

Down-To-Earth (Vic) Cooperative Society Limited

Board of Directors

Minutes

Date: **Thursday 3 November 2016**

Time: **7:30pm**

Venue: **CERES, Learning Centre Rm,1-2 Lee St, Brunswick East VIC**

Meeting Commenced: 8:55pm

**1 Election Of Chair**

**Chairperson Elected:** Arron Nathan  
**Minute Taker(s):** Corinne Armstrong  
**Online facilitator(s):** Troy Reid

**2 Attendance**

<i>First Name</i>	<i>Surname</i>	<i>* Online – screen ID</i>	<i>DTE CoOp Member</i>	<i>Workgroup Member</i>
Simon	Byers		Y	<b>Board Director</b>
David	Cruise		Y	<b>Board Director</b>
Matt	Inglish		Y	<b>Board Director</b> , CC Ops
Troy	Reid		Y	<b>Board Director</b> , OC ITC
Corinne	Armstrong		Y	OC Governance
Denise	Banville		Y	
Elle	Brogan	online	Y	OC Aboriginal Relationships, CC Volunteers
Peter	Carty	online	Y	OC&CC Site Ops
Steve	Gregory		Y	OC Membership, CC Market
Ian	Hales		Y	OC Finance
Lindy	Hunt		No	CC Hub
Lynne	Kennedy	online	No	
Robin	MacPherson	online	Y	OC ITC, CC Ticketing
Malcolm	Mathews		Y	OC Finance, OC Land Management, CC Fire
Lars	Nissen	online	Y	CC Arts
Mark	Rasmussen	online	Y	OC & CC Land Management
Darrell	Reid		Y	
John	Reid		No	
Marty	Schwarz	online	Y	OC&CC Infrastructure
Peter	Tippet		No	OC Governance, OC IT&C
Richard	Woodgate		Y	OC & CC Land Management
Don	Royal	online	Y	OC Finance
Mark	Rasmussen	online	Y	CC Land Management
Peter	Carty	online	Y	OC&CC Site Ops

**Apologies:** Kate Sarah  
**Absent without notice:** Murray Ross  
**Leave of Absence:** Steve Poynton

**Quorum Confirmed:** Yes

<b>#</b>	<b>Item</b>	<b>Responsible</b>
<b>3</b>	<b><u>Confirmation of Previous Meeting Minutes of 06/10/2016</u></b>	<i>Procedural</i>

- David C. read the Minutes of the last Board of Directors meeting held on 06/10/2016.

**Motion:**

Minutes accepted as read.

**Accepted**  
by Consensus

<b>4</b>	<b><u>Follow-up Actionable Motions from previous Meeting</u></b>
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Incorporated in below Agenda items.

<b>5</b>	<b><u>Correspondence - Incoming</u></b>	<i>procedural</i>
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**5.1 New & Renewing Annual Membership Applications**

**Special Application**

- Raised by Marty in the OC Meeting last week and consequently listed for this meeting, discussion ensued around providing special consideration to renew the DTE Co-op Memberships of Carly Rothschild and Grant Waldron in the absence of Activity Sheets, based on the exceptional amount of volunteer hours both completed for ConFest this year and following on from previous years of loyal service to ConFest.

Membership Renewal of **Carly Rothschild & Grant Waldron**

**Accepted**  
by Consensus

**Activity Sheet Submission**

- A suitably completed Activity Sheet was tabled for Craig Newcombe, whose volunteer service this year and over many years was well acknowledged.

Membership Renewal of **Craig Newcombe**

**Accepted**  
by Consensus

**New Member Applications**

Formally completed Membership Applications & Activity Sheets were tabled for Lynne Kennedy & Dhyani Carroll.

- Troy provided Lynne with a glowing testimonial regarding her work at ConFest in Site Ops and post event in providing valuable service to the DTE by assisting him in strategy work around seeking permit acceptance by Council and emergency services.

