

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

Minutes

Date: 6th December, 2018
Time: 7.30 PM
Venue: Ceres Learning Centre, Lee St East Brunswick
Audio: <http://dte.org.au/audiominutes/2018-12-06%20%20%20DIR.mp3>

Register on line: <https://dte.coop/live.meeting>
Zoom Connect: <https://dte.coop/to/zoom>
Phone Connect: (02) 8018 2088 Meeting ID Number 2362803611
Status: Confirmed 3rd January, 2019

#	Item	Raised by:																
1	<u>Acknowledging traditional owners of the land.</u>																	
	I acknowledge the Traditional Owners of the land on which we are meeting. I pay my respects to Elders, past, present and emerging.																	
2	<u>Meeting Started</u>	<i>Procedural</i>																
	8 PM																	
3	<u>Election Of Chair</u>	<i>Procedural</i>																
	Confirmation of Chairperson: David Cruise Confirm Minute Keeper: Coral Larke Zoom host: Troy Reid																	
4	<u>Attendance</u>	<i>Procedural</i>																
	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Board Members</td> <td style="width: 50%;">General Members</td> </tr> <tr> <td>Cruise David</td> <td>Freddie Jason</td> </tr> <tr> <td>Larke Coral</td> <td>Gregory Steven (Scouse)</td> </tr> <tr> <td>MacDonald Robin</td> <td>Joy Kristen</td> </tr> <tr> <td>Rasmussen Mark</td> <td>Mathews Malcolm</td> </tr> <tr> <td>Reid Troy</td> <td>Nissen Lars</td> </tr> <tr> <td>Waldram Grant</td> <td>Pitt Trevor</td> </tr> <tr> <td></td> <td>Shipperlee Aaron</td> </tr> </table> <p>Kate Shapiro left the meeting at 8 PM so has not attended the meeting.</p>	Board Members	General Members	Cruise David	Freddie Jason	Larke Coral	Gregory Steven (Scouse)	MacDonald Robin	Joy Kristen	Rasmussen Mark	Mathews Malcolm	Reid Troy	Nissen Lars	Waldram Grant	Pitt Trevor		Shipperlee Aaron	
Board Members	General Members																	
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5	<u>Confirmation of previous minutes</u>	<i>Procedural</i>																
	1 st November, 2018 Moved Troy Reid Seconded Mark Rasmussen PBC with corrections To register Mark Rasmussen as attended. 15 th November, 2018 Moved: Troy Reid Seconded: Mark Rasmussen PBC with corrections 15 th November To register Mark Rasmussen as attended.																	
6	<u>Correspondence</u>	<i>Procedural</i>																
7	<u>Action Tasks</u>	<i>Procedural</i>																

	<ol style="list-style-type: none"> 1. Board to open 8 additional 1-to-sign bank accounts with Community Sector Banking. Progress 2. Load and Go Cards Pending 3. Coral will buy a copy of Lodged Rules from Consumer Affairs. No progress 4. A working group will need to be established to submit rule changes to Consumer Affairs This will have to be tabled 28 prior to a meeting No progress <p>2018-12-06 Robin to get further information from Nicole Moore 2018-12-06 Coral to contact Michael Puck to ask to speak with the Board re membership 2018-12-06 Elle Brogan & Robin MacPherson will work on ITC acceptable use policy on privacy issues. 2018-12-06 For Grant Waldram and Robin MacPherson to investigate hiring a forensic accounting firm and see what they can do for us.</p>	NO PROGRESS WORK IN PROGRESS COMPLETE ☺ NO LONGER RELEVANT TAKEN OVER BY ?
8	<u>Hosts</u>	Peter Tippet
	Hosts should not remove people from meetings without direction from the chair and the meeting being informed. Motion: 1. Hosts are identified and recorded in the minutes. 2. Hosts are not to mute or remove anyone from a meeting without being directed by the chair.	Moved Peter Tippet Seconded David Cruise PBC
9	<u>Memberships</u>	Joy Kristen
	To approve Nathan Barry Moved Troy Reid Seconded Coral Larke PBC Folio 1848 To approve Gary Lasky Moved Troy Reid Seconded Mark Rasmussen PBC Folio 1877 To reconfirm Joshua Allen was accepted on the 7 th June, 2018. Moved Troy Reid Seconded Grant Waldram. PBC Folio 1849 24/07/18 Michael Puck Forms – Update 01/11/18 – Board to Contact Michael to arrange a time to have discussion with him. Action Coral Larke 13/07/18 John Howard John’s membership was presented to the board on 31-May-2018 but was missing his Membership Application form. Action Robin Mac Pherson 07/11/18 Nicole Moore Follow up to obtain missing details Action Robin MacPherson	
10	Michael Hill’s advice from AGM	Coral Larke
	<ul style="list-style-type: none"> • Members should ask the Board first if they want to talk with the auditors to ensure that they are authorized to speak on behalf of the organization, TBT needs verification that people who call are members. • It is necessary for DTE to hire a bookkeeper ASAP, to hire a good established bookkeeping service. The new bookkeeper will have the same issues as the old one and will need to speak with the auditors to grasp the unique nature of DTE. A good bookkeeping firm will provide continuity, to understand what they are looking at. They will stay when Directors and members change. 	
11	<u>Protocol for members to speak with TBT</u>	Troy Reid
	Motion: Motion that TBT be instructed by the Board that enquiries from persons who are not Board members obtain permission from the Board, and that if such enquiries do not clearly have such prior permission, that TBT instructs the person to obtain permission from the Board.	Moved Troy Reid Seconded David Cruise PBC
12	<u>Bookkeeper Interview</u>	Troy Reid
	To interview Not For Profit Accounting Services Wednesday 12 th , 4 PM Malcolm Mathews will attend the interview as a representative of the OC	Moved Troy Reid

