

Down-To-Earth (Vic) Cooperative Society Limited

Board of Directors Meeting

MINUTES DRAFT

Date: **22.02.18**
 Time: **7:30pm**
 Venue: **CERES, Learning Centre Rm,1-2 Lee St, Brunswick East VIC**
 Audio: http://www.dte.org.au/audiominutes/2018-02-22_DIR%20%20CC%20ut.mp3
 Online: <https://dte.coop/live.meeting>

#	Item	Raised by:																																
1	<u>Meeting Started 6.15</u>	<i>Procedural</i>																																
2	<u>Election Of Chair</u>	<i>Procedural</i>																																
	Confirmation of Chairperson: Denise Banville Confirm Minute Keeper: Ellen Brogan																																	
3	<u>Attendance</u>	<i>Procedural</i>																																
	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">David Cruise</td> <td style="width: 50%;">Shardae Breeane Reed</td> </tr> <tr> <td>Don Royal</td> <td>Jessica Townsend</td> </tr> <tr> <td>Jack Wells</td> <td>Matti Hanson</td> </tr> <tr> <td>Scouse</td> <td>Lindy Hunt</td> </tr> <tr> <td>Lars Nissen</td> <td>Trevor Pitt</td> </tr> <tr> <td>Andrew Wilkinson</td> <td>Eric Dorian</td> </tr> <tr> <td>Denise Banville</td> <td>John Reid</td> </tr> <tr> <td>Peter Tippet</td> <td>Martin Schwarz</td> </tr> <tr> <td>Mark Rasmussen</td> <td>Tania Morsman</td> </tr> <tr> <td>Kristen Joy Tunney</td> <td>Kate Shapiro</td> </tr> <tr> <td>Ellen Brogan</td> <td>Vanessa Ernst</td> </tr> <tr> <td>Trevor Pitt</td> <td>Coral Larke</td> </tr> <tr> <td>Robin MacPherson</td> <td>Troy Reid</td> </tr> <tr> <td>Jenni Tarr</td> <td>Malcolm Mathews</td> </tr> <tr> <td>Kathy Ernst</td> <td>Fraser Karhunkynsi</td> </tr> <tr> <td>Dominic Greene</td> <td></td> </tr> </table>	David Cruise	Shardae Breeane Reed	Don Royal	Jessica Townsend	Jack Wells	Matti Hanson	Scouse	Lindy Hunt	Lars Nissen	Trevor Pitt	Andrew Wilkinson	Eric Dorian	Denise Banville	John Reid	Peter Tippet	Martin Schwarz	Mark Rasmussen	Tania Morsman	Kristen Joy Tunney	Kate Shapiro	Ellen Brogan	Vanessa Ernst	Trevor Pitt	Coral Larke	Robin MacPherson	Troy Reid	Jenni Tarr	Malcolm Mathews	Kathy Ernst	Fraser Karhunkynsi	Dominic Greene		
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4	<u>Confirmation of Previous Meeting Minutes</u>	<i>Procedural</i>																																
5	<u>Correspondence</u>	<i>Procedural</i>																																
	Water NSW \$ 246.99																																	
	Renewal Post Office Services \$127.00																																	
	<u>Director expenses check</u>	<i>Procedural</i>																																

	<p>Discussion – Preference for the Agenda order</p> <p>David: In the rules, the chair is listed as being able to determine the order Peter T: It's the OC who determines the Board Agenda Troy: Its actually the Board who determines their Agenda, the OC potentially prepares it in advance but ultimately the Board then confirms it at the Board meeting. Mark: I would like scratch the trailer agenda off the list Mark: Its my understanding that Director items need to be lodged by a Director Troy: They at least have to be sponsored by a Director</p>	
	<p>Access to Legal Information – Mark Williams</p>	<p><i>Denise Banville</i></p>
	<p>Denise: I have directed this question to the Board earlier in the week assuming I would get an answer, but I didn't. I would like to know who on the Board has access to Mark Williams for legal information? The reason for my question is David asked some questions last week and told he was not an authorized person refused access to Mark Williams. I would like a response from the Board</p> <p>David: I circulate the chain of emails between myself and Mark Troy: I can answer some of this – there are multiple times I have been authorized via the Board meeting to make contact with our legal representation Denise: Is there any emails to say some Directors are not authorised Troy: My personal opinion is that every Board member has a right to seek legal advice David: Can I have access to Mark Williams Mark: That if they want to contact the Solicitor then this should be cleared by the Board as a Body to save money and doubling up. Also relevant to those people's portfolios Scouse: Personal conversations leave Directors open to scrutiny Robin: We do not want the Solicitors to be arbiters for DTE internal conflicts Troy: Can we trial giving everybody access to our legal representative? Robin: Can I suggest every email to our legal representative is sent BY the Board so that the questions are first circulated to the other Board members as a group then the questions emailed? Kate: I think it is important we split this into two motions <ol style="list-style-type: none"> 1. Is HOW we contact the legal representation 2. Who should contact <p>General Discussion: About how to word the motion.</p> <p>David: I am concerned that my specific questions have not been addressed. I have sent them to the Board and they have not been answered</p> <p>Motion: Mark Williams be advised that all DTE Directors are authorised to procure services on behalf of the Cooperative</p> <p>Troy: Coral can you please advise the Solicitor of this motion and advise him of the identity of the seven directors</p> </p>	<p>Moved: Troy Seconded by: Kate Accepted: PBC</p> <p><i>ACTION by Coral</i></p>
	<p>Insurance</p>	
	<p>Denise: As most people would be aware now that our First Aid, Wellbeing (security), Fire are not covered by insurance. Don: It was Murray who contacted Directors today saying he was not covered and maybe we need to consider getting contractors. This is an horrendous step Mark: My understanding was that the people who this effects predominantly need to approach this with their own process David: I am not sure you realise that each of these Troy: Can those subject matter experts action this</p>	

