



Murray Darling Association Inc.

www.mda.asn.au

ABN: 64 636 490 493

**Ordinary Meeting of the Board
15 September, 2014, commencing at 10.30am
Echuca**

MINUTES

1. ATTENDANCE

1.1 Present

Cr Greg Toll	R2	Cr Rodney Button	R8
Cr Peter Jamieson	R7	Cr Paul Maytom	R9
Cr Alan Oliver	R6	Cr Judi Harris	R4
Mr Darryl Jacobs	R1	Cr Oscar Aertssen	R3
Cr Mike Fuller	R5	Emma Bradbury	(Int) CEO/GM

1.2 Apologies

Mr Murray Woods R10

1.3 Location

Motion: That the meeting be deemed conducted at Echuca – being the location of the Chair at the time of meeting, and that attendance by electronic audio visual connection (Skype) be accepted at true and correct attendance at the meeting.

Button/Oliver - carried

1.4 Declaration of interests

That the board require a member to remove his/herself from a vote where a pecuniary or financial interest is declared, or where the board member feels it would be inappropriate to vote.

Oliver/Aertssen - carried

2. WELCOME

2.1 National President – Greg Toll

Greg identified a range of activities undertaken in what has been an exceedingly busy and progressive period for the MDA since May. Most items detailed in separate reports, however Greg also expressed his gratification at the work the board and the organization has achieved since adopting the change management strategy in Forbes only just over 6 months ago.

3. MINUTES

3.1 Board meeting held Swan Hill, Wednesday May 21, 2014 adopted as true and correct.

4. BUSINESS ARISING

4.1 3 month review of CEO performance

E Bradbury, Interim Chief Executive Officer left the room for these discussions. The board, in assessing her performance since May, considered all elements of the KPI's and rated the first four months performance of the Chief Executive Officer at 5 (on a scale of 1 – 5, with 1 being exceedingly poor, and 5 being excellent)

After some discussion, the board considered the issues noted below before electing to drop the term *Interim* in the title, and to offer Ms Bradbury the position on contract until 31/12/2015, at which time the board will again consider the matter

Issues considered and discussed.

On the matter of the appointment of a General Manager (Chief Executive Officer) the Constitution states

7.0 BOARD

7.1 The Role of the Board is:

7.1.7 Appoint a General Manager, Public Officer and Auditor.

And

10.0 GENERAL_MANAGER

10.1 The Board shall appoint a General Manager

The board also considered that at Board Meeting 340 it was resolved as follows

11.5 Position Requirements for Interim General Manager/Chief Executive Officer Alan Oliver / Paul Maytom – carried

- i) That Position Description, including KPI's and Delegation of Authorities documents as previously distributed be adopted to govern the position of Interim GM/Chief Executive Officer.
- ii) That the Interim position is offered for a period of not more than six months, at which time the position is reviewed, and an open recruitment process be undertaken.

The board then discussed the commercial considerations pertinent to this decision, including the cost of undertaking the recruitment process externally, lost time and business interruption to appoint and induct a new GM, perception of stability, requirements for transparency.

On balance it was decided that it would be in the best interest of the MDA to continue with the current change management process and review of the constitution, to offer a contract to the incumbent to provide stability and consistency, with a review point at 31/12/2015, to demonstrate transparency and enable a review to be undertaken at that time.

Accordingly, and the following motion put.

Motion: That on the matter of the Chief Executive Officer's performance

- i) That a contract be offered to the incumbent, Emma Bradbury up to 31/12/2015, on terms reflective of current arrangements.
- ii) That the board conduct a review of the position on or before 31/12/2015.
- iii) That the word 'Interim' be removed from the position title
- iv) That it be acknowledged that while the Constitution refers to the title as General Manager, it has become practice to use Chief Executive Officer and that this may continue until picked up and amended in the upcoming constitutional review.
- v) That item 11.5 ii) of the previous minutes is rescinded, and that the motion

read ii) *That the Interim position is offered for a period of not more than six months, at which time the position is reviewed.*

Jacobs/Button – carried (unanimous)

Emma Bradbury then returned to the room, was advised as above and after some discussion, accepted the offer subject to completion and acceptance of the contract.

5. REPORTS

- 5.1 Cr Greg Toll National President
- 5.2 Region Chairs To briefly report on meetings
- 5.3 Emma Bradbury Activity Report - attached

Financial Reports – Emma reported that the with the unexpected turnover of the Finance Manager, coupled with the significant disarray of record keeping and the discrepancies between the 2012/13 audited figures and the 2013/14 opening balances, there has been significant challenges in getting the financial reporting to the starting blocks. Consistent and accurate record keeping practices commenced 1 July, and the entire team working hard to ensure that the 2013/14 Financial Reports are ready for the AGM, although it will be tight. Monthly operational reports will commence reporting from 1 July, but not starting till after the AGM. Cash flow is strong but the need for a budget is imperative. It is also posing a significant challenge, risk and cost burden on the association running multiple locations. The board may like to turn its mind to this in the 14/15 year for further consideration. All focus is currently on delivering current and accurate financial reports for the AGM, and on finalizing arrangements for the Conference.

