

**Down-To-Earth (Vic) Cooperative Society Limited
Organising Committee**

Minutes

Date: 8th August, 2021
Scheduled Start: 7.30 PM
Venue: Ceres Learning Centre, Lee St East Brunswick
Audio: <http://dte.org.au/audiominutes>
Register on line: <https://dte.coop/live.meeting>
Zoom Connect: <https://dte.coop/to/zoom>
Phone Connect: (02) 8015 2088 Meeting ID Number 2362803611

#	<i>Item</i>	<i>Raised by:</i>																														
1	<u>Meeting Started</u>																															
	7.45 PM																															
2	<u>Acknowledge and pay respect to the traditional owners and ongoing custodians of the land</u>	<i>Procedural</i>																														
	We gather on the lands of many Aboriginal Nations. We pay our respects to Elders past, present and emerging. Indigenous sovereignty has never been ceded in Australia and we should endeavour to be mindful of this in everything we do, given our focus is gathering to create better ways of living in our society, not just for festival attendees but for all.																															
3	<u>Meeting coordinators</u>	<i>Procedural</i>																														
	Chairperson: John Magor Minute Keeper: Coral Larke																															
4	<u>Attendance</u>	<i>Procedural</i>																														
	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">Brock Elisa</td> <td style="width: 33%;">Kinder Marte</td> <td style="width: 33%;">Nash Lance Reid John</td> </tr> <tr> <td>Ernst Kathy</td> <td>Larke Coral</td> <td>Newcome Craig</td> </tr> <tr> <td>Ernst Vanessa</td> <td>Lasky Gary</td> <td>Pitt Trevor</td> </tr> <tr> <td>Fleming Graham</td> <td>Shipperlee Aaron</td> <td>Poynton Steve</td> </tr> <tr> <td>Geraghty Darren</td> <td>Reid Darrell</td> <td>Rasmussen Mark</td> </tr> <tr> <td>Helson Mark</td> <td>Macpherson Robin</td> <td>Reid Troy</td> </tr> <tr> <td>Helson Suzie</td> <td>Magor John</td> <td>Taylor Kevin</td> </tr> <tr> <td>Higgins Ray</td> <td>Matthews Malcolm</td> <td>Tippett Peter</td> </tr> <tr> <td>Hunt Lindy</td> <td>Moerkerken Deb</td> <td>Schwarz Martin</td> </tr> <tr> <td>Kettle Caryn</td> <td>Morsman Tania</td> <td>Wilkinson Andrew</td> </tr> </table>	Brock Elisa	Kinder Marte	Nash Lance Reid John	Ernst Kathy	Larke Coral	Newcome Craig	Ernst Vanessa	Lasky Gary	Pitt Trevor	Fleming Graham	Shipperlee Aaron	Poynton Steve	Geraghty Darren	Reid Darrell	Rasmussen Mark	Helson Mark	Macpherson Robin	Reid Troy	Helson Suzie	Magor John	Taylor Kevin	Higgins Ray	Matthews Malcolm	Tippett Peter	Hunt Lindy	Moerkerken Deb	Schwarz Martin	Kettle Caryn	Morsman Tania	Wilkinson Andrew	
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5	<u>Adoption of minutes from previous meetings</u> <u>Matters Arising</u> <u>Correspondence</u>	<i>Procedural</i>																														
	Differed to next meeting																															
	Minute takers note:																															
	<ul style="list-style-type: none"> • Reading these minutes is a colossal waste of time. A 20 minute loss that would be better spent enjoying sunshine and smelling the roses. • Please send any complaints about these minutes to the OC so they will make sure that I never write them again. • Points of order reads like a Monty Python skit. 																															