Membership Application of **Lynne Kennedy**

**Accepted**  
by Consensus

- None of the Directors or other meeting attendees could vouch for Dhyani Carroll. Some vaguely remembered her in First Aid such as where her Activity Sheet hours indicated she worked. As Dhyani had circled Kate as her Director report, and as indeed Kate is the First Aid facilitator, consensus was to suspend approval of the application until it could be verified by Kate at the next Board meeting.

Membership Application of **Dhyani Carroll**

**Declined pending verification**  
by Consensus

### Share Register Records

- Troy asked David C. about the Member Share Register records regarding the removal of those who had not renewed membership.
- David C. clarified that the Share Register had not been updated for years regarding removing inactive members, being those who had not renewed active membership with submission of an Activity Sheet. David C. said that there is no real consequence of this given that there are no share payouts or \$10 share refunds for those who are no longer active members. And inactive members – those that had not renewed membership through active volunteer service via submission of an Activity Sheet, are not entitled to vote, as per the Rules

### 5.2 Don Royal's email re Postponement of AGM

While not an incoming external correspondence, Troy introduced an email sent by Don to the Finance Committee members earlier in the week, saying it could have an overriding effect on decisioning of next Agenda Item regarding preparation for the AGM.

- Troy read out Don's email that was sent to members of the Finance Committee earlier in the week. In summary, it asked members of the Finance Committee to consider putting to the Directors a proposal to postpone the AGM to early next year due to in his opinion an Audited set of Financials would not be possible by the time of the AGM. The main reasons for this due to delays in receiving ConFest receipts from Villages and other works facilitators, and compounding issues with migrating over to the new accounts package.
- Troy also explained that in addition to the internal delays in completing the Financial Reporting, which he said might still be possible in time for the AGM, that a further complication was that the Auditing partner of our accounting firm TBT had experienced the tragic death of one of his children. A small firm with two Partners, TBT was struggling to cope with the absence of this partner. So uncertainty existed as to whether TBT could have our accounts Audited in time for the AGM anyway, especially given that if completion of our reporting was possible, it would be at the last minute and would be unfair to put on to TBT given their unfortunate situation.
- David C. agreed with Don's recommendation to defer the AGM to February next year. Saying that the current directors will still be around for the Board to continue to operate until February next year. He echoed Troy's comments regarding the current constraints of TBT.
- Troy elaborated on the process issues the Finance Committee have been experiencing. Noting that a huge effort has been made by the Finance team members to get the accounts in order... For in addition to himself Troy acknowledged the amazing amount of time and effort put in by Ian, Malcolm and Carol Larke in chasing up and inputting receipts.
- Corinne said she had serious concern over deferring the AGM at which there are five director positions up for election, and a near record number of 11 candidates vying for the positions and ready go. She questioned the loss of some of these nominees if the AGM was deferred to February next year, through them losing heart and/or faith in the process .
- Corinne further commented that strict adherence to financials was one thing, but that the cultural impact on, and expectations of members to elect a majority of directors in November was equally if not more important. Accordingly she asked directors to consider how they are going to look in the eyes of members as regards appearing to bias the election in holding on to their positions for another few months past when they were due to go or stand for re-election.
- Comment was made that it could be possible to have the AGM in two parts... to go ahead with the AGM on the 24<sup>th</sup> of November to hold the election of Directors, and then part 2 of the AGM or a SGM in February to table the audited accounts.
- Ian said there is no reason why provisional accounts cannot be presented at the AGM, with formal Auditing of accounts to be presented at the following SGM.
- Peter pointed out that Rule 25 stipulates that the AGM has to be conducted in November.
- Simon said that he would be really concerned if he was a nominee or re-standing to be a director if he did not have an audited balance of accounts.
- Troy handed out an Advance Payments & Returns Clearing Account Transactions report. He explained that the yellow colour-coded line items were for receipts still unaccounted for, which totaled \$65,000 in un-receipted expenses that were holding up finalization of the financial reporting. These line items also included the names of the people responsible for the expense. Troy said Carol has spent considerable time chasing these people for receipts or return of monies but to no avail. Various meeting attendees indicated that they were in touch with those listed as unresponsive and made offers to assist in the follow up. Troy welcomed anyone to get involved with chasing up those they knew who had not handed in their receipts yet.

