

Down-To-Earth (Vic) Cooperative Society Limited

Board of Directors

Minutes

Date: **Thursday 19 January 2017**

Time: **7:30pm**

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

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Meeting Commenced: 8:25pm

**1 Election Of Chair**

**Chairperson Elected:** Arron Shipperley  
**Minute Keeper:** Corinne Armstrong

**2 Attendance**

Denise	Banville	Y
David	Cruise	Y
Mark	Rasmussen	Y
Troy	Reid	Y
Don	Royal	Y
Kate	Sarah	Y
Marty	Schwarz	Y
Corinne	Armstrong	Y
Elle	Brogan	Y
John	Flynn	No
Steve	Gregory	Y
Fulvio	Gerardi	Y
Ian	Hales	Y
Kirsten	Joy	?
Robin	MacPherson	Y
David	McDonald	Y
Malcolm	Mathews	Y
Lars	Nissen	Y
Steve	Poynton	Y
John	Reid	No
Arron	Shipperlee	Y
Richard	Woodgate	Y

**Apologies:** None

**Quorum Confirmed:** YES

#	Item	Raised / Responsible
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### 3 Confirmation of Previous Meeting Minutes of 15/12/2016

Minutes of meeting from 15 December 2016 were read out by Corinne. An amendment to the Minutes was identified and noted in the motion to accept the Minutes.

170119-01	<p><b>Motion:</b></p> <p>That the Board of Directors Meeting Minutes of 15 December 2016 as read, be amended under Item number 6, page 4, line to be added at the end of the paragraph prefacing motion to agist sheep at Woomooma... “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> <p style="text-align: right;"><b>Moved:</b> Kate Sarah <b>Seconded:</b> Troy Reid <b>Passed by Consensus</b></p>	<i>Corinne Armstrong</i>
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### 4 Correspondence

#### 4.1 Bills Received

Andrew Wilkinson ... \$333.30 – re reimbursement of costs over budget advance

Australian Taxation Office ... \$5,078.00 – re 2<sup>nd</sup> Quarter pay as you earn payment.

CERES ... \$1,147.50 – for meeting room hire

Dentons (formally known Gaddens) ... \$5,255.50 - for legal fees re ongoing dispute with council on holding of Summer Confest at Woorooma

Griffith Hack.... \$984.50 – for legal fees re IP trademarking of ConFest & ConFab

IGA Moulamein ... \$696.06 – food and essentials for post-confest site crew

Judith Quinn ... \$5,789 – for Sydney ConFest budget advance

Mark Williams Solicitor ... \$225.01 - for legal advice on Rules re AGM and voting membership status of members who had not returned Activity Sheets and considered Active members by the Rules.

Telstra ... \$12.00 – 2 mthly bills \$6 ec for messaging service

Vic Roads ... \$1000.60 – Registration of Fire Truck

Vic Roads ... \$56.00 - registration for Trailer

WaterNSW ... \$174.09 – for water on Bylands property

#### 4.2 Incoming

Load & Go Card returned from Murray

Receipts from Murray totaling \$295.34

Dentons Lawyer \$58

H2 Insurance Solutions dated 9 Jan 2017 re Declaration for renewal of event insurance, standard coverage for public liability up to \$20,000,000.

H2 Insurance Solutions dated 4 January re Voluntary workers insurance

#### 4.3 Outgoing

No formal written external correspondence noted.

Kate however advised she had had telephone conversations with Print Together regarding quote for design and print of business cards.

**5 Key Decisions outside Meeting**

Directors confirmed there were no decisions they had made since the last Board Meeting that required formal recording or motion ratification in this meeting.

