

Down-To-Earth (Vic) Cooperative Society Limited

Directors Meeting

Minutes

Date: Thursday 1st June, 2017

Time: 7.30 pm

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

Online: <https://dte.coop/live.meeting>

Meeting Commenced: 8:25pm

1	<u>Election Of Chair</u>	<i>procedural</i>																																																		
	1.1 Confirmation of Agenda: Aaron Shipperley 1.2 Confirm Minute Keeper: Coral Larke																																																			
2	<u>Attendance</u>	<i>procedural</i>																																																		
	<table border="1"><thead><tr><th>Name</th><th>Member</th></tr></thead><tbody><tr><td>Marty Schwarz</td><td>Y</td></tr><tr><td>Peter Tippit</td><td>N</td></tr><tr><td>Aaron Sipperley</td><td>Y</td></tr><tr><td>Kate Shipero</td><td>Y</td></tr><tr><td>David Cruise</td><td>Y</td></tr><tr><td>Ian Hales</td><td>Y</td></tr><tr><td>Peter Cruise</td><td>Y</td></tr><tr><td>Peter Carty</td><td>Y</td></tr><tr><td>Darryl Reid</td><td>Y</td></tr><tr><td>Coral Larke</td><td>Y</td></tr><tr><td>Denise Banville</td><td>Y</td></tr><tr><td>Scouse</td><td>Y</td></tr><tr><td>David Mac Donald</td><td>Y</td></tr><tr><td>Mark Rasmussen</td><td>Y</td></tr><tr><td>Fulvio Geraldì</td><td>Y</td></tr><tr><td>Steven Lee</td><td></td></tr></tbody></table> <p>ONLINE</p> <table border="1"><tbody><tr><td>Robin Mac Pherson</td><td>Y</td></tr><tr><td>Don Royal</td><td>Y</td></tr><tr><td>Elle</td><td>Y</td></tr><tr><td>Jenny T</td><td>Y</td></tr><tr><td>Kristen Joy</td><td>Y</td></tr><tr><td>Lars Nissen</td><td>Y</td></tr><tr><td>Malcolm Mathews</td><td>y</td></tr><tr><td>Trevor Pitt</td><td>y</td></tr></tbody></table> <p>Apologies Don Royal</p>	Name	Member	Marty Schwarz	Y	Peter Tippit	N	Aaron Sipperley	Y	Kate Shipero	Y	David Cruise	Y	Ian Hales	Y	Peter Cruise	Y	Peter Carty	Y	Darryl Reid	Y	Coral Larke	Y	Denise Banville	Y	Scouse	Y	David Mac Donald	Y	Mark Rasmussen	Y	Fulvio Geraldì	Y	Steven Lee		Robin Mac Pherson	Y	Don Royal	Y	Elle	Y	Jenny T	Y	Kristen Joy	Y	Lars Nissen	Y	Malcolm Mathews	y	Trevor Pitt	y	
Name	Member																																																			
Marty Schwarz	Y																																																			
Peter Tippit	N																																																			
Aaron Sipperley	Y																																																			
Kate Shipero	Y																																																			
David Cruise	Y																																																			
Ian Hales	Y																																																			
Peter Cruise	Y																																																			
Peter Carty	Y																																																			
Darryl Reid	Y																																																			
Coral Larke	Y																																																			
Denise Banville	Y																																																			
Scouse	Y																																																			
David Mac Donald	Y																																																			
Mark Rasmussen	Y																																																			
Fulvio Geraldì	Y																																																			
Steven Lee																																																				
Robin Mac Pherson	Y																																																			
Don Royal	Y																																																			
Elle	Y																																																			
Jenny T	Y																																																			
Kristen Joy	Y																																																			
Lars Nissen	Y																																																			
Malcolm Mathews	y																																																			
Trevor Pitt	y																																																			

