



Ordinary Meeting of the Board
Friday 1st May 2015, commencing at 10:30 am (AEDST)
Location: Echuca, via Skype

MINUTES - MEETING 346

1. ATTENDANCE

1.1 Present

Cr Greg Toll	National President Chair- R2	Echuca	Present
Ms Emma Bradbury	Chief Executive Officer	Echuca	Present
Mr Stan Gibney	Finance Manager	Echuca	Present
Ms Sandra Adams	Executive Assistant	Echuca	Present
Mr Darryl Jacob	R1	Via Skype	Present
Cr Oscar Aertssen	R3 (10:30am until 12:00noon)	Via Skype	Audio
Cr Judi Harris	R4	Via Skype	Audio/Visual
Cr Frank Tuckwell	R6	Via Skype	Audio/Visual
Mr Rodney Button	R8	Via Skype	Audio/Visual
Cr Paul Maytom	R9	Via Skype	Audio
Mr Murray Wood	R10	Via Skype	Audio/Visual

1.2 Apologies

Cr Kevin Myers	R5
Cr Peter Jamieson	R7
Cr Oscar Aertssen	R3 (left the meeting at 12:00noon)

Motion: That the Apologies be accepted as true and correct

Oscar Aertssen/Judi Harris

Carried

1.1 Declaration of Interests and Conflicts

Darryl Jacob declared a conflict of interest in items pertaining to MLLS as he is Chair of Wirramina Environmental Education Centre, which has been a delivery partner in the subject contracts.

2. PREVIOUS MINUTES

2.1 Minutes for meeting held on Friday the 6th February 2015 in Swan Hill

In relation to point 1.3-Declaration of Interests and Conflicts Darryl Jacob noted that it should read: Darryl Jacob declared a non - pecuniary interest in any discussions on the Albury Office because one of Wirraminna's committee members is on the board of Murray Wetlands Working Group. (The minutes have been amended)

Motion: That the minutes of the previous meeting be accepted as true and correct, as amended.

Judi Harris/Murray Wood

Carried

3. GENERAL BUSINESS

3.1 Table Region 5 letter: Boundary Mapping

Emma read the letter and explained the reasons Mid-Murray Council have requested to be included in Region 5 rather than Region 6. She explained that there is no inference of disassociation; the reason for the change is stronger alignment with the issues and interests of Region 5.

Motion: That the board

- i) Approve the move of Mid Murray Council from R6 to R5, and that the MDA's records be adjusted accordingly.**
- ii) That the MDA write to the Chair and the secretary of R6 to advise of the change**
- iii) That the MDA write to the Chair and the secretary of R5 to advise of the change**
- v) That the MDA notify the Dept of Environment mapping department to facilitate the update of our maps.**

Murray Wood/Judi Harris

Carried

3.2 Delegations-Finance Manager

Emma outlined the proposed banking transaction system that is possible now MDA have the necessary staff (CEO, Finance Manager and Executive Assistant):

- Transactions entered by the Executive Assistant
- First approval by Finance Officer
- Final approval by CEO
- Summary of transactions included in financial reports to the board

Motion: That the board

- i) Delegates authority to the Finance Manager to authorize transactions**
- ii) Approves action to be undertaken to establish the Finance Manager, Stan Gibney as an authorized signatory on the MDA's ANZ Bank Accounts.**

Oscar Aertssen/Murray Wood

Carried

3.3 Review of the Constitution

Emma mentioned that Andrew Sherman of Russell Kennedy Lawyers is assisting with the preparation of a draft constitution. Preparation is in line with the original timeframe and should be ready for review by the board by the end of May.

Motion: Noted

3.4 Proposed Governance Structure

Board members and CEO discussed the proposed Governance Structure as per Comms. Report EB008.

Motion: That

- i) a discussion paper and project plan allowing for board member member-council input be provided to the board members,**
- ii) the discussion paper in relation to the proposed governance structure be provided to the board members, and the member councils they each represent for comment and**
- iii) that replies and discussion should be emailed to the CEO in a set time frame outlined in the project plan.**

Murray Wood /Paul Maytom

Carried

3.5 Adrian Wells-Employment Recognition

A discussion occurred about the possibility of MDA funding the Ph.D. for Adrian. The following issues were identified.

