

THE BOWER REUSE AND REPAIR CENTRE COOPERATIVE LIMITED
January 2015 Board Meeting Minutes

Date/Venue:	28 th January, 2015 at The Bower	Time:	6.30 pm
Chair:	Gavin Hull	Minutes:	Peter Carroll

Present: Board Directors - Gavin Hull (GH) Amanda Buckland (AB) Menaka Cooke (MC), Peter Carroll (PC), Trish Leen (TL), Jade Herriman (JH), Terry O'Donnell (TOD) & Guido Verbist (GV, Co-op Manager)

Apologies: Nil

1. Welcome – Acknowledgement; Declarations

Trish Leen in The Chair prior to election of new office bearers.

1) Opening of Meeting and Acknowledgement of Country and People:
We acknowledge the Gadigal people who are the traditional custodians of this land and pay respect to Elders past and present of the Eora nation and extend that respect to other Aboriginal people present.

2) Declarations of interest:

Amanda Buckland – works for TAFE which has dealings with The Bower through 107/Curb Collective.
 Jade Herriman – UTS researcher and a partner of The Bower on some research work.
 Gavin Hull – works for Randwick and Leichhardt Councils which also have arrangements with The Bower. Employers are aware of Gavin's role as a Director.
 Peter Carroll – existing declaration of interest continues as previously documented.

Minutes of the Previous Meeting – 19/11/14

Circulated by Trish but not available at the meeting for consideration therefore held over to next meeting.

3 New Director's issues - NAB Tokens and related

	<p>Res 001/15 That the following new directors be issued with NAB tokens to assist with financial matters: Gavin Hull, Jade Herriman and Amanda Buckland. These new holders will be required to lodge identification documents with the bank.</p> <p>M: Terry O'Donnell S: Peter Carroll CARRIED</p> <p>Action – Terry will check with the bank and ensure non-directors holding tokens are cancelled and confirm that the only other holders of tokens are: Guido, Terry and Trish and report back to next meeting. Action – Guido has circulated all new board members with their Induction pack.</p>	
4	Election of Chairperson	
	<p>Res 002/15 That Guido be appointed as Returning Officer for the election of Chair, Secretary and Treasurer positions. M: Peter Carroll S: Terry O'Donnell CARRIED</p> <p>The RO took the chair and conducted the election by process of nomination and show of hands on voting.</p> <p><i>Chairperson</i> Nominee – Gavin Hull Votes = 5 Nominee – Trish Lean Votes = 2</p> <p>Gavin Hull declared elected Chairman for 2015</p> <p><i>Secretary</i> Nominee – Peter Carroll Votes = 5 Nominee - Trish Lean Votes = 2</p> <p>Peter Carroll declared elected Secretary for 2015</p> <p><i>Treasurer</i> Nominee - Terry O'Donnell</p> <p>There being only one nominee, Terry O'Donnell declared elected unopposed</p> <p>Res 003/15 That the Returning Officer's Report be accepted. M: Amanda Buckland S: Peter Carroll CARRIED</p>	

	<p><i>Procedural Motion</i> That the agenda be varied to bring the Co-op Manager's Report forward. M: Peter Carroll S: Jade Herriman CARRIED</p>	
5	Co-operative Manager's Report	
	<p><i>Procedural Motion</i> That the agenda be varied to bring the Co-op Manager's Report forward. M: Peter Carroll S: Jade Herriman CARRIED</p> <p>Co-operative Manager's Report Guido spoke to his written report with questions and discussion and resolutions on matters as they arose.</p> <p><i>Finances/Training</i> Res 004/15 That future training recommendations for Guido come from Performance Reviews. M: Amanda Buckland S: Jade Herriman CARRIED</p> <p>It was noted that training is also possible for Board members.</p> <p>Res 005/15 That David Mansfield be engaged for quarterly BAS and End of Year reviews for 2015 and on an ad hoc basis @ \$60/hr at the CM's discretion. M: Terry O'Donnell S: Amanda Buckland CARRIED</p> <p>Thanks were expressed by several Directors to David for his service and voluntary efforts.</p> <p><i>Discussion of opportunities with SSROC.</i> Action – GV and GH to collaborate on the presentation to SSROC with input from others to first draft prior to 9/2/14.</p> <p><i>Public Fund Committee</i> Res 006/15 That GV and TOD meet to clarify and circulate the report to PF Committee which will meet electronically and decide expenditures under current funding commitments prior to next meeting. M: Peter Carroll S: Terry O'Donnell CARRIED</p>	

