

Board of Directors Minutes

Date: 6th February, 2020
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	<u>Acknowledge and pay respect to the traditional owners and ongoing custodians of the land</u>	
	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	<u>Meeting Started</u>	<i>Procedural</i>
	Not announced.	
3	<u>Meeting coordinators</u>	<i>Procedural</i>
	Chairperson: Kate Shapiro, Troy Reid becomes chairperson at 1:33:15, Mark Rasmussen becomes chairperson at 2:25:22, Troy Reid becomes chairperson at 3:15:22 Minute Keeper: Grant Waldram appointed minute taker but completed by Vanessa Ernst Host:	
4	<u>Attendance</u>	<i>Procedural</i>
	<ol style="list-style-type: none"> 1. Cruise David 2. Larke Coral 3. MacPherson Robin 4. Rasmussen Mark 5. Reid Troy 6. Shapiro Kate 7. Waldram Grant 	
5	<u>Confirmation of previous minutes</u>	<i>Procedural</i>
	Date: 05/12/2019 Approval of minutes deferred pending rewriting by Grant Waldram	
	Date: 07/11/2019	<i>Moved: Troy Seconded: Mark P.B.C.</i>
6	<u>Matters Arising</u>	<i>Procedural</i>
	Troy requested matters be deferred until next board meeting.	

7	<u>Correspondence</u>	
	<p>Inward</p> <p>Newsletter from Murray Local Land Services Email from Malcolm Matthews regarding Load & Go cards followed by a further set of questions Emails from Tania Morsman and Kathy Ernst regarding general meeting working group access to MemCom and Sharepoint Email from TBT Accounting confirming they are willing to assist in conducting DTE directors' elections Complaint from Peter Tippet regarding AGM, requests this be tabled at board meeting Update from Emma regarding market committee Email from Coral Larke requesting response to correspondence inwards Email from Coral Larke requesting the correspondence regarding insurance and registration of Ford Territory be tabled Rates notice from Murray River Council for Bylands (direct debit in place, for informational purposes only) Documents from NSW Water (no invoice for water due to drought relief program) Letter about bushfires</p> <p>Outward</p> <p>Formal notification to TBT Accounting of the board's resolutions regarding the AGM, advising of the timeline of critical dates to which adherence is needed, and that we have missed the AGM deadline of 20/02/2020 Email to Kathy with copies of Consumer Affairs Victoria's response to application for extension of time to lodge annual return and AGM</p>	
8	<u>Action Tasks</u>	
9	<u>AGM (motion passed by exchange of documents)</u>	
	<p>22/01/2020 Motion to declare the 2020 AGM shall be held at 7:30PM AEDT 27 Feb 2020 at CERES Learning Centre (7 Lee Street, Brunswick East, Victoria) and online via https://dte.coop/zoom.</p>	<p><i>Moved: Troy Seconded: Kate P.B.C.</i></p>
10	<u>Disbursement into director's accounts (motion passed by exchange of documents)</u>	
	<p>23/01/2020 All director bank accounts each receive another quarterly disbursement of \$1250. Agreed to by Mark, Coral, Kate, and Robin.</p>	
11	<u>Motion regarding election (motion passed by exchange of documents)</u>	
	<p>Motion regarding the election. No further details given.</p>	
12	<u>Payment of overdue CERES invoices (motion passed by exchange of documents)</u>	
	<p>Motion that the board authorises payment of overdue CERES invoices totaling \$1520 from OC appropriation. Agreed to by Mark, Kate, Coral and Troy.</p>	<p><i>Moved: Troy</i></p>
13	<u>Director election (motion passed by exchange of documents)</u>	
	<p>15/01/2020 Motion that consistent with DTE rules section 42 which prescribes that the Board shall determine the manner of director election, the Board directs that elections to be held for the 2020 AGM be conducted in the same manner and procedures as the previous AGM held in November 2018, using electronic voting, administered by the cooperative's auditors and 3 independent election scrutineers to be determined by the Board, and that the Board will undertake a comprehensive consultation of all active members to determine the manner of future elections. Supported by Mark, Troy, Kate, and Grant</p>	<p><i>Moved: Robin</i></p>
14	<u>Mailing list (motion passed by exchange of documents)</u>	
	<p>15/01/2020 Motion regarding removing somebody from mailing list. Agreed to by 3 other directors. Discussion between Coral and Robin regarding whether the correct procedures had been followed consistent with the motion.</p>	

15	<u>Dispute resolution budget (motion passed by exchange of documents)</u>	
	24/01/20 Motion that Kate Shapiro be allocated a budget of \$5000 for the procurement of dispute resolution services. Agreed to by Mark, Coral, and Robin.	Moved: Kate
16	<u>Membership Reactivation</u>	
	Motion to declare Brian Denham's membership status active. (Activity form signed by Kate)	Moved: Troy Seconded: Mark P.B.C.
	Motion that we declare Bonny's membership status as active. (Activity form signed by Troy)	Moved: Troy Seconded: Mark P.B.C.
	Motion that her membership status is declared active. (Jennifer Edge)	Moved: Troy Seconded: Mark P.B.C.
	Motion that Murray is now active. (Murray Ross, verified by Matt English; also signed by Mark Rasmussen)	Moved: Mark Seconded: Grant P.B.C.
	No actual motion read. (Nina Schoenborn, verified by Robin)	Moved: Robin Seconded: Mark P.B.C.
	Motion that her membership status is active. (Suze Scholem, form does not have director's signature, so Troy signed it as he can verify)	Moved: Troy Seconded: Mark P.B.C.
	Motion for Vince. (Vince Logiusto, verified by Robin)	Moved: Robin Seconded: Kate P.B.C.
17	<u>Membership Cancellation</u>	
	Motion to accept the cancellation request of Jeff Levett.	Moved: Troy Seconded: Mark P.B.C.
18	<u>Membership Applications</u>	
	Move that we accept his membership. (Andrew McClean, shareholder number 1908)	Moved: Troy Seconded: Mark P.B.C.
	No motion read. (Matt Cenghia, verified by Kate, shareholder number 1909)	Moved: Kate Seconded: Mark P.B.C.
	Motion that Lindsay's membership application be accepted. (Lindsay Ward, signed by Sue, shareholder number 1910)	Moved: Troy Seconded: Kate P.B.C.
19	<u>Bendigo Bank cardholders</u>	
	Robin leads discussion regarding the addition and removal of Bendigo Bank cardholders.	