3	<u>Confirmation of Previous Meeting Minutes</u>	<i>procedural</i>																																																																														
	Minor corrections needed on previous directors minutes regarding Kate Shapiro's comments and Mark Nusbaum name correction for membership. Accepted with amendments.																																																																															
4	<u>Correspondence</u>	<i>procedural</i>																																																																														
	Essential Energy Planned Power Outage Notification 7 th June Time off 9am Time on 3pm Dun & Bradstreet Debt Collectors for Red Energy \$860.94 Optus Bill \$194.65 Internet Usage at Moulamein Red Energy \$126.51 Overdue, Second Reminder notice to be paid by 2 nd June 0 Cobb HWY Deniliquin. A package containing activity sheets from Michael Hill for the DTE membership committee																																																																															
5	<u>New Memberships and Share Applications</u>	<i>David Cruise</i>																																																																														
	<table border="1"> <tr><td>Joshua Ackroyd</td><td>Kate Shiparo</td><td>First Aid</td></tr> <tr><td>Nicole Ansell</td><td>Marty Schwarz</td><td>Infrastructure</td></tr> <tr><td>Chris Blackhom- Davies</td><td>Denise Banville</td><td>First Aid</td></tr> <tr><td>Sharon Mackay</td><td>Denise Banville</td><td>First Aid</td></tr> <tr><td>Jeffrey Allan Levett</td><td>Marty Scharz</td><td>Infrastructure</td></tr> <tr><td>Nick Ingman</td><td>Denise Banville</td><td>Infrastructure</td></tr> <tr><td>Clifford Hayes</td><td>Denise Banville</td><td>Ops</td></tr> <tr><td>Jacquelyn Cleary</td><td>Denise Banville</td><td>Ranger</td></tr> <tr><td>David Cameron</td><td>Kate Shipero</td><td>First Aid</td></tr> <tr><td>Oisin Shipperlee</td><td>Denise Banville</td><td>Front Gate</td></tr> <tr><td>Elisa Brock</td><td>Martin Schwarz</td><td>Hub Kitchen</td></tr> <tr><td>Leondro Brady</td><td>Denise Banville</td><td>Infrastructure</td></tr> <tr><td>Kath Selfe</td><td>David Cruise</td><td>Kitchen Work</td></tr> <tr><td>Sean Row</td><td>Marty Schwarz</td><td>Infrastructure</td></tr> <tr><td>Gemma Rowe</td><td>Kate Shipero</td><td>Infrastructure</td></tr> <tr><td>Stephen Moss</td><td>Denise Banville</td><td>Infrastructure</td></tr> <tr><td>Trent Moonie</td><td>Marty Schwarz</td><td>Hub work</td></tr> <tr><td>Tom Robinson</td><td>Denise Banville</td><td>Front Gate</td></tr> <tr><td>Fraser Karhunkyski</td><td>Denise Banville</td><td>Ice & Pack Down</td></tr> <tr><td>Peter Hinchey</td><td>Denise Banville</td><td>Arts Maintenance</td></tr> <tr><td>Alessandro Sperandio</td><td>Mark Rasmussen</td><td>Traffic, Plumbing</td></tr> <tr><td>Mark Bliss</td><td>Denise Banville</td><td>Workshop setup</td></tr> <tr><td>Cody McGrath</td><td>Marty Shwarz</td><td>Infrastructure</td></tr> <tr><td>Aram O'mara</td><td>Denise Banville</td><td>Set up Bliss</td></tr> <tr><td>Natalie Bull</td><td>Troy Reid</td><td>Front Gate</td></tr> <tr><td>Kevin Taylor</td><td>Troy Reid</td><td>Front Gate</td></tr> </table>	Joshua Ackroyd	Kate Shiparo	First Aid	Nicole Ansell	Marty Schwarz	Infrastructure	Chris Blackhom- Davies	Denise Banville	First Aid	Sharon Mackay	Denise Banville	First Aid	Jeffrey Allan Levett	Marty Scharz	Infrastructure	Nick Ingman	Denise Banville	Infrastructure	Clifford Hayes	Denise Banville	Ops	Jacquelyn Cleary	Denise Banville	Ranger	David Cameron	Kate Shipero	First Aid	Oisin Shipperlee	Denise Banville	Front Gate	Elisa Brock	Martin Schwarz	Hub Kitchen	Leondro Brady	Denise Banville	Infrastructure	Kath Selfe	David Cruise	Kitchen Work	Sean Row	Marty Schwarz	Infrastructure	Gemma Rowe	Kate Shipero	Infrastructure	Stephen Moss	Denise Banville	Infrastructure	Trent Moonie	Marty Schwarz	Hub work	Tom Robinson	Denise Banville	Front Gate	Fraser Karhunkyski	Denise Banville	Ice & Pack Down	Peter Hinchey	Denise Banville	Arts Maintenance	Alessandro Sperandio	Mark Rasmussen	Traffic, Plumbing	Mark Bliss	Denise Banville	Workshop setup	Cody McGrath	Marty Shwarz	Infrastructure	Aram O'mara	Denise Banville	Set up Bliss	Natalie Bull	Troy Reid	Front Gate	Kevin Taylor	Troy Reid	Front Gate	
