

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

Meeting:	Board of Directors	Date:	Wednesday, 19 February 2025
Meeting No.:	6/2024	Time:	5.39pm
Chair:	Phil Drummond	Venue:	The Courthouse Restaurant, Warragul

Members In Attendance:

Phil Drummond	Board Director/Chairperson
Leisa Harper (via phone call)	Board Director/Secretary
Jo Harris	Board Director/Treasurer
Emma Vandenberg	Board Director
Gary Dore	Board Director

Others In Attendance:

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

Apologies:

Kate Yeowart	Board Director
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Agenda No.	Subject
1.	Acknowledgement 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.
2.	Appointment Of Positions Time Keeper: Lora Moulton Minute Taker: Lora Moulton

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

Agenda No.	Subject
3.	Declaration Of Conflict Of Interest Nil
4.	Confirmation Of Previous Minutes Appendix 4.1a Moved: Emma Vandenberg Seconded: Gary Dore Motion: That the minutes of the previous meeting, held on Thursday, 28 November 2024, be accepted. Carried.
5.	Matters For Board Discussion & Decision <u>5.1 Action List Review</u> Appendix 5.1a Reviewed. The Minute Taker expressed difficulty in determining which items should be included on the Action List. It was agreed that motions that were carried and requires an action will be added to the action list. The Board will give specific direction regarding any other items to become actions. It was noticed that the following matters needed to be added to the action list: <ul style="list-style-type: none"> • Op Shop updates • Virtual Reality updates • Constitution • Treasurer responsibilities It was proposed that action items be included directly in the minutes and agenda as a table at the bottom of the document, rather than as an appendix. All agreed to implement this change. <u>5.2 Audit & Risk Sub-Committee</u> Update provided by Gary. <i>Delegation Policy</i> Suggestions for changes were made, to be reviewed operationally by Jenelle and her Executive team.

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

Figure 1: Extract from Audit & Risk Subcommittee Minutes, meeting held 30-Jan-25

5.4 Policy Review – Delegations of Authority

The Committee reviewed the content of the current policy and identified a number of areas for clarification and/or modification.

Action:

1. Request that Administration to determine a standard corporate template for policies and procedures.
2. At which Board meeting did the current policy get approved? The footer of version on the portal details "Pending Board Approval"
3. Who currently checks payroll?
4. Who are the current bank signatories for Headway Gippsland?
5. Clarification on titles for finance authority – Finance Officer, Operations Manager
6. The current policy appears to commence at page 6. Pages 1 to 5 appear to be an operational responsibility table.
7. There are a few conflicting details in the document e.g.

Refunds/Cancellations

(Page 1) CEO >\$1000, Operations Manager <\$1000

(Page 8) Up to \$1000 Finance Officer, Greater than \$1000 CEO approval only

Bad Debts

(Page 2) Board < \$5000, CEO <\$5000, Finance Officer recommends

(Page 9) CEO bad debts less than \$2000 and financial year aggregate less the \$5000. Board approval for individual bad debts greater than \$2000 and financial year aggregate greater than \$5000.

Excessive Leave Entitlements

Discussion held with the Finance Manager; appreciation noted for his attendance.

Jenelle provided a list of excessive leave entitlements which has been shared with the Board.

Confirmation that there is a Leave Entitlements policy which does not specifically address excessive leave entitlements.

Discussion on the legalities of paying out excessive leave and the challenges faced due to staffing shortages.

Suggestion to review the current policy.

An estimated projection of leave entitlements would be helpful to better manage leave

Fairwork Act & Entitlements

The sub-committee met with Jenelle regarding Fair Work to casual conversion. Jenelle supplied Gary with follow up correspondence and Full Circle HR to ensure Headway was compliant in all obligations.

