandenberg      **Venue:** The Courthouse Restaurant, Warragul

**Members In Attendance:**

Edwin Vandenberg	Board Director/Chair
Robyn George	Board Director/Treasurer
Leisa Harper	Board Director
Phil Drummond	Board Director
Marianne Fontaine	Board Director

**Apologies:**

Debra O'Keefe	Board Director/Secretary
---------------	--------------------------

**In Attendance:**

Jenelle Henry	Chief Executive Officer
Lora Moulton	Executive Assistant/Minute Taker

Agenda No.	Subject
1.	<p><b>Acknowledgement</b></p> <p>I acknowledge the traditional custodians of the land we are meeting on today, the Gunnai Kurnai people, and pay my respects to their Elders, past present and emerging.</p>
2.	<p><b>Appointment Of Positions</b></p> <p>Time Keeper: Lora Moulton  Minute Taker: Lora Moulton</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
3.	<p><b>Declaration Of Conflict Of Interest</b></p> <p>Nil</p>
4.	<p><b>Confirmation Of Previous Minutes</b></p> <p>Motion: That the minutes of the previous meeting, held on Tuesday, 13 June 2023, be accepted.</p> <p>Appendix A <span style="float: right;">pages tba</span></p> <p>Moved: Leisa Harper</p> <p>Seconded: Phil Drummond</p>
5.	<p><b>Matters For Board Discussion &amp; Decision</b></p> <p><u>5.1 Action List Review</u></p> <p>Review and discuss the progress of items on the Action List.</p> <p>Appendix B <span style="float: right;">page tba</span></p> <p>Motion:</p> <p>Moved: Phil Drummond</p> <p>Seconded: Leisa Harper</p> <p><u>5.2 Welshpool Property</u></p> <p>In recognition of the Board's renewed interest, B D Legal have been asked to perform a Title Search to explore potential options.</p> <p>History and challenges, past and present, outlined by Jenelle. Difficulties with part owner are ongoing and have held back any progress. We own 80% but aren't managing or controlling it.</p> <p>The property has been inactive due to challenges stemming from the co-ownership arrangement. However, the location/area have been well received when used in the past. After discussion, the Board agree out best options are:</p> <ul style="list-style-type: none"> <li>• Offer to buy out the 20% owner</li> <li>• Offer to sell her our 80%</li> </ul> <p>Options if we control the property:</p> <ul style="list-style-type: none"> <li>• Spend \$30k (approximately) and rent out</li> </ul>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
	<ul style="list-style-type: none"> <li>• Spend \$1000s on it and turn into a holiday option</li> <li>• Sell and reinvest our funds</li> </ul> <p>While the below motion is in progress, it was suggested that we should also assess the costs associated with renovating the property. This assessment will help us make an informed decision regarding the feasibility of converting it into a holiday rental in the future.</p> <p>Motion: That B D Legal act on our behalf, and offer to buy the current owner’s share of 20%, amount to be determined by a certified valuer, allowing us to obtain full ownership.</p> <p>Moved: Robyn George</p> <p>Seconded: Marianne Fontaine</p> <p>Action: Contact B D Legal to act as above.</p> <p><u>5.3 Sale Of Trailer</u></p> <p>Discussed the proposal received from Gippsland Pride Initiative, for the sale of the trailer. Mention was made that there may be a conflict of interest as our contact is also from Full Circle HR who provide services to us. It was decided that wasn’t a conflict. The price to be offered to Gippsland Price Initiative is \$2,000 + GST.</p> <p><b>Appendix C</b> <span style="float: right;">page tba</span></p> <p>Action: Offer to be made to Gippsland Pride Initiative of \$2,000 + GST.</p> <p>Motion: Approve the sale of the trailer to Gippsland Pride Initiative for \$2,000 + GST.</p> <p>Moved: Robyn George</p> <p>Seconded: Leisa Harper</p> <p><u>5.4 Board Member Recruitment</u></p> <p>Review of current positions within the Board, along with the individuals currently holding these roles. Several potential changes were discussed:</p> <ul style="list-style-type: none"> <li>• Edwin, Chairperson, expressed a desire to step down from the position of Chair, and possibly from the board entirely.</li> <li>• Deb, Secretary, expressed intention to resign.</li> <li>• Potential new member, Gary Dore, was introduced by Phil, and his prospective role within the board was discussed. Robyn also has someone in mind.</li> </ul> <p>Additionally, there was a discussion regarding potential changes to role titles. It was proposed that Phil assume the role of Deputy Chair for the next few months</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