6. GENERAL BUSINESS

- 6.1 Welcome Oscar Aertssen R3, and Mike Fuller R4

- 6.2 Directors Kits

Directors Induction Kit for all board members - to include

- a) Copy of the Constitution
- b) Copy of the Strategic Action Plan
- c) Name Badge
- d) Maps
- e) Introduction
- f) Governance guide

- 6.3 Staff and Succession Planning

6.3.1 Acknowledge A. Wells, profile in MDBA Basin People
MDBA running a feature profile on Adrian on front page of their website.
<http://www.mdba.gov.au/about-basin/basin-people/adrian-wells>. Acknowledge and congratulate. Unanimous approval and recognition by the board.

6.3.2 Discussed current succession planning strategy being worked through with Adrian. Approved.

- 6.4 Constitution

Constitution - Update and Compliance

As per earlier resolutions of the board, the Constitution is currently under review for compliance and operability. MDA is in discussions with Russell Kennedy lawyers. Propose that the following time line and actions be considered

Date	Action
14/10/2014	Notify membership at AGM of review. Call for input.
30/03/2015	Draft to board for approval
30/04/2015	Approved draft distributed to membership for feedback
30/06/2015	Board to consider recommendations
30/08/2015	Final draft circulated to membership for adoption at 2015 Conference

Motion: That the above action plan and time line be adopted.

Harris/Oliver - carried

6.5 Conference Planning Report

6.5.1 Progress report

Item discussed. Encourage all regions to promote the event as widely as possible.

6.5.2 Voting procedure

The Constitution currently has this to say on the Voting Procedures:

5.3 Financial members shall be entitled to receive the Riverlander Notes, to attend Regional and General Council meetings, and shall be entitled to one vote at Regional and General Council (AGM) meetings.

6.5 The role of the region includes

6.5.7 Appointing up to eight delegates, one of whom shall be the Regional Chairman, to the General Council (AGM).

6.8.2 Local Government municipalities with a population in excess of 20,000 may appoint additional delegates on the basis of one for each additional 20,000 or part thereof, provided they contribute at least the amount set from time to time, by the General Council. The maximum number of delegates allowed being five.

8.8 Each delegate present shall have one vote on matters before the meeting.

This essentially says that councils have the right to have multiple votes based on size and corollary contribution; however they need to have their delegates at the meetings in order for those votes to be counted.

It should be noted that the constitution is silent on and distinction between riparian and non-riparian voting values.

Motion: That the MDA

- i) adhere to the constitution as it currently reads in relation to voting procedure, and that further consideration be given to classes of memberships and associated entitlements in the broader constitutional review.
- ii) Present a slide show at the AGM prior to any votes being taken for the purpose of informing delegates of the current system, and of the opportunity to review it in the upcoming review of the Constitution

Fuller/Oliver - Carried

6.6 Conference Resolutions

6.6.1 Delegation of Authority

6.6.1 Delegation of Authority

Important that the resolutions to be brought to the AGM are prepared in a manner that

is succinct, captures the intent of the proposing region or council, and is implementable.

It has been the case in the past that some motions have been put to the AGM that do not meet this criteria, causing confusion and damaging to an image of good governance.

Motion: That the board

- i) amend Policy 1 – Delegation of Authorities to authorize the Chief Executive Officer scope out and articulate the final resolutions to be put to the AGM, in consultation with the original proposer/s.
- ii) circulate the final motions the board prior to drafting the Agenda for the AGM.

7. WORKPLACE HEALTH AND SAFETY

Standing agenda item. May be broadened to include risks more generally in future. Board noted that the organization is to be mindful to manage travel safely given the long distances involved across the basin.

8. MEDIA

Motion: That the chair be endorsed as the authorized spokesperson for the association as a given, and that media releases are to be developed in consultation with the Chief Executive Officer to assist in ensuring balance across state perspectives and to avoid the potential for conflict of duty between the roles of the Region Chair and the National President, as this can be difficult and prone to some risk.

Oliver/Fuller – carried.

Recommendation – Button That the board agree to meet via skype bi-monthly on the 3rd Friday of the month at 9am AEST. Agreed.

