

# Board of Directors Minutes

**Date:** 3<sup>rd</sup> December, 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	<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>	Procedural								
	19.49 PM									
3	<b><u>Meeting coordinators</u></b>	Procedural								
	<b>Chairpersons:</b> Coral Larke & Kate Shapiro <b>Minute Keeper:</b> Robin Mac Pherson & Kate Shapiro <b>Assisted by:</b> Coral Larke <b>Host:</b> Coral & Kate									
4	<b><u>Directors in Attendance</u></b>	Procedural								
	<table border="0"> <tr> <td>1. Ernst Kathy</td> <td>5. Reid Troy – Noted absent 15 mins prior to loss of quorum</td> </tr> <tr> <td>2. Larke Coral</td> <td>6. Shapiro Kate</td> </tr> <tr> <td>3. MacPherson Robin</td> <td>7. Waldram Grant</td> </tr> <tr> <td>4. Rasmussen Mark</td> <td></td> </tr> </table>	1. Ernst Kathy	5. Reid Troy – Noted absent 15 mins prior to loss of quorum	2. Larke Coral	6. Shapiro Kate	3. MacPherson Robin	7. Waldram Grant	4. Rasmussen Mark		
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4. Rasmussen Mark										
5	<b><u>Confirmation of previous minutes</u></b>	Procedural								
	Long discussion on minutes to 01hr:20mins, Discussion of individual meeting minutes from 01:20 Minutes of Directors Meeting 25/11/2020	25/11/2020 Minutes – Moved: Mark Rasmussen Second: Robin McPherson - PBC								
6	<b><u>Preamble &amp; Matters Arising</u></b>	Procedural								
	Discussion on minutes Coral requested list of missing minutes from Robin Robin initially took request on notice however then “resigned from the minutes”									
7	<b><u>Correspondence</u></b>									
	Deferred for new board									
8	<b><u>Action Tasks</u></b>									

Date raised	Subject	Item	Responsible	Status
25-11-2020	Memcom	Memcom to contact Members who are not currently recognised as active and reach out and work out ways we maybe able	Memcom	Ongoing
19/11/2020	Complaints	Grant to respond to the three complainants	Grant Kathy will bring process up with new board	Stalled
12/08/2020	Malcolm Matthews' correspondence	Coral sent directors a draft response to Malcolm Matthews 5 <sup>th</sup> June correspondence which the Board did not approve. Malcolm is still yet to receive a response despite many months since the enquiry was received. That the board will respond in 7 days to Malcolm.	Kate and Coral	Ongoing
06/08/2020	Trailer from Jessica Townsend re Transfer of ownership	Transfer document - and Query 1500 in Bank account left there or deposited until the transfer of ownership is sighted * Asset Management will follow through - Keep on list	Mark to take up with CC Ongoing	Ongoing
05/10/2020	Document for Minute Keeping	Grant and Robin to create a support Document	Grant and Robin	Robin Resigned from Minutes – Deferred
06/08/2020	Minutes 7th May 2020	- Not yet presented - Kate & Coral fix formatting	Kate & Coral	Complete Confirmed minutes passed by Robin
3-9-2020	Legal Council	When did we agree to speak to legal counsel? Identify the meeting where it was passed	Robin	Ongoing
19/08/2020	Co-operative Donation	- Notify a serious breach of the rules - Seek Legal Advice about how we fix up - Legal may have solution for example a Special resolution donation	Robin	Ongoing
06/08/2020	Obtain ANZ Land Title in regards to	- Discharge Water License - ANZ have copy of the license as security against the mortgage. when the mortgage was repaid in full, when paid in full process discharge to get back the title, This was never completed	Troy	Ongoing
05/10/2020	ICDA Subscription	20200911 ICDA subscription renewal notice 230.00	Robin  Reallocate to Troy	Ongoing
19/11/2020	Bank Australia	Bank Australia savings account has been set up. Money is being transferred into that account from the Bendigo Bank. Once monies has been deposited into the account it will be transferred into a term deposit as agreed to in a previous motion.	Coral	Ongoing
19/11/2020	Action Task Audit	Coral Larke to do an audit on the Action Task	Coral	Ongoing