	<p>and then transition into the role of Chair at the upcoming AGM. Nothing was decided.</p> <p>Suggested by Jenelle that we explore other venues for our regular Board meetings, that are central to more members, keeping in mind that we must use a private room.</p> <p>Appendix D <span style="float: right;">page tba</span></p> <p><u>5.5 Financial Audit 2022/23</u></p> <p>Engagement of financial auditors. Previously performed by Gippsland Financial &amp; Accounting Services.</p> <p>Discussion on whether or not the Board want to use the current financial auditor. Worth noting that our current provider now also offer plan management. The Board decided to continue with them this year, but look for another for the next audit.</p> <p>Appendix E <span style="float: right;">page tba</span></p> <p>Motion: That the Board continues with our current financial audit provider for the upcoming Annual General Meeting, and explores alternative providers for the following year.</p> <p>Moved: Phil Drummond</p> <p>Seconded: Marianne Fontaine</p> <p><u>5.6 Annual General Meeting &amp; Constitutional Change</u></p> <p>Discussion regarding potential date and further details of the upcoming Annual General Meeting (AGM) and agreed on the following:</p> <p>Date: Thursday, 19 October 2023</p> <p>Time: 5.30pm</p> <p>Place: Larger function room at The Courthouse, Warragul</p> <p>Board meeting to follow.</p> <p>Motion: Change the date of the AGM to a suitable alternative based on the availability of the location/room.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Robyn George</p> <p>Discussion on potential constitutional change regarding quorum requirement, see Appendix F.</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
	<p>Motion: Amend the constitution during the AGM to revise the minimum number of Board members to 5, with a maximum of 12, and establish a quorum of 3 members.</p> <p>Moved: Robyn George</p> <p>Seconded: Marianne Fontaine</p> <p>Action: Commit to reviewing constitution and further changes.</p> <p>Action: Richard from B D Legal to draft a document to go to financial members ASAP, as believe it needs to go out prior to AGM.</p> <p>Appendix F <span style="float: right;">pages tba</span></p> <p><u>5.7 Board Skills Matrix</u></p> <p>Brief discussion with Leisa offering her assistance, can be done as an anonymous survey about other members or done by each member as a self assessment.</p> <p>The Board Skills Matrix should be reviewed and updated annually in preparation for the AGM.</p> <p>Action: Jenelle to obtain current document from Jenny from Not For Profit Training and circulate to Board members.</p>
6.	<p><b>CEO Report</b></p> <p><u>6.1 Report</u></p> <p>Appendix G <span style="float: right;">pages tba</span></p> <p>A deeper discussion of the incidents briefly mentioned in the report was held. It was noted that all incidents were effectively managed during Jenelle’s absence.</p> <p>Board Skills Matrix and Risk Register to be worked on, upon advice from our internal auditor.</p> <p>Motion: That the CEO Report be accepted.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Marianne Fontaine</p>
7.	<p><b>Financial Report</b></p> <p><u>7.1 Balance Sheet</u></p> <p>Edwin provided an overview of the Balance Sheet, highlighting our strong financial position.</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
	<p>Appendix H <span style="float: right;">page tba</span></p> <p><u>7.2 Profit &amp; Loss</u></p> <p>Again, Edwin emphasised positive results from the Profit and Loss statement for June 2023. Income is up for July 2023, compared to the budget, and expenditure down, as always this is due to salaries and vacant positions.</p> <p>Appendix I <span style="float: right;">page tba</span></p> <ul style="list-style-type: none"> <li>• June 2023</li> </ul> <p>Appendix J <span style="float: right;">page tba</span></p> <ul style="list-style-type: none"> <li>• July 2023</li> </ul> <p>A query was raised, concerning write-offs in the above reports. After a brief discussion on what these were, it was decided to seek guidance from the financial auditors regarding whether these should be reflected as contingent liabilities on the Balance Sheet.</p> <p><b>Action:</b> Seek guidance from financial auditors regarding contingent liabilities and write offs.</p> <p>There was also discussion regarding staff bonuses. Jenelle explained the benefits and reasons these came about, and that a pool of funds is allocated to bonuses, and that the Board will need to make a decision once the financial audit is completed, in order for Jenelle to advise staff.</p> <p>Another query was raised about whether there is a policy relating to staff bonuses. It is believed there is, Edwin to investigate.</p> <p><b>Action:</b> Once financial audit has been completed, Board to discuss and decide on employee bonuses.</p> <p><b>Action:</b> Edwin to investigate policy regarding staff bonuses.</p> <p><b>Motion:</b> That the Financial Report be accepted.</p> <p><b>Moved:</b> Robyn George</p> <p><b>Seconded:</b> Phil Drummond</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

