

**MEETING OF THE BOARD OF DIRECTORS OF
AUSTRALIAN SOCIAL & ETHICAL AUDITING INSTITUTE INCORPORATED
HELD AT GROUND FLOOR, 30 FLOSS STREET, SYDNEY ON
THURSDAY 2 SEPTEMBER 2003 AT 1005 HOURS**

BOARD MEETING #10

CHAIR: Mr R Boele President
PRESENT: Mr P Gates Secretary
Mr T Heesh
Mr P Kaye
Mr M Nugent By telephone
Mr R Parsons By telephone
APOLOGIES: Nil

CHAIR: Mr Boele took the Chair and welcomed those present.

Mr Boele noted that this meeting was called to cover the matters detailed in the agenda circulated to the board prior to the meeting. (Annexure 1)

CIRCULATING MINUTES:

10/1 It was **resolved** that Ms Laurel Terichow be appointed Returning Officer for the 2003 Board Elections.

MINUTES:

The minutes of Meeting #9 (12/06/03) were tabled.

10/2 It was **resolved** that the minutes as tabled be adopted with the following amendments:

Matters 9/3, 9/4 and 9/5 be removed and replaced with the following:

9/3 It was **resolved** that all positions of Office Bearers except Secretary be declared vacant under Rule 5.1(3).

9/4 It was **resolved** that Mr Richard Boele be appointed President under Rule 5.1(3)

9/5 It was **agreed** that Mr Tim Heesh would assume the role of Secretary following the change of Public Officer following the Annual General Meeting.

BUSINESS ARISING:

The Chairman tabled the SEAI action list as circulated on the 7 July 2003 (Annexure 2).

Following discussion, it was **agreed** that:

- there be no change to the existing registered office of the Institute.
- Michael Nugent will investigate and report back to the board at the next meeting the relevant issues that the board should consider in making a decision as to whether a Directors and Officers Liability Insurance policy should be entered into for all board members.
- the current postal address and postal collection procedures would be retained until a further review at a date yet to be determined.

10/3 - the procedure of having single authorised access to the bank account should continue

10/4 It was resolved that Tim Heesh be authorised to apply to the Australian Taxation Office for Not for Profit status for the Institute

It was **resolved** payment be authorised of \$710.71 for Public Liability Insurance covering the period 1st September 2003 to 31st August 2004 in the sum of \$710.71 to Wilburton's McDonald, the General Insurance brokers for the Institute.

MEMBERSHIP AND FINANCIAL REPORTS:

The President and Secretary provided verbal reports on the status of the membership.

In summary:

- The president has established a new membership data base
- There are currently 70 members registered
- Since the time of Tim Heesh's admission on the 12 June 2003 there have been 14 new members admitted being:

0057 Gianni Zappala
0058 Stanley Rodgers
0059 Terence Jeyaretnam
0060 Eva Cox
0061 Attractra Lagan
0062 Corinne Proske
0063 Manny Spiteri
0064 Garry Fowler
0065 Denna Kemp
0066 Bren Sheehy
0067 Linda Giddy
0068 Mike Evans
0069 Julian Crawford
0070 David Birch

10/5 ▪ Resignations have been received from R. Goldfellow and E. Northwood

It was **resolved** to expel the following members in accordance with the rules:

10/6

- B McKay
- Collette McInerney

It was **resolved** that the resignations of R. Goldfellow and E. Northwood be accepted.

Following discussion, it was **agreed**

- eligible persons would be admitted to membership upon receipt of a membership form and the requisite membership fees with all others referred to the Board for decision
- that where an application for membership is received prior to the 1st March in any year then the full membership fee must be paid. Where an application is received after the 1st March the full membership fee is to be paid however it will cover the period from the date of application before the 1st July through to the 30th June of the following year.
- that the Membership Package would continue to be sent to newly admitted members with the exception of the membership certificate and that a new

- welcome letter be created to be sent with the package.
- that the President will draft a new welcome letter for new members and circulate to the board for comment or amendment.
 - that the secretary respond to all applicants that had submitted an unclear application as to who the applicant was with a request to comply with the current membership requirements.
 - that the secretary respond to those applicants that submitted a form in the name of an organisation and advise that the current policy of the Institute was not to admit organisational members and that the policy for organisational membership was currently under review by the board.
 - that the President follow up the membership form from Shannon Potts.
 - that the change over date for the President to take over all the membership administration responsibilities from the Secretary would be the same date as the secretarial duties be transferred to Tim Heesh, projected to be around the 30 September 2003.