	<p>Denise: This is urgent Mark: I agree with you Denise that this is urgent. That someone like Murray is not covered but I would like to see the people who are Facilitating these Departments supported to have a look at their relevant areas. Or should the Board override this David: Each of these elements have a separate cover and therefore need to separately find their own cover Malcolm: I would like to know about the details of the Volunteer cover My qualifications in the MFB are only covered inside the industry, Troy: What I am concerned about is that these documents have been circulated many times and people are not reading them but coming to the meetings and asking questions. People need to read them to understand the exclusions Troy: Do we have action or motion for this David: I think we need to engage with all the subject matter experts to make sure they do not Malcolm: I have read this, but I can not see where it covers medical expenses. So this cover does not cover medicare related costs Kate: Malcolm do want to speak to this? Robin: We need an insurance Lawyer to look at this. As there has been issue with Trust then we collate all the members questions Troy: Robin if you have referral then can you pass that on Malcolm: Call the Fire Crew – Emu Crew David Cruise: f these bills are \$5000 then DTE can just cover the individual cases Malcolm: Why don't we self-insure the fire crew?</p> <p>Robin will send some references for insurance lawyer David: will look at a separate association for our CIT crew Mark: We need to work this out sooner rather than later so that Murray attends Confest</p>	<p><i>ACTION ITEMS</i></p>
<p><u>Martin Schwarz letter from Board</u></p>		
	<p>Denise: We need to be clear Troy: At the Board meeting - Troy reads the letter sent to Martin. To assist with this request we include the a resignation form Malcolm: If Marty is online then it is conflict of interest Coral: I had advice that when there are finances involved that Robin: That the Board tried to do the honorable thing. There is debt. This should be handballed to the lawyer because you guys do not need to be arguing with each other Denise: I agree with Robin Malcolm: Troy can also comment on the amount from the last two festivals. It is registered as \$3000 but it appears to be \$6000 Peter Tippet: Was the meeting attendance under question Denise: We were concerned that Directors have come to this decision based on incorrect information</p> <p># Discussion about the details of the letter # What to do if Martin doe not resign</p> <p>Coral: Can we ask the Auditor and Book keeper Peter T: It is not what you do it's how you do it. This has been going on for so long get your act together guys.</p> <p>Mark: I would like to provide an appropriate mediation Coral: Mark Williams said we have to have show cause mediation Denise: How and why. Has the boat been missed? Coral: Because there has been a pattern of behaviour Malcolm: I have done some research but have not found anybody</p> <p>Troy: There are also claims of deliberate and dishonest conduct</p>	

	<p>Coral: Can we move on</p> <p>Motion: For the Board to request Martin Schwarz to provide all the emails between himself and the book keeper and all emails between himself and the Auditor in relation to his financial transactions.</p> <p>Coral will send an email from majority of the Board.</p>	<p>Moved by: Troy Seconded by: Coral Objection: Don and David Voted: 4 yes 2 no David Abstain</p> <p>ACTION</p>
<u>Life ban of Peter Hall</u>		<i>Troy Reid</i>
	<p>Motion: A life ban for Peter Hall to be on DTE properties, attend DTE meetings and online forums.</p>	<p>Moved by: Troy Seconded by: Mark Vote: 4 yes, 2 no 1 abstain</p>
<u>Code of Conduct Policy Implementation</u>		<i>Troy Reid</i>
	<p>Troy: Simply to table the information – Distribute the amendments David: This should go to every member to review</p> <p>Secretary to send the proposed amendments to every member</p>	ACTION
<u>Dispute Centre of Victoria</u>		<i>Coral Larke</i>
	<p>Coral: I have some complaints about conduct within the Board and would like to ask if anybody else if they would also like some mediation Coral: I have my complaints. I have been receiving a number of emails to vote in a certain way and I have felt tremendous pressure under duress David: I do not object at all Mark: As much as I do not want anyone to be abused, I would like to see us stay out of the Courts. So if people do not want to attend mediation Troy: We do have a workplace safety issue here. David: Is this from the Board or others Coral: I am single person, one of seven...not a gang of four. Members of the Board have set this example and others follow.</p>	
<u>Cancellation of membership – that are 2 years in active</u>		<i>Troy Reid</i>
	<p>Kate: We need to send these people a letter asking them if they want to rejoin Robin: I agree we really need to make David: I am conflicted on this as we cancel peoples shares or to cancel membership Kate: I agree with David- Its in our rules – So do we need a rule change Robin: Everyone that is not active is alerted Coral: We are running out of time Scouse: We have 10 non members who are not alive</p>	
<u>Reviewing the SGM</u>		
	<p>Mark: After the result of the SGM we were very happy to withdraw the original motion requesting the use of wrist bands</p>	<p>Moved by: Mark Seconded by: Kate Accepted: PBC</p>
<u>Next Meeting Date & Time Confirmation</u>		<i>Procedural</i>
	8 th March 2018	
<u>Meeting Ended</u>		<i>Procedural</i>