EOI Letter for the Appointment of the Auditor

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

	<p>Template provided and to be populated with information in the letter.</p> <p><i>Financial Report</i></p> <p>Presented by Jo, thanks extended again to the Finance Manager.</p> <p>Focus on the 31-Jan report: overall a good result for January and YTD. Income slightly down by 4% and expenses showed a 15% variance in admin salaries. Concern noted regarding the amount of personal leave taken. Jenelle explained this may be due to a staff member who had major surgery and used all her available leave. Overall, surplus is larger than budgeted year to date.</p> <p>Additional changes were discussed with the Finance Manager to the new finance reporting format.</p> <p>Financial Report</p> <p><u>7.1 Balance Sheet</u></p> <p>Appendix 7.1a - Balance Sheet - December 2024</p> <p><u>7.2 Budget vs Actual</u></p> <p>Appendix 7.2a - Budget vs Actual - November 2024</p> <p>Appendix 7.2b - Budget vs Actual - December 2024</p> <p>Moved: Leisa Harper</p> <p>Seconded: Gary Dore</p> <p>Motion: That the Financial Report be accepted and the report from the Audit & Risk Sub-Committee.</p> <p>Carried.</p> <p><u>5.3 Governance Sub-Committee</u></p> <p>Update provided by Leisa.</p> <p><i>Board Meeting Dates Calendar</i></p> <p>Document shared by Jo (Appendix 5.3a)</p> <p>Leisa to contact all regarding the meeting dates for the year. May work out that we meet the last Wednesday of every second month, with sub-committees meeting in the alternate month. Minute taker to update all once this has been received.</p> <p><i>Constitutional Changes</i></p> <p>Feedback from BD Legal received. Decision to hold off on asking for further information for the moment, as there is further work to do on Treasurer/financial provisions of the draft Constitution before needing clarification from BD Legal.</p> <p><i>Agenda For Governance Meetings</i></p> <p>To be reformatted to include actions. Focus on being proactive around goals for the committee for the next 12 months.</p>
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BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

	<p>Moved: Gary Dore</p> <p>Seconded: Emma Vandenberg</p> <p>Motion: To receive the report from the Governance Sub-Committee.</p> <p>Carried.</p>
6.	<p>CEO Report</p> <p><u>6.1 Report</u></p> <p>Appendix 6.1a</p> <p><i>Loss Of Participant</i></p> <p>Advised the loss of a participant today, due to suicide. This participant lost psychosocial supports from their NDIS plan in January. Our Plan Manager, who informed the participant of this, is taking her death very personally. Personal contact was made by CEO and they were advised to utilise our Employee Assistance Program (EAP). The Support Coordinator who provided services to this participant is also very upset.</p> <p>While no wrongdoing occurred on Headway Gippsland's part, there is a chance the media could use this story. A suggestion was made to take a proactive step and create media releases for situations like this which might be used if needed. Jenelle will draft a media release, with her and Phil to review and consider legal advice for any potential inquests.</p> <p><i>ACNC Comparisons</i></p> <p>The ACNC Comparisons that are usually completed each January as a benchmark for comparison to other organisations are not ready this year due to a pending report from another organisation(who?) The basis for comparison is primarily Gippsland-based, not-for-profit and disability sector organisations. The Board indicated they would like to see this information when it is available.</p> <p><i>Welshpool Property Update</i></p> <p>A VCAT hearing is scheduled for mediation on 29 April, 2025. Objectives need to be very clear on what we want to achieve. BD Legal is representing us and need to be advised accordingly. Phil and Jenelle will be involved and possibly present at BD Legal offices for the hearing with the objective to take control of the property.</p> <p><i>Office Buildings Update</i></p> <p>Background was given on reasons for considering relocating Newborough staff to the Morwell office and the obstacles faced (conflict of interest, floorspace capacity was also mentioned). Quotes have been obtained to create a separate area at the Morwell office for the Support Coordination team. This would be a short-term measure until the leases on Drouin and Newborough expire with the intention of then finding a larger building to house everyone, potentially with consumer purposes. The idea of developing the Newborough land into accommodations for people with disabilities, renting out in the meantime was floated.</p> <p>It was decided to proceed with part of the quote, setting up workstations and reassess in three months to see if partitions are needed for more privacy.</p>

