

**Down-To-Earth (Vic) Cooperative Society Limited**  
**Board of Directors**

**Minutes**

Date: 7<sup>th</sup> December, 2018  
 Time: 7:30pm  
 Venue: CERES, Learning Centre Rm,1-2 Lee St, Brunswick East VIC  
 Online: <https://dte.coop/live.meeting>

#	Item	Raised by:
1	<b><u>Meeting Started</u></b>	<i>Procedural</i>
	8pm	
2	<b><u>Election Of Chair</u></b>	<i>Procedural</i>
	Confirmation of Chairperson: Kate Shapiro Confirm Minute Keeper: Coral Larke	
3	<b><u>Attendance</u></b>	<i>Procedural</i>
	Banville Denise Carty Peter Carty Diane Cruise David Cruise Peter Ernst Kathy Gregory Scouse Hales Ian Larke Coral Mac Donald David Mac Pherson Robin Mathews Malcolm Nissen Lars Pitt Trevor Rasmussen Mark Reid Darrell Reid John Reid Troy Royal Don Shapiro Kate T Jenny	
4	<b><u>Confirmation of Previous Meeting Minutes</u></b>	<i>Procedural</i>
	Moved Kate Seconded Mark PBC	Moved Kate Seconded Mark PBC
5	<b><u>Action Task List</u></b>	<i>Procedural</i>
		<u>NO PROGRESS</u> <u>WORK IN PROGRESS</u> <u>COMPLETE ☺</u> <u>TAKEN OVER BY ?</u>
6	<b><u>Correspondence / Payments</u></b>	<i>Procedural</i>
	Troy: We have a Telstra bill of \$682 for 2 months usage, it is all data, this came from the	

	<p>working bee. \$10 pr gigabyte. Considering it is from the working bee it should be considered a working bee expense. We need an internet use policy Lynne Kennedy Working with children Check</p> <table border="1"> <tr> <td>\$650</td> <td>ATO</td> </tr> <tr> <td>\$547</td> <td>Red Energy</td> </tr> </table>	\$650	ATO	\$547	Red Energy	
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<b>7</b>	<b><u>Matters Arising</u></b>	<i>Procedural</i>				
<b>8</b>	<b><u>Directors Expenses Check</u></b>	<i>Procedural</i>				
	<p>Troy \$58.46 Fuel \$145.28 phone \$15.90 property report on Permacroft from department of planning Marty \$50 Office supplies David Cruise \$0 Denise Banville \$72.00 Taco Bills Food bought during the time they were scrutineering \$225 Swan Hill Truck Service 44 Kate \$37.50 Travel expenses \$25.19 Election Buddy Don \$41 Office works \$24.45 Mac Donald \$116 Accommodation \$7.98 News agent</p>					
<b>9</b>	<b><u>Insurance</u></b>	<i>Bree Nurse</i>				
	Coral and Troy will talk with Bree regarding insurance broker.					
<b>10</b>	<b><u>Bank signature changes</u></b>	<i>Troy Reid</i>				
	<p><b>Motion 1:</b> That the board of directors resolves to add Coral Larke as bank signatory to ANZ Bank and the Community Sector Bank <b>Moved</b> Troy <b>Seconded</b> Kate Shapiro, <b>No objections PBC</b> <b>Motion 2:</b> That the board of directors remove retired Denise Banville as a signatory to the Community Sector <b>Moved</b> Troy <b>Seconded</b> Kate Shapiro, <b>No objections PBC Bank</b></p>	<p><b>Motion 1:</b> <b>Moved</b> Troy <b>Seconded</b> Kate Shapiro, <b>No objections PBC</b> <b>Motion 2j</b> <b>Moved</b> Troy <b>Seconded</b> Kate Shapiro, <b>No objections PBV</b></p>				
<b>11</b>	<b><u>Tax invoices received</u></b>					
	Kate Shapiro received tax invoices from Peter Carty. A hard copy was sent to Malcolm					
<b>12</b>	<b><u>Secretarial Role</u></b>	<i>Troy Reid</i>				
	<b>Motion</b> To appoint Coral Larke to company secretary. <b>Moved</b> Troy <b>Seconded</b> Mark <b>No Objections PBC</b>	<b>Moved</b> Troy <b>Seconded</b> Mark <b>No Objections PBC</b>				
<b>13</b>	<b><u>Triennial MTG with auditor (TBT)</u></b>	<i>Troy Reid</i>				
	<p>Troy proposes to have a meeting with Michelle review our process on our action items. Suggestions where to focus our attention on the next 12 months. Action Item Check on Michael Hills availability to meet with Board to help DTE to set direction during the following year. Don: Suggest that we rotate the auditor, due to that it is good to get a fresh perspective. A fresh auditor can bring in fresh ideas.</p>					
<b>14</b>	<b><u>Scrutineers</u></b>	<i>Troy Reid</i>				
	<b>Peter Carty:</b> Election Scrutineering Report: It was a long and thorough process. It was to make sure that everything was done correctly, that there was no interference and no one could question the process.					