		Seconded Coral Larke PBC
13	SGM	<i>Troy Reid</i>
	Motion: To hold a Special General Meeting 27 th December, 2018	Moved Troy Reid Seconded David Cruise PBC
14	Appropriate email to send to Directors	<i>Robin MacPherson</i>
	<p>Robin: There needs to be one channel that members know that it is private and confidential.</p> <p>Troy: If members want correspondence inwards to the Board they need to send this to the secretary and specifically state that they are submitting correspondence inwards to the Board. The Board effectively is only a Board when directors are having a Board Meeting. We don't consider that every email we receive on dte.coop is correspondence inwards. As there are hundreds of emails which can be general conversations, spam, advertising etc.</p> <p>Elle Brogan: dte.coop emails should be collated. The question is what happens to emails after that? What confidentiality is applied? How do the members know that they are supposed to send this to the secretary and for it to be confidential?</p> <p>Coral: There needs to be a policy written on privacy. Where I assumed privacy was a given with the Board, I found that was not the case.</p> <p>Action Task Elle Brogan & Robin MacPherson will work on ITC acceptable use policy on privacy issues.</p>	
15	<u>Only Directors can participate in proceedings</u>	<i>Mark Rasmussen</i>
	<p>Motions;</p> <ol style="list-style-type: none"> 1. That only DTE board members may participate in a DTE Board meeting. 2. Meetings are open to members as observers only 3. The Chair must be a member of the board 4. Questions to the board must be put in writing to the board and get a written response where possible. <p>Discussion: Board meetings are so drawn out and interrupted, some members air topics and interject so frequently that the Board is unable to discuss Board matters. The Board needs to get through a lot of work and according to rules non-board members shouldn't make the meetings dysfunctional by continued interjections, chair, or put motions up. They can put up agenda items which Directors can bring forward on behalf of a member.</p> <p>Rules that govern Board Meetings</p> <p>47 Proceedings and responsibilities of the Agenda: (i) the Organising Committee of the Board will collate the agenda. (ii) the agenda will list all items contributed by Directors and active members for consideration.</p> <p>48. Quorum for Board meetings (1) The quorum for a meeting of the Board is four directors and all questions and motions decided by consensus or by the agreement of four Directors. (2) If urgent decisions are required they may be decided by telephone or Internet provided that five or more Directors are consulted and four or more Directors agree to the decision. The decision is to be minuted in the minutes of the next Board meeting.</p>	Motions Deferred