6	Cancel the election at the SGM on the 9th August	
	<p>Agenda There is so much doubt as to whether or not there is a vacancy on the Board of Directors. The rules are not clear even though they say the vacancy is 'Automatic'. Automatic does necessarily not mean that the OC makes the decision to call an election, it could mean that once the board determines that the activity points are actually lost and this is recorded in the 'Meeting Minutes' that the position is then automatic. This has not occurred, the Board has not recorded the points, they are still deciding... To avoid any potential legal issues, call off the election and wait until the AGM which is now planned for October.</p> <p>Motion: That the election for the potentially vacant Director's position be postponed until the Board has agreed that the Director in question has in fact lost enough activity credits for the position to be automatically declared vacant, or cancel the potential election.</p> <p>Amended Motion: That the election for the potentially vacant Director's position be postponed until the Board has agreed that the Director in question has in fact lost enough activity credits for the position to be automatically declared vacant.</p>	<p>Moved Graham Fleming Seconded Motion: Failed by majority</p>
7	Cancel the election at the SGM on the 9th August	
	<p>Motion: That the OC report to the SGM, in response to the agenda item listed on the Agenda as distributed on the 20th July 2021, that the Director's position has not been declared vacant and that no Casual Vacancies currently exist on the Board.</p>	<p>Moved Graham Fleming Seconded Mark Rasmussen Motion: Failed by majority</p>
8	Points of order during the <i>Cancel the election at the SGM on the 9th August</i> debate.	
	<p>Please note the following was not written verbatim.</p> <p>Robin MacPherson: Speaking to the motion</p> <p>Tania Morsman: <i>Point of Order</i> – Robin is not talking about objections.</p> <p>Chair: We had moved from objections to talking about the motion.</p> <p>Robin MacPherson: In response to a comment that Caryn made “just look at the minutes to assess director points loss.” Our minutes have errors in them and our activity points have not been done in the minutes. To apply them retrospectively can be problematic. For example, can a director be held account for missing a meeting that he was unaware occurred, this demonstrates the problem with just looking at the minutes.</p> <p>Chair: <i>Factual in correction.</i> Robin you have stated that you have not seen inactivity points raised in minutes. I do know that there have been directors who tried to remove other directors based on activity points. Those issues were minuted.</p> <p>Troy Reid: <i>Point of Order</i> – No director has been removed for inactivity credits.</p> <p>Chair: I said that Robin said “that at no point has activity points have been minuted.”</p> <p>Troy Reid: <i>Point of Order</i> – A director was asked to stand down, it was related to the CNL that disqualified a director for missing 3 ordinary meetings in a row.</p> <p>Marty Schwartz: I was the director in question, this was raised in a meeting when I was not present, yes at this meeting I was granted leave of absence. It was to do with points.</p> <p>Chair: <i>Addressed to minute taker:</i> Please note this interchange in the minutes.</p> <p>Trevor Pitt: The Board has not produced tallies even though there was a written request from the OC and a motion requested the 5th May, 2021 Board meeting to produce the inactivity credits. The Board refused.</p> <p>Elisa Brock: <i>Point of Order:</i> Trevor's comment “that the Board refused to supply a tally.” is misleading. At that Board meeting an action item was set that a tally would be produced. That two directors would produce them and they were brought to the very next board meeting for</p>	

approval. On the 20th May the Board agreed to provide those tallies once they were available and to bring it to the OC via a link to the live document.

Chair: Given that the points were raised by the OC to the Board then it must be acknowledged that points have been written in the minutes. To say that inactivity points has not been discussed in minutes in any fashion is incorrect.

Trevor Pitt: *Point of order against Elisa Brock:* I want to state that Elisa raised a point of order that is not valid. On the 20th May, 2021 Board Meeting. The Board voted to not advise the OC of the tallies. What Elisa said was a lie.

Troy Reid: *Point of order :* The Board conveyed to the OC the tallies on two separate occasions on this matter. Two pieces of correspondence was sent to the OC that was ignored.

Chair: Cautioned Troy re using points of order, that an objection is not a point of order.

Troy Reid: argued that incorrect statements are a point of order.

Trevor Pitt: Troy's comment is not relevant to what I just said in that the Board did not pass a motion to advise the OC of inactivity credits. So I ask the chair to caution Troy and Elisa. It is a requirement under the rules that the Board provide the OC with a tally. On a different matter Troy Reid has sent me a text in the chat re a letter sent from the Board to the OC.

Troy Reid: This is a header text from an email sent to the OC on the 22nd June included an email which answered the queries if there is a vacancy on the Board or not.