	<p><b>Kate:</b> we went through the whole list and checked each one. All email addresses were cross checked.</p> <p><b>Peter Carty</b> will write a report on improvement to procedures.</p> <p><b>David Cruise</b> Moved to ask scrutineers to be authorised to ask people who didn't vote their reasons, to ensure that they didn't vote because they didn't want to. Scrutineers will do this and report back next OC meeting.</p> <p><b>Trevor:</b> It is risky to send emails identifying that people didn't vote because people vote confidentially. Suggests that an email is sent to everyone, to check their email address and check if they were satisfied with the process.</p> <p><b>Mark</b> was concerned that scrutineers were in contact with candidates. All things should be organised beforehand. Suggests at a point that scrutineers turn their phones off.</p> <p><b>Action task.</b> To ask all voters for feedback on the election.</p> <p><b>Action task.</b> For people to offer feedback on the scrutineers process.</p>	
<b>15</b>	<b><u>Amendment to directors expenses</u></b>	
	<p><b>Mark:</b> Make a formal recommendation of adopting the Director expense policy. That if people go over 4000 ks then we can go back to ask the board to consider further funding for travel and people will be reimbursed to avoid fringe benefit tax. People will need to keep log books. No vote Deferred to 21<sup>st</sup> SGM</p>	
<b>16</b>	<b><u>Autumn CF Dates recommendation / discussion</u></b>	<i>Troy Reid</i>
	<p><b>Kate:</b> There is a problem with first aid being available prior to ConFest.</p> <p><b>Ian:</b> Gates open 12 midday Wednesday, we need to ensure that is what happens.</p> <p><b>Troy:</b> This is CC business. Suggests we talk on line so that people are on the same page before the meeting.</p> <p><b>Elle:</b> New people are reluctant to use the email addresses because of the dynamics on the email forums.</p> <p><b>Coral:</b> Put together a yearly planner may be it could be a way to generate a discussion on line.</p> <p><b>John Reid:</b> Asks that Robin and Troy to transfer the dates onto a google calendar.</p> <p><b>Robin:</b> CC it is healthy for people to be involved in what they are passionate about.</p> <p><b>John:</b> It is good if people are across an interface on what others are doing.</p>	
	<b><u>Director Training</u></b>	<i>Troy Reid</i>
	<p><b>Troy:</b> It would be helpful to understand what the board focuses on what to and not focus on. Suggests for training sessions to participate in rudimentary training in best practice in being a director in non for profit organisations. Troy will do research and report back to the committee. Suggests a half day seminar every so many months.</p> <p><b>Ian:</b> Training is necessary but suggest to read booklets. You may gain the information you need. If it is successful then we can train those in the OC &amp; CC too.</p> <p><b>Elle</b> Suggests that directors have a summit to socialise and work out what it means to be a director and to report back to the committees. That directors stumble into their positions and it would be helpful to have more guidance.</p> <p><b>Robin:</b> There is great information that we can access on pods and video clips and down load books.</p> <p><b>Troy:</b> need people to have an intention. There is cohesion when a group gets together as opposed to people being isolated on a lap top.</p>	
<b>17</b>	<b><u>Review of WIP / Year Planning</u></b>	<i>Coral Larke</i>
	Coral presented a yearly planner. Troy and Robin will put it on a google doc so that people can add to it.	
<b>18</b>	<b><u>Reinvigorate ConFab</u></b>	<i>Troy Reid</i>
	<p><b>Coral:</b> Arts Projects funding doesn't work because artists often need more time.</p> <p><b>Troy:</b> suggests put forward a proposal for the CC it is their jurisdiction to facilitate an arts program.</p> <p><b>Robin:</b> Wants to support the arts through confab.</p> <p><b>Troy:</b> Wants a young people to reinvigorate ConFab, they might need shaporoning or mentoring and start something simple. They are afraid to make a mistake and gain the wrath of the community.</p>	
<b>19</b>	<b><u>Telstra Bill from the working bee.</u></b>	<i>Troy Reid</i>