Agenda No.	Subject
8.	<p><b>Other Business</b></p> <p><u>8.1 Board Self-Evaluation</u>            All Board members are to complete Part 1 of the Self-Evaluation. This will then be discussed further at the November/December meeting.</p> <p>Appendix K <span style="float: right;">pages tba</span></p> <p>Action: All Board members to complete Part 1 of the Self-Evaluation.</p> <p><u>8.2 Discussion Paper</u>            Last pages are for all to complete and bring to the next Planning meeting. This will include the Executive Team, and will be scheduled as follows:</p> <p>Action: Complete last pages of discussion paper and bring to Planning meeting.</p> <p>Date: 5 October 2023            Time: 4.30pm til 6pm            Place: Boardroom at the Morwell office</p>
9.	<p><b>Board Correspondence</b></p> <p>Nil</p>
10.	<p><b>Next Board Meeting</b></p> <p>To follow Annual General Meeting.</p> <p>Date: Thursday, 19 October 2023            Time: 5.30pm            Venue: Boardroom, Morwell office</p>

**BOARD OF DIRECTORS**  
**Bi-Monthly Meeting**  
**Minutes**

<b>Meeting Closed</b>	
Date:	Thursday, 24 August 2023
Time:	7.49pm
Chair:	Edwin Vandenberg
Signature:	n/a
Date signed:	n/a



## Board Of Directors - Action List

Business Arising/Action Items From Minutes



Minutes Date	Topic	Due	Who	Action Item	Comments	Status	Status Date
16-Feb-23	Board Roles	next meeting	Edwin	Contact Robyn regarding requirements of Treasurer role		Completed	24-Aug-23
14-Jun-23	Resignation Of Bryan Leaf	next meeting	Lora	Purchase/arrange card, gift voucher and letter for Bryan.		Completed	24-Aug-23
14-Jun-23	Resignation Of Bryan Leaf	next meeting	Jenelle & Lora	Meet with Richard from B D Legal to ensure the correct wording for the email to be sent to financial members for voting.		Completed	24-Aug-23
14-Jun-23	Resignation Of Bryan Leaf	next meeting	Board members	Consider potential new members.		In Progress	24-Aug-23
10-Aug-23	Compliance	next meeting	Board members	Complete self assessment.		In Progress	24-Aug-23
24-Aug-23	Welshpool property	next meeting	Jenelle	Contact B D Legal to act on our behalf, per minutes.		Not Started	24-Aug-23
24-Aug-23	Sale of trailer	next meeting	Jenelle	Offer to be made to Gippsland Pride Initiative of \$2,000 + GST, per minutes.		Not Started	24-Aug-23
24-Aug-23	Constitutional changes		All Board members	Commit to reviewing constitution and further changes.		Not Started	24-Aug-23
24-Aug-23	Constitutional changes		Jenelle	Contact Richard from B D Legal, to draft a document to go to financial members ASAP, as believe it needs to go out prior to AGM.		In Progress	24-Aug-23

## Board Of Directors - Action List

Business Arising/Action Items From Minutes



Minutes Date	Topic	Due	Who	Action Item	Comments	Status	Status Date
24-Aug-23	Board skills matrix	next meeting	Jenelle	Obtain current document from Jenny from Not For Profit Training and circulate to Board members.		Not Started	24-Aug-23
24-Aug-23	Financial audit	next meeting		Seek guidance from financial auditors regarding contingent liabilities and write offs.		Not Started	24-Aug-23
24-Aug-23	Employee bonuses	next meeting		Once financial audit has been completed, Board to discuss and decide on employee bonuses.		Not Started	24-Aug-23
24-Aug-23	Employee bonuses	next meeting		Edwin to investigate policy regarding staff bonuses.		Not Started	24-Aug-23
24-Aug-23	Self-evaluation	next meeting	All Board members	Complete Part 1 of the Self-Evaluation		In Progress	24-Aug-23
24-Aug-23	Planning Work & Next Steps	08-Oct-23	All Board members	Complete last pages of discussion paper and bring to Planning meeting.		Not Started	24-Aug-23

Not Started  
In Progress  
Completed

8
4
10