Joshua Ackroyd	Kate Shiparo	First Aid																																																																														
Nicole Ansell	Marty Schwarz	Infrastructure																																																																														
Chris Blackhom- Davies	Denise Banville	First Aid																																																																														
Sharon Mackay	Denise Banville	First Aid																																																																														
Jeffrey Allan Levett	Marty Scharz	Infrastructure																																																																														
Nick Ingman	Denise Banville	Infrastructure																																																																														
Clifford Hayes	Denise Banville	Ops																																																																														
Jacquelyn Cleary	Denise Banville	Ranger																																																																														
David Cameron	Kate Shipero	First Aid																																																																														
Oisin Shipperlee	Denise Banville	Front Gate																																																																														
Elisa Brock	Martin Schwarz	Hub Kitchen																																																																														
Leondro Brady	Denise Banville	Infrastructure																																																																														
Kath Selfe	David Cruise	Kitchen Work																																																																														
Sean Row	Marty Schwarz	Infrastructure																																																																														
Gemma Rowe	Kate Shipero	Infrastructure																																																																														
Stephen Moss	Denise Banville	Infrastructure																																																																														
Trent Moonie	Marty Schwarz	Hub work																																																																														
Tom Robinson	Denise Banville	Front Gate																																																																														
Fraser Karhunkyski	Denise Banville	Ice & Pack Down																																																																														
Peter Hinchey	Denise Banville	Arts Maintenance																																																																														
Alessandro Sperandio	Mark Rasmussen	Traffic, Plumbing																																																																														
Mark Bliss	Denise Banville	Workshop setup																																																																														
Cody McGrath	Marty Shwarz	Infrastructure																																																																														
Aram O'mara	Denise Banville	Set up Bliss																																																																														
Natalie Bull	Troy Reid	Front Gate																																																																														
Kevin Taylor	Troy Reid	Front Gate																																																																														

