

## Board of Directors Minutes

**Date:** 5<sup>th</sup> December, 2019  
**Scheduled Start:** 7.30 PM  
**Venue:** Ceres Learning Centre, Lee St East Brunswick  
**Audio:** <http://dte.org.au/audiominutes>  
**Register on line:** <https://dte.coop/live.meeting>  
**Zoom Connect:** <https://dte.coop/to/zoom>  
**Phone Connect:** (02) 8015 2088 Meeting ID Number 2362803611

#	Item	Raised by:																				
1	<b><u>Acknowledge and pay respect to the traditional owners and ongoing custodians of the land</u></b>																					
	We gather on the lands of many Aboriginal Nations. We pay our respects to Elders past, present and emerging. Indigenous sovereignty has never been ceded in Australia and we should endeavour to be mindful of this in everything we do, given our focus is gathering to create better ways of living in our society, not just for festival attendees but for all.																					
2	<b><u>Meeting Started</u></b>	<i>Procedural</i>																				
	7.30PM																					
3	<b><u>Meeting coordinators</u></b>	<i>Procedural</i>																				
	<b>Chairperson:</b> Troy Reid <b>Minute Keeper:</b> Coral Larke																					
4	<b><u>Attendance</u></b>	<i>Procedural</i>																				
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5	<b><u>Confirmation of previous minutes</u></b>	<i>Procedural</i>																				
	<b>Date:</b> 7 <sup>th</sup> November, 2019 <b>Moved:</b> <b>Deferred</b>																					
6	<b><u>Matters Arising</u></b>	<i>Procedural</i>																				
	Adding Woorooma to Bylands Water Extraction License.																					
7	<b><u>Correspondence Inwards</u></b>																					
	David Kelly wants info Kate will follow up.																					
8	<b><u>Action Tasks</u></b>																					
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5/12/19	Statements	Troy Reid to provide Load and Go statements to Coral to her own card history from 2017 – present	Troy Reid	
30/11/19	Barry Simmons	Letter to be sent to Barry Simmons	Troy Reid	Ongoing
30/11/19	Elle Brogan	Letter to be sent to Elle Brogan	Troy Reid	Complete
30/11/19	John Magor	Letter to be sent to John Magor	Coral Larke	Deferred to 6.30 11/12/19 Meeting
30/11/19	G&SC	Call for a G&SC meeting for 12 November	Troy & Kate	Reset for 6.30 PM 10/12/19
30/11/19	Cultural Transformation	Troy and Kate will call a Board meeting to discuss the issue of Bullying Complaints	Troy and Kate	Deferred to 6.30 11/12/19 Meeting
30/11/19	Finance Privacy Policy	The Board will develop a privacy policy	Board	Ongoing
30/11/19	Resolution	To find the motion: “that directors will provide a list of personal expenditure “	Robin	Ongoing
03=10-2019	Fincom to analyse the financial bookkeeping motion passed	That fincom checks the financial bookkeeping motion passed on the 06/06/2019 and ensure that their current process meets the criteria detailed in this motion.	Robin Macpherson	Ongoing
03-10-2019	Memcom privacy policy	That the GSC be asked to develop a privacy policy for memcom	Kate Shapiro	Ongoing
03-10-2019	A member will email the Board a list of 26 other members	That a member	Martin Scharwz	Ongoing
03-10-2019	Membership form submission at ConFest	That there be a place set up at ConFest with wifi connectivity where members can scan their forms and email directly to memcom	Troy Reid	Ongoing
03-10-2019	All bills to be sent to fincom	That all bills to paid be emailed to fincom after being registered as correspondence inwards	Troy Reid	Ongoing
03-10-2019	Board to join fincom	TBT has recommended that all Board members join fincom	All Board members	Ongoing
03-10-2019	Load and Go Cards	There is a request by fincom for Troy to submit the load and go cards and Troy has offered	Troy Reid	Ongoing
05-Sep-2019	Converge Advice	Coral getting advice from Converge about bullying and how to handle internal complaints	Coral Larke Kate Shapiro	Ongoing
05-Sep-2019	Permacroft Shares Sale	David to provide the cooperative with documents to support the contract of sale.	David Cruise	Ongoing
05-Sep-2019	ICDA Membership Subscription Renewal	Pay membership subscription renewal (\$230) <a href="https://dte.coop/to/x9bw9">https://dte.coop/to/x9bw9</a>	Troy Reid	Complete
01-Aug-2019	Converge	To relay information to people in conflict that they can be referred to Converge for support in terms of counselling or mediation.	Kate Shapiro	Ongoing
01-Aug-2019	Policy review	To review Site Ban policy & Sexual Misconduct Policy	Coral & Grant will	Ongoing
06-Sep-2018	Lodged Rules	Purchase a copy of cooperative's lodged rules from Consumer Affairs Victoria (CAV)	Troy Reid	Complete
9	<b>Memcom</b>			Martin 1731

