

## Board of Directors

# Minutes

Date: **Thursday 15 December 2016**

Time: **7:30pm**

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

Online: <https://meet.lync.com/dtecoop/meetings/ZU20PNUQ>

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### 1 Election Of Chair

**Chairperson Elected:** Denise Banville  
**Minute Keeper:** Corinne Armstrong

### 2 Attendance

<i>First Name</i>	<i>Surname</i>	<i>DTE CoOp Member</i>	<i>Online - screen ID</i>
David	Cruise	Y	
Denise	Banville	Y	
Mark	Rasmussen	Y	
Troy	Reid	Y	
Don	Royal	Y	
Kate	Sarah	Y	
Marty	Schwarz	Y	
Corinne	Armstrong	Y	
Peter	Carty	Y	online
John	Flynn	No	
Steve	Gregory	Y	online
Ian	Hales	Y	
Jack	Hill	Y	
Paul	Hutinson	Y	online
Robin	MacPherson	Y	
David	McDonald	Y	
Lars	Nissen	Y	online
Trevor	Pitt	Y	online
John	Reid	No	
Peter	Tippet	No	
Richard	Woodgate	Y	

**Apologies:** None

**Quorum:** Yes

#	Item	Raised / Responsible
<b>3</b>	<b><u>Confirmation of Previous Meeting Minutes of 01/12/2016</u></b>	
	Directors confirmed they had received and reviewed Board of Director's Minutes unratified version dated 05/12/2016, as emailed by Corinne on 14/12/2016.	
161215-0	<p><b>Motion:</b></p> <p>That the Board of Directors Minutes of 1<sup>st</sup> December 2016 version dated 05/12/2016, be ratified without amendments.</p> <p style="text-align: right;"><b>Accepted by Consensus</b></p>	
<b>4</b>	<b><u>Correspondence</u></b>	
	Follow up discussion from previous meeting regarding procedure for collection and recording of mail to DTE PO Box.	
161215-1	<p><b>Motion:</b></p> <p>David C. agreed to be picked up PO Box mail prior to the meeting, and record the mail that has come in the Minute-keeper prior to the meeting starting.</p>	<i>David Cruise</i>
<b>4.1</b>	<b><u>Bills &amp; Bank Transactions</u></b>	
161215-2	<p><b>Motion:</b></p> <p>Gadens Lawyers invoice dated 30/11/16 for the amount of \$5,110.60. Passed by consensus.</p>	<i>Troy Reid</i>
161215-3	<p><b>Motion:</b></p> <p>Consumer Affairs Victoria - 2016 Annual Report for \$76.70, bill to be paid. Passed by Consensus</p>	<i>Troy Reid</i>
161215-4	<p><b>Motion:</b></p> <p>Ecotide invoice for \$6,523.00 to be paid. Passed by Consensus.</p>	<i>Troy Reid</i>
161215-5	<p><b>Motion:</b></p> <p>Ellen Brogan amount to be reimbursed \$251.57 to be paid. Passed by Consensus.</p>	<i>Troy Reid</i>
161215-6	<p><b>Motion:</b></p> <p>Hill Plain Bush Fire Brigade to be paid for \$60.00 to be paid. Passed by Consensus.</p>	<i>Troy Reid</i>
161215-7	<p><b>Motion:</b></p> <p>Kate Shapiro to be reimbursed \$1,182.35 to be paid. Abstained: Kate S. Passed without objection.</p>	<i>Troy Reid</i>
161215-8	<p><b>Motion:</b></p> <p>Tregear Bain Taplin invoice for \$7,645.00 to be paid. Passed by Consensus</p>	<i>Troy Reid</i>
<b>4.2</b>	<b><u>Incoming/Outgoing</u></b>	
	Follow up on actionable item from last Board meeting, Kate spoke of email correspondence she had had with Chris Sgourakis at Griffith Hack in the past couple of weeks confirming; they will register ConFab with appropriate licence nationally, gave quote of nationally registering ConFest overseas, and outlined forthcoming correspondence.	
	Troy tabled email from CERES to <a href="mailto:directors@dte.org">directors@dte.org</a> received 23/11/16 attaching Memorandum of Understanding for CERES meeting room hire for 2017 and sort authority from the Board to sign and return to CERES.	