Benjamin Watson	Kate Shapiro	Kitchen Work

On Shardae Reed's recommendation on an email dated 28th May, Fleetwood Firespirit will not be given a membership due to not fulfilling his 24 hours as a volunteer at Autumn ConFest.

6	<u>Bylands Update</u>	<i>Ian Hales</i>
	<p>Ian Hales spoke with a real estate agent regarding Bylands. The return of Bylands would be \$5000 pr annum, there needs to be a major clean up of rubbish, fencing repairs. The house not to be rented. Costs incurred would be \$7.500 to clean up property and repair fencing, \$1000 lease fee. The prospect of leasing the property will be referred to the OC</p>	
7	<u>Car Repair</u>	<i>Marty Schwarz</i>
	<p>Marty Schwarz: Car broke down when travelling to site. Needed to rush down because several eighteen year olds were left unsupervised on site resulting in car damage. Festivals usually have site vehicles so if DTE does not provide them then we have to use our own and DTE should be responsible. That is why DTE makes \$600,000 because we use our own tools and own vehicles.</p> <p>Peter Cruise: Marty is a volunteer and is not DTE's responsibility,</p> <p>Fulvio Gerald: Is DTE responsible for damage to private property and if so what can be done about it. If someone is traveling for an extended period of time then that is not for that persons benefit but for DTE's.</p> <p>Kate Shipero: An accident is different than wear and tear on a vehicle, that is a different issue, it is not an accident as a result of ConFest.</p> <p>Ian Hales: If a person has an accident when traveling to work then the employer is not liable. If you drive your own vehicle, it is your own responsibility. We are being taken as a soft touch, if the person being negligent on behalf of DTE then it is a personal expense. DTE can be taken advantage of and we shouldn't go down this path.</p> <p>Mark Rasmussen: Robin used his debit card to repair his car without a discussion at a meeting first. It is about a system process, otherwise everyone will use unauthorized payments for repairs. This wouldn't be done in another organisation. We need a policy on this.</p> <p>Robin Mac Pherson: The car rental company automatically took the money straight from the Debit Card which is what is automatically done. The payment was for the excess amount for an accident he had while carrying out ConFest business. No vehicles are given to Front Gate so there was no alternative other than to drive the hire car. On the night of the accident the police came and I had to go to a critical incident. It was dark and a pole was in the wrong place and could not be seen. I checked in with finance so it wasn't a personal decision. We put in a lot of time and effort for the coop and to expect us to put in our own cash as well is an over-reach.</p> <p>Elle: We need to look at each case individually. Marty is one of the hardest workers DTE has but it looks as though Marty tried to hide the bill. We need to look at how DTE is using their vehicles.</p> <p>Coral Larke: DTE method of case by case can be selective. There is no policy written down, DTE should be clear and write a policy</p> <p>Marty Schwarz: This is an unpaid bill, he was not caught out and apologises for any misunderstanding relating to the bill being sent in without addressing it in a meeting beforehand.</p>	

	<p>Troy Reid: this is an auxiliary cost that should be considered by the CC</p> <p>David Cruise: This is complex and emotional and he is sympathetic to both arguments. We did make money and supports both debts, but Marty and Robin's case is a problem in that it wasn't presented in a meeting first. This needs to be discussed in private with directors.</p> <p>Scouse: Volunteers have had accidents damaging trailers and vehicles which DTE pays the repairs. So there is a discrepancy, if you have an accident in a DTE's vehicle you are not out of pocket but if in your own vehicle you are.</p> <p>Peter Cruise: Refuted Scouse's accusation.</p> <p>Malcolm Mathews: Raised further expenses listed on Marty's debit card. Marty replied that he accidentally put an expense on one card when it should have been put on another, this will be rectified.</p> <p>Steven Lee: It was responsible that Marty drove an extended period of time under the circumstance. DTE wants people to use their vehicles and bugger the consequences if anything happens. Who would volunteer for an organisation who treats people like that. Can the mechanic write a report to support Marty's claim?</p> <p>Action to be taken: Guidelines will be created pertaining to compensation for property damage when undertaking Confest business. Policy will be further discussed at a future date.</p> <p>No decision was made regarding if DTE will pay the bill.</p>	
8	<u>Unauthorised photography</u>	<i>Steve Lee</i>
	<p>Kate Shipero read Steven Lee's letter of complaint regarding David Cruise taking an unauthorised photograph of three people at a DTE meeting. He wants to take a photo of the photograph for proof and witness David Cruise delete the picture from his phone. David Cruise showed members the offending photograph which showed three individuals at the far distance of the room. David Cruise said he took the photo of the room and was not interested that Steven happened to be in the shot. He allowed Steven to take his photo but declined his request to delete it.</p>	
9	<u>Email Lists & Protocols</u>	<i>Marty Schwarz</i>
	<p>Processes broke down in email communication and this could have created a problem with submitting a motion in the SGM. Ensure that everyone is abreast of changes with new systems</p> <p>Referred to the OC for further discussion.</p>	
10	<u>Board Operations</u>	<i>Troy Reid</i>
	<p>Troy Reid: Given the changes of the board, directors need to know what a non executive board does. It is one that does not deal with day to day operational issues but that does not preclude those directors from participating in the CC or OC as ordinary members. When they speak in the OC or CC they are have no elevated privileges.</p> <p>Ian Hales: In other organisations it may work but in DTE the directors do most of the complex work, we need our directors hands on in all areas.</p> <p>Don Royal: The directors on DTE board carries out executive roles.</p> <p>Mark Rasmussen: Directors only have extra power when in a board meeting.</p> <p>David Cruise: History of the rules came from a time when the Board of Directors had total control of the money and the cooperative were upset because of the nature of the hierarchy. The rules were written to reduce the power of directors and there was difficulty getting it through the justice department, another rule that was difficult to get passed was that meetings were open to any person. Directors are only allowed \$3000 a quarter if they need more it goes to a meeting to ratify. We wanted active membership for people to work because it is more valuable to have an informed group of people doing things. Most of the subcommittees were created that members had to attend 3 consecutive meetings to be allowed to vote to prevent meetings being stacked. Les Spencer was responsible for that section of the rules. ConFest is a large thing where everyone's understanding of it is different.</p>	

