

Down-To-Earth (Vic) Cooperative Society Limited

Board Meeting Minutes

Date: **7 July 2021**

Time: **7:30pm**

Venue: **by Zoom**

Online: https://data.dte.org.au/meeting/current_meeting/portal.php

#	Item	
1.	<u>Meeting Started</u>	/
	7:37 pm	
2.	<u>Election of Chair</u>	/
	Confirmation of Chairperson: Elisa Brock 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>	/
	Kathy Ernst Coral Larke	Robin Macpherson Graham Fleming

Suzie Helson
Gary Lasky
Elisa Brock
Apology from Kate
John Magor
Lance Nash

Peter Tippet
Malcolm Matthews
Mark Rasmussen
Andrew Wilkinson
Troy Reid
Martin Schwarz

5. Confirmation of Previous Meeting Minutes

/

1/7/2021

Corrections:

1. It should be noted that Kathy expressed her concern that she was not involved when Troy said the Board was seeking legal advice, ot because Coral and Gary were seeking legal advice.
2. Most of the motion by circular is missing – has been added at end of these minutes due to its complexity.

Moved: Suzie

Seconded: Gary

PBC

3/6/2021

Corrections:

1. Action task 3 should be Kate to work with others to make a Covid Safe plan
2. Action task 4 should be changed to Troy to rewrite minutes of 1/4/2021
3. Action task 9 should include that it is the letter advising of 28 days notice of cancellation
4. Item 12 Motion 2 should be 'that on 30 June that all standing committee accounts be reduced to zero and the money returned to the investment account.'
5. Item 13 Motion 3 should be 'That on 30 June all single signature accounts are returned to zero, prior to the clearing of standing committee accounts, and all signatories are warned of this in advance and given the opportunity to request special consideration from the Board via reply email to the Board and FinCom to have the funds remain allocated and disbursed'.

Moved: Elisa

Seconded: Coral

Deferred until directors can check the changes

6.	Matters Arising; Agenda Items from Previous Board Meeting	
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3/6/2021

1. Motions 2 and 3 were not enacted, Coral will zero off the single signatory accounts

1/7/2021

1. Kathy questioned if those who supported the Motion by Circular had time to investigate and consider.

7.	Correspondence / Payments	/
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Correspondence Inwards:

20210615 Robin Macpherson 2.pdf

20210613 Robin Macpherson.pdf

20210706 Moores Proposal - Policy review (sexual misconduct).pdf

20210707 Lance Nash - FinCom.pdf

20210622 Worklogic INV-5926.pdf

20210527 TBT Accounting Pty Ltd.pdf

20210624 Gary Harding.pdf

20210630 HAL Lawyers.pdf

20210707 Trevor Pitt.pdf

20210604 WHS Injury Incident Report.pdf

20210615 Lance Nash.pdf

20210613 Robin Macpherson 2.pdf

20210612 Robin Macpherson.pdf

20210628 FinCom.pdf

20210707 HAL Lawyers.pdf

20210615 Robin Macpherson.pdf

20210610 Martin Schwarz.pdf

20210629 Martin Schwarz.pdf

Correspondence Outwards:

20210624 TBT Accounting Pty Ltd.pdf

20210617 Lance Nash.pdf

Volunteer Activity Forms:

2020 21 Richard Woodgate Activity Form.pdf

8. Action Task List Review

1. 18/03/2021 Kate to work with others to make a Covid Safe Plan – ONGOING
2. 20/05/2021 Troy to contact Memcom to send the letter by email and/or post to inactive members – ONGOING, if not done by next meeting, Kathy will take over
3. Troy_Reid to follow up Item 13260 and writes to TBT reminding them of Section 262 of the CNL and that at the 2020 AGM members were told to submit their unanswered questions to TBT to receive an answer and request that TBT provides an answer to the questions submitted by Kathy Ernst. COMPLETED

Motions and Agenda Items

9. Worklogic Invoice 2926

Motion that Worklogic INV-5926 totaling \$578.56 is approved for immediate payment.

