

DTE BOARD MINUTES

Date: 6/01/2022

Time: 7:30 pm

Venue: Zoom

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

1. Meeting Started

7:37

2. Chair and Minute keeper

Chair: Trevor Pitt

Minute keeper: Kathy Ernst

Hosts: Gary Lasky, Trevor Pitt

3. Acknowledgement of Country

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. Attendance

Kathy Ernst Suzie Helson Gary Lasky Tania Morsman Robin Macpherson Not present: Elisa Brock – Leave of absence Kate Schapiro – Leave of absence	Caryn Kettle Gary Lasky John Magor Kevin Taylor Malcolm Matthews Marte Kinder Peter Tippett Skye Fitzpatrick Trevor Pitt	Jack Wells Darrylle Ryan Tom Robinson Andrew Wilkinson Lindy Hunt John Reid Glen Duncan
--	--	---

5. Confirmation of Previous Meeting Minutes

1) Date: 1/4/2021

Moved: Gary

Seconded: Kathy

Robin abstained as he was not a director at the time.

PBC

2) Date: 4/11/2021

Moved: Kathy

Seconded: Suzie

PBC

Robin abstained as he was not a director at the time.

3) Date: 2/12/2021

Moved: Tania

Seconded: Kathy

PBC

6. Matters arising from Previous Meeting Minutes

1) none

7. Correspondence

1) Correspondence Inward

21 07 22 re Michael Joubert

21 08 21 Les Spencer

21 12 02 Robin Macpherson

21 10 26 Trevor Pitt

21 10 31 1 Trevor Pitt

21 10 31 2 Trevor Pitt

21 11 12 CC Marte Kinder

21 11 13 Bank Aust Address

21 12 10 CC Marte Kinder

21 12 16 Peter Tippett

21 12 26 Bank Aust Term Deposit Maturity

Confidential

21 12 14 questions

21 12 02 reply to Board correspondence

21 08 24 Trevor Pitt - working with children check

sent to OC

21 10 02 Telstra Inv

21 11 02 Telstra Inv

21 11 08 Orgin Corr

21 08 04 Essential Energy Corr

21 08 23 Jackson limestone Inv

21 09 21 BB Terminal Inv

2) Correspondence Outward

Annual report small cooperative DTE 2021

Cooperative change of details addresses and officers DTE 2021

3) Activity Forms

Vienna Toma activity form Dec 2021

8. Matters arising from Correspondence

- 1) Peter Tippet requested a copy of his original correspondence.
- 2) Tania will respond to the correspondence about Michael Joubert.

9. Action tasks from previous meetings

1. Gypsy Trailer

2020 08 06 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

21/01/2021 01 21 Follow up OC registration of trailer in March – SUZIE TO FOLLOW UP

22 01 06 Suzie to write to OC to follow up. **IN PROGRESS**

2. Gas Bottles and fuel

2021 02 04 Suzie to write to OC informing them of the motion about storage of gas bottles and fuel – **COMPLETED**

Suzie to write to OC enquiring on progress. **COMPLETED**

22 01 06 Suzie to write to OC enquiring on progress **IN PROGRESS**

3. Covid Safe Plan

2021 06 05 Troy Reid to contact Kate Shapiro about Covid Safe Plan

2021 03 18 Kate to work with others to make a Covid Safe Plan **DEFERRED UNTIL AN EVENT IS BEING PLANNED – ONGOING**

22 01 06 Kate to work with others to make a Covid Safe Plan – required now that ConFest is planned **IN PROGRESS**

4. Complaints File

2021 07 01 Troy to help Elisa to set up a document library for complaint documents **IN PROGRESS**

5. Complaints about inappropriate spending

21 07 01 Gary to draft the letter to send to people who send complaints or queries about inappropriate spending.

