

---

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

<b>Meeting:</b>	Board of Directors	<b>Date:</b>	Thursday, 17 October 2024
<b>Meeting No.:</b>	5/2024	<b>Time:</b>	5.12pm
<b>Chair:</b>	Phil Drummond	<b>Venue:</b>	Boardroom, Morwell office

**Members In Attendance:**

Phil Drummond	Board Director/Chair
Leisa Harper	Board Director/Secretary
Emma Vandenberg	Board Director
Gary Dore	Board Director
Jo Harris	Board Director
Kate Yeowart	Board Director

**Others In Attendance:**

Jenelle Henry	Chief Executive Officer
Lora Moulton	Executive Assistant (& Minute Taker)

**Apologies:**

Nil
-----

Agenda No.	Subject
1.	<b>Acknowledgement</b> 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.

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

Agenda No.	Subject
2.	<p><b>Appointment Of Positions</b></p> <p>Time Keeper: Lora Moulton Minute Taker: Lora Moulton</p>
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 Thursday, 22 August 2024, be accepted.</p> <p>Moved: Gary Dore Seconded: Emma Vandenberg All in favour.</p>
5.	<p><b>Matters For Board Discussion &amp; Decision</b></p> <p><u>Board Vacancies (positions to be filled)</u></p> <p>Chairperson - Phil Secretary - Leisa Treasurer - Jo Harris</p> <p>Motion: Pursuant to clauses 57(1) and 55(1) of the constitution, Phil Drummond was elected to Chair and Leisa Harper to the Secretary role. Jo Harris has been appointed to fill a vacancy on the Board effective from 17 October 2024, until the 2025 Annual General Meeting.</p> <p>Moved: Emma Vandenberg Seconded: Kate Yeowart All in favour.</p> <p><u>5.1 Action List Review</u></p> <p>Appendix 5.1a</p>

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

Agenda No.	Subject
	<p>The document was reviewed, with the status of each action item updated to reflect the current progress as of the meeting date, as well as update on both items below:</p> <ul style="list-style-type: none"> <li>• #15 – The Governance subcommittee have begun work on upgrading the constitution, starting with the prework involved in deciding whether a new document was needed or if a tidying up the existing document would suffice, the decision was to tidy up the existing document. Phil has been assisting with this process.</li> <li>• #32 - This item is related to the strategic plan, which is listed later in the agenda for tonight’s meeting.</li> </ul> <p><u>5.2 Audit &amp; Risk Subcommittee</u></p> <p>Met last week to review the financial statements. There was a productive discussion, particularly around the audit, noting the absence of comments or areas for improvement. It was suggested that having such feedback would be beneficial for providing direction.</p> <p>A schedule was created outlining the topics to be covered at each meeting.</p> <p>The subcommittee will also review policies and procedures.</p> <p>A suggestion was made to move the Board meeting to later in the month to accommodate the subcommittee meeting beforehand, ensuring the financials are ready. Additionally, there was a discussion about the lack of comments from the auditor, which we should investigate further. It was proposed that the subcommittee might meet with the auditors in the future.</p> <p>Gary and Jenelle will discuss next week the availability of financial reports prior to the subcommittee meeting.</p> <p><u>5.3 Governance Subcommittee</u></p> <p>The Governance Committee met a few weeks ago and welcomed a new member, Kate.</p> <p>Most of the discussion centred around the constitutional changes mentioned earlier. Additionally, potential items to address next year were discussed, once the constitution is finalised.</p>

