

## **DRAFT Bower Board Meeting Minutes**

**Tuesday 5 November 2013**

**Addison Road Community Centre meeting room  
7.45pm – 10.30pm**

**Meeting started:** 7.45pm

**Present:** Peter Carroll, Menaka Cooke, Bruce Diekman, Trish Leen, Robin Mead, Terry O'Donnell, Mary Pianka

**Apologies:** None

**In Attendance:** Steve Clarke (Business & Development Officer) - until 8.45pm; Oliver Bradshaw (ex-Independent Director); David Mansfield (Accountant); Guido Verbist (Co-operative Manager)

**Minutes:** Bruce Diekman

### **Welcome and introduction to new and current board members for 2013-14**

Board document folders were handed out to each director by Guido – to be built on as the year progresses.

### **Declarations, conflicts of interest:**

As previously advised to the board and AGM, as Company Secretary for SCRAP Ltd, Peter Carroll is responsible for providing waste services to the Bower. Other personal, professional and familial relationships were declared for the board's information.

**COMMENTS:** We need a register of pecuniary interests.

**ACTION:** Manager to provide template for next board meeting.

### **Length of terms**

As advised to the AGM, two of the three newly elected member directors can stand for two-year terms and one for one year, due to the vacancy caused by the death of member director Neil Rahman. Mary Pianka elected to fill the one-year term.

### **Returning Officer's AGM Report**

Steve Clarke who was Returning Officer at the AGM delivered a detailed report on the nomination and election of directors and related membership issues, making several recommendations for the board's consideration.

### **Returning Officer's Recommendations**

#### *Board Search Committee:*

- ◆ That the board consider continuing the Board Search Committee as a standing committee of the board.

- ✦ That the nomination form developed by the BSC be permanently available on the website all year round, and that the nomination form be reviewed by the BSC within 2 months following each AGM, to ensure it is collecting the type of information which members seek to make an informed decision.

#### *Opening and closure of nominations:*

- ✦ That in the review of the Rules, the board consider recommending to the membership the process for election of directors laid out in the Model Rules (11.3), in order to minimise confusion, and set a time period for receipt of nominations which enables members to make a considered and informed decision.

#### *Closure of the roll:*

- ✦ That in the review of the Rules, and consultation with the membership, the board consider a rule specifying the timing of the closure of the roll (ie the last date – fixed or relative – that an inactive or lapsed member can pay their annual dues in order to vote at the AGM)

#### *Powers of Attorney:*

- ✦ That the board consider whether it is in the interests of the Bower to restrict in some way the use of a Power of Attorney, by for example requiring any member wishing to grant a power of attorney to another person also supply a medical certificate for the date in question, thus limiting the use of Powers of Attorney to those genuinely medically incapacitated.

#### *Conflicts of Interest:*

- ✦ That the Board consider developing a comprehensive Conflict of Interest policy encompassing responsibilities of candidates and directors.
- ✦ That the board nomination form be amended to provide candidates with more information on what and how conflicts of interest and familial relationships should be declared, and also be amended to include sources of advice or guidance on what constitutes a conflict of interest.

#### **Co-operative Manager appraisal**

November 12 will mark 3 months since Guido started as Co-operative Manager and per his contract, it's time for his initial appraisal. Hard copies of the Manager's Job Description, key performance indicators and an informal, confidential appraisal instigated by the Chair collating comments from staff and some board members were tabled.

**AGREED:** The Co-operative Manager's Job Description be circulated by email pending finalisation of the board's evaluation within 1 week.

#### **Co-operative Manager's report**

The Manager's report (circulated by email prior to tonight's meeting) was tabled. Items in the report unable to be dealt with in detail tonight were carried over to the

next board meeting.

### **Community Engagement**

The Bower has partnership arrangements with several community organisations who are active in the areas of reuse, repair, upcycling and more. Guido intends to sign a memorandum of understanding (MoU) with each organization which will detail the nature of the partnership, commitment and conditions.

**COMMENTS:** MoUs need board endorsement. We need to appraise the implications for the Bower.

### **Delegations & authorities**

The previous board signed off on a new set of financial delegations and authorities. These are now published on the Bower website as part of the August 2013 Board minutes.

**COMMENTS:** Other delegations that are not financial also need to be defined and formally documented. MC has template.

### **Election of new office bearers**

Terry O'Donnell was elected Treasurer and Trish Leen elected Secretary. Mary Pianka agreed to be minute taker for meetings.

### **Confirming new NAB signatories**

Cancellation of bank account signatories of outgoing board members and replacement with incoming signatories needs to occur as well as confirmation of all signatories.

**AGREED: The Bower board reconfirms the cancellation** of NAB account signatories and NAB Connect tokens for previous directors John Bartholomew and Margaret Carey and **requests the cancellation** of signatories and NAB Connect tokens for outgoing board members Oliver Bradshaw and David Harris. To be followed up next meeting.

### **The Bower board confirms new NAB account signatories as follows:**

Trish Leen (Secretary), Terry O'Donnell (Treasurer) and Mary Pianka.

Steve Clarke (Business & Development Officer), Robin Mead (Chair) and Guido Verbist (Co-operative Manager) are to remain account signatories.

**The Bower board requests** that the above six board members and staff – Steve Clarke, Trish Leen, Terry O'Donnell, Robin Mead and Mary Pianka and Guido Verbist – be issued with NAB Connect tokens or have their tokens reconfirmed.

**Meeting closed: 10.40pm**

**NEXT BOARD MEETING**

Monday 9<sup>th</sup> December 2013

7.00pm at the Bower