

Board Meeting Minutes

Date: **7 January 2021**Time: **7:30pm**Venue: **by Zoom**Online: **https://data.dte.org.au/meeting/current_meeting/portal.php**

| # | Item | | | |
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| 1. | <u>Meeting Started</u> | | | |
| | 7:44 pm | | | |
| 2. | <u>Election of Chair</u> | | | |
| | Confirmation of Chairperson: Coral Larke Confirm Minute Keeper: Kathy Ernst | | | |
| 3. | <u>Acknowledgement of Country</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. | | | |
| 4. | <u>Attendance</u> | | | |
| | <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"> Kathy Ernst Coral Larke Suzie Helson Gary Lasky Elisa Brock Kate Schapiro Apology from Troy Reid </td> <td style="width: 50%; border: none;"> Lance Nash Rick Gill Robin McPherson John Reid Malcolm Matthews Peter Tippet Trevor Pitt </td> </tr> </table> | Kathy Ernst Coral Larke Suzie Helson Gary Lasky Elisa Brock Kate Schapiro Apology from Troy Reid | Lance Nash Rick Gill Robin McPherson John Reid Malcolm Matthews Peter Tippet Trevor Pitt | |
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| 5. | <u>Confirmation of Previous Meeting Minutes</u> | | | |
| | 1. Minutes of 3/12/2020 not ready | | | |
| 2. | <u>Matters Arising; Agenda Items from Previous Board Meeting</u> | | | |
| | 1. Inactive members discussed but this is already an action point. | | | |
| 3. | <u>Correspondence / Payments</u> | / | | |
| | 1. No correspondence presented | | | |
| 4. | <u>Action Task List Review</u> | / | | |
| | <p>1. 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 ONGOING</p> <p>2. 19/11/2020 Complaints There is nothing more to report at the moment - Grant will respond re the three complainants directly NO ACTION</p> <p>3. 12/08/2020 Malcolm Matthews' correspondence - Kathy E - Coral sent 5th June as a draft response to Malcolm Matthews' correspondence, on which the board will vote and then secretary to send</p> | | | |

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 **NO ACTION**

4. 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 **NO ACTION**
5. 05/10/2020 **Support Document for Minute Keeping**
 Grant and Robin to create a support Document **NO LONGER RELEVANT – REMOVE**
6. 06/08/2020 **Minutes 7th May 2020** - Not yet presented - Kate & Coral fix formatting **DONE**
7. 03/09/2020 **Legal Counsel**
 - When did we agree - to speak to legal counsel - Identify the meeting where passed **REMOVE**
8. 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 **NO ACTION**
9. 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 **ONGOING**
10. 05/10/2020 **ICDA Subscription**
 - 20200911 ICDA subscription renewal notice 230.00 **ONGOING**
11. 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 **COMPLETED!**
12. 19/11/2020 **Action Task Audit**
 Coral Larke to do an audit on the Action Task **REMOVE**

Motions by Circular

5. Add Marc Cohen

26/11/2020
 'that the 2020 Director Election Returning Officer (David Taplin) is instructed to issue a ballot to active member Marc Cohen (folio 1385).'

*Proposed:
 Kathy Ernst
 Passed*

6. Approve Redd Consulting payment

30/11/2020
 'that the Board approves payment of Redd Consulting Invoice 091920 dated 18-Nov-2020 totalling \$5,324.'

*Proposed
 Mark
 Rasmussen
 Passed*

7. Defer Board meeting until 2020 AGM completes

3/12/2020
 'that the Board of Directors meeting scheduled for 7:30PM on 3 December 2020 is rescheduled until after the 2020 AGM finishes.'

