

Bower Board Meeting Minutes

Wednesday 9 October 2013

**The Bower meeting room
6.55pm – 9.30pm**

Meeting started: 6.55pm

Present: Oliver Bradshaw (from 7.10pm), Amanda Buckland, Bruce Diekman, David Harris (from 7.25pm), Thuy Le, Robin Mead

Apologies: None

In Attendance: Guido Verbist (Co-operative Manager), Wolfgang Spranz (member)

Minutes: Bruce Diekman

Welcome and apologies

Declaration of interest (conflict of interest): None

Confirmation of Minutes September 11 Board Meeting

Deferred to next week's meeting.

OPERATIONS & FINANCE REPORT

Deferred to next meeting.

New Members

Eight (8) new members from the September meeting were confirmed. Details of two of the supposed new members (names only, no suburb) could not be clarified and were not able to be confirmed. One person on the September list with no suburb has since been identified.

Fifteen (15) new members who joined on or since September 11 were confirmed. These new members joined before the 24 day cut-off period prior to the AGM. They will be communicated with concerning their membership and details of the AGM in the next two days.

ACTION: GV to ensure email communication with new members.

AGM 19 October - preparations

Signage: needed in shop plus on day

ACTION: Guido to do plus Facebook.

Final Board Bulletin to members required with Agenda and links to relevant docs. This must clarify active membership requirement; member renewals, re-announce vacancies for election, etc.

ACTION: BD to prepare draft.

Financial Report

Amanda to prepare draft AGM financial report for next week's meeting. Guido has official copy signed by auditor and Robin and Amanda. This to be provided as link for members.

AB: We need copies for members on day of key pages.

Annual Report to also include Chair's report, Ethics Framework and Working Group reports.

A'g General Manager and Co-op Manager's report: to be prepared by Steve and Guido.

OB: We also need to state a list of 'strategic directions'. These can take the form of Board motions for the AGM; need to be pre-circulated.

Proposed Strategic Directions for AGM

1. Rules Review: The 2013/14 Board will conduct a detailed review of the Bower Rules within 6 months of its first meeting. A Special General Meeting of the Co-operative will be held in 2014 to decide on the final make-up of the revised Rules, which will then be sent to the Department of Fair Trading for approval in order to be presented to members at the 2014 AGM

2. Strategic Plan: The 2013/14 Board will complete a five (5) year strategic plan in collaboration with the Co-op Manager. Please note that this is one of the terms of the Manager's contract.

3. Ethics Framework: The Bower's *Ethics Framework* is the ethical foundation for the Bower's relationships, communications and behaviour both internally and externally. It reminds all associated with the Bower of the need for mutual responsibility, integrity and commitment.

The *Framework* is the culmination of the process started by the 2011/12 Board in collaboration with Dr Peter Melser of the St James Ethics Centre. It was described and presented in draft form at the 2012 AGM and since been finalised by the 2012/13 Board in collaboration with Peter.

It is now presented to the AGM for endorsement by members.

Board search committee: Guido has sought expressions of interest for new board member nominees by setting up a committee to canvass interest and identify areas

of expertise required. The Board Search Committee has met once and will meet again before the AGM. There are 7 expressions of interest from members. Members have been emailed a list of criteria and parameters for board involvement, including commitment, availability and vision. Guido was thanked for instigating this process.

Independent/Employee Directors: Thuy's position as Employee Director needs urgent clarification as she has now resigned from staff. A brief discussion ensued, but no decision was made.

Oliver will not restand as Independent Director, so the Board needs to nominate a candidate for his position. Guido has canvassed for the position via Our Community and other means. Other potential candidates have been mentioned over the past months. Several new candidates have expressed interest and were discussed.

AGM Catering: Thuy to organise with LETS.

Governance Resources and Training: Robin raised the need for a comprehensive resource folder for all board members, including a 'risk register'. The risk register would include WH&S risks as well as other organisational risks.

Robin also mentioned the Australian Scholarships Foundation which runs excellent courses for board members. It is up to individuals to apply. The current deadline for next year's courses is 27-30 October. David has done the course and highly recommends it. We also need to make use of free information in this area. Our Community has been mentioned before as a good source.

ACTION: DH to collaborate with Robin. Other Board members to check on-line.

Meeting closed: 9.30pm

NEXT BOARD MEETING (subject to confirmation):

Wednesday 16th October, 6.30pm