Bower Board Meeting – 17 December 2012

Start 6:51pm.

Present: Amanda Buckland (AB), Oliver Bradshaw (OB), Bruce Diekman (BD), David Harris (DH), Thuy Le (TL), Robin Mead (RM), Neil Rahman (NR)

In attendance: Steve Clarke (SC) - Acting GM, Business Development Officer

Apologies: None

Agenda

1. **Welcome to the new Board members**

2. **Minutes of the last Board Meeting**

   Noted minutes of normal meeting of 13th November and special AGM planning meeting of 29th November both need to be accepted.

   New board read minutes but requested to defer review of the minutes until the next meeting on 15th January.

   ACTION: From this meeting on board minutes will be posted on the website by the GM, once approved.

3. **Board Roles and Responsibilities**

   New board received roles and responsibilities docs prior to meeting. List of new board contact details provided to DH for updated Directors register. Need to add copy of Directors duties to the document.

   ACTION: Richard to be asked to find copy of Director duties for updating. DH to fill in and send extract of Directors register.

4. **Election of the Chair, Secretary & Treasurer**

   Board discussed the role of treasurer – DH was nominated but identified that he also has a potential role in scoping the transfer of financial systems into a more streamlined and simpler system. This is a priority for the Bower as the current system is unnecessarily complicated and cumbersome. It could take 3 to 4 months to complete. DH cannot manage both sorting financial system and treasurer role. Issues of ethics and effectiveness of financial review required raised. Board recognised DH's knowledge and expertise is very valuable.

   ACTION: Decision deferred until next meeting. DH asked to draft a page outline of the duties required to streamline the financial systems to present at next meeting.

   The following board office bearers were nominated and accepted unanimously:

   Chair – Robin Mead; Secretary – Amanda Buckland; Treasurer – David Harris.

5. Acting General Managers Report

5. 1: Reuse Referral Service

November collections and referrals total 239, so roughly 8 per day.

Board discussion – use of cubic metre or tonne measurement: need for expansion with councils, business and e-waste an important opportunity for the Bower; revenue contribution – eight (8) councils now contribute $35K pa; potential to expand RRS to business and corporate sectors or to provide an online broker service.

Discussion of language – confusion over terms used: *Donations* are delivered directly to the Bower; *Collections* are picked up by the truck; *Referrals* are when we advise clients to use another service.

ACTION: OB to get FRN Density Factor Spread sheet and list of relevant Council Officers to SC. When SC returns to substantive BDO role to try to increase number of councils involved.

5.2 Membership

Board decided to improve systems for registering and following up with regular communication to membership base. Membership process and system needs to be sped up. Currently new member cards take up to 5 weeks to issue because board meets monthly to approve.

New members approved.

ACTION: SC has already set up a receipt book for memberships at the desk. Receipt can operate as a temporary membership card. Staff will need to include all required details. GM, coordinator to send a weekly email to all board to approve new and renewing members.

Suggestion to develop a database and process that is efficient and accountable. RM presented opportunity to invite Alfalfa House to attend our next meeting to discuss their systems, as they are offering to share their database and system to other coops.

ACTION: RM to invite Adam from Alfalfa house to attend next meeting.

Board deferred discussion of AGM's commitment to membership working parties within 3 months of the AGM to next meeting.

5.3 Profit and Loss Statement

Board requested clarification of particular items.

DH explained that costs are not always evened out across the months. Wages are paid fortnightly but budget is accounted monthly. Raised concern over costs of photocopier. Board sought clarity on terms used for particular positions and projects of the Bower to assist with financial accountability and management. DH noted that this should be part of the financial system review. Board agreed that we need accurate measurement and data in order to develop strategy, grants and marketing profile.

Financial records need to include correctly staff titles – GM, Staff and Member Coordinator, Business Development Officer, Reuse and Referral Service and floor staff.

Financial records need to identify the diverse arms of the Bower business and income sources and expenditure for each:

- Shop
- Reuse & Referral Service

- Repair function - shop, men's shed, curb collective
- Outreach - Education and Promotion

ACTION: Board agreed fixing financial systems was a priority but deferred decisions until next meeting and discussed need to set milestones to ensure that this happens quickly.

5.4. Staff report:

Bookkeeper needs to be recruited, but first financial systems need to be sorted. Decisions deferred until next meeting.

New casual shopfloor position has been advertised and tentatively filled. RS to review staff availability in line with rostering gaps and ascertain the requirement for hiring the new casual prior to doing so. Should current staff availability not suffice in fully fulfilling the roster gaps, the new casual is to be appointed.

Staff request: At the recent staff meeting the board was asked to explain the role of the staff member elected to the board. The employee director is providing an individual employee perspective, and is not a staff representative. Any staff issues and concerns will need to be directed to the GM for discussion with the board. There needs to be transparency and clarity around potential conflicts of interest.

ACTION: TL to develop a draft protocol re: her two roles to the next board meeting and for later communication to staff.

Board will continue to ask staff present to leave the meeting if items of a sensitive or confidential nature or potential conflict of interest are to be discussed.

6. Other Business

6.1 Statutory Declaration

We need to have this signed before we can pay final amount to former GM. Discussed possibility of claiming for loss of keys and replacement on insurance.

ACTION: OB to draft and send to board and then former GM asap.

6.1 Follow up from AGM

Bower Strategy

Email received from Peter Melser post-AGM outlining further work to be done in January to commence working groups and set date for Members Meeting.

ACTION: Peter to be invited to next meeting.

6.2 Staffing

GM position needs to be advertised.

ACTION: Board decided to place moratorium on GM recruitment until more information is to hand to appraise current situation. Acting GM Steve agreed to an extension in his GM role until this situation is resolved. AB to circulate latest GM JD for review.

Board acknowledged and thanked SC for his role as acting GM.

DH, OB and RM to review BDO position contract prior to next meeting.

6.3 107 Project - City of Sydney has met and agreed to licence transfer to the Bower.

ACTION: AB to supply project description prior to next Board meeting.

7. Correspondence:

Email from Michelle Margolis re: membership tabled.

ACTION: Board agreed to accept Michele's membership application. BD to draft email reply to MM for board review.

Meeting Closed at 10.45pm

Next Meeting: Tuesday 15th January 2012, 6:30pm.