8. NEXT MEETING – Friday 21st November 2014 – 9am Bendigo (skype)

9. CLOSE 12.30pm

Chief Executive Officer's Report – August 2014

August's activity can only be described as epic. Many significant steps forward, and of course a couple of small ones back. Happily there have definitely been far more of the former than the latter! In the interest of short and sweet, I'll opt for more of a list than a narrative and happy to take questions at the meeting.

- 1 Conference Flyer and Registration forms were finalized and printed. 750 flyers were mailed
 - a. out, with an electronic copy posted on the website.
- 2 RAMROC meeting Jerilderie
 - a. Greg and I were invited to presented to RAMROC, a group of 18 councils spanning R's 1, 2, 3 and 9. Very well received, with strong support shown.
- 3 Region 2
 - a. Greg and I attended the Region 2 AGM, also in Jerilderie. Greg was re-elected Chair of R2, and Cr Ed Cox, Miora Shire elected vice chair.
- 4 Region 3
 - a. R3 held their AGM in Barham. An excellent turn up with strong support by the regions CEOs. Cr Gary Norton stepped down from the chair, and Cr Oscar Aertssen was elected, with Gary Norton filling the vice chair. I took the minutes for this meeting also – consolidating my intent to encourage LGA's to reengage in that space.
- 5 Murray River Group of Councils
Greg and I were invited to presented to MRGC, a group of 6 councils spanning R's 2,3 and 4. The presentation was well received, with many councils who had previously indicated that they were unlikely to rejoin the association feeling confident to renew their memberships.
- 6 Gunbower Forrest environmental watering infrastructure opening.
 - a. Invited by the NCCMA. Greg and I caught up with Senator Birmingham and his staff and secured the Senator to open our Conference as a result.
- 7 Region 9
 - a. Greg and I travelled to Wagga for Region 9. Terrific meeting. Will discuss.
- 8 Review of the Water Act
 - a. As a result of directives received from our membership, the MDA was able to draft and submit a paper on recommendations to the Review of the Water Act 2007. As a result, Greg and I were invited to represent the MDA to participate in a round-table presentation to the Expert Advisory Panel, which we attended in Malbourne.
- 9 Region 5 – Berri
 - a. I met with Region 5 who held their AGM in Berri. Mark Ward stepped down and Cr Mike Fuller was appointed to the Chair. A small but terrific meeting, with a sensational presentation on a Fish Hotel initiative in that area.
- 10 Communication Forum – Murray Bridge
 - a. Greg and I both attended the communication forum held at Murray Bridge with Craig Knowles as guest speaker. The event was well attended and proved very fruitful. As a result of calls made by MDA members at that meeting, the SA Dept of Environment has now released the long awaited Option Paper on the Lake Albert Scoping study. A solid opportunity exists for the MDA to make a meaningful input into challenging the recommended options, which have been largely criticized.
- 11 All membership renewal invoices were produced and sent out
 - a. Membership Strategy – A membership invoice accompanied by an invitation to join, and information about the association has also been sent out to **every LGA in the basin** that is not already a member. Uptake is already strong. But just as valuable, those LGA's chosing not to join send us a letter of appreciation and polite decline. This provides a whole membership drive opportunity for next year!

12 Financials

- a. Welcome Lisa/Farewell Lisa
 - i. Unfortunately August saw us both recruit and then loose for personal/family reasons an excellent management accountant in Ms Lisa Horan.
- b. Welcome Carl Woods
 - i. Mr Carl Woods has been appointed to the role on a casual tenure. Carl brings strong financial management and governance skills and experience, and with his broader experience is a valuable addition as a management team support.
- c. Appointed RSM Bird Cameron
 - i. Financial files have been handed to RSM Bird Cameron. They are aware of our timelines and will endeavor to work with us to complete financial reports and the audit on both MDA and MDF in time for the AGM.

13 Company Directors Course

I am currently enrolled in and attending the Australian Institute of Company Directors course in Melbourne. This course represents some \$7,000.00 worth of qualification, at no cost to the MDA other than my time to attend. It is also providing significant networking opportunities for the association, and of course the knowledge and skills gained in the course are of significant value to the MDA when applied to the board's current focus on good governance.

As we go along, we are continuing to work as a team to deliver on projects, raise the profile of the MDA, enhance our communication capacities and reporting. Resourcing remains an issue, as does the challenges of managing staff and other efficiencies across multi-locations. This items will be for future consideration by the board. (After the conference...)

I would like to notify the board that I will be working off site, and some shorter hours on Thursday and Friday the 18th and 19th, and on Monday and Tuesday 22nd and 23rd September, for personal reasons. Arrangements have been made to continue to meet demand and manage staff remotely.

It will then be shoulder to the wheel in the run up to the Conference.

Emma Bradbury
Interim Chief Executive Officer