**6 Follow-up Actionable Motions from previous Meeting**

Board outstanding Motions and Actionable Items was read out by Corinne and directors responsible reported and updated status of items as recorded below:

Meeting Ref #	Action	Responsible	STATUS UPDATE
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	WIP
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	WIP
161201-12	Action: Updating directors details with Consumer Affairs to be done by the Secretary the Board confirms.	Directors	WIP
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	WIP
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	WIP
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	WIP
161215-2	Motion: Gadens Lawyers invoice dated 30/11/16 for the amount of \$5,110.60. Passed by consensus.	Troy Reid	complete
161215-3	Motion: Consumer Affairs Victoria - 2016 Annual Report for \$76.70, bill to be paid. Passed by Consensus	Troy Reid	complete
161215-4	Motion: Ecotide invoice for \$6,523.00 to be paid. Passed by Consensus.	Troy Reid	complete
161215-5	Motion: Ellen Brogan amount to be reimbursed \$251.57 to be paid. Passed by Consensus.	Troy Reid	complete
161215-6	Motion: Hill Plain Bush Fire Brigade to be paid for \$60.00 to be paid. Passed by Consensus.	Troy Reid	complete
161215-7	Motion: Kate Shapiro to be reimbursed \$1,182.35 to be paid. Passed by Consensus.	Troy Reid	complete
161215-8	Motion: Tregear Bain Taplin invoice for \$7,645.00 to be paid. Passed by Consensus	Troy Reid	complete
161215-8	Motion: That Troy sign and return CERES Memorandum of Understanding for DTE meeting room hire for 2017.	Troy Reid	complete
161215-10	Motion: That Anthony Gorrington sheep for Woomooma from now up until Easter ConFest. Moved: David, Seconded: Troy, Abstained; Kate. Passed	David Cruise	complete
161215-11	Motion: Mark to discuss logos with external contacts with mocking up of a business card and come back to the Board	Mark Rasmussen	WIP
161215-12	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 to come back to the board with recommendations.	Don Royal	complete
161215-13	That the internet and voip solution for Woorooma have a budget approval for \$7,000. Moved: Troy, Seconded: Mark, Passed by Consensus.	Troy Reid	complete
161215-14	In addition to his \$2,500 budget for asset management, that Richard Woodgate be given up to \$3,000 to run the Xmas/NY working bee. Moved Troy Reid, second Mark, approved by consensus.	Troy Reid	complete

**7 Accounts Payable**

**Andrew Wilkinson ... \$333.30** – for reimbursement of costs over budget advance

- Accepted for payment, passed by consensus

**Australian Taxation Office ... \$5,078.00** – for 2<sup>nd</sup> Quarter pay as you earn payment.

- Accepted for payment, passed by consensus
- CERES ... \$1,147.50** – for meeting room hire
- Accepted for payment, passed by consensus
- Dentons (formally known Gaddens) ... \$5,255.50** - for legal fees re ongoing dispute with council on holding of Summer Confest at Woorooma.
- Accepted for payment, passed by consensus
- Griffith Hack ... \$984.50** – for legal fees re IP trademarking of ConFest & ConFab
- Accepted for payment, passed by consensus
- IGA Moulamein ... \$696.06** – for food and essentials for post-confest site crew
- Accepted for payment, passed by consensus
- Judith Quinn ... \$5,789** – for Sydney ConFest budget advance second payment for event to be held in week or so.  
David noted that budget amount was mainly for hire of Genworthy property which had doubled from last year. David also confirmed DTE had received ticket sales money from last ConFest they held.
- Accepted for payment, passed by consensus
- Mark Williams Solicitor ... \$225.01** - for legal advice on Rules re AGM and voting membership status of members who had not returned Activity Sheets and considered Active members by the Rules.
- Accepted for payment, passed by consensus
- Telstra ... \$12.00** – 2 mthly bills \$6 ec for messaging service
- Accepted for payment, passed by consensus
- Vic Roads ... \$1000.60** – Registration of Fire Truck
- Accepted for payment, passed by consensus
- Vic Roads ... \$56.00** - registration for Trailer
- Denied payment pending confirmation the trailer is still a DTE asset
- WaterNSW ... \$174.09** – for water on Bylands Property
- Accepted for payment, passed by consensus

## 8 Bylands Property

Business carried over from the last Board Meeting for which emails from Luke Johnson received in December were included as discussion papers.

