

Board Meeting Minutes

5 November 2023

Commenced: 8.40am

Chairperson: Anna Du Chesne

Minutes: Denise Cobourn, Wayne Skinner

Attendance: Leah Skinner, Marc Rosenstein, Anna Du Chesne, Wayne Skinner, Denise Cobourn (AD for quorum), Craig Singleman (9.15 - AD for Julica)

Apologies: Justine Shaw, Jac Larsen

Motion: To approve Denise as AD for quorum.

Unanimous

Motion: To approve Board Meeting Minutes 18 September 2023

Unanimous

Discussed Ordinary Resolutions for 9 December GM

1. For members who subscribe to the new Infrastructure Share, to approve the Sinking Fund Levy payment of \$675 paid in first half of the financial year towards the 2023-24 budget for the sealing of Nevertire Road Stage 2 (budget item NRS2) be regarded as a subscription payment towards the Infrastructure Share, leaving a balance of \$5,325 owing for the Infrastructure Share payable by 31 December 2027.

PROPOSED: Leah Skinner

SECONDED: Craig Singleman

Rationale: At the General Meeting 21 October 2023, a resolution was passed unanimously to accept the Terms of Issue for an Infrastructure Share valued at \$6000. A few members have come forward to say they thought the Infrastructure Levy (renamed Sinking Fund Levy) of \$675 paid in the first half of the financial year towards the sealing of Nevertire Road Stage 2 would be regarded as a subscription payment towards the Infrastructure Share. Members need to be aware rising costs and inflation may necessitate a Sinking Fund Levy increase should funds raised be insufficient to pay for the road.

2. If Ordinary Resolution 1 is not approved, to approve an increase in the Sinking Fund Levy from \$1450 to \$1600, and to accept the interim Sinking Fund Budget for 2023/24 commencing on 1 January 2024.

PROPOSED: Wayne Skinner

SECONDED: Denise Cobourn

Rationale: To keep contributions equitable for members an increase of \$150 is required for the Sinking Fund levy.

ACTION: Create a flowchart for ORs 1 and 2.

NOTE: Special Resolutions submitted to NSWFT 24.10.23 (approved and registered 3 November 2023)

3. To approve the updates to the Finance Policy, Section 7. Share Capital Contribution and Refunds, and Section 10. Levies and Subscriptions.

PROPOSED: Wayne Skinner

SECONDED: Denise Cobourn

Rationale: With the resolutions approved for an Infrastructure Share at the October GM, the Finance Policy needs to be updated.

Added 7.b "The Co-operative's Infrastructure Share contribution is \$6000 per Site Share."

Section 10. Specific levy payments were removed allowing General Meeting resolutions to determine the amount payable. The Infrastructure Levy has been renamed Sinking Fund Levy and Infrastructure Share Subscription has been added.

****To be deleted from 10.d if OR 1 is unsuccessful "The Sinking Fund Levy 1 July 2023 to 31 December 2023 (\$675) will be regarded as payment in advance towards the Infrastructure Share."***

4. To adopt the revision of the Goolawah Co-operative By-laws December 2023.

PROPOSED: Denise Cobourn

SECONDED: Wayne Skinner

Rationale: A full revision of the By-laws has not occurred since 2016. The revision will bring the By-laws up to date with current expectations and practice relating to the conduct of members, and the operations and governance of the co-operative. The revision of the By-laws was raised at the April GM 2023. Some directors and members interested in policy met on 18 May to work on the revision and develop a draft for members to consider. A draft was posted on the website for comment in July. An update was posted following the 21 October GM, inviting members to a Community Meeting on the 11 November 2023 to discuss the revision.

ACTION: Community meeting 11 November 2023 9am Camp Kitchen to discuss By-law revision. Refer to web post 4.11.23. Need a facilitator for the CM. Denise volunteered as notetaker.

5. To adopt the Grievance Policy and Procedure December 2023.

PROPOSED: Leah Skinner

SECONDED: Denise Cobourn

Rationale: A draft was posted on the website 16 October 2023. Members provided positive feedback at the General Meeting 21 October 2023, and agreed to proposing for adoption at the General Meeting 9 December. There has been a few more tweaks to include further member feedback. This document replaces the Complaints Management Policy and Procedure.

