

# THE BOWER REUSE AND REPAIR CENTRE COOPERATIVE LIMITED

## Board Meeting Minutes

**Date: 9 December 2013 Time: 7.00 pm**

**Chair:** Robin Mead **Minutes:** Mary Pianka

**Present:** Robin Mead (RM) Trish Leen (TL), Menaka Cooke (MC), Mary Pianka (MP), Guido Verbist (GV), Terry O'Donnell (TO), Bruce Diekman (BD), Peter Carroll (PC)

---

### 1. Welcome – Acknowledgement; apologies; declarations.

- i. Opening of Meeting and Acknowledgement of Country and People
- ii. Apologies: None
- iii. Declarations of interest: A register of pecuniary interests will be established, in accordance with Co-Ops Act and to maintain status as charity. The Declaration of interest will be an agenda item at each meeting. Copies of signed documents to do with such interest will be kept with previous minutes in the Bower office.

### 2. Minutes of previous meeting & issues arising

- I. Adjustment to item regarding Steve Clarke's status as a signatory. (Investigated by TO and reported on at Agenda item 4.1)
- II. Peter Carroll's role at SCRAP is that of Company Secretary
- III. It was noted that following review by all Board members' since the previous Board Meeting in November, Guido Verbist had been confirmed in his position as Cooperative Manager having completed the probation period. Consensus was sought via group email and GV had been advised.
- IV. Re: Community engagement: Memorandum of Understandings (MoU) needing Board endorsement. GV spoke to his advice that MoUs are not legally binding. RM noted that the nature of MoUs is variable and that they can be time sensitive. As the Manager's role has a delegation of \$1000 that can be spent without seeking Board approval, then the same limits shall apply to MoUs. i.e. where monies, goods or services are exchanged with a value of less than \$1000 that Manager may undertake to act on his own but where values above \$1000 the Manager will seek Board endorsement. GV has several MoUs in draft form. It was reiterated that these are not contractual. It was agreed that those agreements with external parties with a value less than \$1000.00 will be formalised as "Facilitation Agreements" at the manager's discretion, and those over \$1000.00 will require Board approval as MoUs and submitted to the Board in the Manager's reports.
- V. Correspondence to the Board, whether it be by post or email will be tabled at

board meetings. TL will respond in the first instance to advise receipt of correspondence.

### **3. Operational Reports - Cooperative Manager.**

**GV spoke to his report, tabled and attached to these minutes.**

- i. Introduction
- ii. Finances: see budget proposals attached to these minutes.
- iii. Reuse-referral service (RRS): all city councils have now received the RRS report and request for new funding.
- iv. New initiatives
- v. Membership including fees: The Bower rules specify a \$20.00 limit. This will be discussed as part of the Boards review of the Bower Rules later in 2014. Additionally whether membership fees due will follow the financial year or currently used Bower timeline. Corporate membership will also be discussed along with rules re: voting at AGMs and the use of Proxy votes. Member feedback to be presented to Board including discussion on membership fees. RM suggested we seek to establish a sub-committee on membership issues.
- vi. OH&S: it was noted that all volunteers are covered by Bower Insurance (OH&S regulations). All staff and volunteers are inducted according to OH&S regulations.
- vii. Staff management: see report for changes
- viii. Office: IT network and equipment.
- ix. Community engagement
- x. Recommendations submitted to board for approval
  1. Approve new members
  2. Increase/change in membership fees and membership structure. TO BE DISCUSSED AT REVIEW OF BOWER RULES IN 2014.
  3. Approve investment of \$2000 to build IT/Electrical appliance workshop (Repair Café) **APPROVED**
  4. Approve investment of \$1500 for new awning at entrance to Bower **APPROVED**
  5. Approve investment of \$4000 for IT upgrading **APPROVED**
  6. Approve Budget including the contingencies with exceptions related to

membership fees and as illustrated by scenario 3 on budget (attached)

#### 4. General & New Business

- i. Management, Governance and Delegation
  - a. Clarification of the role of directors and the board in relation to matters operational in nature. See Terry O'Donnell's report attached to these minutes. There are discrepancies between Polices and Procedures and The Bower Rules. It recommended that there be a review of P&P handbook.
    - ◆ GV to follow up on Director's insurance.
  - b. Updates to Board resources
- ii. Staffing/ structure: Clarification on role of directors and Co-Op Manager
- iii. Treasurer Briefing. Treasurer's report attached to these minutes.  
Recommendations:
  - iii.1.Approval of an annual budget and ensuring proper systems in place to be able to monitor progress. **APPROVED**
  - iii.2.Issue of missing money: Treasurer's report forms part of these minutes. There was due investigation by Treasurer. Treasurer's report recommends that missing funds be written off. **APPROVED**
  - iii.3.Bookkeeper tenure **HELD OVER**
- iv. Communication Policy including **HELD OVER**
  - iv.1.Complaints/ Feedback Policy and response
- v. Rules Review: **HELD OVER**
- vi. Strategic and other matters: Staff/Board Xmas party to be held 19<sup>th</sup> December 2013 at Petersham Bowling Club, 6.00pm. Budget of \$25 per head approved for 20 people. (\$500.00)

**5. Next Meeting Wednesday 5<sup>th</sup> February at 6.30pm.**

**MEETING CLOSED AT 10.22PM**