

Bower Board Meeting Minutes

Tuesday 16 July 2013

**The Bower eco-library
7.00pm – 10.30pm**

Meeting started: 7.00pm

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

In Attendance: Steve Clarke, Acting GM

Others present:

David Mansfield - Bookeeper/Accountant, until 8.10pm
Guido Verbist - Co-op Manager designate, from 8.00pm

Minutes: Amanda Buckland, Bruce Diekman

Minutes June 18 meeting - matters arising

BD noted corrections to June minutes and to send final copy to Steve for publication.

The minuted transcript re: the members delegation to the June meeting has been sent to those who attended and the larger group they represented for feedback. No formal response yet.

ACTION: Group to be contacted for approval of transcript.

Financial Presentation from Accountant

David Mansfield whose company Abacus Accounting has been contracted since May to examine our accounts and prepare them for the end of year audit presented a progress report to the board.

The main points:

- Preparations are well under way for this financial year's audit.
- BAS for uncompleted December & March quarters have now been lodged. The ATO may fine the Bower up to \$1,100 for late lodgement.
- Superannuation which was not paid for 2 quarters has now been paid and will incur late fees of up to \$320.
- All outstanding invoices have been paid and keyed to MYOB.
- Banking reconciliations completed to 30 June 2013.

- Banking reconciled to takings and entered to MYOB.
- MYOB has not been accruing annual leave and sick leave correctly, requiring a manual calculation each pay. However, DM confident in PAYG summaries for this year and that leave and pay entitlements are now correct according to awards and contracts.
- By early August DM expects to: complete all reconciliations and data entry up to June 30; tidy up balance sheet; process adjustments to close 1st half of financial year and liaise with auditor for year end.
- DM is confident the Bower will be able to complete the end of financial year audit satisfactorily. After finishing current catch-up and end of year tasks he proposes to downscale to one day per week.
- We are solvent and will have P&L statements soon.

Recommendations:

- Draft financial procedures to ensure adequate financial controls and to maximise accounting efficiency.
- Customise reporting to board requirements, e.g. job codes to track income and expense streams.
- Consider cloud-based version of MYOB to mitigate software risk and streamline the bookkeeping process.
- Purchase Microsoft Excel for Bookkeeper's computer.

ACTION: DM to run a test case and report to board pre-AGM on potential extent to which current staff have been under/over-allocated/paid leave in the past few years. Post-AGM board can make an informed judgement.

DM requested board quantify for the audit any related-party payments to past and present board members over the financial year.

The need for authorisation for PAYG summaries was mentioned: previous board resolution that SC can sign off on them noted.

Co-operative Manager

Co-operative Manager designate Guido Verbist introduced himself to the board and vice-versa. Guido most recently worked for Greenpeace International in operations and before that ran a council-supported recycling centre in Belgium. He has a strong interest in reducing landfill and community education.

He is keen to make his mark at the Bower and revitalise what he sees as the Bower's original concepts and intentions. He is also keen to improve the Bower's presentation and educational functions and build on the Bower's niche in the

marketplace, utilising strong opportunities with local councils and working with staff and members to plan the way forward.

The Board formally offered the position of Co-operative Manager to Guido Verbist and also formally thanked Steve for his excellent and much appreciated performance as Acting GM.

ACTION: Steve to email Ethical Framework to Guido. Revised contract to be forwarded by Friday. SC to announce Guido's appointment to staff tomorrow (17 July).

Proposed early AGM

The proposed date for an early AGM is, at the earliest, Saturday 31st August. An early AGM is still dependent on the financial audit, which is currently on track. The financial report needs to be sent to members 2 weeks before the AGM. The AGM date needs to be advertised 3 weeks beforehand.

Membership fees are due on 1 August. Notice needs to be sent to members to about the AGM asap. Members also need to be encouraged to renew.

Due to proximity of the proposed early AGM to membership renewal, and to make it possible for everyone who is interested in attending and voting, it was resolved that:

AGREED: Members who attend the AGM (and have not renewed) can do so on the day before the AGM starts and still be eligible to vote. Members should also be told to bring their membership cards and/or receipts. No one can join on the day as new members have to be approved by a prior board meeting.

The most up-to-date membership list will need to be on hand.

ACTION: Working group status and reports for the AGM - the S&M Co-ordinator to be asked to send out a message to convenors to prepare short reports for the AGM.

Active membership requirements

BD reported that the current membership form and the website mention a yearly requirement for active membership of *"the completion of one hour of volunteering"*.

However this is stipulated differently in the Bower's Rules – **ACTIVE MEMBERS PROVISIONS:** *" a member shall pay annual fees, publicly promote and assist with the activities of the Bower Cooperative, and agree with the aims and objectives of the organisation in order to establish active membership of the cooperative"*.

In the recent past to fulfil this requirement extra information and membership forms have been sent to new and renewing members to distribute to promote the Bower.

The membership form also defines *"extended membership"* as volunteering for 7 hours per year. The form seems to need updating to properly reflect the Rules.

BD noted that a revised membership form design by a Bower volunteer was sent to SC and RS a few months ago. Copies were tabled tonight. Board members thought the new design seemed an improvement. However the text on the new form still needs review.

ACTION: SC to review as an operational issue.

107 Redfern Street workshop and lease renewal

ACTION: AB to resend project details with financial information by Friday. Steve and AB to collaborate on the report and provide ongoing indicative costs to board. It was agreed to comment and approve (or otherwise) after the report is circulated. Robin and Steve to sign new lease.

Bower Rules

For some time it has been identified that the Bower Rules need to be reviewed and updated to reflect changes in legislation. BD offered to cosmetically consolidate the Rules as they stand, i.e. correct numbering and gaps in text and paragraphs, etc.

DH commented that this would still constitute a change in the actual rules and would need to be endorsed by Fair Trading.

TL requested that Rule 30A (Management and Administration of the Cooperative) be included in the review: i.e. that *“the board ... may exercise the powers of the cooperative as if they had been expressly conferred on the board at a general meeting of the cooperative”*.

ACTION: Board to review the Rules, recognising that the membership working group can assist and that the registrar requires notification and needs to subsequently approve any changes after they have been submitted to an AGM or SGM. Time will not permit a review before the AGM.

Bookkeeper Appointment

The question was raised as to how long was the new Accountant-Bookkeeper's appointment for and whether this position will be open for recruitment/tender in the near future. Steve answered that the current arrangement was short term.

Treasurer Position

Following on from DH stepping down as Treasurer last month, it was **AGREED** that: until the this position is filled after the AGM, the accountant will be supported by a finance committee of three board members (AB, TL & RM), their role being to support the management team in relation to the annual audit and other relevant financial matters. BD to assume the role of secretary for this time.

Board Skills

Listing skills required for board membership and/or 'portfolios' was **AGREED** worth preparing pre-AGM to assist members who may nominate and to improve induction processes.

Conflict of interest

Checking for conflicts of interest (real or potential) is something that other boards do as a matter of course when they meet.

AGREED: Future board meetings to have conflict of interest as an item at the front of the Agenda.

Meeting closed: 10:30pm

NEXT BOARD MEETING Tuesday 13th August