	<p><b>Bank Australia Transfer – Passed</b> Motion 'that \$240,000 from DTE CSB Investment Account be transferred to the new DTE savings account with Bank Australia.' <b>Troy Reid 26/11/2020</b></p> <hr/> <p><b>2020 AGM scheduled - Passed</b> that the Board directs that director elections associated with the 2020 AGM scheduled for 2PM Sunday 29 November 2020 be configured in the same manner as the previous AGM held in March 2020 (i.e. using electronic voting with optional preferential voting tallied using the STV method) and that the election be administered by the cooperative's auditor acting as the returning officer and two election scrutineers, one to be nominated by the Board and another nominated by the Organising Committee or in default the Board, with the electronic postal ballot opening at 4PM Friday 20 November 2020 and closing 2:30PM Sunday 29 November 2020." <b>Troy Reid 12/11/2020</b></p> <hr/> <p><b>Grant Waldram to be the Board nominated election scrutineer – Passed</b> Motion "that the Board appoints Grant Waldram to be the Board nominated election scrutineer for the 2020 AGM scheduled for 2PM Sunday 29 November 2020." <b>Troy Reid 12/11/2020</b></p> <hr/> <p><b>Instruction to issue ballot - Marc Cohen – Passed</b> Pursuant to DTE rule 48 clause 2, I am proposing the motion 'that the 2020 Director Election Returning Officer (David Taplin) is instructed to issue a ballot to active member Marc Cohen (folio 1385).'</p> <p><b>Kathy Ernst 27/11/2020</b></p> <hr/> <p><b>Bank Australia Transfer – Passed</b> Motion 'that \$240,000 from DTE CSB Investment Account be transferred to the new DTE savings account with Bank Australia.' <b>Troy Reid 26/11/2020</b></p> <hr/> <p><b>Motion to cancel 3/12/2020 Directors Meeting - Defeated</b> Motion to cancel the monthly Directors Meeting on 3<sup>rd</sup> December 2020, proposed via email &amp; replies 2/12/20-3/12/2020. Context: This scheduled board meeting falls after the commencement of the AGM, but prior to its second part. The rules state that the board changes after the closure of the AGM. It was noted that there is no provision for a caretaker period in the rules and that there are items and resolutions for board administration in order to fulfil board obligations and motions being put which would aid in transition to the new board. <b>Kathy Ernst 2/12/2020</b></p>	
<b>Motions Passed</b>		
10	That the following incoming directors Susan Helson, Elisa Brock, Gary Lasky are added as signatories to accounts held by Down to Earth (Victoria) Cooperative Society with Bendigo Bank, Bank Australia and ANZ.	<b>Moved:</b> Kate Shapiro <b>Seconded:</b> Troy Reid <b>PBC</b>
11	That the Board reapproves the 12/11 OC Motion: 'That the OC pays the Acuri vehicle insurance invoices of \$2765 for Farm MV and \$1565 for CMV (fire truck)' and transfers the money directly to Arcuri	<b>Moved:</b> Kathy Ernst <b>Seconded:</b> Kate Shapiro <b>PBC</b>
12	'That the OC pays the 2020/2021 rates for Woorooma: \$470 for Lot 1 and \$513.80 for Lot 51' and transfers the money directly to the Council.	<b>Moved:</b> Kathy Ernst <b>Seconded:</b> Kate Shapiro <b>PBC</b>
13	That the Motion passed by Circular on 30 April 2020 "where possible individual payments of \$1,000 or more to any single supplier, or aggregate payments totalling \$1,000 or more in any 28-day period to any single supplier are to be made directly from co-operative multiple-to-sign accounts.' be rescinded.	<b>Moved:</b> Kathy Ernst <b>Seconded:</b> Robin

		McPherson <b>PBC</b>
<b>14</b>	That the Board reapproves the 12/11 OC Motion: 'That FINCOM Funding Budget of \$27,000 be approved by OC'.	<b>Moved:</b> Kathy Ernst <b>Seconded:</b> Mark Rasmussen <b>PBC</b>
<b>15</b>	That Kathy Ernst, and any other director or director-elect wanting the information, is provided with the brief given to Redd Consulting. If there was no written brief, this should be stated and a summary of the verbal brief be given. This must be done within seven days.	<b>Moved:</b> Kathy Ernst <b>Seconded:</b> Robin McPherson <b>PBC Added to</b> Task List
<b>14</b>	That the Board reapproves the CC Motion: 'That the ConFest Committee approve the \$9,000 balance of budget application for expenses of their January 2021 Sydney Confesters gathering' and transfers \$9000 to the BB account held by Melody Braithwaite.	<b>Moved:</b> Coral Larke <b>Seconded:</b> Kate Shapiro <b>PBC</b>
<b>15</b>	When Directors write correspondence on behalf of the Board, all Directors should receive a copy of the correspondence. Item by: Kathy Ernst	<b>Moved:</b> Kathy Ernst <b>Withdrawn</b>
	<b><u>Task List</u></b>	
	Read and updated as per Task List at front of Minutes To be added: Minutes – 3/12/2020 – Kate Response to Motion 15 Re: Redd Consulting – Kate	
	<b><u>Meeting Ended due to Quorum Lost</u></b>	
	10.10 PM  Request by Kathy Ernst post meeting that the Redd Consulting bill not be paid until further discussion had occurred. Further discussion about bills.	