*Kathy has drafted a process and series of letters which has been sent to directors for comment and will be presented to Board after the AGM. **IN PROGRESS***

6. Inactive members

21 11 04 Inactive members have been given notice regarding their removal (agenda item 13250). Some members have requested an extension of their inactive period. The Board needs to decide whether to grant an extension and inform these members accordingly and remove the other inactive members. **TO BE ACTIONED**

7. Marty's Letter

21 08 19 Kate and Secretary to respond to Marty's letter **ONGOING**

8. Tania's email

21 11 04 Tania Morsman email about Director's activity points. Elisa to draft response and send it to all directors. **ONGOING**

9. Mediation

21 11 04 Trevor Pitt assist the Board with the upcoming mediation Gary to respond

22 01 06 Susie to email Troy and Coral and see if mediation is happening **IN PROGRESS**

10. Newsletter

21 11 04 Elisa to distribute Water NSWQ4 Regulated Customer Newsletter to OC **ONGOING**

11. Worklogic

21 11 04 Paid Worklogic payment to be done by Suzie **COMPLETED**

12. MemCom

21 11 04 Membership form to be forward to Memcom by Troy Reid **COMPLETED**

13. Secretary Funds

21 12 02 As the new Secretary, the balance of \$412.70 on Troy Reid's directors Bendigo Bank account be transferred to Kathy Ernst's Bendigo Bank card -Suzie to action. **COMPLETED**

10.Motions by Circular

Proposed 30/11/21 Passed 30/11/21

Motion: "that the board approves the following:

1. Attached correspondence to the complainant (filename: 20211130 ***** *****.pdf);
2. Attached correspondence to the respondent (filename: 20211130 ***** ***** .pdf);
3. Instructs the cooperative secretary to immediately send this correspondence on behalf of the Board, and;
4. Authorises a Board budget of up to \$1,000 for the procurement of services from Converge International relating to these matters.

Proposed: Troy Supported Coral Elisa Kate

Proposed 29/11/21 Passed 30/11/21

Motion: "that the board approves the following email to be immediately distributed to members@dte.coop by the cooperative secretary with attached Auditor's Annual Report (DTE Signed Financials FY2021), DTE Detailed Expenditure Statement FY2021 and 2021 Notice of Annual General Meeting previously approved by the Board on 8-Nov-2021:

Proposed: Troy Supported Coral Elisa Kate Suzie

Proposed 23/11/21 Passed 23/11/21

To pay Daniel Tai \$1705.00 for additional costs incurred for the AGM. This includes Election Buddy SMS usage \$150 + GST and his own costs \$1400 + GST for changing the times of scrutineers using his office etc.

Proposed: Coral Supported Elisa Troy Suzie

Proposed 19/11/21

That Peter Tippett is banned from all email forums for 3 months. That he will need to sign a participants agreement to abide by the policies of the Code of Conduct prior to being reinstated.

Proposed: Coral Supported Elisa Troy Opposed Suzie Kathy

Proposed 9/11/21 Passed 9/11/21

I move that we rescind the motion to have a meeting this evening (Tuesday 9th Nov) as 48 hours notice was not given per the rules.

Proposed: Kate Supported Elisa Troy Coral

Proposed 8/11/21 Passed 8/11/21

That the Secretary be instructed to send out the document titled '2021 AGM Notice' to all members and to DTE's auditor, with an email informing active members when to expect their ballot forms, and how and when to contact the returning officer should they not arrive.

Proposed: Elisa Supported Coral Kate Troy Opposed Suzie

Proposed 7/11/21 Passed 8/11/21

As per DTE Rule 47(5) I propose an extraordinary Board meeting be held 7:30PM Tuesday 9 November 2021 to deal with some urgent matters that have arisen.

Proposed: Troy Supported Coral Kate Elisa

Proposed 28/10/21 Passed 28/10/21

That the notice titled 'AGM rescheduled to 30 November 2021' be approved for publication and that the secretary be instructed to distribute it to all members.

Proposed: Elisa Supported Coral Kate Troy

Proposed 27/10/21 failed

That John Reid and Trevor Pitt be confirmed as the Organising

Committee-nominated scrutineers for the 2021 director election, extending the number of scrutineers allowed in order to accommodate this.