FINANCIAL REPORT

The Secretary tabled the accounts for the period 1st July to 31 August 2003. The Secretary advised that the income figures and corresponding debtor's figures were to be adjusted after deducting the fees for the members removed from the register as resolved in the meeting. The secretary is to circulate the revised accounts. The secretary was asked to clarify what made up the discounts figure and to supply that information to the board members.

It was **agreed**

- that the president send a reminder e-mail to all members who had not paid their subscription and to request resignations from those who do not wish to remain members.
- that the secretary arrange for the closure of the GST bank account and transfer the funds to the main account.
- that the President and Tim Heesh arrange for deposit cards to be issued to each of them for the account.
- that Tim Heesh prepare a list of budget headings corresponding to possible income and expenditure outcomes from potential activities that could be undertaken in the current financial year. The document is to act as a thought provoker for the board to consider potential activities for the Institute.

RESOLUTIONS ON 2001 ANNUAL STATEMENT:

10/7 The Secretary reported that the analysis of the records of the Institute reveals no trace of the 2001 Annual Statement to the Office of Fair Trading, although recalling that the Board had met immediately following the AGM held on 25 March 2002 and carried the necessary resolutions. The Secretary proposed that the Board again carry the resolutions and that the Annual Statement be submitted immediately, together with a letter of explanation. Following discussion,

It was **resolved** that in the opinion of the members of the Board

- (1) the Balance Sheet and Profit & Loss Statement for the financial year 2000/2001 considered at the Annual General Meeting on 25 March 2002 gives a true and fair view of the financial matters to which they related and are not misleading
- 10/8 (2) there are reasonable grounds to believe that, at as 2 September 2003, that the Institute will be able to pay its debts as and when they fall due.

It was **resolved** that Mr Peter Kaye and Mr Peter Gates be authorised to certify the 2001 Annual Statements to the Office of Fair Trading

BOARD NOMINATIONS

The Secretary tabled the returning officers report for the nominations of directors which provided that only Richard Boele and Tim Heesh submitted eligible nomination forms in accordance with the rules. This being the case there will be no ballot at the Annual General Meeting and that Richard Boele and Tim Heesh could invite another 7 members onto the board under the rules of the Institute.

In the general discussion that followed it was noted all the current board members, except for Peter Gates would like to continue on the board after the AGM and that four other prospective members, Terrence Jeyaretnam, Marcelle Holloway, Corrine Proske and Peter Caldwell would also like to join the board. The current board did not object to Richard Boele and Tim Heesh inviting Peter Kaye, Michael Nugent, Richard Parsons Terrence Jayaretnam, Marcelle Holloway, Corrine Proske and Peter Caldwell to the board at the first board meeting after the AGM.

ANNUAL GENERAL MEETING

The Secretary read out the likely resolutions to be put to the AGM and advised that these draft resolutions would be circulated prior to the AGM

Michael Nugent asked for copies of the accounts that will be accepted at the AGM pursuant to the resolutions which the secretary agreed to supply prior to the AGM.

It was noted that as a quorum of five members was required to ratify the AGM resolutions and that it was unlikely for any other business to be conducted it was not necessary to have a hook-up with the other states. However should a quorum not be achieved from those attending in Sydney then both Richard Parsons and Michael Nugent will be on stand-by to help make the requisite numbers.

WEB SITE

The President moved that a vote of thanks be extended to Alexander Bailey for the assistance provided in updating the current web-site. All agreed.

It was **agreed**:

- that Michael Nugent would review all material on the site for currency and relevance
- e-mail a report is to the board with recommendations for change.
- If no objection voiced then Michael to instigate changes.
- Michael to set up a test-site to assist the board in reviewing the suggested amendments.
- Michael to provide the address of test-site to the board members.

It was **agreed** that Michael Nugent review the current e-mail addresses and submit a proposal to members with recommendations for the future.