Board members acknowledged that a “blind eye” was being turned to Luke residing in his caravan at Bylands,

Kate read out Luke’s email concerns regarding works and purchases for the property that included getting a quote for completion of the vehicle shed, clearing of overgrown trails, and purchasing a battery charger for the fire truck.

Board agreed by consensus to the following Actions;

170119-02	<b>Action:</b> Assessment of required completion of the Vehicle shed at Bylands	<i>Marty Schwarz,</i>
170119-03	<b>Action:</b> Survey of overgrown Byland trials and action required at this stage if any.	<i>Mark Rasmussen</i>
170119-04	<b>Action:</b> Necessity of a battery charger for the fire truck to be discussed between Malcolm, Marty and	<i>Marty Schwarz,</i>

	Richard.	<i>Malcolm Matthews, Richard Woodgate</i>
170119-05	<b>Action:</b> Advise Luke that Board members would handle his proposals, and therefore no action was required on his part regarding Bylands maintenance matters raised in his emails of December.	<i>Kate Sarah</i>

***Extension of Meeting time beyond 10pm raised by Kate, agreed by consensus, meeting continued***

## **9 Electronic Record Keeping of Minutes**

Business carried over from last Board Meeting concerning storage and access to DTE Committee Minutes was discussed.

Corinne noted the Minutes were currently being upload to confest.org.au Meeting Minutes page as was started by Robin last year, and mentioned concerns raised that they were so publically available.

Marty put forward that DTE CoOp business is distinct from the public side of ConFest the event, and so DTE Committee Minutes records should be accessible accordingly.

David said he could create a DTE Minutes Directory page on the dte.org.au website where the Minutes could be upload and access granted to active members and others that request access on a needs basis. Meeting agreed that dte.org.au is where the DTE Committee Minutes should be located.

170119-06	<b>Motion:</b> That a DTE Committee Minutes Directory page be created on dte.org.au, and all recent and future Committee Minutes be uploaded to this page.  <b>Accepted by Consensus:</b>	<i>David Cruise, Corinne Armstrong</i>
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The issue of DTE Coop Secretary was raised in which was noted the Directors had not decided on who would continue in the Role. David said he would like to nominate Denise for the role. Denise expressed uncertainty with accepting the nomination, saying she would like to know the reasons why David wouldn't want to continue in the role. David cited he had been doing it a while and his age was a factor – being a lot older than other board members he felt the need to pull back from this duty.

Kate said she did not think it was appropriate to put Denise on the spot to accept Secretary nomination, nor to discuss election of the Secretary in the open forum of the meeting.

It was also noted that while the Directors had not made a determination on who would continue in the Secretary position, new DTE Directors details had not been updated with Consumer Affairs.

Directors resolved to make a determination on the position of Secretary in the coming weeks, and in the meantime Troy said he would take care of filing the paperwork of the new Directors with Consumer Affairs.

170119-07	<b>Motion:</b> Troy to update Director details with Consumer Affairs  <b>Accepted by Consensus</b>	<i>Troy Reid</i>
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**10 Finance Committee Report**

Don reported on the Finance Committee meeting held last week, which centered on discussions around the appointment of a Bookkeeper and their role and responsibilities.

Don said TBT advised that they were not, and never have been, DTE's accountants, and as such had only carried out auditing responsibilities for the DTE. Don commented that that raised some questions about TBT invoices and the significant amounts paid to them in the past.

Finance Committee moving forward with procedure for issuing debit cards instead of issuing cash advances for all those with approved for budgeted expenditure. The big advantage with Debit cards being that all expenditure will be accounted for through bank statements/records.

The 2017 Budget Application is currently under view, as is the budget process, which Ian commented would likely include a budget briefing meeting for workgroup facilitators and village coordinators intending on submitting a budget application.

It was confirmed that the current Finance Committee Members are; Don, Troy, Malcolm, Ian.

Don put to the board the nomination of three new Finance Committee members; Fulvio Gerardi, Jimmy Chimwell and Steve Poynton. It was raised that this is the first instance where a committee or workgroup had sort to elect members, and what was the criteria for such appointments. It was mentioned that the OC should define some criteria for all committee and workgroups to ensure inclusive and transparent volunteer participation.