ACTION: Policy and procedure to posted on the website by 17.11.23.

6. To adopt the revised Conduct of Conduct December 2023.

PROPOSED: Denise Cobourn

SECONDED: Wayne Skinner

Rationale: Rights and Responsibilities are unchanged. Purpose revised and supporting document Grievance Policy and Procedure added.

ACTION: For discussion at the Community Meeting 11.11.23. Post final on web site by 17.11.23.

7. To adopt the revised Introduced Species Management Plan.

PROPOSED: Denise Cobourn

SECONDED: Wayne Skinner

Directors shared their varying views. Suggested a process be added to the document.

ACTION: For discussion at the Community Meeting 11.11.23. Post final on web site by 17.11.23.

Rationale: The introduced Species Management Plan supports By-law 7: Other introduced species to by-law 7 are not allowed on community land. Members wishing to keep introduced species on their site must consult with their neighbours, complete all sections of the Introduced Species Management Plan (ISMP) (insert link), and submit to the Board for approval and uploading to the website. Controversial plans will be proposed by the board as an Ordinary Resolution with 21 days' notice for voting on at the next General Meeting.

8. To approve the transfer of Sites 31 and 32 from Tarrik Morssi and Mohini Browngedge to Tarrik Morssi.

PROPOSED: Anna Du Chesne

SECONDED: Wayne Skinner

Rationale: The Share Transfer Form has been signed by Tarrik and Mohini and witnessed by a director.

Signed Share Transfer Form witnessed by Craig Singleman has been received. Secretary has received current Share Certificates. The Board consented to the share transfer.

ACTION: After General Meeting approval Tarrik will be entered in Register and two new Share Certificate will be issued.

Discussion as to how long Membership eligibility lasts. Should it be 5 years? National Crime Checks are valid for 5 years.

9. To waive By-Law 7 "Cats, dogs or firearms are not allowed on the co-operative" for two days for Tarrik site 31 and 32, to permit an assistant dog onsite during late December.

PROPOSED: Tarrik Morssi

SECONDED: Wayne Skinner

Rationale: The assistant dog is necessary for the health and wellbeing of a child. The care and wellbeing of the dog is also important to the family. The dog will be inside the house and on a short leash and will not interfere with the community or environment. If a member of the community raises concerns, we will deal with this immediately.

ACTION: Wayne to ask Tarrik to produce evidence the dog is an assistant dog before the 17.11.23.

Question for the community – what evidence is required to allow an assistant dog on the co-op? A member needs to submit an Ordinary Resolution asking for approval to have an assistant dog on the co-op – the length of the visit needs to be included.

Directors communications

Discussion regarding a way for directors to communicate in a streamlined and more efficient way. Suggestion to have more Director's discussions, catchup rather than long email streams. Agreed to meet in two weeks time.

Camp Kitchen Disable Toilet Occupation Certificate received from Kempsey Council. Project closed.

Camp Kitchen rainwater tank.

Tank is filled. One downpipe has been reconnected.

Camp Kitchen Pizza Oven roof plans posted to Website.

Notice to be forwarded to Mark Green regarding community decision at the October GM regarding the fine.

Action: Wayne to draft.

Nevertire Road project.

Start date 9 November dependent on Arndell's current work. Rain may delay the start date.

Governance training

Actions:

Wayne to contact Sam Byrne regarding available dates in Feb 2024.

Wayne to request community feedback regarding what governance training modules would be of interest.

C12 Form (Annual Return) to be completed.

Action:

Wayne to forward a copy of a completed form to Anna.

Signatories for Bank Australia.

Action: Wayne has assembled signed paperwork and will work with John to submit to Bank Australia while he is in Brisbane next week.

General Business.

Discussion on Alternate directors.

A person appointed by the board under the rules of the co-operative concerned to act as an alternate for the director (an alternate director) may act in the place of the director. The alternate director is not a agent of the nominating director and the nominating director does not have a vote on the board while away.

Resolutions via email.

Lee as alternate director for Justine - approved 3.11.23

Meeting closed 10:33am.