20	<u>Malcolm Matthews' Xero access</u>	
	Motion that Malcolm Matthew's access be revoked from Xero. (Malcolm has read-only access) Objected to by Coral and David, supported by Troy. Robin agrees to have the matter deferred given Malcolm is respectful and Robin attends next FINCOM meeting.	Moved: Robin Seconded: Troy Motion withdrawn
21	<u>DTE legal advice on directors' retirement</u>	
	Troy reported that the three directors whose terms are due to expire on the next AGM 27/02/2020 can sit on the board for all intents and purposes until then.	
22	<u>OC General Meeting notices</u>	
	Motion that the OC General Meeting Workgroup be required to send to directors@dte.coop by midday of the day prior to deadline for notice delivery a draft copy of General Meeting notices for review prior to it being sent to members@dte.coop. This will be known as the General Meeting notice draft deadline. Failure to meet this deadline will trigger automatic task re-assignment to the Board and/or Cooperative Secretary to fulfil the statutory requirement. All agenda items for general meetings petitioned by the Board or active members must be received by the Board and Cooperative Secretary by no later than 6 hours prior to the General Meeting notice draft deadline.	Moved: Troy Seconded: Kate P.B.C.
23	<u>Meeting extended for an additional hour</u>	
24	<u>Rescheduling AGM</u>	
	Motion to declare the AGM for Financial Year 2018/2019 shall be held at 7:30PM AEDT 27 Feb 2020 at CERES Learning Centre (7 Lee Street, Brunswick East, Victoria) and online via https://dte.coop/zoom .	Moved: Troy Seconded: Kate P.B.C.
25	<u>For Art's Sake</u>	
	Troy requests the policy of how applications are reviewed to be sent to the board, Tania volunteers to send this. Coral advises that people applying use the DTE budget application form and are reimbursed for their expenditure.	
26	<u>Cultural Transformation</u>	
	Motion that the budget 'Cultural Transformation' submitted by Coral Larke and Tania Morsman be approved and disbursed on Coral Larke's credit card.	Moved: Coral Seconded: Kate P.B.C.
27	<u>Board Retreat Budget</u>	
	Motion to authorise budget of up to \$5,000 for the next Board retreat following the AGM.	Moved: Troy Seconded: Robin P.B.C.
28	<u>Carried Resolutions</u>	
	<ul style="list-style-type: none"> • 2020 AGM shall be held at 7:30PM AEDT 27 Feb 2020 at CERES Learning Centre (7 Lee Street, Brunswick East, Victoria) and online via https://dte.coop/zoom • All director bank accounts each receive another quarterly disbursement of \$1250 • The board authorises payment of overdue CERES invoices totaling \$1520 from OC appropriation • The Board directs that elections to be held for the 2020 AGM be conducted in the same manner and procedures as the previous AGM held in November 2018, using electronic voting, administered by the cooperative's auditors and 3 independent election scrutineers to be determined by the Board, and that the Board will undertake a comprehensive consultation of all active members to determine the manner of future elections • Removal of somebody from the mailing list • Kate Shapiro be allocated a budget of \$5000 for the procurement of dispute resolution services • Membership reactivation for Brian Denham, Bonny, Jennifer Edge, Murray Ross, Nina Schoenborn, Suze Scholem, and Vince Logiusto • Membership cancelled for Jeff Levett 	

	<ul style="list-style-type: none"> • Membership approved for Andrew McClean, Matt Cenghia, and Lindsay Ward • OC General Meeting Workgroup be required to send to directors@dte.coop by midday of the day prior to deadline for notice delivery a draft copy of General Meeting notices for review prior to it being sent to members@dte.coop. This will be known as the General Meeting notice draft deadline. Failure to meet this deadline will trigger automatic task re-assignment to the Board and/or Cooperative Secretary to fulfil the statutory requirement. All agenda items for general meetings petitioned by the Board or active members must be received by the Board and Cooperative Secretary by no later than 6 hours prior to the General Meeting notice draft deadline • the AGM for Financial Year 2018/2019 shall be held at 7:30PM AEDT 27 Feb 2020 at CERES Learning Centre (7 Lee Street, Brunswick East, Victoria) and online via https://dte.coop/zoom • the budget 'Cultural Transformation' submitted by Coral Larke and Tania Morsman be approved and disbursed on Coral Larke's credit card • authorise budget of up to \$5,000 for the next Board retreat following the AGM 	
29	<u>Next Meeting Date & Time Confirmation</u>	
	05/03/2020 (ordinary meeting)	
30	<u>Meeting Ended</u>	
	11:04PM	