	<p><b>Moving inactive status to active</b>  Jenni Tarr Moved David Cruise Seconded Coral Larke PBM  Taisha Reid <b>Moved</b> Mark Rasmussen <b>Seconded</b> Coral Larke</p> <p><b>Approval for membership</b>  1905 Ashleigh Wilson <b>Moved</b> Coral Larke <b>Seconded</b> Kate Shapiro <b>PBC</b>  1906 Glen Duncan Moved <b>Mark</b> Rasmussen <b>Seconded</b> Coral Larke <b>PBC</b>  1907 Antonia Laundry <b>Moved</b> Robin MacPherson <b>Seconded</b> Kate Shapiro <b>PBC</b></p>	
10	<b>Lock change/rekey</b>	Kate
	<p><b>Agenda item ID: 7306</b>  <b>Agenda details:</b> It's been identified that a key has been mislaid. It is therefore appropriate for locks associated with this key to be changed and keys to be issued.</p> <p><b>Motion:</b> That a budget of \$5500 be allocated for payment to Bond Locksmiths for change of locks/keys.</p>	<i>Deferred to OC</i>
11	<b>Some questions for the board</b>	David Cruise
	<p><b>Agenda item ID: 7307</b>  <b>Agenda details:</b> "The Board's lack of responsibility for DTE money handling". Is passing a budget approval to transfer money? or is a planning approval to be drawn on in the future? from directors meeting 2019-9-5 motion 12 Motion to check minutes before authorising disbursements. Agenda details: June 15/6/19 payment were put up in the Bendigo Bank and authorised by two directors. May 2, OC Minutes show that there was no approval for these payments. There was a request to hold off payments until further information was gained. This demonstrates a break down in systems. This was only picked up by chance. Why did three directors not look at the OC minutes payment list when authorising payments. Bree Nurse identified a financial risk when directors put up payments and authorise them as well. No system will work if it is not adhered to moved Coral seconded Troy PBC What is the role and responsibility of DTE bank signatories? What is the protocol for a committee to spend money? The release of money is the responsibility of the Board! Every bank transaction should/must be approved by the Board?</p>	
12	<b>Creation of board@dte.coop</b>	Robin Macpherson
	<p><b>Agenda item ID: 7309</b>  <b>Agenda details:</b> board@dte.coop be created to be forwarded to directors and secretary and a response will be provided after the next board meeting. This address will make it easier for people who want a board response By forwarding to secretary and individual directors they know what is a topic for the next board meeting as soon as it is declared in the correspondence.  <b>Motion:</b> The address board@dte.coop be created and become known as the address you wish a board response. The address is forwarded to secretary and individual directors.  Will trial for 3 months.  <b>Action Task:</b> Robin will draft an automated response.</p>	<i>Moved Robin MacPherson Seconded Kate Shapiro</i>
13	<b>Opening Up the process</b>	Robin Macpherson
	<p><b>Agenda item ID: 7310</b>  <b>Agenda details:</b> secretary@dte.coop be an open email administered by more than one secretary take nominations from the floor, from the board.  <b>Motion:</b> Take guidance on the wording three or more people have access to <a href="mailto:secretary@dte.coop">secretary@dte.coop</a></p> <p>There is confusion of the role of the administration secretary and cooperative secretary. Coral expressed that she thought that DTE would be better served with a secretariat. Troy explained that the secretary is an official position for which only one person is permitted.  Need for clarification around the role of the secretary;</p> <ul style="list-style-type: none"> <li>• The cooperative secretary is different to the administrative secretary.</li> <li>• The role of the Chair is to determine who will take the minutes and follow through that they are done.</li> <li>• The role of the secretary is to ensure that they are published, circulated and filed.</li> </ul>	
14	<b>Asset Register</b>	Robin Macpherson