161215-9	<b>Motion:</b> That Troy sign and return CERES Memorandum of Understanding for DTE meeting room hire for 2017.  <b>Accepted by Consensus</b>	Troy Reid	
<b>5</b>	<b><u>Key Decisions outside Meeting</u></b>		
	4/12/16 directors internal correspondence re Matt English debit card to be held open for the moment while payments finalised		
<b>6</b>	<b><u>Follow-up Actionable Motions from previous Meeting</u></b>	Corinne Armstrong	
	Board outstanding Motions and Actionable Items was read out by Corinne and directors responsible reported and updated status of items as recorded below;		
<u>Meeting Ref #</u>	<u>Action</u>	<u>Responsible</u>	<u>Status Update</u>
161103-6	Motion: Origin Electricity Bill, issue date 26 Oct 16, re Woorooma Property for the period Jul-Oct 2016, total amount payable \$500.97. That bill be paid	Troy Reid	<b>complete</b>
161201-11	Action: Kate to circulate to directors relevant Cooperatives Act legislation on the role of a Secretary, to the directors for their consideration in regards to reappointing or electing a new DTE secretary.	Kate Sarah	<b>complete</b>
161201-12	Action: Updating directors details with Consumer Affairs to be done by the Secretary the Board confirms.	Directors	<b>WIP</b>
161201-13	Action: Troy working with Michael Hill and Scouse on developing a membership sharing system to keep the three member lists in sync.	Troy Reid	<b>WIP</b>
161201-14	Action: Corinne to formally request from the board an up to date list of current members for meeting Minute purposes of attendance and quorum voting records	Corinne Armstrong	<b>WIP</b>
161201-17	Action: Ahead of the next Permacroft General Meeting, David to obtain DTE members consensus regarding the proposal to wrap up Permacroft Coop. And should Permacroft shareholders vote to keep the CoOp going, then whether or not DTE members wish to remain shareholders in Permacroft or sell shares and get out of the CoOp.	David Cruise	<b>WIP</b>
161201-18	Motion: Kate to make public statement on all the usual ConFest media sites (Facebook, confest.org.au etc) advising that the adversities resulting from the resent floods in the region of the ConFest site are so great that Summer ConFest has been cancelled. That energies are now been directed to rebuilding the site for 2017 Easter ConFest to be held from Wednesday 12 April through to and including Tuesday 18th April	Kate Sarah	<b>complete</b>
161201-19	Motion: Troy and John to come back to the group/Board with a proposal that addresses needs and concerns raised at this meeting and detailed here in the Minutes.	Troy Reid, John Reid	<b>WIP</b>
161201-2	Motion: That the Membership Application of Vanessa Ernst be accepted and she be added to the active membership share register	Troy Reid, Steve Gregory	<b>complete</b>
161201-3	Action: Troy to visit Deniliquin Council office to inspect our file. He welcomed anyone present to come a long for the journey to which Kate and Richard Woodgate said they would be interested in taking the trip.	Troy Reid	<b>WIP</b>
161201-4	Action: The OC Policy and Procedure workgroup to consider and report back to the Board on best practices for the recording and tabling of all incoming mail to the DTE's PO Box.	Corinne	<b>complete</b>
161201-5	Action: Kate to discuss the Ecotide Emergency Management Report further with directors, with a view to seeking consensus as to the Committee or workgroup to oversight implementation of the recommendations with specific workgroups and committees they concern.	Kate Sarah & directors	<b>WIP</b>
161201-6	Motion: Kate to instruct Chris Sgourakis at Griffith Hack, our trade mark solicitors, to trademark register ConFab in the appropriate class as he recommends.	Kate Sarah	<b>complete</b>
161201-7	Action: Kate to look at further structural uses of ConFab for social gatherings	Kate Sarah	<b>complete</b>

	and outreach programs.		
161201-8	Action: Troy to compile accounts summary of bills and email to directors seeking payment approval consensus.	Troy Reid	<b>complete</b>
161201-9	Action: Troy to email new directors electronic versions of ANZ Bank account authorization forms to to new directors.	Troy Reid	<b>complete</b>

