

**BOWER BOARD MEETING MINUTES
WEDNESDAY 15 OCTOBER 2014
6.30 pm @ The Bower**

Present: Amanda Buckland (AB), Peter Carroll (PC), Menaka Cooke (MC), Bruce Diekman (BD), Trish Leen (TL), Terry O'Donnell (TO)

Apologies: Mary Pianka

Deputy: John Bartholomew (JB)

In attendance: Guido Verbist (GV), Co-operative Manager

Chair: Trish Leen

Minutes: Bruce Diekman

Meeting Started at 6.35 pm

1. Welcome to country, welcome & apologies.
2. Trish Leen was elected chair for the meeting.
3. **MOTION:** THAT John Bartholomew be deputised for Mary Pianka for this meeting.
Moved: MC Seconded: BD CARRIED

4. The agenda was endorsed, with the discrepancies in the Auditors Report concerning Directors' remuneration moved to the first item to be discussed.

5. Auditor's report – Directors' remuneration

Errors were detected in the notes to the Auditor's report concerning remuneration to Directors. GV has produced an updated version of this item, however, further clarity is needed to properly explain this item.

MOTION: THAT the following footnotes and text to be substituted into:

Notes to the financial statements for the year ended 30 June 2014

10. Related Parties

The following Directors were connected to the entity detailed below in the capacity as described.

- 1. Peter Carroll is the Company Secretary of SCRAP Ltd, which provides waste services and recycled paper to the Bower. These payments were made to SCRAP which Peter invoices for fees for service as an independent contractor and from which he may derive some financial benefit.*

2. Menaka Cooke is the mother of a director of Free Radical Enterprises, which supplied contract services to the Bower through the Marrickville Men's Shed project from 2011, before Menaka Cooke became a Director of the Bower in 2013.

Thuy Le was a Director and staff member of the Bower until October 2013.

Moved: MC Seconded: PC CARRIED

6. Acceptance of 17 September minutes

MOTION: THAT the Board meeting minutes for 17 September 2014 are a true and accurate record.

Moved: MC Seconded: BD CARRIED

7. Matters arising from the previous minutes

NONE

8. Manager's report/finances

8.1 Finances

The Profit and Loss for September 2014 and the year to date are encouraging. They are respectively: \$3,316 and \$4, 901, compared with losses last year of \$2,879 and \$23,110. GV also reported an encouraging increase in grant funding thanks to work by Steve Clarke.

8.2 AGM

The latest date for an AGM per our rules would be Saturday November 29. This will mean that finances and other notices will need to be sent no later than Friday November 7.

8.3 New Members

MOTION: THAT the following new members be approved:

Imraz Ali

Gaspar Del Ray

Andrew Fletcher

Nell Hanson

Karin Hickman

Maria Mary

Shital Patel

Clint Scobie

Bronwyn Tuohy

Luke Williams

Moved: BD Seconded: AB CARRIED

8.4 The Bower 15th Anniversary Auction

This went well, however, some items were not sold, including the Tiny House and vintage Bower till despite opening bids. GV has checked the Bower's legal

options in this regard and despite the disappointment of bids being withdrawn, recommends not proceeding with any legal redress.

MOTION: THAT the board, noting the dummy bid for the 'Tiny House' at the Bower 15th Anniversary auction, request the Co-operative Manager to write to the bidder, noting advice from Justice Connect and advise that the Bower will not proceed with recouping any costs in this instance; and THAT in regard to future auctions the Bower will work with Justice Connect to improve auction processes.
Moved: PC Seconded: TO CARRIED

8.5 Audited Accounts 2013/14

These need to be signed off by the Board and distributed to members by early November. The audit for 2013/14 revealed a deficit of approx \$50K. Things are now improving significantly thanks to investments in and broadening of operations and infrastructure in the past year.

We may need to meet next week to be in a position to sign off or resolve by email.

8.6 The store

The introduction of the new daily point of sale program and electronic till is still being fine tuned, but is imminent. Four security cameras have been installed and can store up to one month's data. These legally need signage, which will also act as a deterrent.

9. FWA matter

Trish reported the complaint against the Bower was withdrawn and the case closed by Fair Work Australia.

10. Rules Review

Progress so far was discussed, as were timings in relation to the AGM. Time is running short for appropriate member consultation. We could still have an updated version ready for the AGM, but not for the membership to vote on.

The Board agreed that a members meeting in early 2015 for member feedback and consultation on the draft new rules was preferable.

Comments:

JB – send draft rules to Fair Trading in advance, so no surprises.

TO – Ask members to consider best operating model to support the Bower's strategic direction (e.g. association or company).

11. Manager's performance review

Terry reports that performance review has halted. Terry won't be available again until available after 7 November to continue with Robin. Board was accepting of this situation.

12. Curb Collective

Current state of play was discussed.

MOTION: THAT the Board authorize Amanda Buckland to contact Curb Collective, Miki Watson and her solicitor Jan Kelly to resolve outstanding issues:

1. Clarification of the Curb Collective entity and membership
2. Partnership agreement with the Bower
2. Curb Collective financial obligations

Moved: PC Seconded: TO CARRIED

13. Other business

NONE

14. Close of meeting – 9.00pm

15. Next meeting

TO BE ANNOUNCED