Proposed: Elisa Supported Kate Troy

Proposed 27/10/21 failed

That the part of motion 4 passed 19-10-2021 that called for fresh director nominations be rescinded, while retaining the rescheduled 30 November date for the AGM, and that the Board confirm as valid all nominations received in response to the call for nominations issued on 3 September 2021, those being Peter Tippet, Tania Morsman, John Magor, Robin MacPherson, Lance Nash and Kathy Ernst, with Peter Tippet's withdrawal of his nomination also being recognised.

Proposed: Elisa Supported Kate Troy Opposed: Kathy Suzie

Proposed 24/10/21 Passed 28/10/21

That the Board accepts the draft Financial Report forwarded by our auditor on Wednesday 20 October 2021 as the finalised Financial Report for presentation at the 2021 AGM .

Proposed: Kathy Supported Suzie Gary Coral Opposed: Elisa Troy

Proposed 19/10/21 Passed 19/10/21

Motion 1:

Motion "that the registered office of the cooperative be changed to the office of Ax3 Accounting (ABN 65612151498) effective immediately, that being "Suite 201-203, Level 2, 2 Queen Street, Melbourne VIC 3000", that the cooperative secretary be requested to immediately notify the registrar of this change, and that the monthly service fees quoted by Ax3 for such services (being \$110 per month inclusive of GST) be approved for payment."

Motion 2:

Motion "that the cooperative's Xero accounting software subscription be transferred from TBT Accountants to Ax3 Accounting (ABN 65612151498) effective immediately, to be held in trust by Ax3 for the cooperative, and that the monthly service fees quoted by Ax3 for such services (being \$40.50 per month) be approved for payment."

Motion 3:

Motion "that any changes to the Xero accounting software subscription including changes to user access of Xero only be actioned by Ax3 Accounting on written instruction from the Board."

The Organising Committee failed to comply with DTE rules 41, specifically clause (1)(b)(iii) and clause (2), therefore the Board proposes to reschedule the AGM and commence the election process afresh including calling for director nominations according to the following schedule.

		Ordinary Resolutions		Special Resolutions
	day s	date	day s	date
General Meeting Date		Tue 30/11/2021		Tue 30/11/2021
Notice Period Date	14	Tue 16/11/2021	21	Tue 09/11/2021
Mailout Date	1	Mon 15/11/2021	1	Mon 08/11/2021

Notice Draft Date (Resolution Submission Deadline)	3	Fri	3	Fri
		12/11/2021		05/11/2021
Director Nominations Close	28	Tue	28	Tue
		02/11/2021		02/11/2021
Director Nominations Open	42	Tue	42	Tue
		19/10/2021		19/10/2021

Motion 4:

Motion "that the 2021 AGM be rescheduled for 7:30PM (AEDT) Tuesday 30 November 2021 and that director nominations be called for afresh."

This new AGM date will give Ax3 until 15-Nov to produce the annual report which is to be sent to members with AGM Notice of Meeting.

Motion 5:

Motion "that the cooperative secretary is allocated the tasks of issuing all written communications to members, and all written communications must be approved by the Board before distribution."

Motion 6:

Motion "that as per DTE rules 42 the Board directs that all future director elections will be held in the same manner as the 2020 AGM (i.e. using electronic voting with optional preferential voting tallied using the Single Transferable Vote [STV] method) and that the election be administered by the cooperative's auditor acting as the returning officer, an electoral officer (assisting the returning officer) to be appointed by Board and two election scrutineers (observers), 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 no less than 120 hours (5 days) prior to ballot closing time, and the ballot closing time to be 1 hour after the scheduled start time of the applicable General Meeting."

Motion 7:

Motion "that the Board appoints Grant Waldram to be the Board nominated electoral officer and Elisa Brock as the Board nominated scrutineer for the 2021 AGM director election."

Note, all parties appointed within motion 7 have agreed to be nominated for the role.

Motion 8:

Motion "that instructions to the co-operative's accountants and auditors may only be issued:

- a. by the Board, in writing, or;
- b. by those explicitly appointed by the Board from time to time for specific purposes, by written advice of such delegated authority to the relevant accountants and/or auditors."