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

Agenda No.	Subject
6.	<p><b>CEO Report</b></p> <p><u>6.1 Report</u></p> <p>Appendix 6.1a - CEO report</p> <p><i>Balance Sheets</i></p> <ul style="list-style-type: none"> <li>• There were questions asked about the balance sheets and there are areas that require adjustment. .</li> </ul> <p><i>Trilogy Care</i></p> <ul style="list-style-type: none"> <li>• An explanation was provided regarding Trilogy Care and the potential for us to offer care coordination. This includes a comparison between the roles of a Support Coordinator and an Aged Care Coordinator.</li> <li>• Currently, we do not have the staff for this, but it represents a growth opportunity.</li> <li>• We are undergoing an audit with Trilogy Care to assess our suitability, examining our strengths and weaknesses for potentially moving into the aged care space independently.</li> <li>• There was a query about our financial competitiveness in service delivery, specifically whether we pay our staff better than other organisations.</li> <li>• Jenelle commented that Support Coordination has been our most challenging area for staff retention. We cannot offer better pay due to limited surplus from NDIS rates. However, Support Coordination is valuable as it brings in other services and clients.</li> <li>• Costings for working with Trilogy Care have not yet been done, but it is believed to be a worthwhile opportunity to learn about aged care and consider expansion.</li> </ul> <p><i>Virtual Reality Headsets</i></p> <ul style="list-style-type: none"> <li>• We submitted an application for a grant with the TAC, unfortunately, we did not receive this.</li> <li>• The purpose of the headsets was explained, and comments on the Board's thoughts. The idea is for participants to use the equipment at our Morwell premises with their support worker.</li> <li>• The goal is to attract new participants and additional business from current participants by offering something unique.</li> </ul>

## BOARD OF DIRECTORS

### Bi-Monthly Meeting

### Minutes

Agenda No.	Subject
	<ul style="list-style-type: none"> <li>Marketing and promotion were discussed as potential strategies, although we currently lack a dedicated role for this. Initially, we could use the headsets with our groups and rely on word of mouth and other marketing efforts, once we're able to obtain a replacement for our marketing role.</li> </ul> <p>Motion: The Board of Directors moves to approve the acquisition and implementation of virtual reality headsets and associated software for use at our Morwell premises.</p> <p>Moved: Gary Dore</p> <p>Seconded: Kate Yeowart</p> <p>All in favour, motion carried.</p> <p><u>Welshpool Property</u></p> <p>B D Legal has provided approximate costs for pursuing the VCAT application. The Board requests regular updates on the costs incurred and any progress made.</p> <p>Motion: The Board of Directors moves to continue down this path, pursuing the VCAT application for the Welshpool property, with the understanding that the Board will be kept informed of all costs incurred and any progress.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Jo Harris</p> <p>All in favour, motion carried.</p> <p><u>Marketing Position</u></p> <p>We interviewed three candidates for the marketing position. Although we did not secure our top choice, we have decided to proceed with the second candidate. The worker screening process may take some time to complete.</p> <p><u>Premises</u></p> <p>We have looked at another building located at 33/35 Princes Way, Warragul, previously known as the G Store. This building was considered for use as an op shop and for hosting fashion nights.</p> <ul style="list-style-type: none"> <li><i>Planning Permit:</i> The building is zoned industrial, and a planning permit would be required. The council seemed comfortable with the op shop idea but less so with fashion shows. Permits can take up to 90 days, or longer if applied for in December/January, as permits are not issued during this time, pushing the timeline to February.</li> </ul>

