

THE BOWER REUSE AND REPAIR CENTRE COOPERATIVE LIMITED

Board Meeting Minutes

Venue: The Bower, Marrickville

Date:	14 th December, 2016	Time:	6.30pm
Chair:	Ulrike Zimmermann	Minutes:	Peter Carroll

Present: Board Directors - Ulrike Zimmermann (UZ), Peter Carroll (PC), Oliver Bradshaw (OB) by phone, Terry Nagle (TN), Michael Sarroff (MS) & Guido Verbist (GV - Co-op Manager).

Apologies: Liam Noble (LN); Terry O'Donnell (TOD).

1. Welcome – Acknowledgement; apologies; declarations

- 1) Opening of Meeting and Acknowledgement of Country and People:
“We acknowledge the Gadigal people of the Darug nation who are the traditional custodians of this land and pay respect to Elders past, present and future and extend that respect to other Aboriginal people present.”
- 2) Declarations of interest: Michael Sarroff for his role as a contractor to The Bower for the conduct of Repair Café Workshops, Michael will not participate in decisions regarding issues associated with the workshops.
Peter Carroll re: Secretary stipend issue (noted previously).

2 Board Processes and Communication Methodology

UZ led the discussion on these topics for the benefit of streamlining process and improving environmental outcomes

Printing and related communications

Res 02/17

That the Board approves the printing of only Minutes of Previous Meetings and the CM Reports to each Board Meeting with

exceptions on other documents being decided prior to each meeting based on the environmental principle of reducing paper usage and that all other documents be presented on screen by the CM and directors be encouraged to use their own screens where feasible.

M: Peter Carroll

S: Michael Sarroff

CARRIED

Board Processes

Calendar of meetings prepared by UZ, GV and PC to be discussed later in the meeting.

Noted: UZ stated her intentions on chairing process, keeping to time and related efficiencies.

3 Minutes of Previous Meetings 16.11.16 and 19.11.16

Res 03/17

That the Minutes of the Board 16.11.16 be accepted as amended with the complete list of new members incorporated, as a true and accurate record.

M: Peter Carroll

S: Oliver Bradshaw

CARRIED

Res 04/17

That the Minutes of the Board 19.11.16 be accepted as a true and accurate record.

M: Terry Nagle

S: Michael Sarroff

CARRIED

Business Arising – Gift Fund Membership

The Secretary noted that The Bower Fund has only two members on it and requires 3 as a minimum, since the AGM.

Res 05/17

That Michael Sarroff be approved as the new nominee to The Bower Fund Management Committee and that Terry O'Donnell and Peter Carroll be re-endorsed to continue in their roles.

	M: Terry Nagle	S: Oliver Bradshaw	CARRIED		
	<p><i>Business Arising – A member raised 3 issues with the Chair at the AGM for consideration, and it was Noted -</i></p> <ol style="list-style-type: none">1. Membership Drive – it was noted that The Bower now has 75 members almost equal to the total of 78 for the whole of FY16, however this suggestion will be taken into consideration in the context of Board Planning at the February meeting.2. Solar Energy – noted but cost is a major factor and there are other infrastructure priorities with numerous issues associated for it to be considered in the short term.3. Tidy Backyard – we are still awaiting approval from ARCCO so we can proceed with infrastructure upgrades including the funded shelving which will achieve the goal stated.				
4	CM Report				
	<p>Reports were circulated electronically before the meeting and displayed on screen during the meeting with discussion.</p> <p><i>Finances</i> – usual reports were provided – a surplus of over \$28,000 for the YTD.</p> <p>Res 06/17</p> <p>That the receipts and expenses for the period be ratified.</p> <p>M: Peter Carroll</p>			S: Michael Sarroff	CARRIED
	<p><i>Asylum Seekers program was discussed.</i></p> <p><i>SSROC Meeting</i> – the significance of this initiative was explained – The Bower’s capacity to deliver the needs of councils within SSROC for reuse/repair and related services is of greatest import.</p> <p><i>WHS</i> – another significant accident to one of our workers was reviewed.</p> <p>Res 07/17</p> <p>That the Board expresses its best wishes to Shane for a speedy recovery and notes the review of the manual and procedures being conducted by the CM following the accident, noting also that the accident was a departure from normal procedure.</p> <p>M: Terry Nagle</p>			S: Michael Sarroff	CARRIED

TN noted her experience with reviews of WHS and the potential to receive pro bono assistance from the social enterprise arms of large corporations. TN to inform GV of any useful contacts in this regard.