- Troy said if all those who had offered to follow-up people they knew who were holding receipts, as indicated in his printout, were successful, plus with a big effort from the Finance Committee members, it was likely the Financial Reporting would in fact be completed in time for the AGM, and presented as Provisional Accounts.
- Again discussion took place around how accounting for outstanding expenses and the delay of having the financials audited for the AGM could be handled. Majority of comments favoured proceeding with the November AGM and

**Motion:**

To postpone the AGM on the grounds it was highly likely the DTE would not have an audited set of accounts to present to members.

**Declined**  
by Consensus

**Motion:**

To proceed with the November AGM and conduct mandated business as per the Rules regarding the election of Directors and presentation of the annual Financial Reports. In the absence of audited reports, Provisional Accounts and Debt Forecasts are to be tabled, with audited financials to be tabled at the following SGM .

**Accepted**  
by Consensus

- 5.3 **Origin Electricity Bill**, issue date 26 Oct 16, re Wooroona Property for the period Jul-Oct 2016, total amount payable \$500.97. That bill be paid

**Accepted**  
by Consensus

- 5.4 **CERES Tamil Feasts** , email dated 28 Oct 2016 re quote for catering at DTE Meetings

- Troy read from the email that for a chef to come in and provide 2 curries with rice and chutney for an approximate of 15 people, the CERES based Tamil Feasts team quoted \$20 per person. Troy felt this was too high and not worth considering further.

**Declined**  
by Consensus

- 5.5 **Outbound Correspondence**

None formerly presented.

## 6 **AGM Preparation**

OC

- David C. confirmed that he would arrange with TBT to mail out early next week the AGM Notice of Meeting Agenda, which would include nominee profiles and details of the Ballot process.
- The process for empowering our returning officer Michael Hill from TBT to receive member ballots via email for the election of directors was discussed and agreed. With emails to be submitted by 5pm on the day of the AGM.

**Motion**

That email voting be permitted for the election of Directors, the process of which to be detailed in the AGM Notice of Meeting.

**Accepted**  
by Consensus

- David C. discussed how the DTE secret ballots are conducted, that it followed a first passed the post preferential vote distribution methodology. And in the event of a tie for the fifth director position, a vote

of members attending in person would be conducted.

- David C. confirmed that Michael Hill from TBT would be the returning officer and scrutinees would be selected on the night of the AGM.
- David C. read out the 11 nominees vying for the 5 director positions up for election, acknowledging the 4 women nominees first, these being; Kate Sarah, Elle Brogan, Denise Banville & Emma Bennett. And the male candidates being; Matt English, Marty Schwarz, Lars Nissen, Mark Rasmussen, Malcolm Matthews, Robin Macpherson & Don Royal.