New Members

Res 007/15

That the new member applicants be accepted (see attached).

M: Trish Leen S: Amanda Buckland CARRIED

Auditor – T O'D reported on his examination of the various tenders.

Res 008/15

That Stewart Brown be recommended for appointment as Auditor of The Bower subject to ratification by members.

M: Terry O'Donnell S: Peter Carroll CARRIED

Curb Collective – considerable discussion ensued on the various issues leading to the following decisions.

Res 009/15

That Curb Collective be notified in writing, under the terms of the Facilitation Agreement (4 weeks notice) of termination of that agreement. Notice to vacate the premises and return all keys to The Bower by that specified date to be included.

M: Trish Leen S: Terry O'Donnell CARRIED

Res 010/15

That the Board expresses its confidence in GV and AB in their dealings with Curb Collective and rejects the claims by Miki Watson against The Bower, its employees and directors as unfounded. Further the Board regrets that offers made to Curb Collective to mediate and conciliate the issues were not taken up by Curb Collective and notes that registration of the name Curb Collective has lapsed and that The Bower has no claim upon it.

M: Peter Carroll S: Jade Herriman CARRIED

Res 011/15

That current arrears in rent by Curb Collective now amounting to over \$*00 be invoiced immediately with 7 days notice to pay.

M: Terry O'Donnell S: Amanda Buckland CARRIED

Fair Trading Letter

Discussion of the letter ensued

Res 012/15

That the Chairman respond to the letter from Fair Trading with a copy of the Returning Officer's Report on the AGM Election and with reference to current relevant rules. Acknowledgement that we are currently seeking legal advice and a statement seeking advice from Fair Trading to be included.

M: Jade Herriman S: Amanda Buckland CARRIED

6	Rules	
	<p>Res 013/15 That the Board reconvene the Rules Review Committee to carry The Bower through the process of rules revision to conclude before the 2015 AGM. That the Committee be co-facilitated by Peter Carroll and Bruce Diekman with invitations forwarded to previous participants and members to join by 9/2/15. The Board acknowledges the contribution of many members and especially Mark McKenzie, Oliver Bradshaw and others to the process and seeks to continue this consultative approach.</p> <p>The Committee will include in its deliberations the pro's and con's of moving to a Public Company Limited by Guarantee as a new structure for The Bower in the context of the consultative process detailed below.</p> <p>The Committee will organize a consultation with members on 4th March and the results of this consultation will form the basis of a finalized set of rules to be put to a Special General Meeting of members in May, 2015. Members may propose amendments to rules at any time during this process up to and including the SGM. The Draft Rules as agreed at the SGM will be forwarded to the Registrar of Co-operatives and following the Registrar's assent (with or without amendment) the rules will be enacted in time for the 2015 AGM.</p> <p>M: Peter Carroll S: Terry O'Donnell CARRIED</p> <p>Action – GH to respond to John Bartholomew's email of yesterday</p>	

7	Meeting Closed and Next Meeting with Agenda Items	
	<p><i>Meeting Closed at 9.30pm</i></p> <p><i>Next Meeting</i> Wednesday, 11th February, 2015 Agenda items as priority due to being not covered this meeting – GV's Performance Review and pay increment and the Strategic Plan.</p> <p>Following meeting Wednesday 11th March</p>	

Signed **Chairperson of the Meeting** **Date**