

THE BOWER REUSE AND REPAIR CENTRE COOPERATIVE LIMITED
Board Meeting Minutes

Date:	19 th October, 2016	Time:	5.30 pm
Chair:	Gavin Hull	Minutes:	Peter Carroll

Present: Board Directors - Gavin Hull (GH), Peter Carroll (PC), Terry O'Donnell (TOD) – early apology; Liam Noble (LN) – early apology; Ulrike Zimmermann (UZ) & Guido Verbist (GV - Co-op Manager).

Apologies: Amanda Buckland (AB), Oliver Bradshaw (OB).

1. Welcome – Acknowledgement; apologies; declarations

- 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: Peter Carroll noted his interest re: Secretary Stipend and Independent Director motions before the meeting and stated he would not participate in the decision making on these matters.

2 Audit Report

Res 066/16

Due to the presence of the Auditors, Edward Chow and Luciano Arolfo from StewartBrown that the Audit Report be dealt with first.

M: Peter Carroll

S: Terry O'Donnell

CARRIED

The Audit Report was presented by Edward Chow and discussed at length. No significant issues of concern and a good result was obtained with almost \$50K in surplus and much of this being retained at bank. The financial health of The Bower is good with a strong cash flow from sales being the key evidence. Staff were very co-operative in the audit

process.

A minor amendment to the report: adding the date of the last AGM to the finishing date for Bruce Diekman in his role as Alternate Director. Mr Chow indicated this change would be made and the amended document forwarded for signature by the Chair and Treasurer.

Noted

Changes to accounting standards mean that from January 2018 The Bower will have to be careful that all grant income must be dealt with according to the standard, ie, money released once payment is incurred on approval or be placed on the Balance Sheet as a liability. The Treasurer noted that this is the current practice so few or only minor changes to protocols are likely.

Noted

The current placement of CRS (Collection and Rehoming Service) our key service program for councils should change from being included in Grants to Other Revenue – Sales within our accounting system to be consistent with existing contractual arrangements.

Res 067/16

That the Bower Board approves the Audit Report as per the wording at Page 15 of the Report, as follows:

“In the opinion of the Board of The Bower Re-use and Repair Centre Co-operative Limited:

- i) The accounts give a true and fair view of all income and expenditure with respect to fundraising appeals for the year ended 30 June, 2016; and
- ii) The statement of financial position gives a true and fair view of the state of affairs of the entity with respect to fundraising appeals; and
- iii) The provisions of the Charitable Fundraising Act 1991, the regulations under that Act and the conditions attached to the authority to fundraise have been complied with; and
- iv) The internal controls exercised by the entity are appropriate and effective in accounting for all income received.”

M: Terry O'Donnell

S: Peter Carroll

CARRIED

	<p>Res 068/16</p> <p>That The Bower Board endorses the re-appointment of StewartBrown as Auditor of The Bower Co-op and that ratification of this decision be sought at the AGM.</p> <p>M: Terry O'Donnell S: Peter Carroll CARRIED</p>
3	Minutes of Previous Meeting
	<p>Res 069/16</p> <p>That the minutes of the meeting 13/9/16, be approved as a true and accurate record.</p> <p>M: Ulrike Zimmermann S: Terry O'Donnell CARRIED</p>
4	CM Report
	<p>CM Report was presented on screen having been circulated via email two days prior to the meeting</p> <p><i>Financials</i></p> <p>A new MYOB set up has been effected with an overall P&L for the Co-op and separate statements for Marrickville and Parramatta with capacity to expand to other locations as we grow).</p> <p>Res 070/15</p> <p>That the Board approves the receipts and expenses for the period and the new MYOB reporting protocol.</p> <p>M: Liam Noble S: Terry O'Donnell CARRIED</p> <p>New Members</p>