	<p><b>Troy:</b> We have a Telstra bill of \$682 for 2 months usage, it is all data, this came from the working bee. \$10 pr gigabyte. Considering it is from the working bee it should be considered a working bee expense.</p> <p><b>Kate:</b> We need an internet use policy</p> <p><b>Troy:</b> Will change plans that will give twice that amount of data.</p> <p><b>John:</b> It may be worth keeping a message on computers saying our data is limited so please do not over use.</p> <p><b>Robin:</b> This might be a good time to advocate detox from being plugged in.</p>	
<b>20</b>	<b><u>Insurance</u></b>	<i>Don Royal</i>
	<p><b>Kathy:</b> The broker refused to hand Kathy the policy schedule. Doesn't believe DTE has voluntary workers and public liability. Believes there should be no more working bees until we know if we have insurance.</p> <p><b>Mark:</b> Thinks the insurance needs to be discussed at Board level. Coral, Don and Troy will meet with Bree and the broker by SKYPE.</p>	
<b>21</b>	<b><u>Ambulance Bill</u></b>	<i>Kate Shapiro</i>
	<p>The ambulance bill was put on Kate Shapiro card. A tax invoice never came. We need to be able to get the tax invoice. Will be minuted next week at the CC.</p>	
	<b><u>Questionable receipts</u></b>	<i>Finance</i>
	<p><b>Coral:</b> Raised issues on questionable receipts, suggested mediation with the person concerned.</p> <p><b>Malcolm:</b> An eptpos receipt was handed in but the information supplied is not the same as the one on the tax invoice. These are a problem in that these receipts are on an infrastructure card and not on the directors card. If the statements had come to finance or the board they would not have been forwarded to the bookkeeper. Should we get the email sent between the bookkeeper and Director in question?</p> <p><b>Lars:</b> After Bree's and the auditors comments at the AGM, the director should be asked to relinquish his membership.</p> <p><b>Robin:</b> What is the best interest of the cooperative. The Board should ask the director to step down until this is sorted out. From the members who do know what was has been happening we have asked the Finance, the OC and the Board to act because we do know, yet nothing is happening. To say that you don't want to touch this is an abrogation of the boards responsibilities, that is what they are there to do. Give him a polite way out, you are offering this before the police come and knock on his door.</p> <p><b>Mark:</b> It should not be up to an external contractor to make decisions. Doesn't believe we should go to ending the tenure because he has only a short time as a director left anyway. Mark believes that a decision to ask the director to resign should come from members. I feel that I am representing the membership. There isn't a rumbling from the membership. We haven't heard from members. I am here to represent the members. Michael Hill gave a damning opinion and members went and ate food.</p> <p><b>Coral:</b> Concerned that this situation can escalate if it is allowed to be continued.</p> <p><b>Kate:</b> Nobody should be reimbursed when they owe our cooperative money.</p> <p><b>Ian:</b> We have enough evidence to prove impropriety. Does not agree that the decision should go to members.</p> <p><b>Troy:</b> We should give the director a polite way out, we are asking him to voluntarily resign.</p> <p><b>Trevor:</b> As an ordinary member, all I know is what I hear, I've heard about financial mismanagement and receipts not adding up, it is clear and damning, the members don't know but now we do know and now there is only one action and it is clear. We are inviting him to a face saving option.</p> <p><b>John.</b> From my experience, this is very much a matter for the board they have much more facts than the general membership. And this is about the board to keep their own in order. This is about the board allowing one of their members to have strayed to a place he should never have gone. And it is up to them to warn him that is not a thing he should do.</p> <p><b>David Cruise.</b> Lets actually move to involve the police in dealing with the matter so we don't have to have guilty consciences about upsetting somebody. Lets actually do what the board is supposed to do. We know that somebody is misappropriating funds in their capacity in an offices function. And doing it with impunity because he is being</p>	<p><b>Moved Troy</b></p> <p><b>Passed by consensus.</b></p>