*Proposed:
 Kathy Ernst
 Failed*

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| 8. | Correspondence to Tania Morsman | |
| | 9/12/2020 'That the attached correspondence be sent to Tania Morsman in response to her complaint received 7 December 2020.' | <i>Proposed</i> <i>Mark</i> <i>Rasmussen</i> <i>Passed</i> |
| | <u>Motions and Agenda Items</u> | |
| 9. | Xero access | |
| | That Kate writes on behalf of the Board to TBT requesting that Xero access be revoked for Mark Rasmussen, Grant Waldram and Robin McPherson and that Xero access be given to Suzie Helson, Elisa Brock and Gary Lasky. | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Suzie</i> <i>PBC</i> |
| 10. | Coral to be authorised to deal with ANZ bank | |
| | That Coral Larke is authorised to deal with the ANZ to facilitate setting up new signatories and removal of previous directors as signatories and to organise closing of all accounts except the Premium Saver (including transfer of account balances of accounts to be closed to the Premium Saver account). | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Elisa</i> <i>PBC</i> |
| 11. | Coral to be authorised to facilitate updating Bendigo Bank signatories | |
| | That Coral Larke is authorised to deal with the Bendigo Bank to facilitate setting up new signatories and removal of previous directors as signatories. This does not include removing previous directors as signatories to one-to-sign accounts which have been allocated to them. | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Suzie</i> <i>PBC</i> |
| 12. | Correspondence on behalf of the Board - authorisation | |
| | DETAILS Directors have individual responsibilities and rights to pursue information and act to protect the Cooperative, but they must not act on behalf of the Board without authorisation. MOTION Nobody must correspond on behalf of the Board without approval by Board motion. | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Suzie</i> <i>PBC</i> |
| 13. | Correspondence on behalf of the Board - sharing | |
| | DETAILS Sometimes directors are authorised to write correspondence on behalf of the Board but this has not always been shared with other directors. MOTION When Directors write or receive correspondence on behalf of the Board, all Directors must receive a copy of the correspondence. | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Eliza</i> <i>PBC</i> |
| 14. | Legal advice regarding Gecko donation | |
| | DETAILS I would like to action some of the action task on the Board's action task list. It is unlikely that any member will sue DTE over the Gecko donation which was identified by the DTE Secretary as a serious breach of the rules in his correspondence of 4 August 2020. The donation was authorised in good faith by the OC after discussion at several meetings and the payment was authorised by three Board members. MOTION That the Board withdraws its intention to seek legal advice regarding the Gecko donation. | <i>Moved:Kathy</i> <i>Seconded:</i> <i>Suzie</i> <i>PBM</i> |
| 15. | Trailer from Jessica Townsend - Transfer of ownership | |
| | DETAILS I would like to action some of the action task on the Board's action task list. This is not a Board responsibility but it has been on the action task list for some months for Mark to follow up possibly by notifying OC/CC of the requirement to ensure registration of the trailer is transferred to DTE. MOTION That the Board writes to the OC advising that the registration of the trailer | <i>Moved:kathy</i> <i>Seconded:</i> <i>Suzie</i> <i>PBM</i> |

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| | purchased from Jessica Townsend for Gypsy should be transferred to DTE | |
| 16. | Response to Malcolm Matthews re Load and Go Cards | |
| | <p>DETAILS</p> <p>I would like to action some of the action task on the Board's action task list. Malcolm Matthews has not had a response to his correspondence regarding the Load and Go Cards. We now have four directors who were not on the Board at the time Malcolm sent his correspondence.</p> <p>MOTION</p> <p>That the Board requests Malcolm Matthews to resend his correspondence to the Board and include any information which might help the new Board members understand the situation and that the Board undertakes to respond to Malcolm within twenty-eight days of receipt of his correspondence.</p> | <p><i>Moved:Kathy</i></p> <p><i>Seconded:</i></p> <p><i>Elisa</i></p> <p><i>PBC</i></p> |
| 17. | Rescind motion requiring Board reapproval of standing committee disbursement motions | |
| | <p>DETAILS</p> <p>The motion to be rescinded is unnecessary, contrary to DTE rules, an excessive use of Board responsibilities, and obstructing the work of the cooperative.</p> <p>MOTION</p> <p>That the Motion passed by Circular on 30 April 2020 "that all budget allocations, bill payments, reimbursements or funds transfers from DTE bank accounts allocated to the four standing committees of the Board must not be disbursed until ratified by a motion of the Board and that all DTE bank accounts requiring a minimum of three-signatories be modified to require a minimum of four-signatories." be rescinded.</p> | <p><i>Moved:Kathy</i></p> <p><i>Seconded:</i></p> <p><i>Gary</i></p> <p><i>PBM</i></p> |
| 18. | Reply to complaint by Suzie Helson lodged on 14 September 2020 | |
| | <p>DETAILS</p> <p>I would like to action some of the action task on the Board's action task list. Suzie has not yet received a response to her complaint.</p> <p>MOTION</p> <p>That the Board writes to Suzie Helson advising that the motions which formed the basis of her complaint have been rescinded i.e. the motion requiring Board reapproval of standing committee disbursement motions and the motion requiring payments greater than \$1000 to be paid from multiple to sign accounts.</p> | <p><i>Moved:Kathy</i></p> <p><i>Seconded:</i></p> <p><i>Elisa</i></p> <p><i>PBC</i></p> |
| 19. | Rescind motion requiring use of Electronic Postal Ballot for GM motions. | |
| | <p>DETAILS</p> <p>This motion is contrary to both the rules and ethos of DTE.</p> <p>MOTION</p> <p>That the Board rescinds the Motion by Circular proposed on 4/8/20 and passed on 18/8/20 "that in accordance with DTE Rule 35 clause (2)(d) the Board hereby requires that all resolutions presented at General Meetings must be decided by electronic postal ballot using ElectionBuddy or similar software."</p> | <p><i>Moved:Kathy</i></p> <p><i>Seconded:</i></p> <p><i>Elisa</i></p> <p><i>PBC</i></p> |
| 20. | <u>Carried Resolutions</u> | |
| | <ol style="list-style-type: none"> 1. That Kate writes on behalf of the Board to TBT requesting that Xero access be revoked for Mark Rasmussen, Grant Waldram and Robin McPherson and that Xero access be given to Suzie Helson, Elisa Brock and Gary Lasky. 2. That Coral Larke is authorised to deal with the ANZ to facilitate setting up new signatories and removal of previous directors as signatories and to organise closing of all accounts except the Premium Saver (including transfer of account balances of accounts to be closed to the Premium Saver account). 3. That Coral Larke is authorised to deal with the Bendigo Bank to facilitate setting up new signatories and removal of previous directors as signatories. This does not include removing previous directors as signatories to one-to-sign accounts which have been allocated to them. | |