Parramatta Disability Workshop initiative was discussed.

New Members

Res 08/17

That the following 8 people be accepted new members of The Bower Co-op – Murray Sinclair of St Peters, Dani Haski of Hillsdale, Anupriya Shrimali of Carlingford, Glenda Stowell of Blacktown, Kate Minnett of Marrickville South, Geoffrey Cassidy of Darlinghurst, Faith Weiland of Bronte, Ned Mason of Redfern. It was noted that 2 of the new members have come through the Parramatta store.

M: Terry Nagle

S: Michael Sarroff

CARRIED

Governance – Directors' Induction Kit was discussed and will be finalised at the February planning meeting once Directors have had a chance to read the final draft prepared by UZ, PC and GV.

ABN

Res 09/17

That the Board authorises the correction of the ABN record changed in 2012 back to the correct form: The Bower Reuse and Repair Centre Co-operative Limited.

M: Michael Sarroff

S: Terry Nagle

CARRIED

Stipend

Peter Carroll explained the historical context of the issue and then withdrew from decision making on the matter due to his interest in it.

Further discussion ensued and it was noted that the AGM had approved in principle the recommendation to pay a Secretary a form of remuneration but that the notion of a stipend may imply a remuneration not permitted under the rules for a director who was appointed as Secretary and that the only form of payment permitted under these conditions was reimbursement of expenses.

Noted - The Secretary was advised to submit further reimbursement claims (some having been already paid) to the co-operative to fit within the rules and policy decisions now clarified.

Res 10/17

That the Board reactivates the Rules Sub-committee comprising GV, TOD and PC (except for specific Secretarial matters) to develop a response to the issues raised by the definitional and legal constraints around remuneration.

M: Terry Nagle

S: Oliver Bradshaw

CARRIED

Banking

Noted – the Board decision taken to change to Bank Australia (Res 054/16 in August) and the loss of Gavin Hull and Amanda Buckland as director signatories necessitates action on this matter.

Res 11/17

That the Board appoints Ulrike Zimmermann and Terry Nagle as new signatories and re-appoints Terry O'Donnell and Guido Verbist as signatories to the new bank accounts to be opened with Bank Australia.

M: Oliver Bradshaw

S: Peter Carroll

CARRIED

Noted – That to cover the holiday period and the transition period to the new bank Gavin Hull will remain as a back up signatory to GV and TOD during their absences. GV provided paperwork for signatures to UZ and TN and for bank transfer to UZ and PC.

Grant Funding – The successful grant through Inner West Council was noted for truck upgrades which were explained.

Res 12/17

That the Board appoints Ulrike Zimmermann and Peter Carroll to sign for the Truck Upgrade grant funding through Inner West Council.

M: Michael Sarroff

S: Terry Nagle

CARRIED

	<p><i>Directors Note</i> – please provide Photo/Bio details to GV/Annette for the website.</p> <p><i>Meetings Calendar</i> – presented on screen</p> <p><i>Noted</i> - Schedule approved with some notes on likely absences and the need to investigate electronic means of attendance including Skype, etc</p> <p><i>ARCCO</i> – a 15 minute extension to the meeting was agreed to cover this issue.</p> <p>Note 1 – the letter drafted by the Secretary to be finalised by OB and UZ tomorrow and sent to ARCCO.</p> <p>Note 2 – the Sub committee (GV, PC & OB) dealing with the lease will continue and UZ will be added to its membership.</p> <p>Note 3 – The Sub committee will meet in the first week of February.</p> <p>Note 4 – in camera discussion.</p> <p>Res 13/17</p> <p>That the Board ratifies the above notes as forming the strategy with regards to ARCCO over the coming period.</p> <p>M: Michael Sarroff S: Terry Nagle CARRIED</p>	
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6	Meeting Closed and Next Meeting with Agenda Items	
	Meeting Closed at 8.50pm Next Meeting: 22.2.16 at The Bower, Parramatta Agenda Items – Planning meeting for 2017	

Signed 

Chairperson of the Meeting

Date 22/2/2017