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

<b>Meeting:</b>	Board of Directors	<b>Date:</b>	Thursday, 28 November 2024
<b>Meeting No.:</b>	6/2024	<b>Time:</b>	5.03pm
<b>Chair:</b>	Phil Drummond	<b>Venue:</b>	The Courthouse Restaurant, Warragul

**Members In Attendance:**

Phil Drummond	Board Director/Chair
Leisa Harper	Board Director/Secretary
Gary Dore	Board Director
Jo Harris (left at 5.57pm)	Board Director
Kate Yeowart	Board Director

**Others In Attendance:**

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

**Apologies:**

Emma Vandenberg	Board Director
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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>
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, 17 October 2024, be accepted.</p> <p><b>Appendix 4.1a</b></p> <p>Moved:                   Leisa Harper  Seconded:                Kate Yeowart</p> <p>All in favour.</p>
5.	<p><b>Matters For Board Discussion &amp; Decision</b></p> <p><u>5.1     Action List Review</u></p> <p><b>Appendix 5.1a</b></p> <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 an update on both items.</p> <p><u>5.2     Audit &amp; Risk Subcommittee</u></p>

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	<p><i>Update provided by Gary:</i></p> <p>The Audit &amp; Risk Subcommittee met last Wednesday. Colin Matthies attended online, which was greatly appreciated. The subcommittee initiated a rough schedule for moving forward, including policy review. Some policies are joint responsibilities with the Governance Subcommittee. Potential auditors were also discussed with the Board about some candidates. Jo provided an update to the Board on the financial discussions from the meeting and shared new insights from Colin regarding financial reports.</p> <p>The most recent meeting paperwork will be available via the online portal shortly.</p> <p>Motion: To receive the report from the Audit &amp; Risk Subcommittee.</p> <p>Moved: Kate Yeowart</p> <p>Seconded: Leisa Harper</p> <p><u>5.3 Governance Subcommittee</u></p> <p><i>Update provided by Leisa:</i></p> <p><b>Appendix 8.3a - Purpose Statement</b></p> <p>Two key items were discussed: changes to the purpose statement and proposed changes to the constitution. The subcommittee aims to remain true to the organisation's origins and the feedback received. The updated purpose statement now needs to be reviewed by lawyers to determine if the inclusion of aged care needs to be explicitly mentioned or if item 6 in the purpose statement sufficiently covers it.</p> <p>Conversation about the “nature” of a purpose statement occurred as well as ensuring the wording provides flexibility for Headway Gippsland. No decision was made at this meeting.</p> <p>JH will draft her suggestions in writing for the Board to review and make a decision, then provide the purpose statement back to Jenelle for delivery to the lawyers.</p> <p>The second item discussed was the proposed changes to the constitution. LH explained each change in detail for the Board to discuss.</p> <p>Motion: To present the updated purpose statement and proposed constitutional changes for submission to B D Legal.</p> <p>Moved: Leisa Harper</p>

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	Seconded: Gary Dore
<b>6.</b>	<p><b>CEO Report</b></p> <p><u>6.1 Report</u></p> <p><b>Appendix 6.1a</b></p> <p>There were brief discussions regarding conflicts within the organisation stemming from recent NDIS changes.</p> <p>Gary provided an update on Workcover and our premiums, and whether there is anything we can do about them. He will be working on this issue further.</p> <p>Regarding the Welshpool property, JH contacted Shirley about the cost of the land tax bill and suggested that the costs were not worth it for Headway. Shirley indicated she had a resolution but has not been able to be contacted.</p> <p>In terms of the marketing role, the successful applicant lasted only two weeks as the role did not match his skills, and he felt it was beneath him. Today, an ideal candidate who had previously accepted another job contacted us after resigning from that position. We interviewed her today, and the consensus is that she is exceptional. We hope to offer her the position this week.</p> <p>LH provided an explanation on how to move forward with the Strategic Plan. The Board will discuss this at the next meeting to produce a manageable document.</p> <p>A draft of the Op Shop Business Plan was provided to the Board, and queries were discussed, including discussion about the possibilities of proceeding with plans to find ideal premises and staff.</p> <p>Motion: That the CEO Report be accepted.</p> <p>Moved: Gary Dore</p> <p>Seconded: Leisa Harper</p>
<b>7.</b>	<p><b>Financial Report</b></p> <p><u>7.1 Balance Sheet</u></p> <p><b>Appendix 7.1a - Balance Sheet (full) - October 2024</b></p> <p><u>7.2 Budget vs Actual</u></p> <p><b>Appendix 7.2a - Budget vs Actual (YTD, detailed) - September 2024</b></p> <p><b>Appendix 7.2b - Budget vs Actual (YTD, detailed) - October 2024</b></p> <p>Motion: That the Financial Report be accepted.</p>

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	Moved: Choose an item. Seconded: Choose an item.
<b>8.</b>	<b>Other Business</b> <u>8.1 Strategic Planning</u> Appendix 8.1a - DRAFT - Strategic Plan - Nov-24 Appendix 8.1b - DRAFT - Business Plan - Op Shop - Nov-24 <u>8.2 2025 Calendar</u> Appendix 8.2a - DRAFT - Calendar 2025 <p>There was a brief discussion on the calendar for 2025, focusing on scheduling subcommittee meetings, bi-monthly board meetings, and a calendar of obligations. It seems all dates are open for discussion and may need to be driven by finance reporting. The current calendar document could be used, with subcommittee meeting dates and obligations added.</p> <p>The meeting scheduled for April 17th will be moved to April 10th. Jenelle has a document listing some of these obligations.</p> <p>LM and JH will have this ready by the end of this year or by the February meeting.</p>
<b>9.</b>	<b>Board Correspondence</b> Nil
<b>10.</b>	<b>Next Board Meeting</b> Date: Thursday, 20 February 2025 Time: 5.30pm Venue: The Courthouse Restaurant, Warragul

<b>Meeting Closed</b>	
Date:	Thursday, 28 November 2024
Time:	6.47pm
Chair:	Phil Drummond

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Signature:	.....
Date signed:	.....