It was **agreed** that the President and the secretary work out the change over of ISP charges from the Secretaries account to the Presidents.

SEAI REPRESENTATION ON OTHER BODIES

The board had a general discussion on its approach to other bodies based on the recent circulation of draft standards by Standards Australia on Environmental and Sustainability Assurance.

It was **agreed** that Michael Nugent would explore with Standards Australia how it might be possible for SEAI be involved with the process and for Michael to report those findings with recommendations back to the board members.

NEXT STEPS

The board members are to consider potential 'state events' where the SEAI can be show cased and members can get together and for those ideas to be circulated amongst board members for consideration. The President suggested he would prepare a list of talking points for the potential events.

CLOSURE: There being no further business, the meeting closed at 1.45 pm

NEXT MEETING: The next meeting will be held on 6th November. The President to advise all prospective new directors of the date.

(Signed)
Chair

ANNEXURE 1

Agenda for the MEETING OF THE BOARD OF DIRECTORS OF AUSTRALIAN SOCIAL & ETHICAL AUDITING INSTITUTE INCORPORATED TO BE HELD AT GROUND FLOOR, 30 FLOSS STREET, SYDNEY ON TUESDAY 2 September 2003 AT 1100 HOURS

BOARD MEETING #10

1. OPENING, APOLOGIES & AGENDA CONFIRMATION
 - 1.1 Apologies
2. MINUTES
 - 2.1 Minutes of Meeting #9 of 12/6/03
3. BUSINESS ARISING
 - 3.1 Board Action List/ Review SEAI Action List Issued Monday July 7, 2003
4. MEMBERSHIP AND FINANCIAL REPORTS
 - 4.1 Membership Report
 - 4.2 Financial Report
 - 4.3 Accounts to 27/11/00
5. GENERAL BUSINESS
 - 5.1. Review of Board Nominations
 - 5.2. Induction for new Board Directors
 - 5.3. Annual General Meeting
 - 5.4. Web Site
 - 5.5. SEAI Document and form review
 - 5.6. SEAI representation on other bodies
 - 5.7. Next steps planning
 - 5.8. Other Business
6. CLOSURE
 - 6.1 Next Meeting

Annexure 2
SEAI Action List – Issued Monday July 7, 2003

Due Date	Action	Responsibility
8/7	TH send RB excel database	TH
11/7	Handover discussion and preparations between Michael Nugent and Alexander Bailey	MN
14/7	Change minutes to reflect TH as acting Secretary	PG
14/7	Determine AGM location.	RB
14/7	Set up STIR database for SEAI membership management	RB
14/7	Budget for SEAI 2003-2004	TH
16/7	Date set for meeting at Credit Union between Peter Gates, RB and TH. <ul style="list-style-type: none"> • Ensure stand alone internet access is available • Organise change of signatories • Organise additional deposit cards 	RB
16/7	ISP payment transferred to RB's credit card	RB
17/7	Explanation letter – includes renewal request for current members and all other AGM logistics	RB
17/7	AGM Notice: AGM Date – Wednesday, September 24, 2003 Location and time This is a concurrent AGMs for 2002 and 2003 Enclosures: <ul style="list-style-type: none"> • Explanation letter (same as notice) • AGM Agenda • Nominations call – nominations must be received by August 19, 17.00 include address to which nominations must be sent • Renewal invoices • Proxy form 	TH?
17/7	Invitation to join SEAI for members of Richard's email list	RB
18/7	AGM Notice draft to directors	RB
22/7	Directors final agreement on all correspondence and notices	All
26/7	Mailing (by email if available) to current members: AGM notice with all enclosures	TH
27/7	Update website with AGM documentation	MN
27/7	Invalid emails checked and snail mail alternative prepared and sent.	TH
20/8	Email announcement of nominations for board and if more nominations than positions then appointment of returning officer and timetable for ballot.	TH
24/9	Registered Office Action - Check cost of using an accountant's office	TH
24/9	Directors and Officers Liability Insurance Action - Review need for insurance	MN
16/7	Postal Address Action - Review use of GPO Box 4825 Sydney	TH
1/8	Taxation Action - Investigate tax position and manage lodgement of returns	TH

Produced by Richard Boele – July 7, 2003