## 7 Summer ConFest

OC

### Update on Application to Council

- A motion passed at the last SGM mandates that the Board seek council and emergency services support for DTE's Summer ConFest permit. In submitting notice to relevant authorities of the DTE's intention to hold a Summer ConFest, Troy advised that he and Kate met with council, police and RFS representative. He said that the police and RFS reps were particularly negative saying straight up they would not support our submission to council for a Summer ConFest.
- Troy informed the meeting that the written legal advice the DTE has since received, advised that there are no legal grounds within relevant legislation that the Council had to stymie our submission. Subsequently Troy said the DTE had since followed up its original submission to Council with a letter containing direct quotes from the lawyers supporting the grounds upon which the DTE should be entitled to hold a Summer ConFest. Troy said we are still waiting to formally hear back from Council.
- Since Spring ConFest was cancelled, Troy noted that the second yearly event permit in our existing development application could be enacted without seeking an additional DA permit to host Summer ConFest, as would have been the case if Spring ConFest went ahead.
- The question rose as to whether it would even be possible to hold Summer ConFest given the resulting conditions post the record flooding in the areas that put large proportions of both DTE properties under water. Corinne responded that this was a separate issue as noted on the Agenda and would be dealt with next, reiterating that formally seeking approval to host a Summer ConFest was a mandated motion. Corinne felt even if members agreed not to hold a Summer ConFest, the application would not be a wasted exercise for the formal application would provide Members with definitive answers as to why council, RFS and Police are not in support of Summer ConFest. As such has been the basis of speculation and hearsay since the last Summer ConFest years ago.
- Troy clarified that the DTE's Development Application provides for two ConFest events per year, and as such additional events require a special DA. And so the cancellation of Spring ConFest this year has meant a third special DA is not required, making the Summer ConFest a more tenable proposition.
- Troy then explained that the request currently before local council and that involves RFS and local police, is technically about seeking approval for a Compliance Inspection to be carried out prior to the event, which is a regulated legal requirement of staging ConFest. If local council and emergency services do not agree to conduct the inspection or if the inspection finds fault with compliance to our DA, then ConFest cannot go ahead and risk a huge fine if DA compliances are not met.
- Troy confirmed that the last time the DTE applied and received approval for a Summer ConFest was in 2006. This time around local council and emergency services seem to be finding reasons to block the event from happening, at least as was expressed in the initial meeting Troy and Kate had with them.
- As it stands, Troy said the DTE is awaiting written word back from the Council as regards their intentions to approve or deny the Compliance Inspection. Troy said he and Kate and other Members working closely with them have done all they can to get a response.
- Matt expressed strong dissatisfaction with the legal advice Troy had received and the delay in receiving adequate response back from Council. He said he thought the DTE should have sought alternate legal advice, and in frustration of getting an inadequate response from Troy at Directors meetings over the past month, Matt said he had sought his own legal advice amounting to one initial meeting with an alternate partner in the law firm Troy had been dealing with.
- Troy contested Matt's comments on the grounds that Matt had missed Board Meetings and other communiques regarding the legal advice and progress with council that had been carried out.
- Peter confirmed that having attended all Board Meetings in recent months, Matt had been absent for many of them at which the issues of Summer ConFest had been discussed.
- Matt claimed that as a Director personally legally at risk it was his right to claim such legal advice given the the serious nature of breaches to DA compliance. And in this case he lacked confidence in the legal advice the DTE had received, and inadequate communication he felt Troy had offered him and the Board generally. And that the initial legal advice he had received contravened that which Troy had been provided, and that he was now awaiting a written response from his legal adviser.

- Troy responded by saying that Matt is free of course to get legal advice at this own expense. To which Matt responded that he could not afford personally to do that.
- Ian and Peter commented that you could always find legal advice to support your view.
- Robin suggested that the DTE should have its directors join the Institute for Community Directors where for a small annual fee each director is covered for public liability and indemnity insurance. And membership provides for access to relevant resources and support.
- Troy then said he was happy to support a motion to release funds to Matt to pursue his own legal advice.

**Motion:**

That Matt I. be granted up to \$2,000 in payments of legal costs pursuant to his personal investigations into the legal ramifications and risks surrounding the DTE's Development Application compliance assessment submission currently pending before local council and emergency services.

