

## BOARD OF DIRECTORS

### Bi-Monthly Meeting

### Minutes

<b>Meeting:</b>	Board of Directors	<b>Date:</b>	Thursday, 22 August 2024
<b>Meeting No.:</b>	4/2024	<b>Time:</b>	5.41pm
<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
Edwin Vandenberg	Board Director/Acting Treasurer
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
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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.

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2.	<b>Appointment Of Positions</b> Time Keeper: Lora Moulton Minute Taker: Lora Moulton
3.	<b>Declaration Of Conflict Of Interest</b> Nil
4.	<b>Confirmation Of Previous Minutes</b> Motion: That the minutes of the previous meeting, held on Thursday, 27 June 2024, be accepted. <b>Appendix 4.1a</b> Moved: Leisa Harper Seconded: Emma Vandenberg
5.	<b>Matters For Board Discussion &amp; Decision</b> <i>Welcome to our new member, Jo Harris.</i> <u>Board Vacancies</u> Motion: Pursuant to clauses 57(1) and 55(1) of the constitution, Kate Yeowart be appointed to fill a vacancy on the Board effective from 27 June 2024, until the 2024 AGM. All in favour. Moved: Phil Drummond Seconded: Emma Vandenberg Motion: Pursuant to clauses 57(1) and 55(1) of the constitution, Joanne Harris be appointed to fill a vacancy on the Board effective from 15 August 2024, until the 2024 AGM. All in favour. Moved: Gary Dore Seconded: Emma Vandenberg <u>5.1 Action List Review</u> <b>Appendix 5.1a</b> Update status dates to today (22-Aug-24) as all are ongoing/in progress.

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	<p>Keep item numbers as they are, don't restart at 1.</p> <p><u>5.2 Audit &amp; Risk Subcommittee</u></p> <p>Refer to motions and documents in 4<sup>th</sup> July 2024 meeting folder on portal.</p> <p>Updated provided by Gary:</p> <ul style="list-style-type: none"> <li>• Seeking organisation to perform audits (JH to do this for next audit)</li> <li>• Currently have two insurance broker options</li> <li>• Extreme rated items on the Risk Register were briefly discussed</li> <li>• Risk Management Framework has been finished and up to the Board to determine acceptance and adopt</li> <li>• Query from Board member regarding whether or not we have insurance to cover Board members, confirmed yes we do.</li> </ul> <p>All in favour.</p> <p>Moved: Gary Dore</p> <p>Seconded: Edwin Vandenberg</p> <p><u>5.3 Governance Subcommittee</u></p> <p>Refer to motions and documents in 13<sup>th</sup> June 2024 meeting folder on portal.</p> <p>Update provided by Leisa:</p> <ul style="list-style-type: none"> <li>• Updated remuneration documents are now available in the portal, brief discussion about some of the comments in the document and about whether or not the Audit &amp; Risk committee are aware of these</li> <li>• Position Description for the role of CEO was very large and generic, a lot of editing was done to the language to make it more professional</li> <li>• Contract for Executive staff has also been updated, again the language was a major change</li> </ul> <p>Adopt both, all in favour.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Emma Vandenberg</p>



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6.	<p><b>CEO Report</b></p> <p><u>6.1 Report</u></p> <p>Appendix 6.1a - CEO report</p> <p>Appendix 6.1b - Brevity reports</p> <p>Appendix 6.1c - Updated Budget vs Actual</p> <p>Award changes vs pricing cost \$30k, SCHADS award has had a 3.75% increase, whereas the only price increase is 1:1, others haven't changed in 5 years. Will work on formatting to show this better. The body representing the disability organisations is CEO Collab, they are drawing attention to the pricing issues. Discussion followed in these issues and the campaign, including peak besides NDIS, NDIA, DIA, CEO Collab, NDS etc. At the end of the day, we are a very small provider and our voice won't be heard.</p> <p>Workcover claims were also briefly discussed, particularly the 2021 claim payment.</p> <p>Motion: That the CEO Report be accepted.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Kate Yeowart</p> <p>No descent</p>
7.	<p><b>Financial Report</b></p> <p><u>7.1 Balance Sheet</u></p> <p>Appendix 7.1a - Balance Sheet (collapsed) - June 2024</p> <p>Great position in June, and good segway into strategic planning.</p> <p>Appendix 7.1b - Balance Sheet (collapsed) - July 2024</p> <p>Questions and queries from members regarding how the financials work. Data in Appendix 7.1b is incorrect, perhaps as both columns appear to be identical (this has now been rectified).</p> <p><u>7.2 Budget vs Actual</u></p> <p>Appendix 7.2a - Budget vs Actual (summary) - June 2024</p> <p>Within \$6k of budget, which is very good. Total operating expenses were over, minimally, understandable given the current challenges, commendable result.</p> <p>Appendix 7.2b - Budget vs Actual (summary) - July 2024</p>