Moved Elisa

Seconded Susie

PBC

10. Retain funds in some accounts

Motion that funds at 30 June 2021 in bank accounts for Skye Fitzpatrick, Andrew Wilkinson and Kevin Taylor are retained.

Moved Susie Seconded Elisa PBC	
11.	Remove funds
Motion that funds at 30 June 2021 in bank accounts for Emma Bennett are not retained. Moved: Suzie Seconded: Coral PBC	
12.	Kate's absence
Motion that Kate's application for leave for tonight's meeting is approved? Moved: Elisa Seconded: Kathy Failed	
13.	Storage locker - OC business
Gary has received SMS notification that the storage locker fees and he will refer it to the OC with Mark's help.	
14.	Carried Resolutions <i>Procedural</i>
<ol style="list-style-type: none"> 1. Motion that Worklogic INV-5926 totaling \$578.56 is approved for immediate payment 2. Motion that funds at 30 June 2021 in bank accounts for Skye Fitzpatrick, Andrew Wilkinson and Kevin Taylor are retained 3. Motion that funds at 30 June 2021 in bank accounts for Emma Bennett are not retained. 	
15.	Actions Tasks from this meeting <i>Procedural</i>
<ol style="list-style-type: none"> 1. Coral to remove money from single signatory accounts. 2. Board to meet every Tuesday at 6:30 to discuss complaint handling – Troy to set up a recurring meeting. 3. Troy to help Elisa to set up a document library for complaint documents 	

4. Gary to draft the letter to send to people who send complaints or queries about inappropriate spending
5. Troy to respond to Gary Harding
6. Suzie to email Emma to advise that money in her account will be removed
7. Suzie to email Kate that her leave of absence has not been approved
8. Troy and Elisa to write a letter to Trevor Pitt regarding his resignation

16.	Inactivity Credits	<i>Procedural</i>
Kate loses 4 activity points		
17.	Next Meeting Date & Time Confirmation	
Thursday 22 July at 7:30 pm		
18.	Meeting Ended	<i>Procedural</i>
11:20 pm		

Motion proposed by Troy Reid on 22 Jun at 17:55
 Supported by Coral at 18.08
 Supported by Elisa at 18.21
 Supported by Kate at 18.25

Pursuant to DTE rule 48 clause 2, I hereby propose the following urgent motion:

“Motion that consistent with DTE rules 44 the following Board determinations are made with respect to director inactivity credits on following specified Board meeting dates for the reasons specified:

Board Mtg Date	Explanation
03-Dec-2020	No director inactivity credits are consumed for any director as a Board meeting ending before the allotted time, either though the meeting losing quorum or meeting agenda completed, does not consume inactivity credits for the unused allotted time.

- 07-Jan-2021 No director inactivity credits are consumed for director Troy Reid as a written apology was tendered before the meeting and it is customary for the Board to grant leave on this basis.
- 11-Jan-2021 No director inactivity credits are consumed for director Troy Reid as the Board failed to provide proper notice of Board meeting for this date to said director consistent with DTE rules 47(4) and 47(5).
- 01-Apr-2021 No director inactivity credits are consumed for any director as the directors not present believed in that the Board meeting had been rescheduled for the following week based on the motion to that effect passing before the meeting and no notice to the contrary had been issued to directors consistent with DTE rules 47(4) and 47(5).
- 20-May-2021 No director inactivity credits are consumed for director Kate Shapiro as the Board failed to provide proper notice of Board meeting for this date to said director consistent with DTE rules 47(4) and 47(5).

On this basis no individual director has consumed all 21 of their director inactivity credits.”

For reference please note the following:

DTE rule 47(4):

On their election, Directors are to nominate a reasonable form for their meeting notice and inform each other Director.

DTE rule 45(5):

Except in special circumstances determined by the chairperson, that is a meeting called for an evening other than a Thursday, at least 48 hours notice shall be given for a Directors Meeting.

Consistent with DTE rule 47(4), directors informed the Board of their notice form as follows:

Director	Nominated Notice Form
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Coralyn Larke	SMS
Elisa Brock	SMS
Gary Lasky	SMS
Kate Shapiro	SMS
Kathleen Ernst	Email
Susan Helson	Email
Troy Reid	SMS