

**MEETING OF THE BOARD OF DIRECTORS OF
THE SOCIAL & ETHICAL AUDITING INSTITUTE INCORPORATED
HELD BY TELEPHONE CONFERENCE ON
THURSDAY 22nd DECEMBER 2004 AT 4.15 P.M**

BOARD MEETING #14

CHAIR: Mr Richard Boele President

PRESENT: Mr Tim Heesh Secretary

Mr Peter Caldwell

Ms Marcelle Holdaway

Ms Terence Jeyaretnum

Mr Michael Nugent

Ms Corinne Proske

OBSERVERS:

Mr Peter Kaye

Mr Richard Parsons

Mr Stirling Habbitts

Ms Debbie Henderson

Ms Jane Taggart

Ms Eva Cox

Mr Peter Harmer

CHAIR: Richard Boele took the Chair, welcomed those present, and noted a quorum existed.

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

MINUTES:

The minutes of Meeting #13 held on 6th November 2003 were tabled.

14/1 Resolution: Proposed by Terence Jeyaretnum
Seconded by Peter Kaye

“That the minutes as tabled be adopted.”

Result: Carried.

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MEMBERSHIP AND FINANCIAL REPORTS:

It was noted:

That the annual membership fee invoices had not been issued to members as at the date of the meeting for the financial year 2004/2005. The board agreed to change the subscription to reflect the timing of the invoice which are to be issued ASAP in 2005.

14/2 Resolution: Proposed by Peter Caldwell
Seconded by Marcelle Holdaway

“That members be invoiced for a two year period with the first six months being for free from 1 July 2004 to 31 December 2004 and the following 18 months incurring a subscription fee at one and half times the annual rate of \$55.00 (incl GST)”

Result: Carried.

The President provided a verbal report on the status of the membership.

In summary:

- There are currently 42 active paid-up members registered
- A full list of members are to be circulated to the board every 6 months including details of new members.
- Richard Boele to circulate list of members to the members periodically subject to obtaining permission from the members that their names can be circulated to other members.

The secretary provided verbal report on the financial status:

- The secretary referred all board members to the summary Balance Sheet and Profit and Loss as at 30 June 2004 as circulated and asked for any comments. There were no comments.

GENERAL BUSINESS

BOARD CASUAL VACNACY

Appointment of director casual vacancy.

After discussion involving board members and observers about the role of the Institute Richard Boele noted that expressions of interest had been received from Peter Kaye and Richard Parsons wishing to be considered to fill any casual vacancies with the board that may exist.

Richard Boele noted there were two vacant positions and it was up to the board as to whether to fill them pursuant to the power granted under 7.6 of the Rules.

14//3 Resolution: Proposed by Peter Caldwell
Seconded by Marcelle Holdaway

“That Peter Kaye be appointed director in accordance with Provision 7.6 of the rules”.

Result: Carried.

14/4 Resolution: Proposed by Marcelle Holdaway
Seconded by Terence Jeyaretnum

“That Richard Parsons be appointed director in accordance with Provision 7.6 of the rules”

Result: Carried.

Peter Kaye gave the undertaking, ”that should there be a desire by the board to invite another onto the board outside of the normal election of director timetable then he would resign as director to provide a space on the board for that to occur”.

Result: Carried

14/8 Resolution: Proposed by Peter Caldwell
Seconded by Tim Heesh

“That Eva Cox, assisted by Peter Kaye prepare for a practitioner talk to be held around August 2005 in Sydney around the themes ‘Sustainability Reporting – Measuring the social aspects’ and that the talk be scheduled for late March 2005.”

Result: Carried

14/9 Resolution: Proposed by Peter Caldwell
Seconded by Michael Nugent

“That the Institute should seek endorsement from ISEA international to run AA1000 Assurance Standard workshops in Melbourne and Sydney during 2005 and that Richard Boele be approved to negotiate with Adidem as the current ‘5 day workshop licence holders’ to seek their support to run the 1 workshops.’

Result: Carried

It was noted that Richard Boele would have primary responsibility to run the Sydney workshops and Terence Jeyaretnum the primary responsibility for the Melbourne workshops. It was also noted that the workshops should be much broader than AA1000 and should give good coverage of the other prominent assurance standards and guidelines currently in use around the world.

CLOSURE: There being no further business, the meeting closed at 6.15 pm

NEXT MEETING: The next meeting will be advised. The President to circulate potential dates and times for settlement.

(Signed)
Chair

**Agenda for the MEETING OF THE BOARD OF DIRECTORS OF
AUSTRALIAN SOCIAL & ETHICAL AUDITING INSTITUTE INCORPORATED
TO BE HELD by Teleconference ON
WEDNESDAY 22 December 2004**

BOARD MEETING #14

1. OPENING, APOLOGIES & AGENDA CONFIRMATION

1.1 Apologies

2. MINUTES

2.1 Minutes of Meeting #13 held on November 6, 2003.

3. BUSINESS ARISING

4. MEMBERSHIP AND FINANCIAL REPORTS

4.1 Membership Report

4.2 Financial Report

5. GENERAL BUSINESS

5.1. Consider and decide on proposed Institute program for 2005

5.2. EGM for name change and constitution change for tax purposes

5.3. Other Business

6. CLOSURE

6.1 Next Meeting