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

	<p>Moved: Gary Dore</p> <p>Seconded: Jo Harris</p> <p>Motion: To support the spending of funds for work stations and cabling to move staff at Newborough to the Morwell office.</p> <p>Carried.</p> <p><i>Virtual Reality Update</i></p> <p>Virtual Reality initiatives have not had much success but it is only the first month. An action plan is being developed, including forms, promotions and incentives. It was noted that we may be the first in the disability sector to do this and we need to advertise with this in mind.</p> <p><i>Trilogy Care Update</i></p> <p>Trilogy are a for profit, aged care provider offering services to people in receipt of home care packages level 1 to 4. They assist with the setup of not-for-profit entities, and then provide you with the tools to coordinate the care needs of residents in your area. Headway would provide the Care Coordination (similar to tasks to our current Support Coordination role) of a home care package under the aged care accreditation of Trilogy.</p> <p>We find the participants, then become their care manager, similar to the current Support Coordinator role, and manage supports but do not provide them. One of our Support Coordinators has been trained to do this, and we are ready to proceed as soon as we find participants. Feedback was received, expressing concern that we may have inadvertently shifted our focus towards aged care without prior discussion.</p> <p><i>Bass Coast Expansion</i></p> <p>It was explained that this is not an expansion but a continuation of existing services. We have always provided SSP groups in the area and are continually looking for staff and participants.</p> <p><i>New Board Member – referred to 8.3 Board Vacancies</i></p> <p>Moved: Emma Vandenberg</p> <p>Seconded: Jo Harris</p> <p>Motion: That the CEO Report be accepted.</p> <p>Carried.</p>
7.	<p>Other Business</p> <p><u>7.1 Bank Signatories</u></p> <p>Appendix 7.1a</p> <p>Discussion regarding the number of signatories required on each account, excluding cards. It was noted that the person preparing payroll would usually have access but not the authority to approve payments. Payments should be approved by two other people as an internal control. There was a discussion about the need for a policy around this, including whether the General Manager should have access as well as being the second</p>

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

	<p>approver. It was acknowledged that having a policy does not necessarily prevent fraud, hence the reason for the internal control.</p> <p>Phil and Jenelle will work together to determine whether the Bendigo Bank can facilitate the person loading payments not being a signatory.</p> <p>Previous staff members can be removed as signatories as per the appendix, and the remaining signatories will be reviewed.</p> <p><u>7.2 Proposed Constitutional Changes</u></p> <p>Comments from Richard Bridge from B D Legal discussed, refer to CEO Report and Governance Sub-Committee update.</p> <p><u>7.3 Board Vacancies</u></p> <p>Discuss and decide on the inclusion of Robyn Duffy as a new Board member.</p> <p>Phil spoke about a possible new Board member and it was agreed to invite Robyn Duffy to join the Board. Lora to make contact and start the process.</p> <p>Moved: Gary Dore</p> <p>Seconded: Phil Drummond</p> <p>Motion: That the Board position be offered to Robyn Duffy.</p> <p>Carried.</p> <p><u>7.4 Virtual Reality Headsets</u></p> <p>Refer to CEO Report.</p>
8.	<p>Board Correspondence</p> <p>Nil</p>
9.	<p>Next Board Meeting</p> <p>Date: Wednesday, 9 April 2025</p> <p>Time: 5.30pm</p> <p>Venue: Morwell office</p>

BOARD OF DIRECTORS

Bi-Monthly Meeting

Minutes

Item No.	Action Item	Responsible Person	Due Date	Status	Comments
15	Update finance and treasurer provisions draft of the Constitution.	PD, JH and Governance Committee		In Progress	
32	New policies, strategic & business plans, business opportunities - to be further discussed and itemised on this list.			In Progress	Ongoing work involving the Board, CEO, and sub-committees.
35	Update regarding Op shop.	Jenelle	next meeting	In Progress	
36	Update regarding Virtual Reality headsets.	Jenelle	next meeting	In Progress	
39	Review of Delegations policy - including bank signatories		next meeting	In Progress	
40	Send Excessive Leave policy to Board members	Lora	next meeting	In Progress	
41	Review Excessive Leave policy	Sub-Committee?	next meeting	Not Started	
42	Estimated Projection (not revised budget)	Sub-Committee?	next meeting	Not Started	
43	Position description and other document reviewed and to be formatted before added to portal by Lora			In Progress	
44	Send ACNC comparison to Board when ready	Lora	next meeting	In Progress	
45	Email resume for Robyn Duffy to Board.	Lora	20-Feb-25	Not Started	
46	Make contact with Robyn Duffy and start paperwork.	Lora	20-Feb-25	Not Started	
47	Draft media release regarding loss of participant	Jenelle		Not Started	

BOARD OF DIRECTORS
Bi-Monthly Meeting
Minutes

48	Meet to review draft media release and discuss next steps (possibly legal advice regarding potential inquest)	Jenelle & Phil		Not Started	
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Meeting Closed	
Date:	Wednesday, 19 February 2025
Time:	7.29pm
Chair:	Phil Drummond
Signature:	
Date signed:	