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	<p>1.6% larger than budget, due to the vacant marketing position and having a staff member on personal leave. Operating expenses within expectations.</p> <p>Motion: That the Financial Report be accepted.</p> <p>Moved: Edwin Vandenberg</p> <p>Seconded: Kate Yeowart</p>
8.	<p><b>Other Business</b></p> <p><u>8.1 Strategic Planning</u></p> <p>Very quick draft has been put together by Jenelle so that it could be pulled apart at this meeting. First change is the use of Headway Gippsland vs we/us.</p> <p>Leisa offered to change the document to a format allowing Board members to comment.</p> <p><u>8.2 Property at Welshpool</u></p> <p><b>Appendix 8.2a</b></p> <p>Update provided from B D Legal today, suggesting this issue goes to VCAT. Costs of this were discussed, including the current VCAT backlog of around 12 months. Jenelle to discuss the likely outcome and potential costs with B D Legal.</p> <p>Moved: Edwin Vandenberg</p> <p>Seconded: Emma Vandenberg</p> <p>All in favour, carried.</p> <p><u>8.3 Property at Catherine Street, Morwell</u></p> <p>Zoned industrial, permit would be required for offices, but other activities may be ok without permit.</p> <p>Unsure if property is still available, haven't been focusing on the sorts of activities that would be done here, so do we want to proceed, agreed we haven't finished deciding yet - or here's an opportunity, may not meet all criteria, but it definitely meets some, is definitely putting the load before the horse and cart (rather than the other way around), but should we look at it further? Pros and cons discussed, keeping in mind discussion and ideas from most recent strategic planning workshop, ideas from Executive team and building noting that the perfect building may never exist.</p> <p>Move forwarding with identifying which ideas we are going to work on.</p>



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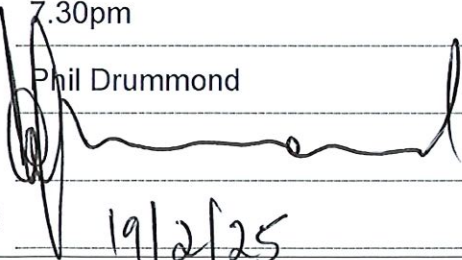
Agenda No.	Subject
	<p><u>8.4 Board Performance Assessment</u></p> <p>Appendix 8.4a</p> <p>Discussed and agreed to revisit this at a later date, perhaps at the next meeting.</p> <p><u>8.5 Media Release</u></p> <p>Appendix 8.5a</p> <p><u>8.6 Upcoming Annual General Meeting</u></p> <p><i>Date &amp; Time</i></p> <p>Brief discussion on types of AGMs held in the past, including membership numbers, participant funding (allowing them to attend) and our lack of marketing person to product the annual report, certificates etc.</p> <p>Decision to hold an in-person AGM, with the option of attending via video, day to include tea/coffee, be very short, small version of annual report, to be followed by the bi-monthly Board meeting.</p> <p>It was decided as the 17<sup>th</sup> October for the AGM.</p> <p>Invitation must then be issued no later than 17<sup>th</sup> September.</p> <p><i>Board Position Updates</i></p> <p>Current/existing nominations expiring at the AGM, as well as the resignation of our Treasurer.</p> <p>Robyn's resignation was acknowledged and accepted.</p> <p>Moved: Gary Dore</p> <p>Seconded: Leisa Harper</p> <p>In Robyn's absence, Phil had contacted Edwin, and he has agreed to accept the role of Acting Treasurer until the AGM.</p> <p>Moved: Leisa Harper</p> <p>Seconded: Kate Yeowart</p> <p>All in favour.</p> <p><u>8.7 Board Member Contact Details</u></p> <p>Appendix 8.7a</p> <p>The option of having Board member contact details accessible to other Board members, on the portal was discussed. This could involve adding an 'opt-in</p>

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	<p>checkbox' to one of our Board member forms, allowing members to consent to be listed in a Board member directory on the portal.</p> <p>All happy to proceed.</p> <p><u>8.8 Committee Membership</u></p> <p>Appendix 8.8a</p> <p>Appendix 8.8b</p> <p>Overview of committees provided by Phil, including that there is no requirement for Board members to join. Both new members were happy to join a subcommittee, and will do so as follows:</p> <ul style="list-style-type: none"> <li>• Jo - Audit &amp; Risk committee</li> <li>• Kate - Governance committee</li> </ul>
9.	<p><b>Board Correspondence</b></p> <p>Nil</p>
10.	<p><b>Next Board Meeting</b></p> <p>Date: Thursday, 17 October 2024</p> <p>Time: 5.30pm</p> <p>Venue: Boardroom, Morwell office</p>

Meeting Closed	
Date:	Thursday, 22 August 2024
Time:	7.30pm
Chair:	Phil Drummond
Signature:	
Date signed:	19/2/25