It was also raised as to the Board's role in approving nominees to the Finance Committee, insofar as whether the Finance Committee sat under the Board or the OC in the org chart. David argued that the board had passed a motion on 31 August last year recognizing the Finance Committee as a sub-committee of the Board.

Discussion also took place as to the requirement of Finance Committee members to have some finance/accounting background. And if so, was such recognition of relevant skills and experience required for volunteers sitting on other specialised workgroups. Volunteer inclusion of all willing participants in committees and workgroups was deemed the overriding factor.

The Directors accepted to precede with the nomination of new finance committee members.

170119-08	<p><b>Motion:</b></p> <p>That Fulvio Gerardi be accepted as a member of the Finance Committee</p> <p style="text-align: right;"><b>Moved:</b> David Cruise <b>Seconded:</b> Don Royal <b>Abstained:</b> Kate Sarah <b>Accepted by majority</b></p>	<i>Finance Committee</i>
170119-09	<p><b>Motion:</b></p> <p>That Jimmy Chimwell be accepted as a member of the Finance Committee.</p> <p style="text-align: right;"><b>Moved:</b> David Cruise <b>Seconded:</b> Don Royal <b>Abstained:</b> Kate Sarah <b>Accepted by majority</b></p>	<i>Finance Committee</i>
170119-10	<p><b>Motion:</b></p> <p>That Steve Poynton be accepted as a member of the Finance Committee</p> <p style="text-align: right;"><b>Moved:</b> David Cruise <b>Seconded:</b> Don Royal <b>Abstained:</b> Kate Sarah &amp; Troy Reid <b>Accepted by majority</b></p>	<i>Finance Committee</i>

Troy raised concern that finance related director transitional documents had not been given attention. Citing those with signatory authority on the DTE’s account with Bendigo Bank are still; Troy, Simon, Matthew, Kate and David. It was agreed by the meeting that director bank authority details need to be updated. To effect this change with the bank, David noted that bank account signatory authority changes needed to be supported with formal minuted recording of the changes as being approved by Directors.

**Extension of Meeting time beyond 10:30pm raised by David, agreed by consensus, meeting continued**

170119-11	<p><b>Motion:</b></p> <p>That Troy prepare finance related director transitional documents</p> <p style="text-align: right;"><b>Moved:</b> Don Royal <b>Seconded:</b> David Cruise <b>Accepted by Consensus</b></p>	Troy Reid
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Malcolm spoke of the Finance Committee’s recommendation to the board that anyone who is to get an advance from the DTE this calendar year is to obtain a debit card in their name as authorised by the Finance Committee. He said that this will require individuals to complete a bank debit card form that the Finance Committee will supply and they will need to complete a 100 point check with Bendigo Bank if the member does not have pre-existing personal account with the bank. Malcolm sort Director’s approval to be given bank authority to approve debit cards on the DTE’s behalf.

170119-12	<p><b>Motion:</b></p> <p>That Malcolm Matthews be a signatory authority to the Community Sector Banking Debit Card Account, for the purpose of carrying out administration on the debit card issue to members.</p> <p style="text-align: right;"><b>Moved:</b> Kate Sarah <b>Seconded:</b> Troy Reid <b>Against:</b> David Cruise <b>Accepted</b></p>	
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Further discussion was had on the debit card issue which David claimed was against DTE rules. Others commented that the Rules also did not explicitly rule out the issue of debit cards in place of cash advances to individuals.

The meeting decided that formal completion and approval of all bank authorities was required, and that such banking paper work should be prepared for the next directors.