- a) ...
- b) Board identified that Adrian cannot be engaged, employed or funded to undertake any activities while he is on leave.
- c) It is not appropriate to consider commemorative funding while Adrian is still employed by the Association.
- d) Funding for Adrian Wells Ph.D. is not possible at this time due to financial constraints.
- e) ...

Motion: That an appropriate response acknowledging his request, but declining to provide funding at this stage be sent from the Chairman on behalf of the board.

Murray Wood /Oscar Aertssen

Carried

3.6 Adrian Wells-Employment Status

Some discussion around the historical practice of Adrian's position reporting directly to the board, particularly as it may have been helpful for coverage and management when the MDA had locations in Adelaide and Albury.

All members of the board affirmed that regardless of historical practice, all employees/employment positions of the MDA report to the Chief Executive Officer, who is responsible for their management.

Motion: That it be noted that all employees of the MDA report to the CEO and a letter should be written to Adrian Wells to clarify this.

Oscar Aertssen/Rodney Button

Carried

3.7 Code of Conduct

Refer to the Code of Conduct attached.

Motion: That the Code of Conduct be adopted and reviewed annually.

Oscar Aertssen/Judi Harris

Carried

4. REPORTS

4.1 Chairman's Report-MDA President Greg Toll

- Emma and Greg have been attending region meetings, there is one coming up in May in Port Pirie.
- Have had a meeting with Dr Kirsten Shelly Senior Advisor to Lisa Neville MP

4.2 CEO's Report –Emma Bradbury

Report to regions attached.

- Balance in keeping up with meeting internal reform objectives and external engagement strategies has been an enormous task for such a small team.
- Fantastic to have Stan Gibney on board as Finance Manager, and that Sandra is continuing to do a terrific job managing the office.
- Currently recruiting a Communications staff member, and with that filled we will have a very efficient and productive team.

Some discussion around whether or not the new position was affordable. Chief Executive Officer noted that cash flow projections and work on costings was being undertaken. Important to strike the right balance between affordability, and providing a safe and sustainable workplace able to meet the demands of the organization. It was also noted that the capacity to maintain membership, grow revenues and deliver value to our members is reliant on this new position.

4.3 Finance Report –Stan Gibney

Stan Gibney introduced himself and outlined his qualifications and experience. Stan read through his report and discussions arose about the state of MDA financials.

Paul Maytom asked what the current situation is with respect to Murray Local Land Services (MLLS).

Emma Bradbury CEO and Stan Gibney are currently reviewing the project contract and will provide a report to the board as soon as the current contract status and financial expenditure is ascertained.

Communications/negotiations with the MLLS are continuing, with a view to a fair and equitable resolution.

Oscar Aertssen, as Murray Darling Foundation Interim Chair requested that Stan provide him with a breakdown between MDA and MDF financials

*Oscar Aertssen left the meeting at 12:00noon

*Warren Pollock joined the meeting via telephone at 12:00noon

4.4 Auditors Report

Warren Pollock, Auditor MGR Accounting Management Letter

Warren talked about the 2014 year end audit, the challenges and the risks identified. He noted that the Interim audit had been conducted and that there had been good improvements within the organization's systems. Warren also noted that it was good to see a dedicated Finance Manager on board, and the Stan's work was ensuring improvements were continuing to be made. He noted that he anticipated a clear and solid audit process at the end of this year. Warren read through the Auditor and Management letter.

***Warren Pollock left the meeting via telephone at 12:15noon**

Motion: That the reports be accepted.

Murray Wood /Oscar Aertssen

Carried

5. 2015 National Conference and AGM

- Greg Toll to meet with Cr Colin Jones in Berrigan next week to canvass sponsors for the 2015 Conference.
- Emma Bradbury CEO will be contacting member councils requesting submissions for possible agenda items at the 2015 AGM

6. **NEXT MEETING To be advised (tentative 15th May 2015 via skype)**

7. **CLOSE 12:30pm**