	<p>A written report was presented to the meeting</p> <p>Res 071/16</p> <p>That the following people be accepted as new members of The Bower Co-op: Kate Wake of Dulwich Hill; Andrew Bartlett of Constitution Hill; Tyanh Tam Nguyen of Canterbury; Aaron Bonham of Marrickville; Don Robey of Clovelly; Allan Deacon of Dangar Island and Lenny Volkor of Marrickville.</p> <p>M: Ulrike Zimmermann S: Liam Noble CARRIED</p> <p>Terry O'Donnell gave his early apology</p> <p>Governance Plan</p> <p>Given the complexities of moving from a single location to two and potentially more locations a total overview of operations and the best way to co-ordinate the necessary changes is our greatest challenge currently.</p> <p>Res 072/16</p> <p>That the Board recommends a 6 month review of operations and IT systems with a capacity assessment of staffing, payroll, logistics, membership, sales, production and finances with a view to their integration. A draft document for review to be brought to the February Board Meeting and the final document to be prepared for the April Board Meeting with a view to consolidating outcomes and commencing implementation by the end of FY 17.</p> <p>M: Ulrike Zimmermann S: Peter Carroll CARRIED</p>
5	Annual Report and AGM
	<p>The Annual Report has to be produced in a very short space of time. Individual contributions from the Chair, Treasurer and the CM.</p> <p>Res 073/16</p>

That the Annual Report be drafted by 16.11.16 for approval by the Board having been circulated by the end of October for comment.

M: Ulrike Zimmermann

S: Liam Noble

CARRIED

Res 074/16

The in future the Annual Report be drafted in September to allow sufficient time for approval, editing and publication.

M: Ulrike Zimmermann

S: Liam Noble

CARRIED

Director's Pack

Res 075/16

That the Director's Induction Pack be reviewed by PC and UZ with recommendations to the next Board Meeting. CM to circulate existing pack to directors as listed.

M: Ulrike Zimmermann

S: Peter Carroll

CARRIED

Thanks to Bower Folk

Res 076/16

That the Board write to all staff and volunteers expressing thanks for their great efforts during the year in which such major expansion has occurred and offers a gift to them in the form of a modest remuneration with suggestions from staff and volunteers welcome.

M: Peter Carroll

S: Ulrike Zimmermann

CARRIED

Independent Director Vacancy

Res 077/16

That the Board nominate Peter Carroll for the Independent Director position for the 2017-18 term, to be confirmed by the AGM 19/11/16.

M: Ulrike Zimmermann

S: Liam Noble

CARRIED

Peter Carroll did not participate in this decision.

Returning Officer

Res 078/16

That the Board appoints Bruce Diekman as Returning Officer for the AGM 19/11/16.

M: Peter Carroll

S: Liam Noble

CARRIED

Notices of Motion

The following two Notices of Motion to the AGM were provided through the Board as follows:

1. *Independent Director*

That The Bower AGM of 19/11/16 elects Peter Carroll as Independent Director for the 2017-18 (two year) term.

M: Ulrike Zimmermann

S: Liam Noble

2. *Secretary's Stipend*

That The Bower AGM of 19/11/16 adopts the Board recommendation of 24.8.16 to pay a stipend to The Bower Secretary of \$5000 per annum commencing from the 2016 Financial Year. That the stipend and the operation of the Secretaryship be reviewed annually.

M: Terry O'Donnell

S: Ulrike Zimmermann

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Other Business

	<p>Alfalfa House and NSW Federation of Co-operatives were also discussed and protocols considered re: such matters.</p> <p><i>New Board</i></p> <p>Res 079/16</p> <p>That the new Board be advised to conduct a meeting in December 2016 to set up for the coming (2017) year.</p> <p>M: Liam Noble S: Peter Carroll CARRIED</p> <p><i>ARCCO</i></p> <p>Extensive discussion was conducted over the approach to take consequent to the SGM and forthcoming ARCCO Board meeting to deal with the expulsion issue and related matters.</p> <p>Res 080/15</p> <p>That the Board confirms the engagement of GreenwayChambers for legal advice in relation to the expulsion and lease issues as per the terms provided by Scott Chambers.</p> <p>M: Ulrike Zimmermann S: Peter Carroll CARRIED</p> <p>Res 081/15</p> <p>That the Board endorses the strategy of lobbying members with a view to obtaining their support for our position as a member of ARCCO.</p> <p>M: Ulrike Zimmermann S: Peter Carroll CARRIED</p>	
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7	Meeting Closed and Next Meeting with Agenda Items	
	<p>Meeting Closed at 8.45pm</p> <p>Next Meeting: 16th November, 2016</p> <p>Agenda Items – Annual Report, AGM, Auction, Governance, Director’s Introductory Pack, CM Report, etc.</p>	

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