	<p>David reported here that he had looked into getting lawn mowers on site but too late for the season, so asked to go ahead to get sheep on the property. Discussion took place on other options to having sheep on the property as some thought this was not the most eco friendly option.</p> <p>Directors decided to agist sheep at Woorooma as a one-off this year in consideration of the extra ordinary flood conditions that have made mowing overgrown grass to reduce fire risk untenable.</p>		
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161215-10	<p><b>Motion:</b></p> <p>That Anthony Gorrington agist sheep for Woomooma from now up until Easter ConFest</p> <p style="text-align: right;">Moved: David Cruise Seconded: Troy Reid Abstained: Kate Sarah <b>Accepted by Consensus</b></p>		David Cruise
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<b>7</b>	<b><u>New Board Transitional Matters</u></b>		Mark Rasmussen
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	Mark spoke of benefits of getting Directors business cards with representing themselves outside the Coop. Said he had contacts that could mock up cards available. Discussion took place on logo options that already existed.		
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161215-11	<p><b>Motion:</b></p> <p>Mark to discuss logos with external contacts with mocking up of a business card and come back to the Board.</p> <p style="text-align: right;"><b>Accepted by Consensus</b></p>		Mark Rasmussen
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<b>8</b>	<b><u>Board - Finance Committee – Development &amp; Functions</u></b>		Troy Reid
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	<p><i>Tabled; DTE Finance Dept Functions &amp; costs discussion paper</i></p> <p>Troy reported that he is not able to give as much time to the DTE as he has been and so needs to give up finance. A role he said that really a professional bookkeeper needs to take on. Troy presented preliminary quotes for the role of a bookkeeper and the roles and responsibilities they would need to take on.</p> <p>Discussion took place on getting extra quotes for bookkeeper. There was general consensus that a more detailed criteria including internal structures and procedures was required .</p> <p>Directors acknowledged Troy’s proposal and asked that it be deferred to finance committee for further consideration on internal structures and procedures and how we would interface with an external bookkeeper. And for the Finance Committee to come back to the board with recommendations.</p>		
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161215-12	<p><b>Motion:</b></p> <p>Finance Committee to draw up detailed internal bookkeeping structures and procedures document relevant to interfacing with an external bookkeeper, and report back to the Board.</p> <p style="text-align: right;"><b>Accepted by Consensus</b></p>		Troy Reid
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9	<b><u>ICT - Infrastructural Services; Woorooma Telephony &amp; Internet</u></b>	<i>Troy Reid</i>
	<p><i>Tabled; Woorooma Telephony &amp; Internet discussion paper</i></p> <p>Troy discussed revised proposal he and John Reid introduced at the last board meeting.</p> <p>Issues and concerns previously raised and detailed at the last board meeting, and subsequent email correspondence also included as discussion items were addressed.</p> <p>A modification to Solution B in the Proposal regarding the internet was agreed upon.</p> <p>Agreed to was the withdrawal of the backup power source solution that was originally proposed.</p>	
161215-13	<p><b>Motion:</b></p> <p>That the internet and VoIP solution for Woorooma have a budget approval for \$7,000.</p> <p style="text-align: right;">Moved: Troy Reid Seconded: Mark Rusmassan <b>Motion Accepted</b></p>	<i>Troy Reid</i>
10	<b><u>Woorooma Working Bee; Site Survey &amp; Salvage - Xmas/NY</u></b>	
	<p>Richard reported that conditions at Woorooma are now quite favourable; flooding has receded, mozzies have gone. Accordingly, conditions were are now ideal to procedure with Christmas/New Year working Bee.</p> <p>Dates of working bee were agreed on as being from 27 December through till 3 January.</p> <p>Board approved Richard to coordinate the working bee including giving notice of the working bee first to Members via Active and Facebook Volunteers page. Then if more participants were required, to give general call out for volunteers via the main Facebook ConFest Page.</p> <p>It was agreed that working bee notifications should stipulate that a minimum of four hours work per day would be asked of participating volunteers, and in return meals would be provided.</p> <p>Richard advised the board that he had \$2,500 over in his previously approved asset management budget and would use spend this on costs of the working bee. Additional expenditure of up to \$3,000 was agreed.</p>	
161215-14	<p><b>Motion:</b></p> <p>In addition to the previously approved \$2,500 asset management budget, that Richard Woodgate approved for expenditure of up to \$3,000 for costs associated with the Xmas/NY working bee.</p> <p style="text-align: right;">Moved: Troy Reid Seconded: Mark Rusmassan <b>Motion Accepted</b></p>	<i>Richard Woodgate</i>

**Next Meeting Confirmed:** Thursday 19 January 2017

**Meeting Closed:** 11:48pm