4. Nobody must correspond on behalf of the Board without approval by Board motion.
5. When Directors write or receive correspondence on behalf of the Board, all Directors must receive a copy of the correspondence.
6. That the Board withdraws its intention to seek legal advice regarding the Gecko donation.
7. That the Board writes to the OC advising that the registration of the trailer purchased from Jessica Townsend for Gypsy should be transferred to DTE
8. That the Board requests Malcolm Matthews to resend his correspondence to the Board and include any information which might help the new Board members understand the situation and that the Board undertakes to respond to Malcolm within twenty eight days of receipt of his correspondence.
9. That the Motion passed by Circular on 30 April 2020 “that all budget allocations, bill payments, reimbursements or funds transfers from DTE bank accounts allocated to the four standing committees of the Board must not be disbursed until ratified by a motion of the Board and that all DTE bank accounts requiring a minimum of three-signatories be modified to require a minimum of four-signatories.” be rescinded.
10. That the Board writes to Suzie Helson advising that the motions which formed the basis of her complaint have been rescinded i.e. the motion requiring Board reapproval of standing committee disbursement motions and the motion requiring payments greater than \$1000 to be paid from multiple to sign accounts.
11. That the Board rescinds the Motion by Circular proposed on 4/8/20 and passed on 18/8/20 “that in accordance with DTE Rule 35 clause (2)(d) the Board hereby requires that all resolutions presented at General Meetings must be decided by electronic postal ballot using ElectionBuddy or similar software.”

21. Actions Tasks from this meeting

1. Kate to complete minutes for 3/12/2020
2. Board will meet on Monday 11th January so that appropriation motions can be discussed before the deadline for motions.
3. Troy to forward the Annual Updates to Consumer Affairs
4. Troy to write Letter to Tania as specified by the Motion by Circular proposed by Mark on 9/12/2020.
5. Kate to write on behalf of the Board to TBT requesting that Xero access be revoked for Mark Rasmussen, Grant Waldram and Robin McPherson and that Xero access be given to Suzie Helson, Elisa Brock and Gary Lasky.
6. Suzie to write to the OC advising that the registration of the trailer purchased from Jessica Townsend for Gypsy should be transferred to DTE.
7. Kathy to write to Suzie Helson advising that the motions which formed the

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| | basis of her complaint have been rescinded i.e. the motion requiring Board reapproval of standing committee disbursement motions and the motion requiring payments greater than \$1000 to be paid from multiple to sign accounts. | |
| 22. | <u>Next Meeting Date & Time Confirmation</u> | |
| | Monday 11 January 2021 at 7:30 pm | |
| 23. | <u>Meeting Ended</u> | |
| | 10:46 | |