170119-13	<p><b>Motion:</b></p> <p>That bank account paper work be prepared for the next directors meeting. That all directors make themselves available at an agreed upon appropriate time to authorize the removal of those no longer directors and the appointment of new directors to all relevant DTE bank accounts. Don and Troy to oversight this action with the Finance Committee.</p> <p style="text-align: right;"><b>Moved:</b> Mark Rasmussen <b>Seconded:</b> Denise Banville <b>Accepted by Consensus</b></p>	Troy Reid, Don Royal
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**Extension of Meeting time beyond 11pm raised, agreed by consensus, meeting continued ...**

**11 Business Arising on the night**

Elle Brogan

**11.1 Bill Rickett's reimbursement**

Elle raised that Bill Rickett's had receipts totally \$183 and asked the process for reimbursing him for these costs that were approved prior to Spring ConFest cancellation. Receipts for fuel and other costs associated with the work he carried out in recording GPS locations of aboriginal sites. Marty questioned the basis of the costs, to which Elle maintained they had been approved.

Question was raised as to why this matter was dealt with here since completion of reimbursement form attaching receipts was the process for payment. Elle said that she had been informed that the payment process was being reviewed and thus sort clarification on what the new process was.

Don confirmed that the existing Reimbursement Form was sufficient and just needed to be completed with a summary sheet, and that the forms and receipts be scanned and emailed or sent via post or registered post to the DTE.

**11.2 Market Stall Holder Ban**

Steve  
(Scouse)  
Gregory

Scouse said the Market committee want to know if the Board supports the no sale of services criteria as has been on the Market Stall Holder Application Form to date. Specifically he raised the issue of Marbelle the vendor of the Dreadlock stand charging for hairdressing/dreadlock services, and was seeking that her stand be banned from continuing as a ConFest Stall holder.

Scouse said Marbelle covertly provided the paid hairdressing dreadlock service through selling of hair accessories that included the service to apply the product.

Various directors and meeting attendees commented that as it was stated by Scouse, there was not evidence to support Marbelle was breaking the terms of the Market Staller Agreement, and as such was not grounds to stop her trading.

Scouse proposed amendments to the Stall Holder Application Form to explicitly ban payment for hairdressing services inclusive of dreadlocks and related products. It was acknowledged by the meeting that such exclusionary terms were bias against Marbelle, and to go to that extent with her stall would require other specific terms as relate to other vendors... Troy mentioned for example the body painter.

Scouse then commented that if Marbelle wasn't banned he would step down from the Market Committee. Corinne said she would be happy to replace Scouse in his role on the Market Committee given that she had experience with farmers and craft markets.

It was ultimately resolved that the issue go back to the Market Committee for further discussion based on considerations raised in the meeting.

**11.3 Purchase of East Gippsland Property**

John Flynn

Flynn proposed that the DTE consider the purchase of an East Gippsland property he had found for sale, as would be suitable for hosting a Summer ConFest.

The meeting questioned the timing of raising this issue with Easter ConFest only months away and the need to address more pressing matters.

The board recommended that if Flynn wish to pursue the proposal he could inspect the property and provide specific details as relates to property criteria that has been identified in extensive Active email discussions on the topic of additional property purchases.

***Extension of Meeting time beyond 11:30pm raised, agreed by consensus, meeting continued ...***

**11.4 Wrist Bands**

In preparation for Easter ConFest admission, the issue of accounting for wrist bands was raised.

170119-14	<p><b>Action:</b> Troy and Robin to do stock-take and reconciliation of wrist bands from last Easter Confest and report accordingly.</p>	Troy Reid, Robin Macpherson
170119-15	<p><b>Action:</b> Troy and Robin to provide a process report on ticketing and issue of wrist bands for future events.</p>	Troy Reid, Robin Macpherson

**11.5 CERES meeting Printer**

That the DTE’s printer had no ink and was unable to print discussion papers was raised

170119-16	<p><b>Action:</b> That a budget of up to \$500 be approved to purchase printer toner and ink cartridges for the DTE’s printer located at CERES.</p> <p style="text-align: right;"><b>Moved:</b> Kate Sarah <b>Seconded:</b> Troy Reid <b>Approved by Consensus</b></p>	Troy Reid
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**11.6 White Board Listed Matters Deferred to next meeting**

- Tractor Hire next item.
- Bicycles.
- Close of IGA Moulamein account
- Woodford Report .

**Next Meeting Confirmed: Thursday 2 February 2017**

**Meeting Closed: 11:48pm**