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

Agenda No.	Subject
	<ul style="list-style-type: none"> <li>• <i>Location &amp; Suitability:</i> The building has limited parking and highway exposure, making it suitable for an op shop but also offering potential for fashion shows.</li> <li>• <i>Comparison:</i> Compared to Catherine Street, the two locations are very different, making direct comparison difficult. The new location offers more scope for creative ideas and could be a very versatile space.</li> <li>• <i>Accessibility:</i> Jenelle strongly feels that not having a dedicated space for people with disabilities is a disadvantage.</li> <li>• <i>Initial Costs:</i> There would be initial setup costs, but it is believed the space could eventually make a small profit.</li> <li>• <i>Decision Making:</i> The Board would like to see detailed plans on paper. Noted that meeting only every two months makes timely decision-making challenging.</li> <li>• <i>Next Steps:</i> Jenelle will share a Business plan with the Board prior to the next meeting. It was suggested that a professional should submit any applications to the council.</li> </ul> <p>Motion:           The Board of Directors moves to further investigate the potential acquisition and use of the building at 33/35 Princes Way, Warragul, for an op shop and fashion events. This includes obtaining detailed costings and a professional submission of any necessary planning permit applications to the council. Jenelle will provide the Board with the costings prior to the next meeting for review and decision-making.</p> <p>Moved:           Emma Vandenberg</p> <p>Seconded:       Kate Yeowart</p>
7.	<p><b>Financial Report</b></p> <p><u>7.1     Balance Sheet</u></p> <p>Appendix 7.1a - Balance Sheet (collapsed) - August 2024</p> <p>Appendix 7.1b - Balance Sheet (collapsed) - September 2024</p> <p><u>7.2     Budget vs Actual</u></p> <p>Appendix 7.2a - Budget vs Actual (summary) - August 2024</p> <p>Appendix 7.2b - Budget vs Actual (summary) - September 2024</p>

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

Agenda No.	Subject
	<ul style="list-style-type: none"> <li><i>Notes To Accompany Financials:</i> Jenelle mentioned the option for notes to accompany the financial statements.</li> <li><i>Balance Sheet:</i> The date on the balance sheet needs to be corrected.</li> <li><i>Report Formatting:</i> Remove cents from the financial reports.</li> <li><i>Legislation Change:</i> Discussion raised by the Board regarding a recent change in legislation, long-term casual employees are now considered part-time employees with all associated benefits, while retaining their casual pay rates. Jenelle to follow up.</li> </ul> <p>Motion:           The Board of Directors moves to approve the financial report with the noted corrections and updates.</p> <p>Moved:            Leisa Harper</p> <p>Seconded:        Emma Vandenberg</p> <p style="padding-left: 40px;">No dissent, motion carried.</p>
<b>8.</b>	<p><b>Other Business</b></p> <p><u>8.1 Business Plan &amp; Strategic Plan</u></p> <p>Appendix 8.1a - Draft Business Plan</p> <p>Appendix 8.1b - Draft Strategic Plan</p> <ul style="list-style-type: none"> <li><i>Clarification:</i> There was some confusion from the Board regarding the Strategic Plan and the Draft Business Plan. The Strategic Plan is what we have previously worked on with Jenny. The Draft Business Plan is essentially the same as the Strategic Plan, so there is no need to duplicate efforts.</li> <li><i>Feedback on Jenny’s Plan:</i> The version from Jenny, even though simplified, is still too extensive.</li> <li><i>Next Steps:</i> We should transfer the content of the Strategic Plan into Leisa’s template. Leisa to resend template.</li> <li><i>Content Review:</i> We need to confirm if the content is what we want.</li> </ul> <p><u>8.2 Board Performance Assessment</u></p> <p>Appendix 8.4a</p> <ul style="list-style-type: none"> <li><i>Timing:</i> It is premature to conduct a performance assessment now, and suggested to defer this, perhaps to early in the new year.</li> </ul>

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

Agenda No.	Subject
	<ul style="list-style-type: none"> <li><i>Recruitment:</i> All members are encouraged to consider potential new Board members for recruitment.</li> </ul> <p><u>8.3 In-Camera Session</u></p> <p>The Board held an in-camera session. Details of the discussion are confidential and were not recorded in the minutes.</p>
<b>9.</b>	<p><b>Board Correspondence</b></p> <p>Nil</p>
<b>10.</b>	<p><b>Next Board Meeting</b></p> <p>Date: Thursday, 28 November 2024</p> <p>Time: 5.30pm</p> <p>Venue: The Courthouse Restaurant, Warragul</p>

<b>Meeting Closed</b>	
Date:	Thursday, 17 October 2024
Time:	6.29pm
Chair:	Phil Drummond
Signature:	
Date signed:	