	<p>protected by people, so it is time that the Board bit the bullet and got the police involved. If we are fair dinkum about looking after the members of the cooperative we should go to the police. If we don't care we fuck around with it and let it all go.</p> <p><b>Peter Cruise</b> Troy making this the easiest on him. He will be kicked out one way or the other, he hasn't done this once.</p> <p><b>David Mac Donald</b> Taking this to the members can divide the membership and risk it becoming a popularity contest. It is like the politicians who should have voted on the marriage equality and not taken it to the public, this is the same.</p> <p><b>Don</b> believes we as the board can make a decision about it. It can be a liability to go to the members because you have to be very careful about what you say.</p> <p><b>Scouse:</b> A director who wants to abstain from this decision should not be a director.</p> <p><b>Malcolm:</b> This should be a directors decision because the board is liable and this is effecting the boards financial position. Members do not have access to Xero and cannot understand the nuances.</p> <p><b>Action:</b> The board will contact Bree and advise her to not authorise any future payments to Martin Schwartz.</p> <p><b>Motion:</b> The board is in agreement that a letter will be drafted to ask Martin Schwartz to resign. It will be circulated between the Board to make sure it says what we mean and then deliver it. <b>Moved Troy Passed by consensus.</b></p>	
<b>22</b>	<b><u>Permaculture</u></b>	<i>David Cruise</i>
	<p>Last week was Permacrofts general meeting, David suggested a trip on 16 &amp; 17 December for members to visit to Permacroft with the possibility of acquiring the property.</p> <p>Troy: We have a budget for it so yes.</p>	
<b>23</b>	<b><u>Email correction</u></b>	<i>Malcolm Mathews</i>
	<p>Malcolm: We need to correct Fulvio's email that we don't need eptpos receipts. We do need them.</p> <p>Action Item: Malcolm will write a letter on behalf of finance committee to correct an email that gave incorrect information and to confirm with members that eftpos receipts are needed.</p>	
<b>24</b>	<b><u>Finance</u></b>	<i>Malcolm Mathews</i>
	<p><u>Robin:</u> I find it frustrating that Finance doesn't write processes down. Put it in a google doc so that Finance, Bree and Directors can access.</p> <p>From the working Bee the process was</p> <ol style="list-style-type: none"> <li>1. Spread sheet was written by Elle.</li> <li>2. I was given receipts</li> <li>3. I scanned receipts</li> <li>4. Created bank details into Bendigo Bank</li> <li>5. Confirmed details with Mark and Elle</li> <li>6. Processed all payments.</li> </ol> <p>A general discussion about processes and working arrangement between Bree and Malcolm.</p>	
<b>25</b>	<b><u>Resolutions</u></b>	<i>Procedural</i>
	<p><b>1:</b> That the board of directors resolves to add Coral Larke as bank signatory to ANZ Bank and the Community Sector Bank <b>Moved Troy Seconded Kate Shapiro, No objections PBC</b></p> <p><b>2:</b> That the board of directors remove retired Denise Banville as a signatory to the Community Sector <b>Moved Troy Seconded Kate Shapiro, No objections PBC</b></p> <p><b>3</b> To appoint Coral Larke to company secretary. <b>Moved Troy Seconded Mark No Objections PBC</b></p> <p><b>4.</b> The board is in agreement that a letter will be drafted to ask Martin Schwartz to resign. It will be circulated between the Board to make sure it says what we mean and then deliver it. <b>Moved Troy Passed by consensus.</b></p>	
<b>26</b>	Action tasks	

	<p>The board will contact Bree and advise her to not authorise any future payments to a director.</p> <p>Malcolm will write a letter on behalf of finance committee to correct an email that gave incorrect information, to confirm with member that eftpos receipts are needed.</p>	
	<p><b><u>Meeting Ended</u></b></p>	<p><i>Procedural</i></p>
	<p>12.15 am</p>	