	<p><b>Agenda item ID: 7311</b></p> <p><b>Agenda details:</b> We need to know what we own. I have visited <a href="https://sharepoint.dte.coop/oc/SitePages/Home.aspx">https://sharepoint.dte.coop/oc/SitePages/Home.aspx</a> looking for such a document. Can someone point to where it is or the motion I wish to submit</p> <p><b>Motion:</b> The Board requests the Asset Manager provide a spreadsheet to the board listing and detailing those assets within 14 days.</p> <p>Troy demonstrated how Directors can find DTE's assets through the Xero accounting system. Members need to be able to see a list of DTE's assets therefore Asset Management will supply a report.</p> <p>Action Task: Asset management will supply a report of DTE's assets.</p>	
15	<b>Private emails from director</b>	Tania Morsman
	<p><b>Agenda item ID: 7314</b></p> <p><b>Agenda details:</b> I have received private emails from Mark Rasmussen recently accusing me of bullying. In light of tonight's Board Meeting and the interaction with Mark I am alerting the Board that if Mark sends me any more private emails I will put in a formal complaint against this director.</p> <p><b>Motion:</b> That Mark not send Tania Morsman any private emails.</p>	<b>Motion Retracted</b>
16	<b>Emails from 4 directors re: accusing me of opening the Water Container</b>	Tania Morsman
	<p><b>Agenda item ID: 7315</b></p> <p><b>Agenda details:</b> Whilst I have been onsite I have received emails from 4 directors. Troy Reid has accused me of opening up the water container with a black key that he is accusing me of obtaining deceitfully. Even though members who were on site with me have identified to the directors that this is untrue since those members opened the container, I have not received an acknowledgement nor an apology.</p> <p><b>Motion:</b> That I receive a formal apology by way of letter to acknowledge the emails to me accusing me of obtaining a black key by deception and opening the water container and that is be minuted.</p>	<b>Motion Retracted</b>
17	<b>Report on gross breach of meeting protocol</b>	David Cruise
	<p><b>Agenda item ID: 7320</b></p> <p><b>Agenda details:</b> formal complaint about Troy Reid's oppressive behaviour and gross breach of protocol at the Board meeting on 7th November</p> <p><b>Motion:</b> Report on gross breach of meeting protocol I hereby lodge a formal complaint about Troy Reid's oppressive behaviour and gross breach of protocol at the Board meeting on 7th November of which I was Chair. During the meeting Troy wanted to play a recording into the Zoom system. I asked the meeting for approval and any suggestions. He was not given my or the meeting permission to play his recording. Without consent or acceptance of the Meeting or Chair, and total disregard of established meeting procedure, Troy went ahead and played his recording. Worst of all, he did this after muting all other attendee's microphones. He can do this as he, and he alone, holds and keeps the master password for access to Zoom so that every time joins he has hosting control over all Zoom functions in the meeting. Troy disregarded the directions and wishes of the meeting and Chair. He displayed abusive and disdainful behaviour. By muting other attendees he committed a disgraceful gross breach of meeting protocol. Troy Reid's behaviour and disregard of other meeting attenders were an exhibition of oppressive and bullying conduct. Recommendations</p> <ol style="list-style-type: none"> <li>1. That Troy be censored by the Board for his actions, and</li> <li>2. That a) Troy cease to hold the master password for access to Zoom, and b) if he fails to hand it over that a new Zoom account for DTE meetings be established.</li> <li>3. Troy controls Election Buddy, and as he has demonstrated he is prepared to misuse his control of these cloud systems, it would seem to place the AGM elections in jeopardy of interference.</li> </ol> <p>Signed...David Cruise <b>Motion Retracted</b></p> <p><b>A heated debate ensued.</b></p> <p>Troy stated that David acting as the Chair approved Troy to play the tape.</p> <p><b>Action Task:</b> Coral will check the audio: At checked audio: 2019-11-07 audio minutes 2:08 - David asks "does anyone object to Troy playing the audio"</p>	

	Robin “yes” Whilst Robin gave his reasons Troy muted the meeting and played the audio. The audio begins with no approval from the chair.  On point 3 it was ascertained that Troy does not control Election Buddy.	
18	<b>Request for load and Go statements</b>	Coral Larke
	<b>Agenda item ID: 7337</b> <b>Agenda details:</b> Aust Post has confirmed that it has statements for DTE's Load and Go Cards. <b>Motion:</b> That Troy Reid provides the 6 digit password so that FinCom can access the statements online. <b>Action Task:</b> Troy refused to provide passwords but said he will send statements to Coral and FinCom.	<i>Deferred The motion was not presented</i>
19	<b>Cultural Transformation</b>	Coral Larke
	<b>Agenda item ID: 7324</b> <b>Motion:</b> That the approved funds for the Cultural Transformation Program at the February SGM be transferred into Coral Larke’s Debit Card.	<i>Deferred</i>
20	<b><u>Bendigo Bank Signatures Needed</u></b>	<i>Skye 1659</i>
	Agenda item - finish the signing by Directors the Bendigo Bank Form (Page 4) which I completed and submitted to my local Bendigo Branch according to instructions provided several weeks ago	<i>Deferred</i>
21	<b><u>Carried Resolutions</u></b>	
	<b>Motion:</b> The address board@dte.coop be created and become known as the address you wish a board response. The address is forwarded to secretary and individual directors.	<i>Moved Robin MacPherson Seconded Kate Shapiro</i>
22	<b><u>Next Meeting Date &amp; Time Confirmation</u></b>	
23	<b><u>Meeting Ended</u></b>	
	10.51PM	