	<p>Peter Tippett: The OC should collate the agenda, would like to see the Board select from the agenda items presented. Also the agenda should be circulated 48 hours before the meeting.</p> <p>Troy Reid: Members can raise an agenda item but only a Board member can raise a motion in a Board meeting.</p> <p>Grant Waldram: We need to work on the wording of the motions to clarify the issues.</p> <p>David Cruise: This motion is going against the long standing procedure of DTE meetings.</p> <p>Elle Brogan: There has been an expectation of community consultation. If the words do not reflect members concerns then they will become disruptive.</p> <p>Robin MacPherson: The issues are how to work out the best channel for the Board to hear the issues and concerns of the members, but the Board needs to be able to speak which it can't do now because of the constraints of a 120 minute meeting and every other person wants to have a say.</p>	
16	<u>Extension to meeting</u>	
	Motion: To extend the meeting by 30 minutes.	<p>Moved David Cruise Seconded Troy Reid PBC</p>
17	<u>Method of communication</u>	Troy Reid
	If the board needs to hold an emergency meeting to be notified by; Mark SMS / Grant SMS / Coral SMS / Troy SMS / Robin SMS / David Email / Kate?	
18	<u>Debit cards for</u>	Troy Reid
	That Robin MacPherson and Grant Waldram debit cards. Suggestion from Elle Brogan That the policy for directors expenses is sent with their debit card.	<p>Moved Troy Reid Seconded: Mark Rasmussen PBC</p>
19	<u>Approval of funds on Director and Secretary debit cards.</u>	Troy Reid
	That \$1250 is placed on Directors cards and Secretary be advanced \$2500.	<p>Moved Troy Reid Seconded Coral Larke PBC</p>
20	<u>Secretary</u>	Troy Reid
	The board confirms the secretary role will be continued by Coral Larke	<p>Moved Troy Reid Seconded David Cruise PBC</p>
21	<u>Role of OC</u>	Malcolm Mathews
	Discussion: Some of the items listed should be performed by the OC ie. debit cards. It would be helpful if the representatives of the standing committees are nominated and that the person working is experienced of doing the work of that committee, at the moment we have people with a bunch of opinions who don't do the work of standing committees. Directors would like the OC to take on more that is coming to the Board, people need to take more of an active role on the committees.	
22	<u>For the cooperative to hire a forensic accounting firm</u>	Troy Reid
	When it comes to members misappropriation of DTE's funds the outcome will be contested regardless of the evidence. If the evidence reviewed is done from an outside body then it will be considered impartial. Internal reviews will be accused of bias. Reasons are to either exonerate the individual or establish the amount to return to the cooperative or something in-between. To ensure that the process has integrity to nominate two new board members to manage the outsourcing of this task because they will have the freshest eyes on the situation.	<p>Moved Troy Reid Seconded Coral Larke PBC</p>

	<p>David Cruise: We do not want to incur a cost greater than the debt.</p> <p>Motion: For Grant Waldram and Robin MacPherson to manage the outsourcing of forensic accounting service, to see what they can do for us to ensure this process is fair and impartial</p>	
23	<u>Peer Review</u>	<i>Coral Larke</i>
	<p>For directors to have a quarterly review. To get feedback from peers. To engage professional people to assist in that process so that it doesn't become a character assassination. It is constructive feedback.</p>	<p>Moved Coral Larke Seconded Troy Reid PBC</p>
24	<u>Carried Resolutions</u>	<i>Procedural</i>
	<p><u>Hosts</u> Hosts should not remove people from meetings without direction from the chair and the meeting being informed.</p> <p>Motion: 1. Hosts are identified and recorded in the minutes. 2. Hosts are not to mute or remove anyone from a meeting without being directed by the chair. Moved Peter Tippett Seconded David Cruise PBC</p> <p><u>Memberships To approve</u> Nathan Barry Folio 1848 Moved Troy Reid Seconded Coral Larke PBC To approve Gary Lasky Folio 1877 Moved Troy Reid Seconded Mark Rasmussen PBC To reconfirm Joshua Allen Folio 1849 was accepted on the 7th June, 2018. Moved Troy Reid Seconded Grant Waldram PBC</p> <p><u>Protocol for members to speak with TBT</u> that TBT be instructed by the Board that enquiries from persons who are not Board members obtain permission from the Board, and that if such enquiries do not clearly have such prior permission, that TBT instructs the person to obtain permission from the Board. Moved Troy Reid Seconded David Cruise PBC</p> <p><u>Bookkeeping interview</u> To interview Not For Profit Accounting Services Wednesday 12th, 4 PM to Moved Troy Reid Seconded Coral Larke PBC</p> <p><u>To hold a Special General Meeting</u> To hold a Special General Meeting 27th December, 2018 Moved Troy Reid Seconded David Cruise PBC</p> <p><u>Director Debit Cards</u> To approve Robin MacPherson and Grant Waldram debit cards. Moved Troy Reid Seconded: Mark Rasmussen PBC</p> <p><u>To approve funds on Director Debit Cards.</u> That \$1250 is placed on Directors cards and \$2500 is placed on the Secretary's card. Moved Troy Reid Seconded Coral Larke PBC The board confirms the secretary role is continued by Coral Larke Moved Troy Reid Seconded David Cruise PBC</p> <p><u>Forensic Accounting Firm</u> For Grant Waldram and Robin MacPherson to investigate hiring a forensic accounting firm and see what they can do for us. To ensure this process is fair and impartial Moved Troy Reid Seconded Coral Larke PBC</p> <p><u>Peer Review</u> For directors to have a quarterly review. To get feedback from peers. To engage professional people to assist in that process so that it doesn't become a character assassination. It is constructive feedback. Moved Coral Larke Seconded Troy Reid PBC</p>	
25	<u>Next Meeting Date & Time Confirmation</u>	<i>Procedural</i>
26	<u>Meeting Ended</u>	<i>Procedural</i>
	11 PM	