**Accepted**  
by Consensus

**Direction in consideration of adverse conditions from floods**

- Simon felt that it was too short on time, the ground too wet, the environmental issues such as mosquito plagues was too great a risk, and there is advanced forecasts of extreme weather conditions, all of which presented public health safety concerns.
- A site report from Richard C. was provided outlining the physical state of the site and effects its conditions would have on Summer ConFest. David C. said water levels were fluctuating up and down as water came down stream
- Troy felt that we should still work towards a Summer ConFest, and pursue the permit submission working for positive outcomes with Council, RFS, and Police in future interests of staging the event in summer. And that if not the event proper, the time onsite could be used for a working bee type event, or a smaller community event, which he saw was in keeping with the type of community event the founding fathers saw was the true spirit of ConFest.
- Lindy conveyed comments that Richard W. had made to her before he left the meeting... Having just been onsite Lindy said Richard account was Woorooma is a quagmire.
- Marty spoke to the meeting about the water levels still being up to the boom gates. The entire village areas were still under water, with equipment left behind now under water and not salvageable as yet although most of it will be severely damaged. That in fact the water has not receded enough to go down and assess the damage to the entire area as yet.
- Marty also outlined the significant flood impacts on Bylands, which ruled that property out of consideration in addition to the significant prep that has to be done to it to ready it for a ConFest.
- Troy asked Marty how the site was then looking for Easter, to which Marty said it is necessary to start to prepare the land now. In consideration of Easter ConFest, Marty thought it necessary to begin works now, which proceeding with prep for Summer ConFest will support/is required for Easter ConFest anyway. But felt that in reality, it was now too short of time with too much work to do to pull off Summer ConFest with only two months to go, especially in consideration of Budgets and all other major ConFest proper lead in considerations outside of the significant property issues.
- Discussion continued on the significant impact the floods had had on Woorooma and Bylands based on firsthand accounts and reiteration of others written and pictorial updates communicated via Active emails. With consensus the conditions would be bad for putting on a Summer ConFest, Corinne asked if the Directors had a motion to put expressing their decision as to Summer ConFest proceeding or not, but none was forthcoming.
- Corinne then noted that it was necessary for the Directors to release a formal statement to the ConFest community via Facebook, website etc, as people needed to book flights, holiday time etc.
- Discussion reverted to elaborating further on the first point issues Simon raised as regards the wider environmental safety issues with weather forecasts likely to bring on plague proportions of Mosquitos and other nasties that thrive in waterlogged land and extreme heat conditions . And therefore the public health safety risks such posed.
- In response to concerns over public health risks to the community, Peter T. said that if there is no Summer ConFest, many ConFesters will camp elsewhere in the region anyway given the holiday period, and where they'll be deprived of First Aid and other responsible ConFest management of environmental hazards. So if the health risks of the community was a genuine concern, then having a properly run Summer ConFest is in the interests of the community.

Troy felt that we should still work towards a Summer ConFest, and pursue the permit submission working for positive outcomes with Council, RFS, and Police in future interests of staging the event in summer. And that if not the event proper, the time onsite could be used as a working bee type event ... a smaller community event that he saw was in keeping with the type of community event the founding fathers started out with.

**Motion:**

That the Board would release a public statement on all the usual ConFest media platforms (Website, Facebook, Active) that confirms work towards a Summer ConFest is continuing while the residual adverse conditions of recent floods in the site region, are being closely monitored in the interests of public health, safety and expectations. With regular updates to be provided to the community.

**Accepted** Responsible:  
by Consensus Troy & Kate

**8 Other Business (*arising on the night*)**

The following listed Items were white-boarded on the night and were outside the discussion parameters of the preset Agenda and so were listed to be address as Other Business arising. Having hit midnight at this point the Agenda the following were deferred and have been listed on the next Board of Directors Meeting Agenda, unless otherwise appropriately dealt with in the preceding CC & OC Meetings:

- Confirmation sought from Directors that the Eviction Notice served on Bylands included all residents at the Property. Steve G.
- That we introduce a Life Membership Award for Members who have committed more than 15 years Membership as well as far exceeding the required 24 hours Volunteering each year Steve G.
- Budget for Supper at AGM Lindy H.
- What can be learnt from the flooding Ian
- Security at ConFest – Starting Process for volunteers to train in security licenses Matt & Murray
- Facilitator Ratification (as presented) Marty

**Next Board Meeting: Thursday 1<sup>st</sup> December 2016**

**Meeting Closed: 12:02am**