Troy Reid: Addressing Chair: How would the members vote if no ballot has been sent to members? Is it a conflict of interest if the chair (in this meeting) is the person who is standing for election?

Lindy Hunt: I have worked on NGO's if there is a conflict the director should stand aside. Troy please let the OC vote, if you have an objection bring it up in a different motion.

Trevor Pitt: The motion is invalid due to that it is not clear if the motion is requesting to postpone or cancel the election.

Trevor Pitt: Point of Order: Because there is only one nominee then the election has already happened.

Chair: I have a personal opinion but I will not give a ruling as chair.

Warning

Robin MacPherson Chair can I ask Elisa questions?

Chair: Yes

Robin MacPherson: When was the correspondence forwarded to Mark Williams?

Elisa Brock: Monday afternoon, August.

Robin MacPherson: When it was sent to the lawyer was it sent to other directors?

Elisa Brock: Advice was sent to directors but the brief was not.

Robin MacPherson: Did any director object to the brief sent to the lawyer, from the time sent given that they had it for 6 days.

Suzie Helson: Objection. What does Robin know that others don't? Directors didn't have the brief for 6 days.

Robin MacPherson: Complained that Suzie keeps interrupting him.

Chair: Issued Robin MacPherson with a warning at 9.27 for interrupting the chair.

Caryn Kettle: *Point of order:* Robin's questions are not relevant to the motion.

9	Board actions as recorded in Board Minutes.	
EXCERPTS 20/5/2021 Board Meeting Minutes	<p style="text-align: center;">AGENDA ITEMS</p> <ol style="list-style-type: none"> Motion: That the board advises the organising committee by correspondence inwards sent to ocmal@dte.org.au of all director inactivity credits remaining during the interval between board meetings. Moved: Kathy Ernst Seconded: Gary Lasky Failed Action Task: Troy Reid and Kathy Ernst to tally a list of director inactivity points 	
EXCERPT 3/6/2021 Board Meeting Minutes	<p style="text-align: center;">ACTION TASKS</p> <ol style="list-style-type: none"> 8) 20/05/2021 Troy Reid and Kathy Ernst to tally a list of director inactivity points – COMPLETED 	

10	<u>Discussion Summary Cancel the election at the SGM on the 9th August,</u>	
	<p>Heated debate whether the OC has the power to call an election to fill a director vacancy.</p> <p>The Board voted to not provide inactivity credits but then contrary to not approving the motion, did in fact comply with the OC's request.</p> <p>If previous minutes are the proper vehicle to ascertain if director has lost inactivity credits. Debate about that all the information of inactivity credits are contained in the minutes, reasons against this point of view is that minutes do not convey the nuances involved, examples given; that they do not convey if a director was informed or not of a meeting and viewing them retrospectively by a different Board is problematic.</p>	
11	<u>Report to the SGM</u>	<i>Graham Fleming</i>
	That the OC report to the SGM, in response to the agenda item listed on the agenda as distributed on the 20th July 2021, that the Director's position has not been declared vacant and that no Casual Vacancies currently exist on the Board.	Moved Graham Fleming Seconded Mark Rasmussen Motion: Failed by majority
12	<u>Report to the SGM</u>	<i>Caryn Kettle</i>
	<p>Motion: That the Organising Committee prepare a report for inclusion at the next SGM scheduled for 9/08/2021 and the tabled report be submitted to the SGM.</p> <p>Amendment Motion: That the Organising Committee prepare a report for inclusion at the next SGM scheduled for 9/08/2021.</p> <p>Motion: Deferred because meeting closed.</p> <p>Discussion Summary</p> <p>That if a report is to go to the SGM it needs to include the sentiments of all OC members when it involves a contentious issue. That the report needed to allow enough time for members to absorb the content.</p> <p>Motion deferred due to running out of time</p>	Moved Caryn Kettle Seconded Tania Morsman Amended motion Graham Fleming Motion: <i>Deferred</i>
13	<u>Carried Resolutions</u>	<i>Procedural</i>
14	<u>Next Meeting Date & Time Confirmation</u>	<i>Procedural</i>
15	<u>Meeting Ended</u>	<i>Procedural</i>
	10.45PM	