	<p>Mark Rasmussen: Everyone has a different position on an agenda item and so we need policies and guidelines so when issues arise then there is some kind of reference. Directors need training.</p> <p>Coral Larke: Supports Marks proposition of directors having training because the level of output is not sustainable, straight after ConFest there was no down time and everyone went immediately into regular operations, that may be the reason for the current degree of antagonism and stress levels shown in this meeting and recent email forums.</p> <p>Robin Mac Pherson: Advocates DTE to take a \$250 membership with the Community Directors Association where they supply documentation and courses.</p> <p>Troy Reid: There is a diploma for \$5000 per person for directors. It is a big investment but so is this organisation. www.communitydirectors.com.au.</p> <p>Mark Rasmussen Motion: To gain information regarding training for directors and obtain the terms from the trainer. Training will also be made available for people who maybe on the board in the future to ensure a handing on process. Seconded Don Royal, Passed by consensus</p>	
11	<u>Marty's windscreen</u>	<i>Mark Rasmussen</i>
	Approval for repair to Marty's windscreen had already been made in a previous meeting and payment should proceed.	
12	<u>Payment of accounts.</u>	<i>Fulvio Geradi</i>
	<p>Fulvio Geradi wanted confirmation from the board regarding if he should approve accounts. Bree requested payment approvals from minutes. Coral is presently itemising minuted motions.</p> <p>CC had approved White Gums, Coral Larke/Cause Camp, Darryl Reid/Bliss and Doing It Ourselves. They are in the minutes</p> <p>Troy ordered Fulvio to email Bree to pay the outstanding accounts that have been approved of in meetings.</p>	
13	<u>White Board Listed Matters Deferred to next OC meeting</u>	
	<p>Working Bee <i>Peter Carty</i></p> <p>Insurance Update <i>Marty Schwarz</i></p> <p>September Festival or Working Bee <i>Marty Schwarz</i></p> <p>Summit ?</p> <p>Budget and catering through to June <i>David Mac Donald</i></p>	
14	<u>Actions to be taken</u>	
	Mark Rasmussen will formulate a policy on private vehicle repair costs incurred when used for DTE business.	
15	<u>Deferred agenda items</u>	
	Email list protocol for OC	
16	<u>Next Meeting Date & Time Confirmation</u>	
	<p>June 8, 2017 7pm – 8pm Membership Committee Meeting</p> <p>8pm – 10.30pm ConFest Committee Meeting</p>	
17	<u>Meeting ended</u>	
	11 pm	

[Redacted]

[Redacted]

[Redacted]