Proposed: Troy Supported Coral Kate Elisa Opposed: Kathy

Proposed 17/10/21 failed

'That these nine people on the DTE Membership Register (Lance Nash, Sarah Sargon, Lindsay Ward, Andrew McLean, Asleigh Wilson, Vivek Prabhakar, Naomi Anderson, Elizabeth Bell and Daniel Smith) be flagged as not shareholders and therefore not eligible to vote and that Kathy Ernst writes

to them on behalf of the Board as soon as possible after this motion is passed to explain that we cannot find a record of them having paid for shares and that they are ineligible to vote but that they have until Thursday 21 October to correct this.

Proposed: Kathy Supported Suzie Gary Opposed: Elisa Troy Coral

Proposed 14/10/21 Passed 15/10/21

'That DTE accepts the attached Fixed Asset Register' for inclusion in the 2020/2021 Financial Report for the 2021 AGM

Proposed: Kathy Supported Suzie Gary Coral

Proposed 12/10/21 Passed 14/10/21

that the secretary be authorised to send the attached correspondence (Amanda Linton, CEO, Institute of Certified Bookkeepers 20211012.pdf).

Proposed: Troy Supported Coral Kate Elisa Opposed: Kathy Suzie Gary

Proposed 11/10/21 Passed 14/10/21

To approve the payment of \$3415.50 for Mark Williams invoice.

Proposed: Coral Supported Troy Kate Elisa

Proposed 6/10/21 failed

"That the Board engages Ax3 accountants as quoted to establish in Xero a Fixed Assets Register for the cooperative's fixed assets, and to train our bookkeeper in ongoing maintenance of the Fixed Assets module."

Proposed: Coral Supported Elisa Opposed: Kathy

11. Email report

Tom Robinson explained that there had been a problem with @dte.coop email addresses receiving and sending emails since 1/1/22. This problem was fixed shortly before the start of the meeting. Tom offered to help and gave his email address tom@dte.coop.

12. Agenda item ID: 13646 Rollover Bank Australia Term Deposit 2/1/22

Agenda details: The Bank Australia term deposit matures on 9/1/22. It is set to rollover to another term of 13 months. I suggest we allow it to rollover as 13 months gives us the best interest rate without committing to a three year term.

Motion: That we allow the Bank Australia term deposit maturing on 9/1/22 to rollover to another 13 month term.

Moved: Kathy

Seconded: Tania

PBC

Gary expressed that he was concerned that we were putting ethics ahead of a good interest rate.

13. Agenda item ID: 13648

Secretary to have authorisation to move and copy SharePoint folders 2/1/22

Agenda details: As Secretary, I can create new folders in SharePoint, but I am unable to copy a folder with nested folders. This means that each meeting I need to create a new folder and create all its subfolders. I am unable to move folders of files. I need to upload files one by one. I have tried several times to resolve this issue with ICT but have not had a helpful response. I was told that I do not need this access to do the job of Secretary, which is technically correct but I do not think it is a productive way for the Secretary to operate.

Motion: The Board requests that the ICT group changes the Secretary's access to SharePoint to allow the Secretary to copy folders (including nested folders and the files within folders).

Moved: Kathy

Seconded: Suzie

PBC

14. Summary of Carried Resolutions

- 1) That we allow the Bank Australia term deposit maturing on 9/1/22 to rollover to another 13 month term.
- 2) The Board requests that the ICT group changes the Secretary's access to SharePoint to allow the Secretary to copy folders (including nested folders and the files within folders).

15. Actions Tasks from this meeting

- 1) Secretary to send Peter Tippet a copy of his original correspondence.
- 2) Tania to respond to the correspondence about Michael Joubert.
- 3) Suzie to write to the ICT group advising them that the Board requests that the ICT group changes the Secretary's access to SharePoint to allow the Secretary to copy folders (including nested folders and the files within folders).
- 4) Gary to form a work group to investigate whether leaves of absence have been granted in excess of what is permitted by DTE Rules.

16. Director Inactivity Points from this meeting

- 1) 2 December 2021 – seven directors attended – no activity points were lost
- 2) 6 January 2022 – five directors attended, two directors had leave of absence – no activity points were lost

17. Next Scheduled Meeting Date

Thursday 3 February 2022

18. Meeting ended

10:42 pm

